



**PANCHSHEEL ORGANICS
LIMITED**

ANNUAL REPORT 2023-24



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ABOUT PANCHSHEEL

Panchsheel Organics Limited (“the Company”), an **ISO 9001 : 2008 CERTIFIED, GMP approved** public listed company is manufacturer and exporter of Active Pharma Ingredients (APIs), Intermediates & Finished Formulations (both Human & Veterinary), having a wide experience of more than three decades in the healthcare field.

The company was promoted in 1990 by the Turakhia Bros Group, having 36 years of rich experience, expertise and a proven track-record in the field of Pharma Export-Import trading, dealing in a wide range of globally sourced, as well as indigenously manufactured, best-in-their-class life-saving medicines covering APIs, Intermediates, Specialty Chemicals, Hormones, Steroids etc.

Panchsheel is a technology based and market driven company backed by a strong R & D setup aims at innovative production and thus creating a niche market for our products. It complies with all the norms applicable as per Schedule ‘M’, GMP & WHO standards.

Corporate Mission

Panchsheel’s motto: “To manufacture and market Active Pharmaceutical Ingredients of International Standards.”

Manufacturing Facilities

The multipurpose manufacturing unit of the Company is situated at **Madhya Pradesh**, in the central province of India at Indore, in B6/ B7, Sector ‘C’, Sanwer Road Industrial Estate, **Indore** – 452015. It is very well equipped with most modern production facilities and latest equipments capable of undertaking large orders and complex reactions very comfortably with plenty of available land, of which 6,100 sq.mts is constructed covering 4 manufacturing blocks. The Company has sufficient Government permission and has maintained all types of licenses for safety and pollution. The Company has also maintained an approved effluent treatment plant.

The Company has two other manufacturing units in the name of **Suneeta Chemicals** and **Paramount Organics**, both located in **Indore**. Every unit has a built-in testing facility which is well-equipped with most modern equipments and testing apparatus like HPLC, GC, IR, UV etc to ensure complete compliance to the set quality standards. They offer a wide range of products under different categories like Cardiovascular, Neuropsychiatry, Anti-fungal, Fluoroquinolones, Antiallergic, Anti-Inflammatory, Gastrointestinal, Osteoporosis, Erectile Dysfunction and many more.

The formulation division of Panchsheel is under the name of **Gene Biotech Pvt Ltd** (“Gene”), situated in Poanta Sahib, Himachal Pradesh. This unit is also GMP approved.

Gene has all the facilities to offer customized manufacturing under private label and packaging as per client’s need.



Our Promoters

1. Mahendra Turakhia

Mr. Mahendra Turakhia, Chairman and Managing Director of the Company, has established Panchsheel Group. He has completed B.Sc. and is a first generation entrepreneur. He has vast and varied experience in the pharmaceutical industry and over the years, has made a wide network of contacts all over India and abroad. His background and experience makes him a qualified expert in all core areas of the company's operations.

2. Kishor Turakhia

Mr. Kishor Turakhia, an Executive Director of the Company has completed B. Com and has rich experience in the pharmaceutical industry as well as in finance. He oversees business development and contributes in evolving new growth strategies.

3. Rajesh Turakhia

Mr. Rajesh Turakhia, an Executive Director of the Company, has completed B. Com and has rich experience in the pharmaceutical industry as well as finance.

For more details, please visit our Website: <https://panchsheelorganics.com/>



Board of Directors

Mr. Mahendra A. Turakhia
(Chairman & Managing Director)

Mr. Kishor A. Turakhia
(Executive Director)

Mr. Rajesh Abhechand Turakhia
(Executive Director)

Mr. Diwakar Mani Tripathi
(Non-Executive Independent Director)

Mr. Shambhunath Chakravarti
(Non-Executive Independent Director)

Mrs. Darshana Vishal Shah
(Non-Executive, Women, Independent Director)

Chief Financial Officer

Mr. Gaurag Natavarbhai Patel (upto 13.02.24)

Mr. Deepak R. Shah (w.e.f. 13.02.24)

Company Secretary

Mr. Hitesh Singh Parihar (upto 29th March, 2024)

Ms. Sonia Verma (w.e.f 29th May, 2024)

Statutory Auditors

M/S. Jayesh R. Shah & Co.,
Chartered Accountants

Registered Office

B6 & B7, Sector – C, Industrial Area,
Sanwer Road, Indore – 452015, MP.

Corporate Office

137,138, Hubtown Solaris,
Prof. N S Phadke Marg,
Opposite Teli Gali,
Andheri (East), Mumbai – 400 069.

Bankers

Yes Bank
Andhra Pradesh Financial Corporation

ISIN: INE316G01019

Secretarial Auditors

M/S. GMS & Co.,
Practicing Company Secretaries

Plant

B6 & B7, Sector – C, Industrial Area,
Sanwer Road, Indore – 452015, MP.

Share Transfer Agents

Purva Sharegistry (India) Pvt. Ltd.,
Unit No. 9, Shiv Shakti Industrial Estate,
J. R. Boricha Marg, Lower Parel (East),
Mumbai - 400 011.



NOTICE OF THE 35TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 35th Annual General Meeting of the Members of Panchsheel Organics Limited will be held on Monday, September 30, 2024 at 03:30 P.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following businesses:-

ORDINARY BUSINESS:

- 1. To consider and adopt the audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Board of Directors and the Auditors thereon;**

“RESOLVED THAT the audited financial statements of the Company including the Balance Sheet as at 31st March 2024, Statement of Profit and Loss, cash flow statement for the year ended on that date and noted thereon, Report of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.”

- 2. To declare final dividend on Equity Shares for the financial year ended March 31, 2024.**

“RESOLVED THAT the Board of Directors of the company has recommended a dividend of Rs.0.80 i.e. 8% per share on their meeting held on 29.05.2024, the shareholders hereby declares the same.”

- 3. To appoint a director in place of Mr. Kishor Abhaychand Turakhia (DIN: 00006236), who retires by rotation and, being eligible, offered himself for re-appointment.**

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and rules made thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions, if any of the Companies Act, 2013, Mr. Kishor Abhaychand Turakhia (DIN: 00006236), who is liable to retire by rotation and being eligible, has offered himself for appointment, be and is hereby re-appointed as a Director in the category of executive director of the Company.”



**For and on behalf of the Board`
Panchsheel Organics Limited
Sd/-
Sonia Verma
Company Secretary
Membership No: A63984
Mumbai, September 07, 2024**

**Corporate Office:
Unit No. 137, Hubtown Solaris,
N S Phadke Marg,
Opposite Teli Galli,
Andheri (East), Mumbai – 400069.**

**Registered Office:
B-6 & B-7 Sector-C, Industrial Area, Sanwer Road,
Indore – 452015, Madhya Pradesh.
CIN: L24232MP1989PLC005390
☎ 0731-2721709 ☎ 91-22063929 ✉ www.panchsheelorganics.com**



NOTES:

1. In view of the extraordinary circumstances due to outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) by Circular No.14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 read with Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 (the said Circulars) had permitted sending of the Notice of AGM along with Annual Report only through electronic mode to those Members whose e-mail addresses were registered with the Company / Depositories as well as conducting the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

MCA by Circular No. 2/2022 dated 5th May, 2022 and SEBI vide its Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13th May, 2022 have extended the above exemptions till 31st December, 2022 and accordingly in compliance with applicable provisions of the Companies Act, 2013 and the said Circulars the:

- a. Notice of the AGM along with Annual Report for the Financial Year 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories.
 - b. 35th AGM of the Members will be held through VC / OAVM.
2. An explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the Special Business to be transacted at the Annual General Meeting ('AGM'), is annexed hereto.
 3. Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the Listing Regulations) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India information in respect of the Directors seeking appointment/re-appointment at the AGM, an Annexure is given to the Notice
 4. As per the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 35th AGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 35th AGM and hence Proxy Form, Attendance Slip and Route Map of the venue of the AGM are not being annexed to this Notice.
 5. Corporate Members are requested to send a scanned copy (in PDF / JPG format) of the Board Resolution authorizing their representatives to attend this AGM, pursuant to Section 113 of the Act, through e-mail at compliance@panchsheelorganics.com.



6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to 1000 members on a first come first serve basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

7. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the AGM.

8. QUORUM

The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

9. BOOK CLOSURE

The Register of Members and Share Transfer Books of the Company will remain closed from September 24, 2024 to September 30, 2024 (both days inclusive).

10. DIVIDEND:

The dividend, as recommended by the Board, if approved at the AGM, will be paid subject to deduction of tax at source, as may be applicable, to those Members:

- a. whose names appear as Beneficial Owners as on September 23, 2024 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the equity shares held in electronic form; and
- b. whose names appear as Members in the Register of Members of the Company as on September 23, 2024 in respect of the equity shares held in physical form, after giving effect to valid request(s) received for transmission/ transposition of equity shares.

Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of Members w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates.

11. UNCLAIMED DIVIDEND

Members are requested to note that dividend which has remained unpaid or unclaimed for 7 consecutive years or more from the date of transfer to the Company's Unpaid Dividend Account will be transferred to the Investor Education and Protection Fund (IEPF) as per Section 124 of the Act.



Accordingly, pursuant to the provisions of the Act and the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the Company has transferred a sum of Rs. 1,87,153.00 to the IEPF during the year 2023-24.

Members are further requested to note that the unpaid or unclaimed dividends and/or the equity shares transferred to the IEPF can be claimed by them by making an on-line/electronic application in Form IEPF-5. Upon submitting duly completed form, applicants are requested to take a print of the same and send the physical copy, duly signed, along with the requisite documents specified in Form IEPF-5, to the Company/ the RTA of the Company, Purva Sharegistry (India) Private Limited (Unit no. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Opposite Kasturba Hospital Lane, Lower Parel (East), Mumbai - 400 011, email: support@purvashare.com. The Rules and the application form (Form IEPF-5), as prescribed by the Ministry of Corporate Affairs (MCA) for claiming the shares/ dividends are available on the website of MCA /IEPF authority – www.iepf.gov.in.

In view of the above, Members who have not claimed /encased the Dividend Warrants for Final Dividend 2016-17 and /or any subsequent years are requested to claim their unpaid dividends within stipulated timeline by writing to the Company /RTA giving the necessary details.

12. GENERAL GUIDANCE TO SHAREHOLDERS

• NOMINATION FACILITY

As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The Members are requested to submit the said form to their Depository Participant (DP) in case the shares are held in electronic form and to Purva Sharegistry (India) Private Limited, the Registrar & Transfer Agent (RTA) of the Company, in case the shares are held in physical form.

• MODE OF HOLDING SHARES

As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with holding physical shares, the Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agent of the Company for any support in this regard.



- **UPDATION OF PERSONAL DETAILS**

- Pursuant to SEBI circular dated April 20, 2018, shareholders whose ledger folios having incomplete details with regard to PAN and Bank particulars are required to compulsorily furnish the same to the Registrar and Transfer Agent (RTA)/ to the Company for registration in the folio.
- Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to Purva Shareregistry (India) Private Limited, in case the shares are held in physical form.

13. DISPATCH OF ANNUAL REPORT IN ELECTRONIC FORM AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT BY E-MAIL:

- a. In accordance with the MCA and the SEBI Circulars and owing to the difficulties involved in dispatching of physical copies of the Annual Report for the financial year 2023-24 (including the Financial Statements, Board's Report, Auditor's report or other documents required to be attached thereto), the Annual Report (2023-24) and the Notice of the AGM are being sent in electronic mode to Members and other persons entitled to receive the Notice, whose e-mail address is registered with the Company or the Depository Participant(s).
- b. The Members holding Equity Shares of the Company in Demat Form or Physical Form and who have not yet registered their e-mail address are requested to follow the procedure stated in point no. 14 given below for the purpose of registration.
- c. A copy of the Annual Report 2023-24 along with the Notice of the AGM and Explanatory Statement is available on the website of the Company at www.panchsheelorganics.com, BSE Limited (BSE) at www.bseindia.com and National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.

14. PROCEDURE FOR REGISTRATION OF EMAIL IDS WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND FOR E-VOTING ON THE RESOLUTIONS SET OUT IN THIS NOTICE:

- a. In case the shares are held in physical mode, shareholders are requested to provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN and Aadhar Card by e-mail to the Company at compliance@panchsheelorganics.com.
- b. In case the shares are held in demat mode, please provide DPID & CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, self-attested scanned copy of client master or copy of Consolidated Account Statement, PAN Aadhar to the respective Depository Participants.



- c. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 17(g) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- d. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

15. PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

- a. As the AGM is being conducted through VC /OAVM, the Members are encouraged to express their views /send their queries in advance mentioning their name, demat account number (DP ID & Client ID) /Folio Number, e-mail ID, mobile number at compliance@panchsheelorganics.com.
- b. Members desirous of getting any information in respect of the contents of the Annual Report are requested to forward the same to the Company Secretary at least 10 days prior to the AGM so that the required information can be made available. The same will be replied by/on behalf of the Company suitably.
- c. In order to enable the smooth conduct of AGM, the Members who would like to express their views during the AGM may register themselves as a Speaker by sending an email to compliance@panchsheelorganics.com, along with your name and DP ID/Client ID on or before Thursday, September 26, 2024 before 6.00 P.M.

The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

16. PROCEDURE FOR JOINING THE AGM THROUGH VC/ OAVM:

- Shareholders will be able to attend the AGM through VC / OAVM through web link – <https://estv.webex.com/estv/j.php?MTID=md26b7aec7b3f9c2785e910811db4d1da>
- The Members will be provided with the facility to attend the AGM through VC/OAVM through the e-Voting system by following the instructions given in point 17(g).
- The link for VC/OAVM will be available in shareholder/members login where the Electronic Voting Event Number ('EVEN') of Panchsheel Limited (the Company) will be displayed.
- On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM of the Company.
- Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned below in point no. 17(g) of the Notice. Further, the members can also use the OTP based login for logging into the e-Voting system.



- The Members are encouraged to join the AGM through Laptops for better experience. The Members will need the latest version of any of the following browsers viz. Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Further, the Speaker Members are recommended to use an Internet with a good speed for better communication.
- Please note that the Members/participants connecting through Mobile devices, Tablets or Laptop via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

17. PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:

- a. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) [the Rules], Regulation 44 of the Listing Regulations and the MCA Circulars, the Company has provided the facility to its Members to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means. The facility of casting votes by a member using remote e-voting system as well as e-voting during the AGM will be provided by NSDL having its office at Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013.
- b. The members are requested to carefully read the instructions on e-voting given in point no. 17(g) before casting their vote electronically.
- c. The remote e-voting period begins on Friday, September, 27, 2024 at 9.00 a.m. and ends on Sunday, September 29, 2024 at 5.00 p.m. During the remote e-voting period, the Members of the Company holding shares either in physical form or in dematerialized form, as on Monday, September 23, 2024, the cut-off date, may cast their vote electronically. This remote e-voting module shall be disabled by NSDL for voting thereafter. The voting rights of the members shall be in proportion to their equity shares held in the total paid up equity share capital of the Company as on the cut-off date.
- d. The Members who have not cast their votes during the aforementioned period, can cast their votes during the AGM by following the same process as applicable for remote e-voting. The remote e-voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
- e. Once the vote on a resolution is cast, the member shall not be allowed to change it subsequently or cast the vote again.
- f. The Members who had cast their votes by remote e-voting prior to the AGM may attend the AGM. However, they shall not be entitled to cast their vote again. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at www.evoting.nsdl.com.
- g. The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system****A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="491 869 1445 1384">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 options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<li data-bbox="491 1424 1445 1576">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<li data-bbox="491 1626 1445 2051">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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your



	vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<p>I. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>II. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>III. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>IV. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30



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 022-23058738 or 022-23058542-43

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****



c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:

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

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

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.



- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

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



18. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their votes on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
- Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- Members may also send their queries relating to e-voting to Ms. Pallavi Mhatre, Manager, NSDL, at email id: evoting@nsdl.co.in or call Toll Free No. 1800 1020 990 /1800 224 430 17.

19. GENERAL INFORMATION FOR SHAREHOLDERS

- i. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forget User Details/Password?” or “Physical User Rest Password?” option available on www.evoting.nsdl.com to reset the password.
- ii. The Statutory Registers under the Act and documents, if any, referred to in the Notice and Explanatory Statement pursuant to Section 102 of the Act will be available electronically for inspection by the Members during the AGM. Documents, if any, referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to compliance@panchsheelorganics.com.
- iii. The Board of Directors of the Company has appointed CS Vijay S. Tiwari, Proprietor of M/s. Vijay Tiwari & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. The Scrutinizer’s decision on the e-voting shall be final.
- iv. The Scrutinizer shall, after the conclusion of voting at the AGM, count the votes cast at the meeting, and the votes cast through remote e-voting and make, within two working days from the of the conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- v. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.panchsheelorganics.com and on the website of NSDL e-voting viz. www.evoting.nsdl.com after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be forwarded to BSE.



- vi. In case of any queries regarding the Annual Report, the Members may write to compliance@panchsheelorganics.com to receive an email response.

20. PROCEDURE FOR REGISTRATION OF E-MAIL ADDRESS AND BANK DETAILS BY SHAREHOLDERS:-

- i. **For Temporary Registration of e-mail id for shareholders holding shares in Demat form and Registration of email id for shareholders holding shares in physical form:**

The Members of the Company holding Equity Shares of the Company in physical form and Members holding shares in Demat Form who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Purva Shareregistry (India) Pvt. Ltd. by clicking the link: <http://www.purvashare.com/email-and-phone-updation/> and follow the registration process as guided therein. The members are requested to provide details such as Name, DP ID, Client ID/ PAN, mobile number and e-mail id. In case of any query, members may send an e-mail to the RTA of the Company at support@purvashare.com.

On submission of the shareholders details, an OTP will be received, which needs to be entered in the link for verification.

- ii. **For Permanent Registration of e-mail id for shareholders holding shares in demat form:**

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail addresses, in respect of demat holdings with their respective Depository Participants (DP) by following the procedure prescribed by their Depository Participants.

- iii. **Registration of Bank Details for shareholders holding shares in physical form:**

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with Purva Shareregistry (India) Pvt. Ltd. by sending an E-mail at support@purvashare.com. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e – mail id on a covering letter requesting them to update the bank details. The covering letter should be signed by the shareholder(s) and the same should be accompanied with self-attested PAN card and address proof, along with a copy of the cheque leaf with the first named shareholder's name printed on the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, members may send an e-mail to the RTA at support@purvashare.com.

- iv. **Registration of Bank Details for Demat shareholders:**

It is clarified that for registration of bank details, the Members are requested to register their bank details, in respect of demat holdings with their respective Depository Participants (DP) by following the procedure prescribed by the Depository Participants.

**ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.**

The relevant details, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting (“AGM”) are as follow-

Item No. 3

Mr. Kishor Abhaychand Turakhia (DIN: 00006236), joined the Company’s Board in November 15, 2010.

In terms of section 152 of the Companies Act 2013 and the Articles of Association of the Company, Mr. Kishor Abhaychand Turakhia (DIN: 00006236) is due to retire by rotation at this meeting.

However, he has offered himself for re-election, as he is not disqualified, being eligible for reappointment offered himself for being re-appointed; and, the Board has resolved, subject to approval of shareholders, that the vacancy in the Board shall be filled by his re-appointment.

The Board recommends the resolution for approval by the shareholders. None of the Directors has any concern or interest in this resolution.

In pursuance of Regulations and Secretarial Standards in respect of appointment/Re-appointment of directors-

<u>Name of the Director</u>	<u>Kishor A. Turakhia</u>
<u>Date of Birth</u>	<u>08/01/1955</u>
<u>Date of First appointment on Board</u>	<u>02-08-1989</u>
<u>Date of current appointment (at current term)</u>	<u>15-11-2010</u>
<u>DIN</u>	<u>00006236</u>
<u>Directorship of other companies</u>	<u>2 (Two)</u> <u>1. Panchsheel Bio-Agritech Private Limited</u>



	2. <u>Gene Biotech Private Limited</u>
<u>Expertise</u>	Has rich experience in the pharmaceutical industry as well as in finance. He oversees business development and contributes in evolving new growth strategies.
<u>Memberships / Chairmanships of committees of other public companies</u>	NIL
<u>Qualification</u>	has completed B. Com and has rich experience in the pharmaceutical industry
<u>Inter-se Relationship with other Directors</u>	Brother of Mr. Mahendra Turakhia and Mr. Rajesh Turakhia

**For and on behalf of the Board`
Panchsheel Organics Limited
Sd/-
Sonia Verma
Company Secretary
Membership No: A63984
Mumbai, September 07, 2024**

Corporate Office:

Unit No. 137, Hubtown Solaris,
N S Phadke Marg, Opposite Teli Galli,
Andheri (East), Mumbai – 400 069.

Registered Office:

B-6 & B-7 Sector-C, Industrial Area, Sanwer Road,
Indore – 452015, Madhya Pradesh.
CIN: L24232MP1989PLC005390

☎ 0731-2721709 ☎ 91-22063929 ✉ www.panchsheelorganics.com



CFO CERTIFICATION

To,
The Board of Directors
Panchsheel Organics Limited

This is to certify with reference to the Annual Accounts of the Company for the year ended 31st March, 2024 that:-

- a. I have reviewed financial statements and the cash flow statement for the year ended on 31st March, 2024 and that to the best of my knowledge and belief:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or that may violate the Company's code of conduct.
- c. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. I have not come across any reportable deficiencies in the design or operation of such internal controls.
- d. I have indicated to the Auditors and the Audit committee:
 - i. That there is no significant changes in internal control over financial reporting during the year;
 - ii. That there are no significant changes in accounting policies during the year except implementation of Ind AS ; and
 - iii. That there is no instance of any fraud which we have become aware of.

For Panchsheel Organics Limited

Sd/-

Place: Mumbai
Date: September 07, 2024

Mr. Deepak R. Shah
(Chief Financial Officer)



CERTIFICATE BY MANAGING DIRECTOR

[Pursuant to Regulation 17 (8) of SEBI Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Schedule II]

To,
The Board of Directors,
Panchsheel Organics Limited.

I, Mahendra Turakhia, Managing Director of Panchsheel Organics Limited, to the best of my knowledge and belief, certify that:

1. I have reviewed the Balance Sheet as on March 31, 2024 and Profit and Loss Account for the year ended as on that date along with all its schedules and notes on accounts as well as the cash flow statements and the Board's Report;
 2. Based on my knowledge and information, these statements do not contain any untrue statement of a material fact or omit any material fact, in light of the circumstances under which such statements were made, not misleading anyone with respect to the statements made;
 3. Based on my knowledge and information, the financial statements and other financial information included in this Report, present in all the material aspects, a true and fair view of the Company's affairs, the financial condition, results of operations and Cash Flows of the Company as of, and for, the periods presented in this Report, and are in compliance with the existing accounting standards and / or applicable laws and regulations;
 4. To the best of my knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's Code of Conduct;
- V. I am responsible for establishing and maintaining disclosure controls and procedures and internal controls over financial reporting for the Company, and I have:
- a) Designed such disclosure controls and procedures to ensure that material information relating to the Company, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - c) Evaluated the effectiveness of the Company's disclosure, controls and procedures; and
 - d) Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal year that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting;



- VI.** I have disclosed based on our most recent evaluation, wherever applicable, to the Company's auditors and the Audit Committee of the Company (and persons performing the equivalent functions):
- a) All deficiencies in the design or operation of internal controls, which could adversely affect the Company's ability to record, process, summarize and report financial data, and have identified for the Company's auditors, any material weaknesses in internal controls over financial reporting including any corrective actions with regard to deficiencies;
 - b) Significant changes, if any, in internal controls during the year covered by this report;
 - c) All significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements;
 - d) Instances of significant fraud of which I am aware, that involves management or other employees who have a significant role in the Company's internal control system;
7. I affirm that I have not denied any personnel, access to the Audit Committee of the Company (in respect of matters involving alleged misconduct) and I have provided protection to 'whistle blowers' from unfair termination and other unfair or prejudicial employment practices; and
8. I further declare that all board members and senior managerial personnel have affirmed compliance with the code of conduct for the current year.

For Panchsheel Organics Limited

Sd/-

Mahendra Turakhia

Managing Director

DIN: 00006222

Date: September 07, 2024

**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)

To,
The Members,
Panchsheel Organics Limited.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Panchsheel Organics Limited** having CIN: L24232MP1989PLC005390 and having its Registered Office at B-6 & B-7 Sector-C, Industrial Area, Sanwer Road, Indore, Madhya Pradesh - 452015 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications [including Directors Identification Number (DIN) status on MCA Portal i.e. www.mca.gov.in as considered necessary and explanations furnished to us by the Company & its officers and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India. We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 31st March, 2024, have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority/ies.

Sr. No.	Name of the Directors	DIN	Date Of Initial Appointment In Company
1.	Mr. Mahendra A. Turakhia	00006222	01/04/2012
2.	Mr. Kishor A. Turakhia	00006236	02/08/1989
3.	Mr. Rajesh A Turakhia	00006246	08/12/2021
4.	Mr. Shambhunath Chakravarti	06924557	30/05/2014
5.	Mrs. Darshana Vishal Shah	07360922	10/11/2015
6.	Mr. Diwakar Tripathi	06912629	30/05/2014



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

For GMS & Co
Practicing Company Secretary

Sd/-

Gaurang Shah

ACS No: 32581

CP No: 11953

Place: Mumbai

Date: **September 07, 2024**



BOARD'S REPORT

To the Members of Panchsheel Organics Limited,

The Directors hereby present their 35th Annual Report on the business, operations and the state of affairs of the Company together with the audited financial statements for the year ended March 31, 2024:-

FINANCIAL PERFORMANCE

(Amt in Rupees)

Particulars	2023-24	2022-23
Total Income	1,07,67,67,563.94	1,04,36,14,462.23
Total Expenditure	88,28,79,067.63	85,29,20,375.33
Profit Before Tax	19,38,88,496.31	19,06,94,087
Tax Expenses	5,28,12,388.62	4,99,93,388.17
Profit for the year	14,10,76,107.69	14,07,00,698.83
Other Comprehensive Income/ (Loss)	(45,93,629.62)	8,53,870.16
Total Comprehensive Income	136482478.07	141554568.50
Earnings Per Share (Rs.) (Face Value of Re. 1/- each)		
Basic	11.88	12.78
Diluted	10.71	11.94

EQUITY SHARE CAPITAL

During the year under review, Company has not issued or allotted any Equity Shares on preferential basis. However, company has converted 13,90,000 warrants into equity shares of same class.

The Company has not issued equity shares with differential rights as to dividend, voting or otherwise.

The Company has not issued ESOP or sweat equity shares to Directors or employees.

DIVIDEND

During the year under review, the Company declared 4 interim dividend of Rs. 0.80/-, Rs 0.80/-, Rs 0.80/- and Rs 0.08/- per Equity Share of the face value of Rs. 10/- each in its Board Meeting held on August 25, 2023, September 22, 2023, December 04, 2023 and March 07, 2024 respectively.



The Board at its meeting held on May 29, 2024, recommended a final dividend of Rs. 0.80/- per Equity Share of the face value of Rs. 10/- each, which was approved by the Members of the company at the Annual General Meeting ('AGM') of the Company held on 30th September, 2024.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have subsidiaries, joint ventures and associate Companies.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The particulars of loans given, Investments made, guarantees made and securities provided are reported in the financial statements.

MANAGEMENT DISCUSSION AND ANALYSIS

A report on Management Discussion and Analysis covering industry structure and developments, financial and operational performance of the Company, risks, concerns, opportunities, threats and outlook forms a part of this Report.

TRANSFER TO RESERVES

The Company has not proposed to transfer any amount to the General Reserve.

INTERNAL FINANCIAL CONTROLS AND RISK MANAGEMENT

The Company has in place adequate internal financial controls with reference to the financial statements. The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with the applicable laws and regulations.

The Company has a robust Business Risk Management framework to identify and evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identifying risks

trend, exposure and potential impact analysis at a Company level as also separately for business. The Company has adopted a Risk Management Policy.

HUMAN RESOURCES

The key to the Company's agility and success is, of course, its highly dedicated people. The focus of the Company is on attracting, engaging and developing talented people who share their vision and values. Therefore, the Company offers innovative programs, benefits and resources that address the diverse needs of employees, reward their efforts, help them build their best careers at Panchsheel.



CORPORATE GOVERNANCE

Corporate Governance Report and Certificate from the Statutory Auditors of the Company on compliance with the conditions of Corporate Governance pursuant to the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, form a part of this Report.

PUBLIC DEPOSITS

The company has not accepted any deposits covered under Chapter V of the Companies Act, 2013 ("the Act"). Accordingly, there is no disclosure or reporting required in respect of details relating to deposits.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to section 134 of the Companies Act, 2013, the Board of Directors confirm that:-

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed;
- (ii) such accounting policies have been selected and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2024 and the profits of the Company for the financial year ended on that date;
- (iii) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the annual accounts have been prepared on a going concern basis;
- (v) internal financial controls have been laid down and the same are adequate and were operating effectively; and
- (vi) proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of Directors of the Company, as on 31st March, 2024, comprise of six Directors of which one is Managing Director, two are Executive Directors and three are Non-executive and Independent Directors. There is one Woman Director on the Board.

i. Independent Directors

Mr. Shambhunath Chakravarti, Mr. Diwakar Mani Tripathi and Mrs. Darshana Shah continue to be the Independent Directors of the Company.

In accordance with the provisions of Section 149 of the Companies Act, 2013, the Independent Directors have given a declaration that they meet the criteria of independence



as provided in the said Section and also in terms of the Listing Regulations. In the opinion of the Board, the Independent Directors are persons of integrity and possess relevant expertise, experience and proficiency as per the Act.

ii. Retirement by rotation

In terms of Section 152 of the Companies Act, 2013, Mr. Kishor Abhaychand Turakhia (DIN: 00006236), retires by rotation at the forthcoming AGM and, being eligible, has offered himself for re-appointment. Brief resume of Mr. Kishor Abhaychand Turakhia, as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is covered in the notes of the Notice of 35th AGM of the Company.

iii. Key Managerial Personnel

Mr. Hitesh Singh Parihar tendered his resignation as the Company Secretary and Compliance Officer with effect from March 29, 2024 and Ms. Sonia Verma was appointed as the Company Secretary and Compliance Officer with effect from May 29, 2024.

BOARD MEETINGS HELD DURING THE YEAR

During the year under review, 6 (Six) Board Meetings were held on the following dates:- 30 May 2023, 14th August 2023, 10th November 2023, 13th February 2024, 28th February 2024 and 07th March, 2024.

FAMILIARIZATION PROGRAMME FOR THE INDEPENDENT DIRECTORS

The Board of Directors have adopted a Familiarization Program for Independent Directors of the Company. The same is available on the website of the Company at <https://panchsheelorganics.com>.

Besides that, expositions are made to the Directors on various topics covering the pharmaceutical industry. Updates on relevant statutory changes and judicial pronouncements around industry related laws are regularly circulated to the directors. Each director has complete access to any of the company's information and full freedom to interact with senior management.

AUDITORS

Pursuant to the provisions of section 139 of the Act, the members at the annual general meeting of the Company held on 30th September 2021 appointed M/s. Jayesh R. Shah & Associates, Chartered Accountants (Firm Registration No. 104182W) as statutory auditors of the Company from the conclusion of 32nd Annual general meeting till the conclusion of 37th annual general meeting.

The statutory audit report for the financial year 2023-24 does not contain any qualification, reservation or adverse remark or disclaimer made by statutory auditor.



SECRETARIAL AUDIT REPORT

Pursuant to the provisions of section 204 of the Act and Rules made thereunder, the Company has appointed, M/s. GMS & Co., Practicing Company Secretaries (Membership No.32581, CP No. 11953) to undertake the secretarial audit of the Company. Secretarial audit report for the financial year ended March 31, 2024 issued by him in the prescribed form MR-3.

In addition to the above, pursuant to regulation 24A(2) of the Listing Regulations, 2015, a report on secretarial compliance for the financial year ended March 31, 2024 has been issued by M/s. GMS & Co., Practicing Company Secretaries and the same will be submitted with the stock exchanges within the given timeframe. The report will be made available on the website of the Company. The Secretarial Audit Report is provided as "[Annexure I](#)" to this Report.

There are no observations, reservations or qualifications or adverse remark in any of the aforesaid reports.

COMMITTEES OF THE COMPANY

- NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee comprises of Mrs. Darshana Shah, Non-Executive - Independent Director, Mr. Diwakar Tripathi, Non-Executive - Independent Director and Mr. Sambhunath Chakravarti, Non-Executive - Independent Director.

The Company has formulated a Remuneration Policy pursuant to Section 178 of the Act and the Listing Regulations. The Policy is provided as "[Annexure II](#)" to this Report.

- AUDIT COMMITTEE

The Audit Committee comprises of Mr. Mahendra Turakhia, Managing Director and Executive Director, Mr. Diwakar Tripathi, Non-Executive - Independent Director and Mrs. Darshana Shah, Non-Executive - Independent Director.

Further details of the Audit Committee are provided in the Corporate Governance Report forming a part of this Report.

- CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

In accordance with the provisions of Section 135 of the Companies Act, 2013 (the Act) and the Rules made thereunder, the Board of Directors of the Company have constituted the Corporate Social Responsibility (CSR) Committee. The CSR Committee comprises of Mr. Mahendra Turakhia, Managing Director; Mr. Kishor Turakhia, Executive Director and Mrs. Darshana Shah, Non-executive Director.

The report on CSR activities undertaken during the year is provided as "[Annexure III](#)" to this Report. During the year ended March 31, 2024, the Committee met once.

PERFORMANCE EVALUATION OF THE BOARD, COMMITTEES OF THE BOARD AND DIRECTORS



In compliance with the provisions of the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance evaluation was carried out as under:

Based on recommendation of the Nomination and Remuneration Committee, a mechanism and criteria are set for evaluation of the Board, Committees of the Board and Directors, including Independent Directors. The Board and Board Committees evaluation is done by the Board through self-assessment and group discussions. Parameters for evaluation of the Board include structure and composition of the Board, frequency and number of meetings, devotion of time for important business matters-financials, monitoring Internal Controls/ Code of Conduct/Insider Trading Policy/Risk Management Framework and Emerging Risks/Governance and compliance issues, adequate access to information for effective decision making, strategic guidance to management through regular interactions and cohesiveness in the overall working that facilitates open discussion.

Parameters for evaluation of the Committee include structure and composition of the committees, adequacy of charter and working procedure, frequency of meetings, if the Committee is functioning as per the charter and if the Committee recommendations contribute effectively to the Board decision making.

Evaluation of the Directors is done by the Board (excluding the Director whose evaluation is being done). Parameters for evaluation of the Directors include skill set, knowledge, attendance, effective participation at Board/Committee Meetings, their contribution at the Meetings, leveraging on his/ her experience to provide the necessary insights/guidance on Board discussions and display of candor in expressing views even when they are in divergence with the rest of the Board, etc.

EMPLOYEES

The particulars of ratio of remuneration of each director to median remuneration of the employees of the Company for the financial year under report, percentage increase in remuneration of each Director and KMP, etc, more particularly described under Section 197(12) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are given in "[Annexure IV](#)" to this Report.

The statement showing particulars of employees as required under Section 197(12) of the Companies Act, 2013, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in this report in the above stated annexure.

RELATED PARTY TRANSACTIONS

All the Related Party Transactions entered by the Company during the financial year are on arm's length and in the ordinary course of business.

In accordance with the provisions of the Listing Regulations, the Company has formulated the Related Party Transactions Policy, which is available on the Company's website at www.panchsheelorganics.com.

The details of the Related Party Transactions are discussed in notes to the financial statements.



The Audit Committee has granted omnibus (ad hoc) approval for the Related Party Transactions as per the provisions and restrictions contained in the policy framed as per Regulation 23 of the SEBI (LODR) Regulations, 2015 and provision of Companies Act, 2013 are also adhered.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The required information under the provisions of Section 134(3)(m) of the Companies Act, 2013 in respect of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo, etc, are provided as **“Annexure V”**.

PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

Pursuant to the legislation ‘The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013’, the Company has a policy on Prevention of Sexual Harassment at Workplace. During the year under review, no complaint has been received from employees. There was no other case reported during the year under review under the said policy.

Entire staff is working in the most congenial manner and there were no occurrences of incidences of sexual harassment during the year.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has adopted a Whistle Blower Policy to report genuine concerns/ grievances. The Policy is available on the website of the Company at www.panchsheelorganics.com.

The Policy provides for adequate safeguards against victimization of persons who use such mechanism. The mechanism is overseen by the Audit Committee.

ANNUAL RETURN

Pursuant to Sections 92 and 134 of the Companies Act, 2013, the Annual Return as on March 31, 2024 in Form MGT-7 is available on the website of the Company at www.panchsheelorganics.com.

ACKNOWLEDGEMENTS

The Board of Directors acknowledge the valuable guidance and continued support and co-operation extended by the Securities and Exchange Board of India, Stock Exchanges, Ministry of Corporate Affairs, other Government Authorities, Banks, and other Stakeholders.

**For and on behalf of the Board of Directors
Panchsheel Organics Limited**

Sd/-

**Mahendra A. Turakhia
Managing Director
DIN: 00006222**

Mumbai, September 07, 2024



Annexure I

FORM NO. MR-3
Annexure A to Board's Report
Secretarial Audit Report
For the period April 1, 2023 to March 31, 2024
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Board of Directors
PANCHSHEEL ORGANICS LIMITED
B-6 & B-7 Sector-C, Industrial Area,
Sanwer Road, Indore, Madhya Pradesh- 452015

We have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **PANCHSHEEL ORGANICS LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on March 31, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

- i. We have examined the books, papers, minute books, forms and returns filed and other records maintained by **PANCHSHEEL ORGANICS LIMITED** ("The Company") for the period ended on March 31, 2024 according to the provisions of:
 - I. The Companies Act, 2013 (the Act) and the Rules made there under;
 - II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
 - III. The Depositories Act, 1996 and the Regulations and Bye laws framed 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; (Not Applicable to the Company during Audit Period).
 - V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the Company during Audit Period)
 - e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not Applicable to the Company during Audit Period) and



- f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not Applicable to the Company during Audit Period);
- g) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021;
- h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with Bombay Stock Exchanges.

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

S. No	Particulars	Clarification Given By Company
1.	Maintenance and disclosures on Website- The Listed entity has not maintained and disclose all the required details on Website as per Regulation 46 of SEBI (LODR), 2015.	We sincerely regret the oversight and assure you that we are committed to ensuring full compliance with all regulatory requirements.
2.	Actions taken by SEBI or Stock Exchange(s)- Fine imposed on Company for Violation Of Regulation 23 (9) of Sebi LODR- The Listed Entity has submit Related Party Transaction disclosure for September quarter 2 days delayed	The Management confirm that they will ensure timely filing next time.
3.	Non-Compliance of section 138 read with rule 13 of the Companies (Accounts) Rule 2014. Company has not appointed Internal Auditor of the Company.	The Company is looking for a suitable candidate and assure to comply with the provision at earliest.

We further report that during the audit period, there were no instances of:

- Public/Right/Preferential Issue of Shares/Debentures/Sweat Equity, etc
- Redemption/Buy Back of Securities.
- Merger/Amalgamation/Reconstruction. etc
- Foreign technical Collaborations

However, during the year under review the Board of Directors of the Company considered and approved Conversion of 13,90,000 (Thirteen Lakhs and Ninety Thousand) Warrants at a price (including the Warrant Subscription price and the warrant exercise price) of Rs. 183.15/- (Rupees One Hundred Eighty-Three and Fifteen paise only) each payable in cash ("Warrant Issue Price") on preferential basis, by passing board resolution at the Board Meeting held i.e. 07th March, 2024



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.

This report is to be read with our letter of even date which is annexed as 'Annexure-A-1' and form an integral part of this report.

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.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on 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.

Majority decision is carried through 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.

GMS & Co.

Practicing Company Secretary

CS GAURANG SHAH

Proprietor

ACS No. 32581

CP No. 11953

UDIN: A032581F001166032

Date: 06/09/2024

Place: Mumbai



Annexure A

To,
The Members
PANCHSHEEL ORGANICS LIMITED
B-6 & B-7 Sector-C, Industrial Area,
Sanwer Road, Indore, Madhya Pradesh- 452015

Our report of even date is to be read along with this letter

Managerial Responsibility

1. Maintenance of Secretarial Records is the responsibility of the Management of the Company. Our Responsibility is to express an opinion on this Secretarial based on our audit.

Auditors Responsibility

1. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verifications were done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
2. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company
3. Where ever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
4. The Compliances of the Provisions of Corporate and other applicable Laws, Rules, Regulations, standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.

Disclaimer

5. The Secretarial Audit Report 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.

GMS & Co.
Practicing Company Secretary

CS GAURANG SHAH
Proprietor
ACS No. 32581
CP No. 11953
UDIN: A032581F001166032

Date: 06/09/2024
Place: Mumbai



Annexure to Board's Report

Annexure II

NOMINATION AND REMUNERATION POLICY

The Board of Directors of Panchsheel Organics Limited (“the Company”) has constituted the Nomination and Remuneration Committee (“the Committee”) in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The Committee had framed Nomination and Remuneration Policy (“the Policy”) and recommended to the Board in accordance with the requirements of the Companies Act, 2013 and the Listing Regulations. The Board had approved and adopted the Policy w.e.f. 14th February, 2020.

1. OBJECTIVE

The Committee and the Policy is in compliance with Section 178 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 19 read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Key Objectives of the Committee would be:

- a) to guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management Employees.
- b) to evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board (as and when required).
- c) to recommend to the Board, the Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

2. DEFINITIONS

(a) **Key Managerial Personnel:** Key Managerial Personnel means—

- i) Chief Executive Officer or the Managing Director or the Manager;
- ii) Company Secretary,
- iii) Chief Financial Officer; and
- iv) Such other officers as may be prescribed.

(b) **Senior Management:**

Senior Management means personnel of the Company who are members of its core management team excluding the Board of Directors. This will also include all the members of management one level below the executive directors including all functional heads.



3. MEMBERSHIP

- a) The Committee shall consist of minimum 3 non-executive directors, out of whom not less than one half shall be independent.
- b) Minimum two (2) members, of whom one must be Independent Director, shall constitute the quorum for the Committee meeting.
- c) Membership of the Committee shall be disclosed in the Annual Report.
- d) Term of the Committee shall be continued unless terminated by the Board of Directors.

4. CHAIRPERSON

- a) Chairperson of the Committee shall be an Independent Director.
- b) Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairperson of the Committee.
- c) In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.
- d) Chairperson of the Committee meeting may be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries, if any.

5. ROLE OF COMMITTEE

a) NOMINATION DUTIES

The duties of the Committee in relation to nomination matters include:

- a) To identify persons who are qualified (i) to become directors and (ii) for appointment in Senior Management Cadre;
- b) To formulate criteria for determining qualifications, positive attributes and independence of a Director;
- c) To recommend to the Board, the appointment and removal of Senior Management Employees;
- d) To carry out evaluation of Directors' performance and recommend to the Board, their appointment/removal/ suspension based on his/her performance;
- e) To recommend the Board, a policy relating to remuneration for Directors, Key Managerial Personnel and other Senior Management employees;
- f) To devise a policy on Board diversity;
- g) Ensure that there is an appropriate induction & training program in place for new Directors and members of Senior Management and review its effectiveness;



- h) Ensure that on appointment on the Board, Independent Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Companies Act, 2013;
- i) Determine the appropriate size, diversity and composition of the Board;
- j) Set a formal and transparent procedure for selecting new Directors on the Board
- k) Develop a succession plan for the Board and Senior Management and regularly reviewing the plan;
- l) Delegate any of its powers to one or more of its members;
- m) Recommend necessary changes to the Board;
- n) Consider any other matters as may be requested by the Board.

b) REMUNERATION DUTIES

The duties of the Committee in relation to remuneration matters include:

- to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract, retain and motivate members of the Board and such other factors as the Committee shall deem appropriate with regard to the remuneration of the members of the Board;
- to approve the remuneration of the Directors, Senior Management including key managerial personnel of the Company, maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company;
- to delegate any of its powers to one or more of its members;
- to consider any other matters as may be requested by the Board.

6. BOARD DIVERSITY

- a) The Board shall consist of such number of Directors, including at least one woman Director and not less than fifty percent of the Board of Directors comprising of non-executive directors, as is necessary to effectively manage the Company of its size.
- b) When the Chairperson of the Board is a non-executive director, at least one-third of the Board should comprise of independent directors and in case the Company does not have a regular non-executive Chairperson or in case the regular non-executive Chairperson is a promoter of the Company, at least half of the Board should comprise of independent directors.
- c) The Committee will lead the process for Board appointments. All Board appointments will be based on the skills, diverse experience, independence and knowledge which the Board as a whole requires to be effective. The Committee shall seek to address Board



vacancies by actively considering candidates that bring a diversity of background and opinion from amongst those candidates with appropriate background and industry or related expertise and experience. The candidates will be considered against objective criteria, having due regard to the benefits of diversity of the Board.

- d) Additionally, the Board may consider appointment of experts from various specialized fields such as finance, law, information technology, corporate strategy, marketing and business development, international business, operations management etc. so as to bring diversified skill sets on board or succeed any outgoing director with the same expertise.

7. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

8. COMMITTEE MEMBERS' INTERESTS

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

9. VOTING

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In case of equality of votes, the Chairman of the meeting will have a casting vote.

10. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be recorded in minutes book and signed by the Chairperson of the Committee. Minutes of the Committee meetings will be tabled at the subsequent Board meeting.

Draft approved by Nomination and Remuneration Committee at its Meeting held on May 30, 2023 and recommended to the Board for its adoption.

Approved by the Board at its Meeting held on May 30, 2023



Annexure to Board's Report

Annexure III

REPORT ON CORPORATE SOCIAL RESPONSIBILITY

Annual Report on Corporate Social Responsibility Activities
[As prescribed under Section 135 of the Companies Act, 2013 and Companies(Corporate Social Responsibility Policy) Rules, 2014]

1. Brief outline on CSR Policy of the Company:

To leverage the capacity and capital to equip and enable the social sector to achieve the greatest impact on the lives of the poor in India.

2. Composition of CSR Committee:

Sr. No.	Name of Director	Designation/Nature of Directorship	Number of meetings held during the year	Number of meetings attended during the year
1	Mr. Mahendra Turakhia	Managing Director (Chairman of the Committee)	1	1
2	Mr. Kishor Turakhia	Executive Director	1	1
3	Mrs. Darshana Shah	Independent Director	1	1

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company at www.panchsheelorganics.com.

4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (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 (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: NIL

6. Average net profit of the Company of the last three financial years as per section 135(5): Rs. 1283.70 lakhs

7. (a) Two percent of average net profit of the Company as per section 135(5): Rs. 25.67 lakhs



- (b) Surplus arising out of the CSR projects or programmes 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. 25.67 lakhs

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

Total Amount Spent for the Financial Year (in Lakhs)	Amount Unspent		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Name of the Fund	Amount	Date of transfer
	Amount	Date of transfer			
60.50	0	-		Nil	-

- (b) Details of CSR amount spent against ongoing projects for the financial year: NA
- (c) Details of CSR amount spent against other than ongoing projects for the financial year: 60.50 Lacs
- (d) Amount spent in Administrative Overheads: NIL
- (e) Amount spent on Impact Assessment, if applicable: Not applicable
- (f) Total amount spent for the financial year (8b+8c+8d+8e): 60.50 lacs
- (g) Excess amount for set off, if any: (60.50 lacs - 25.67 lacs) =34.83 lacs
- (h) Excess amount paid during the year mentioned in point-g, is to be adjusted against next year's obligations.



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) (amount in Crore)	Amount spent in the reporting Financial Year (amount in Crore)	Amount transferred to any fund specified under section 135(6), if any	Name of the Fund	(amount in Crore)	Date of transfer	Amount remaining to be spent in succeeding financial years (amount in Crore)
1	FY 2020-21	Rs.13.8	Nil	-	-	-	-	Nil
2	FY 2021-22	RS. 13.8	Nil	-	-	-	-	Nil
3	FY 2022-23	Nil	Nil	-	-	-	-	Rs.17.83

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

Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project in 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/Ongoing
Nil								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details):

- Date of creation or acquisition of the capital asset(s): None
- Amount of CSR spent for creation or acquisition of capital asset: Nil
- Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: Not Applicable



- d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Not Applicable
11. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable

Sd/-
Mahendra Turakhia
Managing Director (Chairman of CSR Committee)

Sd/-
Kishor Turakhia
Executive Director



Annexure to Board's Report

Annexure IV

Statement of disclosure of remuneration

[Pursuant to Section 197 of the Companies Act, 2013 ("the Act") and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

Part-1: Disclosure of Ratio of Remuneration of each Director to the Median Employee's Remuneration, the Percentage increase in Remuneration of each Director, Chief Executive Officer, Company Secretary and Chief Financial Officer, etc., for the Financial Year ended 31st March, 2024.

1. Ratio of remuneration of each Director to whom remuneration is paid to the median remuneration of employees:
 - a. Mr. Mahendra A. Turakhia, Managing Director: 1:3125.00
 - b. Mr. Kishor A. Turakhia, Executive Director: 1:3041.67
 - c. Mr. Rajesh A. Turakhia, Executive Director: 1:3041.67

2. Percentage increase in remuneration of Directors and Key Managerial Personnel to whom remuneration is paid in the financial year ended 31" March, 2024:
 - a. Mr. Mahendra A. Turakhia, Managing Director: 42.03 %
 - b. Mr. Kishor A. Turakhia, Executive Director: 43.94 %
 - c. Mr. Rajesh A Turakhia:, Executive Director: 43.94%
 - d. Mr., Chief Financial Officer : 0
 - e. Mr. , Company Secretary : 0

3. Percentage increase in the median remuneration of employees in the financial year ended March 31, 2024 in comparison to the financial year ended March 31, 2023: 10%

4. Number of permanent employees as on 31st March, 2024: 178
 - a. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year:10 %
 - b. Percentile increase in the managerial remuneration in the last financial year:
 - i. Mr. Mahendra A. Turakhia, Managing Director: 0
 - ii. Mr. Kishor A. Turakhia, Executive Director: 0
 - iii. Mr. Rajesh A. Turakhia, Executive Director: 0
 - iv. Mr.Chief Financial Officer: 0
 - v. Mr. Company Secretary: 0
 - c. Justification of the above: Remuneration is based on individual performance
 - a. Any exceptional circumstances for increase in the managerial remuneration: None



2. The remuneration of all the Directors, Key Managerial Personnel and other employees are as per the remuneration policy of the Company.

Part-2: Statement of particulars of top ten employees in terms of remuneration pursuant to provisions of Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

There is no employee employed during the year drawing remuneration exceeding the limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

For and on behalf of the Board
Panchsheel Organics Limited

Sd/-

Mahendra Turakhia
Managing Director
DIN: 00006222

Place: Mumbai

Dated: September 07, 2024



Annexure to Board's Report

Annexure V

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION
AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

*[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

i. Energy conservation measures:

The manufacturing units of the Company have continued their efforts to reduce their energy consumption year on year. Some of the key measures undertaken by the manufacturing plants are as below:

- Elimination of idle running of Air Handling Unit for energy reduction.
- Use of Energy Efficient aluminum Air piping solution to reduce friction losses.
- LED lighting for all plants
- Sharing of best practices at each plant started for easy replication of applicable ideas
- Use of Energy efficient motors for all new projects.

The total power consumption by the Company is as below:-

Power Fuel Consumption: Rs. 99,72,991.75.

Sr. No.	Particulars	Current Year 23-24	Previous Year 22-23
1.	Electricity		
	Total Units	585498.00	677880
	Amount (Rs. In Lacs)	57.89	62.45
	Rate per unit (Rs.)	9.89	9.21
	Consumption per unit of Production (in unit)/Kg	5.13	5.64
2.	Gas/Furnace Oil (Diesel)		
	Total units (liter)	466586.00	328403.50
	Amount (Rs. In Lacs)	41.59	23.38
	Rate per Unit (Rs.)	8.91	7.12
	Consumption per unit of production (in unit) Kg	4.09	2.73



- ii. The steps taken by the Company for utilizing alternate sources of energy – Nil
- iii. The Capital Investment on Energy Conservation Equipment - None

B. TECHNOLOGY ABSORPTION

- i. The efforts made towards technology absorption - The Company extensively uses the information technology in its operations and has absorbed the technology required in this regard.
- ii. The benefits derived like product improvement, cost reduction, product development or import substitution - The Company has leveraged the technology to reach out to its customer in the difficult times of pandemic.
- iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year:
 - (a) The details of technology imported: Not Applicable
 - (b) The year of import: Not Applicable
 - (c) Whether the technology has been fully absorbed: Not Applicable
 - (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: Not Applicable
- iv. The expenditure incurred on Research and Development: Not Applicable.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year under review, the Company earned foreign exchange of Rs. 123.55 lakhs (previous year: Rs. 139.60 lakhs) and there was outgo of foreign exchange of Rs. 6.03 lakhs (previous year: Rs. 9.10 lakhs)



Corporate Governance Report

Company's Philosophy on Corporate Governance

At Panchsheel, we strongly uphold good governance practices to promote fairness, transparency, accountability and integrity. In line with this philosophy, Guiding Principles have been articulated and these forms an integral part of Company's Corporate Governance practices. Processes have been designed to run the businesses responsibly and harmonize the diversified interests of various stakeholders, thereby enhancing stakeholder value.

Board of Directors

Composition, Meeting and Attendance

The Board of Directors (the Board) of the Company comprises of Executive and Non-Executive Directors and the same is in conformity with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and the Companies Act, 2013 (the Act).

The agenda for the Board Meetings is circulated in advance and is backed by comprehensive background information to enable the Board to take informed decisions. During the financial year 2023-24, the Board met 5 times i.e. on:

The names and categories of the Directors on the Board, their attendance at the Board Meetings held during the financial year 2023-24 and at the last Annual General Meeting (AGM), the number of directorships and committee positions held by them in other public limited companies and the name of the other listed entities where he/she is a Director and category of directorships as on March 31, 2024, are as under:

Name and DIN of the Directors	Category	No. of Board Meetings Attended	Attendance at the last AGM held on September 30, 2023	No. of directorships in other Public Limited Companies \$	Name of other Listed entities where person is Director - Category of Directorship	Committee Position* Member/ Chairman
Mr. Mahendra Turakhia {Chairman}	Executive (Promoter)	6	Yes	0	-	Chairman/ Member - 1
(DIN: 00006222)						
Mr. Kishor Turakhia	Executive (Promoter)	6	Yes	0	-	Member - 2



(DIN: 00006236)

Mr. Rajesh Turakhia (DIN: 00006246)	Executive	6	Yes	0	-	Nil
Mrs. Darshana Shah (DIN:0736092)	Non-Executive, Independent	6	Yes	0	-	Chairman/ Member - 2
Mr. Diwakar Tripathi (DIN: 06912629)	Non-Executive, Independent	6	No	0	-	Chairman - 1 Member - 2
Mr. Shambhunath Chakravarti (DIN: 06924557)	Non-Executive, Independent	6	Yes	0	-	Member – 1

*Only Directorships of public limited companies incorporated in India have been considered and excludes private limited companies, section 8 companies and foreign companies.

*Only Audit Committee and Stakeholders' Relationship Committee, in other public limited companies, have been considered for the Committee position.

Except for Mr. Mahendra Turakhia, Mr. Rajesh Turakhia and Mr. Kishor Turakhia, none of the Directors are related to each other.

None of the Directors hold office in more than 10 public companies as prescribed under the Act. No Director holds Directorships in more than 7 listed companies. Further, none of the Non-executive Directors serve as Independent Director in more than 7 listed companies as required under the Listing Regulations. The Managing Director does not serve as an Independent Director in any listed company. None of the Directors on the Board is a member of more than 10 Committees and Chairperson of more than 5 Committees, across all public limited companies in which he/she is a Director. Independent Directors are Non-executive Directors as defined under the Listing Regulations and the Act along with Rules framed thereunder. In terms of the 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.



Based on the declarations received from the Independent Directors, the Board has confirmed that they meet the criteria of independence as prescribed under the Listing Regulations and that they are independent of the management. In the opinion of the Board, the Independent Directors are persons of integrity and possess relevant expertise, experience and proficiency as per the Act.

All the directors of the Company have confirmed that they are not disqualified for being appointed as directors pursuant to Section 164 of the Companies Act, 2013.

M/s. GMS & Co., Company Secretaries, have issued a certificate certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India (SEBI), the Ministry of Corporate Affairs and any such statutory authority.

Committees of the Board:

A) Audit Committee

Meetings held:

During the Financial Year 2023-24, the Committee met 5 times i.e. on: 30 May 2023, 14 Aug 2023, 10 Nov 2023, and 13 Feb 2024.

The composition as on March 31, 2024 and attendance during the year ended March 31, 2024:

Name of the Members	No. of Meetings Attended
Mr. Diwakar Tripathi	4
Mr. Mahendra Turakhia	4
Mrs. Darshana Shah	4

All the members have financial management expertise. The constitution and terms of reference of the Committee are in compliance with the requirements of the Act and the Listing Regulations.

Brief description of the terms of reference of the Audit Committee inter alia include:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company
3. Approval of payment to the statutory auditors for any other service rendered by the statutory auditors
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval with particular reference to:



- a. matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub section 3 of the section 134 of the Companies Act, 2013
 - b. changes if any, in the accounting policies and practices and reasons for the same
 - c. major accounting entries involving estimates based on the exercise of judgement by management
 - d. significant adjustments made in the financial statements arising out of audit findings
 - e. compliance with the listing and other legal requirements relating to financial statements
 - f. disclosure of any related party transactions
 - g. qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval
 6. Evaluation of internal financial controls and risk management systems
 7. Reviewing, with the management, performance of statutory auditors, adequacy of the internal control systems
 8. Discussion with internal auditors of any significant findings and follow up thereon
 9. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern
 10. To review the functioning of the Whistle Blower/Vigil mechanism
 11. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Auditors and the Chief Financial Officer are invited to attend the meetings of the Committee. The Company Secretary acts as the Secretary to the Committee.

B) Nomination and Remuneration Committee Meetings held:

During the Financial Year 2023-24, the Committee met once on May 30, 2023,

The Committee comprises of the Independent Directors only. The composition as on March 31, 2024 and attendance during the year ended March 31, 2024:

Name of the Members	No. of Meetings Attended
Mrs. Darshana Shah	1



Mr. Diwakar Tripathi	1
Mr. Shambhunath Chakravarti	1

Brief description of the terms of reference of the Nomination and Remuneration Committee inter alia includes:

1. Identifying the persons who can become Directors
2. Formulating the criteria for determining the qualifications, positive attributes etc. and independence of a Director
3. Recommending to the Board a policy relating to the remuneration for the Directors & Key Managerial Personnel
4. Recommend to the Board, all remuneration, in whatever form, payable to senior management
5. Specify the manner for effective annual evaluation of performance of the Board, its Committees and individual Directors.

The Company has formulated a Remuneration Policy which is annexed to the Board's Report.

C) Stakeholders' Relationship Committee

Meetings Held:

During the financial year 2023-24, the Committee met once on May, 30, 2023.

The composition as on March 31, 2024 and attendance during the year ended March 31, 2024:

Name of the Members	No. of Meetings Attended
Mrs. Darshana Shah	1
Mr. Diwakar Tripathi	1
Mr. Kishor Turakhia	1

As on date of this Report, Ms. Sonia Verma is the Company Secretary & Compliance Officer of the Company.

Based on the report received from the Registrar & Share Transfer Agents, the Company did not receive any requests/complaints during the year ended March 31, 2024.

Board Evaluation

During the year, in accordance with the Board Evaluation Policy and the Guidance Note on Board Evaluation issued by SEBI, an annual evaluation of its own performance and that of the Committees and Directors pursuant to the provisions of the Act and the Listing Regulations was carried out by the Board on various parameters which inter alia included composition, diversity, effectiveness, quality of discussion, contribution



at the meetings, business acumen, strategic thinking, time commitment, relationship with the stakeholders, corporate governance practices, contribution of the Committees etc.

A separate meeting of the Independent Directors was held wherein the performance of the Non-Independent Directors, performance of the Board as a whole (including the Committees) and also that of the Chairman in terms of the provisions of the Act, the Listing Regulations and the Guidance Note issued by SEBI in this regard was discussed.

General Body Meetings

The date, time and venue of the last four AGMs are given below:

Financial Year	Date	Time	Venue
2022-2023	September 29, 2023	4.00 p.m.	Held through Video Conferencing (B-6 & B-7 Sector-C, Industrial Area, Sanwer Road, Indore – 452015, Madhya Pradesh.)
2021-2022	September 30, 2022	4.00 p.m.	Held through Video Conferencing (B-6 & B-7 Sector-C, Industrial Area, Sanwer Road, Indore – 452015, Madhya Pradesh.)
2020-2021	September 30, 2021	12.00 Noon	Held through Video Conferencing (B-6 & B-7 Sector-C, Industrial Area, Sanwer Road, Indore – 452015, Madhya Pradesh.)
2019-2020	September 30, 2020	11.00 a.m.	B-6 & B-7 Sector-C, Industrial Area, Sanwer Road, Indore – 452015, Madhya Pradesh.

Means of Communication

The financial results are submitted to the Stock Exchanges and also uploaded on the website of the Company at www.panchsheelorganics.com. The financial results are also published in the newspapers.

I. General Shareholder Information

- i. AGM: Date, time and venue/mode: Monday, September 30, 2024 at 04.00 P.M. through Video Conferencing/Other Audio Visual Means (VC/OAVM)
- ii. Financial Year: April 1, 2023 to March 31, 2024



Book Closure dates: September 24, 2024 to September 30, 2024 (both days inclusive)

iii. Dividend payment date: October 5, 2024 to October 11, 2024

II. Listing of Securities on Stock Exchanges:

Equity Shares

The Equity Shares of the Company are listed on:

Name of the Stock Exchange	Address of the Stock Exchange	Trading Symbol
BSE Limited (BSE)	P J Towers, Dalal Street, Fort, Mumbai - 400 001.	531726

The Company has paid the listing fees to the Stock Exchanges for the financial year 2023-24. ISIN with National Securities Depository Limited and Central Depository Services (India) Limited: INE316G01019

III. Market Price Data

Stock Market price data for the financial year 2023-24 and high/low of market price of the Company's shares traded at BSE during each month in the financial year ended March 31, 2024 are as under:

Month	Open Price	High Price	Low Price	Close Price
April 2023	179.35	228.50	173.60	187.00
May 2023	182.00	199.60	169.75	181.05
June 2023	185.00	189.90	164.00	179.35
July 2023	182.20	199.00	162.00	189.55
August 2023	204.70	209.00	160.00	191.35
September 2023	195.25	195.25	169.90	180.75
October 2023	185.00	192.00	172.60	180.65
November 2023	180.00	199.65	173.00	193.60
December 2023	197.00	224.00	185.50	196.00
January 2024	198.80	226.50	173.00	193.90
February 2024	194.50	225.40	188.60	204.20
March 2024	208.30	225.00	190.00	195.15

**IV. Registrar & Share Transfer Agent:****Equity Shares**

Purva Share Registry (India) Private Limited

Address: Unit No. 9, Shiv Shakti Ind. Estate, J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (East), Mumbai - 400011

Ph. No. 022- 23012517 / 8261

VI. Distribution of shareholding as on March 31, 2024.

S N	Category	No. of Shareholders	% of Shareholders	Amount	% Amount
1	1 to 100	5521	66.14	1684010	1.43
2	101 to 200	893	10.7	1491280	1.27
3	201 to 500	872	10.45	3124270	2.65
4	501 to 1000	469	5.62	3762530	3.19
5	1001 to 5000	448	5.37	10382060	8.81
6	5001 to 10000	68	0.81	5408960	4.59
7	10001 to 100000	66	0.79	19691720	16.71
8	100001 to Above	10	0.12	72272670	61.34
Total		8347	100	1178175000	117817500

Shareholding Pattern as at 31st March, 2024:

Sr. No.	Category of Shareholder	No. of Shareholders	Number of Shares	% of Equity
1.	RESIDENT INDIVIDUALS	8014	3889679	33.01
2.	IEPF	1	170288	1.45
3.	LLP	5	5406	0.05
4.	BODIES CORPORATE	41	291645	2.48
5.	CLEARING MEMBERS	6	43375	0.37
6.	PROMOTER	5	5920378	50.25
7.	PROMOTER RELATIVES	4	922152	7.83
8.	N.R.I. (NON-REPAT)	35	43651	0.37
9.	N.R.I. (REPAT)	68	178272	1.51
10.	HINDU UNDIVIDED FAMILY	168	316904	2.69
Total		8347	11781750	100

VII. Dematerialisation of shares:

As on March 31, 2024, 1,16,12,250 equity shares representing 98.56% of the equity shares of the Company were held in dematerialised form and 1,69,500 equity shares representing 1.44% of the outstanding equity shares of the Company were held in physical form. At the end of each quarter, reconciliation of share capital audit is



conducted by a Practicing Company Secretary to reconcile the total issued capital, listed capital and capital held by the Depositories in dematerialised form and is submitted to the stock exchanges.

VIII. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity:

The Company has not issued GDRs/ADRs/Warrants or any other instrument convertible into equity.

IX. Details of equity shares lying in the suspense account pursuant to the Listing Regulations: Nil

Sr. No.	Particulars	No. of Shareholders	No. of equity shares
1	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	-	-
2	Number of shareholders who approached the Company for transfer of shares from the suspense account during the year	-	-
3	Number of shareholders to whom shares were transferred from the suspense account during the year	-	-
4	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	-	-

The voting rights on the above shares shall remain frozen till the rightful owner of such shares claims the same.

XI. Plant location(s):

B6 & B7, Sector – C, Industrial Area, Sanwer Road, Indore – 452015, MP.

Other Disclosures

i. The Company did not enter into any materially significant related party transactions having a potential conflict with the interest of the Company at large.

Transactions with the related parties are disclosed in the financial statements.

ii. The financial statements have been prepared in accordance with the applicable Accounting Standards.

iii. The Company has a Whistle Blower Policy/Vigil Mechanism to report concerns about unethical behaviour, actual or suspected fraud or violation of our code of conduct and



confirms that no personnel have been denied access to the Audit Committee.

iv. Code for Prohibition of Insider Trading of the Company, the Policy for determining Material Subsidiaries and the Policy on Related Party Transactions are available at: www.panchsheelorganics.com.

v. There have been no instances where the Board has not accepted recommendation of any Committee of the Board, during the financial year.

vi. The statutory auditors of the Company, M/s. Jayesh R. Shah & Co, the Auditors were paid an amount of Rs. 3.50 lakh (Amount in lakh) by the Company for all the services provided by them.

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

- a) Number of complaints filed during the Financial Year: Nil
- b) Number of complaints disposed of during the Financial Year: Nil
- c) Number of complaints pending as on end of the Financial Year: Nil.

ix. The Company has complied with the corporate governance requirements as prescribed in Regulations 17 to 27, 46(2) (b) to (i) and Schedule V of Chapter IV of the Listing Regulations.

viii. The Company has adopted the discretionary requirements as specified in Part E of Schedule II - The financial statements are accompanied with an unmodified audit report.

ix. CEO/CFO Certification

The CEO and the CFO have certified to the Board, the requirements of the Listing Regulations, with regard to financial statements.

x. Compliance Certificate

Pursuant to the Listing Regulations, a certificate issued by M/s. GMS & Co., Company Secretaries, certifying the compliance by the Company with the provisions of the Corporate Governance forms part of this Report.

Address for correspondence:

For any assistance, request or instruction regarding transfer or transmission of securities, dematerialisation of securities, change of address, non-receipt of annual report, dividend warrant and any other query relating to the securities of the Company, the investors may write to:

The Company Secretary
Panchsheel Organics Limited
B-6 & B-7 Sector-C, Industrial Area, Sanwer Road,



Panchsheel Organics Limited

Annual Report 2023-24

Indore – 452015,
Madhya Pradesh.
Ph. No. 0731-2721709, 91-22063929
Email: compliance@panchsheelorganics.com

Purva Share Registry (India) Pvt. Ltd
Unit No. 9, Shiv Shakti Ind. Estate,
J.R. Boricha Marg,
Opp. Kasturba Hospital Lane,
Lower Parel (East),
Mumbai-400011
Website: www.panchsheelorganics.com
Ph. No. 022- 23012517 / 8261.
Email: support@purvashare.com
Website: www.purvashare.com



Declaration by the Chairman & Managing Director under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 regarding adherence to the Company's Code of Conduct

In accordance with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, it is hereby confirmed that for the financial year ended March 31, 2024, the Directors and the Senior Management Personnel of the Company have affirmed compliance with Panchsheel's Code of Conduct.

For Panchsheel Organics Limited

Sd/-

Mahendra Turakhia

(Chairman & Managing Director)

DIN: 00006222

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

To,
The Members,
Panchsheel Organics Limited.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Panchsheel Organics Limited** having CIN: L24232MP1989PLC005390 and having its Registered Office at B-6 & B-7 Sector-C, Industrial Area, Sanwer Road, Indore, Madhya Pradesh - 452015 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications [including Directors Identification Number (DIN) status on MCA Portal i.e. www.mca.gov.in as considered necessary and explanations furnished to us by the Company & its officers and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India. We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 31st March, 2024, have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority/ies.



SR. NO.	NAME OF THE DIRECTORS	DIN	DATE OF INITIAL APPOINTMENT IN COMPANY
1.	MAHENDRA ABHAYCHAND TURAKHIA	00006222	01-04-2012
2.	DIWAKAR MANI TRIPATHI	06912629	30-05-2014
3.	SHAMBHUNATH CHAKRAVARTI	06924557	30-05-2014
4.	DARSHANA VISHAL SHAH	07360922	10-11-2015
5.	KISHOR ABHAYCHAND TURAKHIA	00006236	02-08-1989
6.	RAJESH ABHECHAND TURAKHIA	0006246	08-12-2021

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

GMS & Co.
Practicing Company Secretary

Sd/-
CS GAURANG SHAH
Proprietor
ACS No. 32581
CP No. 11953
UDIN: A032581F001166032

Date: 06/09/2024
Place: Mumbai



AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS,
PANCHSHEEL ORGANICS LIMITED.

We have examined the compliance of conditions of Corporate Governance by Panchsheel Organics Limited (the Company) for the year ended on March 31, 2024 as stipulated in SEBI Listing Regulations, 2015 of the Company with the Stock exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-referred Listing Regulation.

We have been explained that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company.

We further 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.

**For Jayesh R. Shah & Co.,
Chartered Accountants
Firm Regn. No.104182W**

UDIN: 24033864BKEYHO6967

**Place: Mumbai
Date: May 29, 2024**

**Sd/-
Jayesh Shah
Membership No.033864**



MANAGEMENT DISCUSSION AND ANALYSIS

INTRODUCTION AND OVERVIEW OF PHARMACEUTICAL INDUSTRY

The pharmaceutical industry plays a unique role in improving the lives of the patients. It is also one of the world's fastest growing industries and amongst the biggest contributors to the world economy.

CMS estimates retail spending on prescription drugs at 9.2% of NHE in 2018 and projects that this share will fall to 9.0% by 2028. We estimate that non - retail drug spending accounted for an additional 4.5% of NHE in 2018, growing to 4.9% by 2028.

INDIAN ECONOMY

As per the World Bank's latest India Development Report, India remains one of the fastest growing major economies in the world, despite challenging global environment. As per the National Statistical Office (NSO), the country's real GDP growth during FY 24 is estimated at 8.2%, as compared to 7.2% in FY 23. The recent economic growth in India can be attributed to the resurgence of private consumption, which has replaced export stimulus as the primary driver of growth. With near-universal vaccination coverage, consumer sentiment has improved, resulting in a surge in spending on contact-based services such as restaurants, hotels, shopping malls, and cinemas. Production activity and capacity utilisation growth have been observed across various sectors.

INDUSTRY STRUCTURE AND DEVELOPMENT

The active pharmaceutical ingredients market size is slated to grow by \$ 60.56 billion between 2020-2024. Asia was the largest market for API in 2019, and the region will continue to offer maximum growth opportunities to market vendors during 2020-2024. The growing partnerships between Asian API manufacturers and global vendors, along with policy revamp in the region, preferring intellectual properties, will significantly encourage the API market growth in Asia. Almost 66% of the market's growth will originate from Asia. Japan, China, and India are the key markets for active pharmaceutical ingredients in Asia. The increased healthcare expenditure by the urban population and rapid surge in the aged population are influencing the APIs market growth, which has led to an increase in the number of DMF filings for APIs.

SMEs IN THE PHARMA INDUSTRY

The MSME sector continues to be a critical contributor to the Indian economy, generating significant employment and driving economic growth. In the pharmaceutical industry, MSMEs play a pivotal role, particularly in the manufacturing sector. As of FY 2023-24, MSMEs contribute approximately 60% of the total pharmaceutical manufacturing output, which translates to an estimated turnover of ₹65,000 crores, up from ₹60,000 crores in FY 2022-23. This sector remains heavily involved in formulations and Active Pharmaceutical Ingredients (APIs), particularly intermediates.

The MSME pharmaceutical sector, comprising about 24,000 units, accounted for 70% of the production volume and 50% of the value on an ex-factory basis. These figures reflect the robust growth of SMEs in the domestic market, contributing nearly 90% to domestic formulations and about 50% to exports. The increased focus on quality and compliance with global standards has further strengthened India's position in international markets.



INDIAN PHARMA INDUSTRY

The Indian pharmaceutical industry is a global leader, ranking third in the world by volume and leading in the production of generic medicines. In FY 2023-24, the industry reached an estimated market size of \$43 billion, reflecting growth from \$40 billion in FY 2022-23. India's pharmaceutical exports also surged to \$28 billion, a significant increase from \$25.4 billion in the previous fiscal year. The industry's ability to meet stringent regulatory requirements in markets like the USA, EU, and Canada has been instrumental in this growth.

India continues to be a major hub for generic drug production, with about 20% of the global supply by volume coming from Indian manufacturers. Despite this, the industry still relies heavily on imports for APIs, with 66% of the supply coming from China. However, with the Indian government's focus on "Atmanirbhar Bharat" and initiatives like the \$2 billion Production-Linked Incentive (PLI) scheme, there is a strong push towards increasing domestic API production and reducing dependency on imports.

The government's initiatives, such as opening Indian Council of Medical Research (ICMR) labs for private R&D and promoting the development of biosimilars and biologics, are expected to propel the industry forward. The future outlook for the Indian pharmaceutical sector, particularly for SMEs, remains optimistic with continued growth in both domestic and international markets.

SEGMENT-WISE PERFORMANCE

The operation of the Company consists of a single segment. Our Company deals in bulk drugs. Hence, Accounting Standard (AS-17) on Segment Reporting issued by the Institute of Chartered Accountants of India does not apply.

OUTLOOK

The likely duration, intensity and spread of the corona virus has brought in a lot of uncertainty into the global and domestic economic outlook. The concerns have transformed from the initial impact of imports from China on the domestic supply chains to the domestic and external demand shock.

The duration of the same remains uncertain with social distancing and lockdowns raising the prospects of production shutdowns and job losses in some sectors. A revival in domestic investment is likely to be hindered, given the increased risk aversion on a global scale, and renewed concerns about resilience of the financial sector.

In the near term, the negative impact of the Covid-19 outbreak on economic growth and sentiment may be modestly mitigated by higher government spending, a brighter outlook for crop yields and emergency stockpiling of essential items. Furthermore, the fall in commodity prices would provide mild cushioning to earnings in the near term, which provides some comfort.

FACTORS THAT MAY AFFECT OUR RESULT OF OPERATIONS

Our financial conditions and results of operations are affected by numerous factors inter alia—

- Growth of unorganized sector and threat from local regional players;



- Change in freight and forwarding charges;
- General economic and business conditions;
- Our Company's ability to successfully implement our growth strategy;
- Fluctuation in Exchange rates;
- Prices of raw materials we consume and the products we manufacture;
- Changes in laws and regulations relating to the industry in which we operate;
- Changes in political and social conditions in India.

PANCHSHEEL ORGANICS SWOT ANALYSIS

- STRENGTHS

- Extensive experience in specialty chemicals and pharmaceutical intermediates;
- Stronger sustainability and compliance framework with thrusts to continuously improving and adding on to it;
- Export sales in more than 15 countries;
- Sound manufacturing capability of APIs;
- Strategic location of manufacturing units with easy access to raw materials and utilities.

- WEAKNESS

- Products are highly dependent on the availability of raw materials;
- Macro factors may expose various risks impacting the growth;
- Global nature of operations like unfavorable currency movements, etc, expose the business to losses.

- OPPORTUNITIES

• Domestic Markets

The Company has a wide range of pharmaceutical products in its portfolio. The Company tries and taps every lawful opportunity coming its way and follows a focused approach and increases marketing efforts. All these have resulted in increased growth of the Company in the recent years. In the coming years, it shall strive hard to build a strong reputation for themselves and carve a niche for our products.

• International Markets

The Company is continuously trying to build a large overseas business and revenue from export business accounts for a sizeable component of Company's total turnover. The Company is continuously tapping potentially new markets and exporting a wide range of products to these countries.

**- THREATS**

- Due to emergence of corona virus, API production has been hampered in China, which has impacted the Company's supply chain;
- Other low-cost countries such as China and Israel are affecting outsourcing demand for Indian pharmaceutical products;
- Entry of foreign players (well-equipped technology-based products) into the Indian market;
- Drug Pricing: The domestic pharmaceutical industry is very much dependent on the government's Drug Pricing Policy. It is important for the Government to introduce free and fair competition rather than arbitrary drug control measures to decide prices of essential drugs.

This will ensure that Companies like us can manufacture and market all the vital life-saving drugs at economical prices;

- Rising Costs and Availability of Materials;
- The prices of many API's and intermediates have risen significantly due to restriction in production by various Chinese manufacturers. Other factors contributing to such price hike are rise in price of petroleum-based products, frequent shortages and general inflationary conditions.

All these adversely affect the production schedules and overall margins of our Company's products.

a. RESULTS OF OPERATIONS:

The break-up of Revenue and Costs of the Company is as given below:

PARTICULARS	Financial year ended March 31, 2024	Financial year ended March 31, 2023
INCOME(A)		
Sales & income from Operations:		
Domestic	1,03,95,20,476.70	1,01,62,12,299.00
Export	1,25,03,431.00	15454134.00
Total Sales	1052023907.7	1,03,16,66,433.00
<i>Less : Excise Duty</i>	0	0
<i>Add: Other Income:</i>	1,63,159.00	1,20,902.00
Other operating Income	2,45,80,497.24	1,18,27,127.23



TOTAL INCOME	1076767563.94	1,04,36,14,462.23
EXPENDITURE(B)		
Operating Expenditure	76,64,70,811.15	73,69,97,943.33
Administrative and other expenditure	10,22,08,415.13	10,73,20,336.00
Finance Charges	26,74,684.04	54,66,100.00
(Increase)/ Decrease in stocks	(58,59,760.36)	(1,26,62,501.00)
Depreciation for the Year	1,73,84,917.67	1,57,98,497.00
TOTAL	88,28,79,067.63	85,29,20,375.33
Profit Before Tax	19,38,88,496.31	19,06,94,086.51
Less: Current tax	5,25,67,125.33	5,11,39,799.75
Excess or short income tax provision	- 45,93,629.62	8,53,870.16
Deferred Tax	2,45,263.29	(11,46,411.58)
Profit after Tax	136482478.07	141554568.50

(1) Total Income:

Our revenue has Increased from Rs. 1,03,16,66,433.00 to 1,05,20,23,907.70 as compared to previous year 2023-24. Sales in the domestic market have increased, however it has increased in the export market. The overall sales have however decreased.

(2) Operating Expenditure:

The operating expenditure has Increased from Rs. 1,18,27,127.23 to 2,45,80,497.24 as compared to previous financial year 2022-23.

(3) Administrative and other Expenditures:

The administrative expenses have decreased from Rs. 10,73,20,336.00 to 102208415.13 as compared to previous financial year 2022-23.

(4) Depreciation:



The Depreciation cost has increased from Rs. 1,57,98,000 in Financial Year 2022-23 to 17384917.67 current year.

(5) Net Profit:

Net profit for the financial year 2023-24 is Rs. 136482478.07

b. OTHER FACTORS:

(1) Known trends or uncertainties

The world economy has witnessed an unprecedented economic crisis causing severe recessionary trends in various countries, but Indian pharmaceutical industry remained less affected compared to other sectors.

(2) Future relationship between costs and revenues

The Company doesn't see substantial increase in labor cost or other costs related to the product, except that raw material prices may go up in the near future due to rise in commodity prices. However, any increase in raw material prices would be duly covered in the sales price of the product.

(3) Dependence on Single or few suppliers / Customers

The Customer base of the Company is very strong it does not deal with a single customer or supplier. The Company has a very cordial relationship with all the customers and suppliers with whom they have been dealing since a very long time.

(4) Significant developments subsequent to the last financial year

In the opinion of the Directors, there are no significant changes since the date of the last financial statements, which could materially affect the operations, and profitability of the Company.

TRANSACTION(S) IN WHICH THE MANAGEMENT IS INTERESTED IN THEIR PERSONAL CAPACITY

During the year, there are no materially significant related party transactions entered into with the management that may have potential conflict with the interest of the Company.

For more details, refer Notes to the Financial Statements.

CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations, may be 'forward looking statements' and are within the meaning of the applicable laws and regulations. Actual results might differ substantially or materially from those expressed and implied. Important developments that could affect the Company's operations include a downtrend in the international market, fall in onsite, offshore rate and significant changes in political and economic environment, environment standards, tax laws, litigations and labor relations.



INDEPENDENT AUDITOR'S REPORT

To the Members of Panchsheel Organics Limited

Report on the Audit of the Standalone Financial Statements

1. Opinion

We have audited the standalone financial statements of Panchsheel Organics Limited ("the Company"), which comprise the balance sheet as at 31st March 2024, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Ind AS and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

2. Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

3. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period.

There are no key audit matters to communicate. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

4. Emphasis of Matter

a. The records of fixed assets as per requirements of clause I of Companies (Auditor's Report) Order, 2020 ("the Order"), are not maintained as required by the Companies Act, 2013.

5. 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 Companies Act, 2013 ("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, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

6. Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

7. Other Matter

The Company is require to appoint Internal Auditor as per the requirement of section 138 read with Rule 13 of Companies (Accounts) Rules, 2014, but has not appointed any during the year under audit.

8. Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

9. As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.



(d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the director is disqualified from being appointed as a director in terms of section 164(2)(a) of the Companies Act, 2013 as on 31st March, 2024.

(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 A".

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 27 to the financial statements;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

For Jayesh R Shah & Co.
Firm's Registration No.104182W

Sd/-
Jayesh Shah
Proprietor
Membership No. 033864
Place: Mumbai

Date: 29th May, 2024
UDIN: 24033864BKEYHN6952



Annexure-A to the Independent Auditors Report.

Referred to in paragraph 9(f) of the Independent Auditors' Report of even date to the members of Panchsheel Organics Limited on the Ind AS financial statements for the year ended March 31, 2024.

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. We have audited the internal financial controls over financial reporting of Panchsheel Organics Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

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") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial control, both applicable to an audit of internal financial control and both issued by ICAI. Those Standards and the Guidance Note require that I 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 controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS 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 Company's internal financial controls system over financial reporting.

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 Ind AS 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 Ind AS 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 Ind AS 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

8. In our opinion, *subject to our note no.7 Other Matter of the main report*, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company - commensurate with the size of the company and nature of its business 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 Jayesh R Shah & Co.
Firm's Registration No.104182W**

**Sd/-
Jayesh Shah
Proprietor
Membership No. 033864
Place: Mumbai**

**Date: 29th May, 2024
UDIN: 24033864BKEYHN6952**



Annexure-B to the Independent Auditors Report.

Referred to in paragraph (7) of the Independent Auditors Report of even date to the members of Panchsheel Organics Limited on the Ind AS financial statements for the year ended March 31, 2024.

(i) (a) (A) The Company has not maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment. The management explained that the records was maintained but has been misplaced and the new records are under preparation.

(B) The Company does not have any intangible assets hence no records require.

(b) The management explained that they are require to submit details of plant every five years with FDA and a list of plant and equipments is prepared and physically verified by the management once in a year. Due to proper internal control in the factory there are no chance of any discrepancies. As per the management there were no discrepancies noticed but, in absence of proper records, in our opinion, it is difficult to report whether any material discrepancies have been noticed and dealt with properly in books of accounts;

(c) According to information and explanation given to us and on the basis of our examination of the records of the Company, we are of the opinion that the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee and self-constructed properties) disclosed in the financial statements are held in the name of the company;

(d) AS per the information furnished and verification of the records the company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year;

(e) As per the information provided by the management and from verification of the records, in our opinion there are no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under, if so, whether the company has appropriately disclosed the details in its financial statements;

(ii) (a) As informed to us and from verification of records the Physical verification of inventory is conducted once in a year by the management, In our opinion the coverage and procedure of such verification by the management is appropriate; a minor discrepancies were noticed and have been properly dealt with in the books of account;

(b)As per the information and verification of the records, The company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets;



(iii) According to information and explanation provided and from verification of the records, In our opinion, during the year, the company has not made any investments, or provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Hence sub clause a, b, c, d, e and f of clause iii is not applicable;

(iv) In our opinion and according to the information and explanations given to us and from verification of the records, the Company has not granted any loans or made any investments or provided any guarantees, and security, to the companies covered under section 185. Further the Company has complied with the provisions of Section 186 of the Companies Act;

(v) From verification of the records, in our opinion the Company has not accepted any deposits during the year from the public within the meaning of the provisions of section 73 to 76 of the Companies act, 2013 and rules framed there under;

(vi) The maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act and management informed that they have made and maintained the records;

(vii) (a) According to the information and explanation given to us and the records of the Company examined by us, in our opinion, the company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. and if not, the extent of the arrears of outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated;

(b) According to the information and explanation provided to us and the records of the Company verified by us, the outstanding dues of Sales Tax, VAT, Income tax and excise duty which have not been deposited on account of dispute with the appropriate authorities are as under;

Sr. No	Name of the Statue	Nature of Dues	Amt Due	Amount paid	Period to which the amt. relates	Forum where dispute is pending
1	Income Tax Act, 1961	80HHC/80IA/MAT/Regular Demand	152710/-	-	FY 2005-06	Rectification filed
2	Income Tax Act, 1961	80HHC/80IA/MAT/Regular Demand	8598/-	-	FY 2012-13	Rectification Filed
3	Income Tax Act, 1961	80HHC/80IA/MAT/Regular Demand	630140/-	-	FY 2016-17	Rectification filed



4	Income Tax Act, 1961	80HHC/80IA/MAT	36600/-	-	FY 2017-18	The Income Tax Appellate Tribunal, Indore.
5	Central Sales Tax & VAT	Sales Tax Interest & Penalty	452310/-	207871/-	FY 2005-06	The Hon'ble Registrar, MP Commercial Tax Appellate Board, Bhopal (MP)
6	Central Sales Tax & VAT	Sales Tax Interest & Penalty	273138/-	999800/-	FY 2006-07	The Hon'ble Registrar, MP Commercial Tax Appellate Board, Bhopal (MP)
7	Central Sales Tax & VAT	Sales Tax Interest & Penalty	591395/-	230045/-	FY 2007-08	The Hon'ble Registrar, MP Commercial Tax Appellate Board, Bhopal (MP)
8	Central Sales Tax & VAT	Sales Tax Interest & Penalty	688545/-	491900/-	FY 2008-09	The Hon'ble Registrar, MP Commercial Tax Appellate Board, Bhopal (MP)
9	Central Sales Tax & VAT	Sales Tax Interest & Penalty	276114/-	-	FY 2008-09	The Hon'ble Registrar, MP Commercial Tax Appellate Board, Bhopal (MP)
10	Central Sales Tax & VAT	Sales Tax Interest & Penalty	426311/-	517055/-	FY 2009-10	The Hon'ble Registrar, MP Commercial Tax Appellate Board, Bhopal (MP)
11	Central Sales Tax & VAT	Sales Tax Interest & Penalty	851350/-	154055/-	FY 2010-11	The Hon'ble Registrar, MP Commercial Tax Appellate Board, Bhopal (MP)



12	Central Sales Tax & VAT	Sales Tax Interest & Penalty	497963/-	378597/-	FY 2011-12	The Hon'ble Registrar, MP Commercial Tax Appellate Board, Bhopal (MP)
13	Central Sales Tax & VAT	Sales Tax Interest & Penalty	2234783/-	1838743/-	FY 2012-13	The Hon'ble Registrar, MP Commercial Tax Appellate Board, Bhopal (MP)
14	Central Sales Tax & VAT	Sales Tax Interest & Penalty	57999/-	493152/-	FY 2013-14	The Hon'ble Registrar, MP Commercial Tax Appellate Board, Bhopal (MP)
15	Central Sales Tax & VAT	Sales Tax Interest & Penalty	451780/-	170620/-	FY 2014-15	The Hon'ble Registrar, MP Commercial Tax Appellate Board, Bhopal (MP)
16	Central Sales Tax & VAT	Sales Tax Interest & Penalty	332470/-	110834/-	FY 2016-17	The Hon'ble Registrar, MP Commercial Tax Appellate Board, Bhopal (MP)

(viii) According to information and explanation given to us by the management and from the verification of the records, in our opinion, there are no any transactions, not recorded in the books of accounts which have been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961 (43 of 1961);

(ix) (a) Based on our audit procedures and the information and explanation given by the management, we are of the opinion that the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender;

(b) As per the information, we are of the opinion that the company is not a declared willful defaulter by any bank or financial institution or other lender;

(c) As per the information and verification of records, in our opinion the Company has not availed any term loans during the year;

(d) In our opinion, the funds raised on short term basis have not been utilised for long term purposes;

(e) From verification of the records, in our opinion the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures;



(f) From verification of the records, in our opinion, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies;

(x) (a) From verification of the records, in our opinion, the Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year;

(b) From verification of the records, in our opinion the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year;

(xi) (a) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practice and according to information and explanations given to us, we have neither come across any instances of material fraud by the or on the Company, has been noticed or reported during the year;

(b) No report under sub-section (12) of section 143 of the Companies Act 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) As per the information and explanation furnished, there are no whistle-blower complaints received during the year by the company;

(xii) (a) As the Company is not a Nidhi company sub clause a, b and c of clause xii of the order are not applicable to the Company;

(xiii) As per the information and explanation provided by the company and from the verification of the records, in our opinion, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act where applicable and the details have been disclosed properly in the Ind AS financial statements as required under Ind AS 24, Related Party Disclosures specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014;

(xiv) (a) The Company is require to appoint Internal Auditor as per the requirement of section 138 read with rule 13 of the Companies (Accounts) Rule 2014. But has not appointed any during the year under report;

(b) As the company has not appointed any internal auditor, there is no any report to be considered by us.

(xv) The company has not entered into any non-cash transactions with directors or persons connected with him accordingly the provisions of section 192 of Companies Act are not applicable to the company;

(xvi) (a) We have been informed by the management and from the verification of the books of accounts, in our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934);

(b) On verification of the books of accounts, we are of the opinion that the company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934;



(c) On verification of the books of accounts, we are of the opinion that the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India;

(d) In our opinion, company does not have any CIC as part of the group;

(xvii) From verification of the books and records, in our opinion, the company has not incurred cash losses in the financial year and in the immediately preceding financial year;

(xviii) There has not been any resignation of the statutory auditors during the year;

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, the auditor is of the opinion that no material uncertainty exists as on the date of the audit report that company is 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) As informed to us and by the management and verified by us , the amount to be spend under Corporate Social Responsibility as require under section 135 of the Companies Act, 2013 is not a sizable amount that company can start a CSR project on its own hence the Company has donated the required amount to the other organization conducting the activities as per the requirements of CSR; Though till the date of signing the report, we have not been provided the confirmation from the organization that they have spent the amount donated by the company as per the requirements of CSR.

(xxi) The Company do not have any subsidiary or holding company hence reporting under this clause is not applicable.

For Jayesh R Shah & Co.
Firm's Registration No.104182W

Sd/-
Jayesh Shah
Proprietor
Membership No. 033864
Place: Mumbai

Date: 29th May, 2024
UDIN: 24033864BKEYHN6952





PANCHSHEEL ORGANICS LIMITED
BALANCE SHEET AS AT MARCH 31, 2024

(Rs. in lakhs)

	Note	As at March 31, 2024	As at March 31, 2023
ASSETS			
Non-Current Assets			
Property, plant and equipment and Intangible assets	3	1,351.23	769.18
Capital work-in-progress	4	586.49	353.02
Intangible assets			
Financial assets			
i. Non current investments	5	306.39	0.06
ii. Loans	6	-	-
iii. Other financial assets	7	2,883.28	3,211.91
Deferred tax assets (net)	8	48.94	35.93
Other non-current assets	9	454.50	280.56
Total Non-Current Assets		5,630.84	4,650.67
Current Assets			
Inventories	10	3,952.25	3,244.24
Financial assets			
i. Trade receivables	11	3,946.88	3,879.00
ii. Cash and cash equivalents	12	2,184.70	346.44
iii. Bank balances other than (ii) above	13	24.42	24.43
iii. Loans	14	35.68	21.88
Other current assets	15	130.71	101.68
Total Current Assets		10,274.63	7,617.67
Total Assets		15,905.47	12,268.34
EQUITY AND LIABILITIES			
Equity			
Equity share capital	16	1,317.18	1,178.18
Other equity		11,186.28	8,428.14
Total Equity		12,503.46	9,606.32
Liabilities			
Non-Current Liabilities			
Financial liabilities			
i. Borrowings	17	27.20	54.02
ii. Trade payables	18	248.75	56.67
Employee benefit obligations	19	178.19	122.16
Other non-current liabilities	20	-	60.93
Total Non-Current Liabilities		454.14	293.78
Current Liabilities			
Financial liabilities			
i. Borrowings	21	603.71	503.94
ii. Trade payables	22		
a. Total outstanding dues of micro enterprises and small enterprises		48.61	3.21
b. Total outstanding dues of creditors other than (a) above		2,084.42	1,584.96
iii. Other financial liabilities	23	95.37	93.66
Income tax liabilities (Net)	24	5.65	71.78
Employee benefit obligations	25	84.86	52.43
Other current liabilities	26	25.25	58.26
Total Current Liabilities		2,947.88	2,368.24
Total Equity & Liabilities		15,905.47	12,268.34

The notes are an integral part of these financial statements

In terms of our report of even date

For Panchsheel Organics Limited

For Jayesh R Shah & Co
Chartered Accountants
Firm Registration No. : 104182W

Mahendra Turakhia
Chairman &
Managing Director
DIN: 00006222

Kishore Turakhia
Director
DIN: 00006236

Jayesh Shah
Proprietor
Membership No.: 033864

Rajesh Turakhia
Director
DIN: 00006246

Deepak Shah
Chief Financial Officer



PANCHSHEEL ORGANICS LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2024

(Rs. in lakhs)

	Note	Year ended March 31, 2024	Year ended March 31, 2023
Revenue from operations	28	10,521.87	10,317.88
Other income	29	245.80	118.27
Total Income		10,767.68	10,436.14
Expenses			
Cost of materials consumed	30	5,179.56	5,527.90
Purchase of stock in trade		1,730.51	1,130.12
Changes in inventories of finished goods and work-in-progress	31	(58.59)	(126.62)
Employees benefit expenses	32	654.68	589.78
Finance costs	33	26.74	54.65
Depreciation and amortisation expenses	34	173.85	157.98
Power and fuel		99.96	122.18
Other expenses	35	1,022.08	1,073.22
Total Expenses		8,828.79	8,529.21
Profit before tax		1,938.88	1,906.93
Income tax expense			
Current tax	24A	525.67	511.40
Excess or short income tax provision			
Deferred tax	8B	2.45	(11.46)
Total tax expenses		528.12	499.94
Profit for the year		1,410.76	1,406.99
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurements of post employment benefit obligations		(61.39)	11.41
Income tax relating to above	8B	15.45	(2.87)
Other comprehensive income for the year, net of tax		(45.94)	8.54
Total comprehensive income for the year		1,364.82	1,415.53
Earnings per equity share (in Rs.)	42		
(Nominal value per share Rs.10)			
Basic earning per share (In Rs.)		11.88	12.78
Diluted earning per share (In Rs.)		10.71	11.94
The notes are an integral part of these financial statements			

In terms of our report of even date

For Panchsheel Organics Limited

For Jayesh R Shah & Co
Chartered Accountants
Firm Registration No. : 104182W

Mahendra Turakhia
Chairman &
Managing Director
DIN: 00006222

Kishore Turakhia
Director
DIN: 00006236

Jayesh Shah
Proprietor
Membership No.: 033864

Rajesh Turakhia
Director
DIN: 00006246

Deepak Shah
Chief Financial Officer

Sonia Verma
Company Secretary

Place: Mumbai
Date: May 29, 2024

Place: Mumbai
Date: May 29, 2024



PANCHSHEEL ORGANICS LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

(Rs. in lakhs)

	Year ended March 31, 2024	Year ended March 31, 2023
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	1,938.88	1,906.93
Adjustments for:		
Depreciation and amortisation	173.85	157.98
Interest income	(245.80)	(118.00)
Interest and finance charges	26.74	54.65
Loss on sale of Property, Plant and Equipments	-	-
Operating profit before working capital changes	1,893.67	2,001.56
Adjustments for:		
Increase / (Decrease) in trade payables, current	544.85	(93.75)
Increase / (Decrease) in trade payables, non current	192.08	(136.82)
Increase / (Decrease) in other financial liabilities, current	(22.71)	(2.48)
Increase / (Decrease) in employee benefit obligation, current	(28.96)	11.49
Increase / (Decrease) in employee benefit obligation, non current	56.03	10.86
Increase / (Decrease) in other current liabilities	(33.01)	40.20
Increase / (Decrease) in other non current liabilities	(60.93)	60.93
(Increase) / Decrease in trade receivables, current	(67.88)	(627.17)
(Increase) / Decrease in inventories	(708.01)	(718.56)
(Increase) / Decrease in loans, current	(13.80)	(4.40)
(Increase) / Decrease in loans, non current	(173.95)	70.63
(Increase) / Decrease in other bank balances	0.01	(15.72)
(Increase) / Decrease in other current assets	(29.03)	(25.74)
(Increase) / Decrease in other non-current financial assets	0.40	(1.35)
Cash generated from operations	1,548.77	569.68
Taxes paid (net of refunds)	(591.80)	(565.47)
Net cash generated from operating activities	956.97	4.21
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of tangible/intangible assets	(989.37)	(395.37)
Sale proceeds of property plant and equipments	-	-
Investment in Mutual Funds	(306.33)	-
Interest received	245.80	118.00
Movement in term deposit with bank (net)	328.23	(3,159.87)
Net cash (used in) investing activities	(721.66)	(3,437.24)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Issue of shares	-	3,206.86
Issue of Share warrants	1,909.34	636.45
Repayment of borrowings (non current)	(26.82)	(45.23)
Repayment of borrowings (current)	99.77	191.85
Interest paid	(26.74)	(54.65)
Dividend paid (Incl. Dividend Distribution Tax)	(352.60)	(353.07)
Dividend distribution tax paid	-	-
Net cash (used in) financing activities	1,602.95	3,582.21
Net increase in cash and cash equivalents (A+B+C)	1,838.26	149.18
Cash and cash equivalents at the beginning of the year	346.44	197.26
Cash and cash equivalents at the end of the year	2,184.70	346.44
Cash and cash equivalents comprise:		
Cash on hand	17.99	15.40
Balances with banks	2,166.70	320.92
Demand deposits (less than 3 months maturity)	-	10.12
Total	2,184.70	346.44

Note: The above cash flow statement has been prepared under "Indirect Method" specified in Ind AS 7 on "Cash Flow Statements".

In terms of our report of even date

For Panchsheel Organics Limited

For Jayesh R Shah & Co
Chartered Accountants
Firm Registration No. : 104182W

Mahendra Turakhia
Chairman &
Managing Director
DIN: 00006222

Kishore Turakhia
Director
DIN: 00006236

Jayesh Shah
Proprietor
Membership No.: 033864

Rajesh Turakhia
Director
DIN: 00006246

Deepak Shah
Chief Financial Officer

Sonia Verma
Company Secretary



PANCHSHEEL ORGANICS LIMITED
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2024

A Equity Share Capital

Balance ss at April 1, 2023	Changes in equity share capital due to prior period errors	Restated balance as at April 1, 2023	Changes in equity share capital during the year	Balance as at March 31, 2024
1,178.18	-	1,178.18	139.00	1,317.18

Balance ss at April 1, 2022	Changes in equity share capital due to prior period errors	Restated balance as at April 1, 2022	Changes in equity share capital during the year	Balance as at March 31, 2023
1,003.08	-	1,003.08	175.10	1,178.18

B Other Equity

	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus				Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (specify nature)	Money received against share warrants	Total
			Capital Reserve	Securities Premium Reserve	Other Reserves (General Reserve)	Retained Earnings								
Balance as at April 1, 2023	-	-	-	3,061.77	220.60	4,509.32	-	-	-	-	-	-	636.45	8,428.14
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	3,061.77	220.60	4,509.32	-	-	-	-	-	-	636.45	8,428.14
Other comprehensive income	-	-	-	-	-	-45.94	-	-	-	-	-	-	-	-45.94
Dividends paid (Including dividend distribution tax)	-	-	-	-	-	-377.02	-	-	-	-	-	-	-	-377.02
Transfer to retained earnings (Profit of Current Year)	-	-	-	-	-	1,410.76	-	-	-	-	-	-	-	1,410.76
Issue of bonus shares	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Issue of shares	-	-	-	2,406.79	-	-	-	-	-	-	-	-	-2,545.79	-139.00
Issue of Share warrants	-	-	-	-	-	-	-	-	-	-	-	-	1,909.34	1,909.34
Any other change (Adj. of MAT entitlement)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2024	-	-	-	5,468.55	220.60	5,497.13	-	-	-	-	-	-	-	11,186.28



PANCHSHEEL ORGANICS LIMITED

NOTES TO THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2024

3 PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

(Rs. in lakhs)

Sr. No.	Particulars	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount
		Opening as at April 01, 2023	Additions	Disposals	Closing as at March 31, 2024	Opening as at April 01, 2023	For the Year	Disposals	Closing as at March 31, 2024	As at March 31, 2024
	Own Assets									
1	Land Leasehold	0.54	-	-	0.54	-	-	-	-	0.54
2	Land Freehold	25.78	-	-	25.78	-	-	-	-	25.78
3	Building	248.67	394.65	-	643.32	89.19	19.31	-	108.50	534.82
4	Plant and Equipment	986.84	294.05	-	1,280.90	602.39	81.22	-	683.61	597.29
5	Laboratory / Testing	80.13	46.06	-	126.19	46.18	19.08	-	65.26	60.92
6	Furniture and Fixtures	16.84	0.36	-	17.21	13.97	0.81	-	14.77	2.44
7	Office Equipments	4.08	0.41	-	4.49	3.36	0.50	-	3.86	0.63
8	Vehicles	292.11	18.67	-	310.78	132.14	51.07	-	183.21	127.57
9	Computers	6.72	1.69	-	8.41	5.32	1.86	-	7.17	1.24
	TOTAL	1,661.70	755.90	-	2,417.60	892.54	173.85	-	1,066.37	1,351.23

(Rs. in lakhs)

Sr. No.	Particulars	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount
		Opening as at April 01, 2022	Additions	Disposals	Closing as at March 31, 2023	Opening as at April 01, 2022	For the Year	Disposals	Closing as at March 31, 2023	As at March 31, 2023
	Own Assets									
1	Land Leasehold	0.54	-	-	0.54	-	-	-	-	0.54
2	Land Freehold	25.78	-	-	25.78	-	-	-	-	25.78
3	Building	222.08	26.59	-	248.67	74.59	14.60	-	89.19	159.48
4	Plant and Equipment	885.84	101.00	-	986.84	517.45	84.94	-	602.39	384.45
5	Laboratory / Testing	54.19	25.94	-	80.13	40.31	5.87	-	46.18	33.95
6	Furniture and Fixtures	16.49	0.35	-	16.84	13.04	0.92	-	13.96	2.88
7	Office Equipments	3.45	0.63	-	4.08	2.97	0.39	-	3.36	0.72
8	Vehicles	234.67	57.45	-	292.11	81.28	50.86	-	132.14	159.97
9	Computers	5.17	1.55	-	6.72	4.91	0.40	-	5.31	1.41
	TOTAL	1,448.20	213.50	-	1,661.70	734.55	157.98	-	892.53	769.18



PANCHSHEEL ORGANICS LIMITED
NOTES TO THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2024

4 CAPITAL WORKING PROGRESS

(Rs. in lakhs)

Particulars	Factory Building	Plant & Machinery	Advance for Land	Total
Carring amount as on March 31, 2022	70.22	100.93	-	171.15
Additions	10.24	88.46	83.17	181.87
Carring amount as on March 31, 2023	80.46	189.39	83.17	353.02
Additions	56.96	259.68	(83.17)	233.47
Carring amount as on March 31, 2024	137.42	449.08	(0.00)	586.49

CAPITAL WORK -IN- PROGRESS AGING

Ageing for capital work-in-process as at March 2024 is as follows :

(Rs. in lakhs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 year	2-3 year	more than 3 year	
Project in process	233.47	181.87	3.01	168.14	586.49
Project temporarily suspended	-	-	-	-	-
Total	233.47	181.87	3.01	168.14	586.49

Ageing for capital work-in-process as at March 2023 is as follows :

(Rs. in lakhs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 year	2-3 year	more than 3 year	
Project in process	181.87	3.01	4.01	164.13	353.02
Project temporarily suspended	-	-	-	-	-
Total	181.87	3.01	4.01	164.13	353.02

Title deeds of immovable properties not held in the name of the Company

Relevant line items in the Balance Sheet	Description of items of property	Gross carrying Value	Title deeds held in the name of	Whether the deed holder/promotor/director/relative of promotor/director or employee of company	Property held since which date	Reason for not being held in the name of the company Also indicate if in dispute
N/A	N/A	NIL	N/A	N/A	N/A	N/A



		(Rs. in lakhs)	
5	INVESTMENTS (NON-CURRENT)	As at March 31, 2024	As at March 31, 2023
	Investments in equity Instruments (fully paid up)		
	<u>Unquoted</u>		
	10 Shares in Gujrat Mercantile Credit Co Op Soc Ltd of Rs. 100 each	0.01	0.01
	<u>Quoted</u>		
	Mutual Funds (carried at fair value through profit or loss)	306.33	-
	Investment in debt instruments		
	<u>Unquoted</u>		
	Indira Vikas Patra	0.05	0.05
	TOTAL	306.39	0.06

Note:

Aggregate amount of Quoted Investments	300.00	-
Market Value of Quoted Investments (Quoted Price)	306.33	-
Aggregate amount of Unquoted Investments	0.06	0.06
Aggregate amount of impairment in the value of the investments	-	-

		(Rs. in lakhs)	
6	LOANS (NON-CURRENT)	As at March 31, 2024	As at March 31, 2023
	(Unsecured, considered good)		
	Security deposits	-	-
	Other Advances	-	-
	TOTAL	-	-

		(Rs. in lakhs)	
7	OTHER NON-CURRENT FINANCIAL ASSETS	As at March 31, 2024	As at March 31, 2023
	Deposit with bank with maturity period of more than 12 months		
	- In fixed deposit accounts	2,864.07	3,149.00
	- In margin money deposit accounts	-	43.30
	Security deposits	19.21	19.61
	TOTAL	2,883.28	3,211.91



(Rs. in lakhs)

8	DEFERRED TAX ASSETS (NET)	As at March 31, 2024	As at March 31, 2023
	Deferred tax assets (Net)	48.94	35.93
	TOTAL	48.94	35.93
	The balance comprises		
	Deferred Tax Liability		
	Depreciation	25.47	14.27
	Borrowing Cost	(0.00)	0.05
	Less : Deferred Tax Assets		
	Provision for gratuity	66.21	43.94
	Provision for bonus	8.21	6.31
	Net Deferred Tax Asset (Refer note below)	48.94	35.93

Note: Deferred tax assets and deferred tax liability have been offset as they relate to same governing taxation laws.

(Rs. in lakhs)

8A	MOVEMENT IN DEFERRED TAX ASSETS/LIABILITIES	As at March 31, 2023	(Charged)/ Credited to Profit and Loss	(Charged)/ Credited to OCI	(Charged)/ Credited to Equity	As at March 31, 2024
	Deferred Tax Liability					
	Depreciation	14.27	11.21	-	-	25.47
	Borrowing Cost	0.05	(0.05)	-	-	(0.00)
	Total Deferred Tax Liability	14.31	11.16	-	-	25.47
	Less : Deferred Tax Assets					
	Provision for gratuity	43.94	6.81	15.45	-	66.21
	Provision for bonus	6.31	1.89	-	-	8.21
	Total Deferred Tax Assets	50.26	8.71	15.45	-	74.42
	Net Deferred Tax Assets	35.94	(2.45)	15.45	-	48.94

8A	MOVEMENT IN DEFERRED TAX ASSETS/LIABILITIES	As at March 31, 2022	(Charged)/ Credited to Profit and Loss	(Charged)/ Credited to OCI	(Charged)/ Credited to Equity	As at March 31, 2023
	Deferred Tax Liability					
	Depreciation	19.04	(4.77)	-	-	14.27
	Borrowing Cost	0.22	(0.18)	-	-	0.05
	Total Deferred Tax Liability	19.27	(4.95)	-	-	14.31
	Less : Deferred Tax Assets					
	Provision for gratuity	41.19	5.62	(2.87)	-	43.94
	Provision for bonus	5.42	0.89	-	-	6.31
	Total Deferred Tax Assets	46.61	6.51	(2.87)	-	50.26
	Net Deferred Tax Assets	27.34	11.46	(2.87)	-	35.93



		(Rs. in lakhs)	
9	OTHER NON CURRENT ASSETS	As at March 31, 2024	As at March 31, 2023
	Other Advances (Trade receivables exceeding 1 year)	454.50	280.56
	TOTAL	454.50	280.56

		(Rs. in lakhs)	
10	INVENTORIES	As at March 31, 2024	As at March 31, 2023
	Raw materials	2,449.04	1,799.63
	Work in progress	232.68	279.21
	Finished Goods	1,115.68	956.55
	Traded Stock	154.85	208.85
	TOTAL	3,952.25	3,244.24

		(Rs. in lakhs)	
11	TRADE RECEIVABLES	As at March 31, 2024	As at March 31, 2023
	Unsecured - considered good		
	Trade receivables	3,946.88	3,805.92
	Receivables from related parties		73.08
	SUB- TOTAL	3,946.88	3,879.00
	Less: Allowance for doubtful debts		-
	TOTAL	3,946.88	3,879.00

Trade Receivables ageing schedule as at 31st March, 2024

		(Rs. in lakhs)					
	Particulars	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	
(i)	Undisputed Trade receivables - considered good	3,678.27	268.61	109.42	32.30	312.78	4,401.39
(ii)	Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-
(iii)	Disputed trade receivables considered good	-	-	-	-	-	-
(iv)	Disputed trade receivables considered doubtful	-	-	-	-	-	-



		(Rs. in lakhs)	
12	CASH AND CASH EQUIVALENTS	As at March 31, 2024	As at March 31, 2023
	Cash and Cash equivalents:		
	Cash on hand	17.99	15.40
	Bank Balances :		
	- In Current accounts	2,166.70	320.92
	- In Margin Money deposit maturing within 3 month	-	10.12
	TOTAL	2,184.70	346.44

		(Rs. in lakhs)	
13	OTHER BANK BALANCES	As at March 31, 2024	As at March 31, 2023
	Deposits with banks (Maturity more than three months and upto twelve months)	-	-
	Earmarked balance with bank for unpaid dividend	24.42	24.43
	TOTAL	24.42	24.43

		(Rs. in lakhs)	
14	LOANS (CURRENT)	As at March 31, 2024	As at March 31, 2023
	(Unsecured, considered good)		
	Loan to employees and other advances	35.68	21.88
	TOTAL	35.68	21.88



Loans and advances to Directors, promoters, KMP's, related parties

Repayable on demands

(Rs. in lakhs)

14A	Type of Borrowers	Current Period		Previous period	
		Amt. Outstanding	% of total	Amt. Outstanding	% of total
(i)	Promoters	-	-	-	-
(ii)	Directors	-	-	-	-
(iii)	KMP's	-	-	-	-
(iv)	Related parties	-	-	-	-
	Total	-	-	-	-

Without specifying any terms or period of repayments

(Rs. in lakhs)

14B	Type of Borrowers	Current Period		Previous period	
		Amt. Outstanding	% of total	Amt. Outstanding	% of total
(i)	Promoters	-	-	-	-
(ii)	Directors	-	-	-	-
(iii)	KMP's	-	-	-	-
(iv)	Related parties	-	-	-	-
	Total	-	-	-	-

(Rs. in lakhs)

15	OTHER CURRENT ASSETS	As at March 31, 2024	As at March 31, 2023
	(Unsecured, considered good unless otherwise stated)		
	Deposits with government authorities towards matters in litigation	123.76	91.86
	Pre-paid expense	6.95	9.82
	TOTAL	130.71	101.68

(Rs. in lakhs)

16	SHARE CAPITAL	As at March 31, 2024	As at March 31, 2023
	Authorised		
	1,60,00,000 (March 31, 2022 : 160,00,000) equity shares of Rs. 10/- each	1,600.00	1,600.00
		1,600.00	1,600.00
	Issued		
	1,17,81,750 (March 31, 2022 : 1,00,30,800) equity shares of Rs. 10/- each	1,178.18	1,178.18
	Subscribed and paid-up		
	1,17,81,750 (March 31, 2022 : 1,00,30,800) equity shares of Rs. 10/- each	1,317.18	1,178.18
	TOTAL	1,317.18	1,178.18



a) Reconciliation of the number of shares : Equity Shares

(Rs. in lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of Shares	Amount	Number of Shares	Amount
Balance at the beginning of the year	117.82	1,178.18	100.31	1,003.08
Add: Issue of bonus shares	-	-	-	-
Add: Preferential Allotment	-	-	17.51	175.10
Balance at the end of the year	117.82	1,178.18	100.31	1,003.08

b) Rights, preferences and restrictions attached to equity shares

The company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to their shareholding.

c) Details of shareholder holding more than of 5% of the aggregate shares in the company

Name of Shareholder	As at March 31, 2024		As at March 31, 2023	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
(i) Mahendra A Turakhia	19.71	16.73%	19.71	19.65%
(ii) Kishore A Turakhia	19.72	16.74%	19.72	19.66%
(iii) Rajesh A Turakhia	19.78	16.79%	19.78	19.72%
TOTAL	59.20	50.25%	59.20	59.02%

d) The company has converted 13,90,000 warrants of Rs. 10/- each at Rs. 183.15 per warrant into equity shares on March 07, 2024.



e) Disclosure of Shareholding of Promoters

Shares held by promoters at the end of the year 31st March 2024				
Sr. No.	Promoter Name	No. of Shares	% of total shares	% Change during the year
(i)	Rajesh A Turakhia	-	0.00%	Nil
(ii)	Kishore A Turakhia	-	0.00%	Nil
(iii)	Mahendra A Turakhia	-	0.00%	Nil
(iv)	Turakhia Rajesh Abhaychand HUF	-	0.00%	Nil
(v)	Turakhia Mahendra Abhaychand HUF	-	0.00%	Nil
(vi)	Turakhia Kishore Abhaychand HUF	-	0.00%	Nil
Shares held by promoters at the end of the year 31st March 2023				
Sr. No.	Promoter Name	No. of Shares	% of total shares	% Change during the year
(i)	Rajesh A Turakhia	19,77,934	16.79%	Nil
(ii)	Kishore A Turakhia	19,71,772	16.74%	Nil
(iii)	Mahendra A Turakhia	19,70,672	16.73%	Nil
(iv)	Turakhia Rajesh Abhaychand HUF	3,07,400	3.06%	Nil
(v)	Turakhia Mahendra Abhaychand HUF	3,07,400	3.06%	Nil
(vi)	Turakhia Kishore Abhaychand HUF	3,07,356	3.06%	Nil



(Rs. in lakhs)

17	BORROWINGS - NON-CURRENT	As at March 31, 2024	As at March 31, 2023
	Secured:		
	From Yes Bank (Refer note below)	7.99	31.94
	Less: Current maturities of long term debt	7.99	15.96
	(Repayable in 36 monthly equal installment of Rs. 1.996 Lakh each starting from Aug 2021. Rate of interest is 8.65% p.a.)	-	15.98
	Vehicle Loan:		
	From Banks	57.17	62.71
	Less: Current maturities of long term debt	29.98	24.67
	(Repayable in 36 monthly equal installments)	27.20	38.04
	TOTAL	27.20	54.02

Details of securities

1. First charge over the Fixed Assets by way of equitable mortgage of Land & Building and hypothecation of Plant & Machinery (existing & future) of the company.
2. Land (leasehold) admeasuring 3251.58 sq. mtrs. Situated at Plot no. B-6 & B-7, Sector -C, Industrial Area, Sanwer Road, Distt. Indore.
3. Charge on additional securities worth Rs.118.61 Lakhs in the form of shares already pledged with the Corporation.
4. Personal Guarantee of 3 Directors of the Company
5. Exclusive charge on current assets and movable fixed assets.
6. Exclusive charge on commercial property located at office no. 1 (1A and 1B), ground floor, Kapadia Chambers, Mumbai 400020
7. Personal Guarantee of all the Directors of the Company

There is no default in repayment of Loan Installment and interest thereon.

(Rs. in lakhs)

18	TRADE PAYABLE - NON-CURRENT	As at March 31, 2024	As at March 31, 2023
	Trade payables	248.75	56.67
	TOTAL	248.75	56.67



(Rs. in lakhs)

19	EMPLOYEE BENEFIT OBLIGATIONS - NON-CURRENT	As at March 31, 2024	As at March 31, 2023
	Provision for employee benefits (Refer note no. 31A):		
	Provision for gratuity	178.19	122.16
	TOTAL	178.19	122.16

(Rs. in lakhs)

20	OTHER NON-CURRENT LIABILITIES	As at March 31, 2024	As at March 31, 2023
	Advance against warrants	-	60.93
	TOTAL	-	60.93

The company has issued 1390000 warrants at Rs. 183.15 per warrant on September 8, 2022 on preferential basis and Collected Rs. 636.45 lakhs at 25% per warrant. Receipt in excess of 25% is accounted as non current liability. The company has converted all the warrants to equity shares on March 7, 2024 after receiving balance amount of Rs. 1909.34 Lakhs against said warrants.

21	BORROWINGS - CURRENT	As at March 31, 2024	As at March 31, 2023
	Secured:		
	Working Capital loan from Bank (Refer note below)	565.75	463.31
	Current maturities of long term borrowings	37.96	40.63
	TOTAL	603.71	503.94

Details of securities

1. Exclusive charge on current assets and movable fixed assets.
2. Exclusive charge on commercial property located at office no. 1(1A and 1B), ground floor, Kapadia Chambers, Mumbai 400020
3. Personal Guarantee of all the Directors of the Company.



(Rs. in lakhs)

22	TRADE PAYABLES	As at March 31, 2024	As at March 31, 2023
	a) total outstanding dues of micro enterprises and small enterprises	48.61	3.21
	b) total outstanding dues of creditors other than micro enterprises and small enterprises and dues to related parties	2,066.71	1,534.93
	c) total outstanding dues to related parties	17.71	50.03
	TOTAL	2,133.03	1,588.17

(Rs. in lakhs)

22A	DUES TO MICRO AND SMALL ENTERPRISES	As at March 31, 2024	As at March 31, 2023
	Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
	Principal amount over due to suppliers registered under the MSMED Act and remaining unpaid as at year end	45.88	2.06
	Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	1.58	0.05
	Principal amount paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
	Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
	Interest paid under section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
	Interest due and payable towards suppliers registered under MSMED Act, for payment already made.	-	-
	Further interest remaining due and payable for earlier years	1.15	1.10
	TOTAL	48.61	3.21

Trade Payables ageing schedule: As at 31st March, 2024

(Rs. in lakhs)

22B	Particulars	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	48.61	-	-	-	48.61
(ii)	Others	2,084.42	36.60	72.48	139.67	2,333.17
(iii)	Disputed dues- MSME	-	-	-	-	-
(iv)	Disputed dues - Others	-	-	-	-	-

During the year no interest has been paid to such parties. This information has been determined to the extent such parties have been identified on the basis of information available with the Company and the same has



23	OTHER CURRENT FINANCIAL LIABILITIES	As at March 31, 2024	As at March 31, 2023
	Salaries payable	38.35	28.11
	Provision for Bonus	32.60	25.08
	Dividend distribution tax	-	-
	Unclaimed dividend	24.42	40.47
	TOTAL	95.37	93.66

		(Rs. in lakhs)	
24	INCOME TAX LIABILITIES (CURRENT)	As at March 31, 2024	As at March 31, 2023
	Provision for Income tax (Net of advance tax and Tax deducted at Source of Rs. 439.62 Lakhs, March 31, 2023)	5.65	71.78
	TOTAL	5.65	71.78
	Movement in provision for		
	Opening balance	71.78	125.85
	Less: Current tax payable for the year	525.67	511.40
	Add: Taxes Paid / (Refunded)	(591.80)	(565.47)
	Closing balance	5.65	71.78



(Rs. in lakhs)

24A TAX EXPENSE	As at March 31, 2024	As at March 31, 2023
Current Tax :		
Current Tax on Profits for the Year	525.67	511.40
Total Current Tax Expense	525.67	511.40
Deferred Tax :		
Decrease/(Increase) in Deferred Tax Assets	(8.71)	(6.51)
(Decrease)/increase in Deferred Tax Liabilities	11.16	(4.95)
Total Deferred Tax Expense/(Benefit)	2.45	(11.46)
Income Tax Expense	528.12	499.93
Reconciliation of tax expense and accounting profit multiplied by statutory tax rate		
Profit for the year	1,938.88	1,906.93
Rate of tax	25.17%	25.17%
Tax Expense at Applicable Tax Rate	488.02	479.97
Tax Rate Difference	-	-
CSR Expenses	-	0.21
Interest on delayed payment of TDS and advance tax	-	10.98
Deferred tax adjustment	-	-
Others	40.10	8.77
Income Tax Expense	528.12	499.93

(Rs. in lakhs)

25 EMPLOYEE BENEFIT OBLIGATIONS - CURRENT	As at March 31, 2024	As at March 31, 2023
Provision for employee benefits		
Provision for gratuity	84.86	52.43
TOTAL	84.86	52.43

(Rs. in lakhs)

26 OTHER CURRENT LIABILITIES	As at March 31, 2024	As at March 31, 2023
Statutory dues (including provident fund and tax deducted at source)	25.25	58.26
TOTAL	25.25	58.26

(Rs. in lakhs)

27 CONTINGENT LIABILITIES	As at March 31, 2024	As at March 31, 2023
Claim against the Company not acknowledged as debts		
a) Demand contested by the Company		
- Sales tax	65.26	65.26
- Excise duty		
- Income tax (Incl. TDS)	8.28	8.28
b) Letter of Credit		
- Domestic letter of credit		
- Buyers credit	148.28	148.28
- Documents at site		



		(Rs. in lakhs)	
28	REVENUE FROM OPERATIONS	Year ended March 31, 2024	Year ended March 31, 2023
	Sale of Products		
	Finished Goods		
	- Bulk Drug & Intermediate	10,520.24	9,126.81
	Stock in trade		
	- Bulk Drug & Intermediate	-	1,008.27
	- Formulations	-	133.14
	Total sale of products	10,520.24	10,268.23
	Other operating revenue		
	- D.E.P.B. License	-	48.44
	- Others	1.63	1.21
	Total other operating income	1.63	49.65
	TOTAL	10,521.87	10,317.88

		(Rs. in lakhs)	
29	OTHER INCOME	Year ended March 31, 2024	Year ended March 31, 2023
	Interest Income from financial assets at amortised cost	245.80	118.00
	Wind Mill	-	-
	Commission Received	-	0.27
	TOTAL	245.80	118.27

		(Rs. in lakhs)	
30	COST OF MATERIAL CONSUMED	Year ended March 31, 2024	Year ended March 31, 2023
	Raw material consumed		
	Opening inventory	1,799.63	1,207.69
	Add: Purchases	7,516.18	6,077.11
	Less: Closing inventory	2,449.04	1,799.63
	Cost of raw material consumed during the year	6,866.77	5,485.17
	Packing material consumed		
	Opening inventory	-	-
	Add: Purchases	43.30	42.73
	Less: Closing inventory	-	-
	Cost of packing material consumed during the year	43.30	42.73
	TOTAL	6,910.07	5,527.90



(Rs. in lakhs)

31	CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE	Year ended March 31, 2024	Year ended March 31, 2023
	(Increase) / Decrease in stocks		
	Stock at the end of the year		
	Finished goods	1,115.68	956.55
	Work in progress	232.68	279.21
	Stock in trade	154.85	208.85
	TOTAL A	1,503.21	1,444.61
	Less: Stock at the beginning of the year		
	Finished goods	279.21	375.32
	Work in progress	954.87	885.06
	Stock in trade	210.53	57.61
	TOTAL B	1,444.61	1,317.99
	(Increase) / Decrease in stocks (B-A)	(58.59)	(126.62)

(Rs. in lakhs)

32	EMPLOYEE BENEFITS EXPENSES	Year ended March 31, 2024	Year ended March 31, 2023
	Salaries, wages and bonus	573.55	513.85
	Contribution to provident and other funds:		
	Provident fund [Refer note no. 32A(i)]	20.87	18.22
	Gratuity [Refer note no. 32A(ii)]	29.09	24.64
	ESIC	6.79	7.25
	Staff welfare expenses	24.38	25.82
	TOTAL	654.68	589.78



32A EMPLOYEE BENEFIT OBLIGATIONS:

i) Defined-contribution plans

The Company makes contribution to provident fund under the provision of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and to superannuation fund for the qualifying employees as per the Company's policy.

(Rs. in lakhs)		
Amount recognised in Statement of Profit and Loss	Year ended March 31, 2024	Year ended March 31, 2023
Provident fund	20.87	18.22

ii) Defined-Benefits Plans

The company provides for gratuity, a defined benefit retirement plan covering eligible employees. The Gratuity Plan provides a lump sum payments to vested employees at retirement, death, incapacitation or termination of employment, as per the company's policy. Vesting occurs on completion of 5 continuous years of service as per Indian law. However, no vesting condition applies in case of death. The gratuity payable to employees is based on the employee's service and last drawn salary at the time of leaving the services of the Company. The gratuity plan is an unfunded plan.

Profit & Loss account expenses:

(Rs. in lakhs)		
Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Current Service Cost	16.03	12.81
Past service Cost	-	-
Interest on defined benefit obligation/(asset) (net)	13.05	11.83
Total expenses charged	29.09	24.64

Amount recorded in other comprehensive income:

(Rs. in lakhs)		
Particulars	As at March 31, 2024	As at March 31, 2023
Opening balance recorded in OCI	-	-
Remeasurement during the period due to:		
(Gain)/loss from change in financial assumptions	1.60	(1.74)
(Gain)/loss from change in demographic assumptions	-	-
Experience (gains)/losses	59.79	(9.67)
Actuarial (gains)/losses on plan assets	-	-
Total amount recognised in OCI	61.39	(11.41)



Present value of defined benefit obligation:

(Rs. in lakhs)

Particulars	Gratuity (Funded Plan)	
	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	176.89	163.66
Current service cost	16.03	12.81
Past service cost	-	-
Interest on defined benefit obligation	13.05	11.83
Remeasurement due to:	-	-
(Gain)/loss from change in financial assumptions	1.60	(1.74)
(Gain)/loss from change in demographic assumptions	-	-
Experience (gains)/losses	59.79	(9.67)
Benefit paid	(2.00)	-
Balance at the close of the year	265.36	176.89

Fair value of plan assets:

(Rs. in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	-	-
Contributions by employer	-	-
Interest income	-	-
Benefits paid	-	-
Actuarial gains/(losses) on plan assets	-	-
Balance at the close of the year	-	-

Assets and Liabilities recognised in the Balance Sheet:

(Rs. in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Present value of obligations	263.05	174.59
Fair value of plan assets	-	-
Deficit of funded plan	263.05	174.59
Non-current (Note 19)	178.19	122.16
Current	84.86	52.43

Major Category of Plan Assets as a % of total Plan Assets:

Particulars	As at March 31, 2024	As at March 31, 2023
Government of India securities	0.00%	0.00%
Corporate bonds	0.00%	0.00%
Insurance managed fund	0.00%	0.00%
Others	0.00%	0.00%
	0.00%	0.00%

**Actuarial Assumptions:**

Particulars	As at March 31, 2024	As at March 31, 2023
Discount rate	0.00%	7.38%
Salary Growth rate	0.00%	5.00%

The discount rates reflects the prevailing market yields of Indian Government securities as at the Balance Sheet date for the estimated term of the obligations.

The estimates of future salary increases, considered in actuarial valuation, takes into account, inflation, seniority, promotions and other relevant factors, such as demand and supply in the employment market.

The expected rate of return of plan assets is the Company's expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.

Sensitivity Analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions by 0.5% is:

Present Value of Obligation at the end of the period	265.36
a) Impact due to increase of 0.50%	(7.12)
b) Impact due to decrease of 0.50 %	7.60

b) Impact of the change in salary increase**(Rs. in lakhs)**

Present Value of Obligation at the end of the period	265.36
a) Impact due to increase of 0.50%	7.73
b) Impact due to decrease of 0.50 %	(7.31)

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied which has been used for calculating the defined benefit liability recognised in the Balance Sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

Expected Contribution to the Fund in the next year:**(Rs. in lakhs)**

Particulars	As at March 31, 2024	As at March 31, 2023
Gratuity	-	25.77

iv) **Risk Exposure**

The Gratuity scheme is a final salary Defined Benefit Plan that provides for a lump sum payment made on exit either by way of retirement, death, disability or voluntary withdrawal. The benefits are defined on the basis of final salary and the period of service and paid as lump sum at exit. The risks commonly affecting the defined benefit plan are expected to be:

Demographic Risk: This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

Salary Inflation Risk : Higher than expected increases in salary will increase the defined benefit obligation

Interest-Rate Risk: The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

v) **Defined Benefit Liability and Employer Contributions**

The company considers that the contribution rates set at the last valuation date are sufficient to eliminate the deficit over the agreed period and that regular contributions, which are based on service costs, will not increase significantly.

The expected maturity analysis of undiscounted gratuity is as follows:

Maturity Analysis of the Projected Benefit Obligations - Gratuity (Undiscounted)

(Rs. in lakhs)

Particulars	As at	As at
	March 31, 2024	March 31, 2023
1st Following Year	87.25	54.73
2nd Following Year	4.48	2.73
3rd Following Year	4.61	36.21
4th Following Year	6.24	1.69
5th following year	4.88	1.73
Sum of 6th to 10th Following Year	157.91	79.81



		(Rs. in lakhs)	
33	FINANCE COSTS	Year ended March 31, 2024	Year ended March 31, 2023
	Interest on short term borrowings	6.05	11.55
	Interest on long term borrowings	2.93	6.24
	Other finance cost	17.77	36.86
	TOTAL	26.74	54.65

		(Rs. in lakhs)	
34	DEPRECIATION AND AMORTISATION EXPENSES	Year ended March 31, 2024	Year ended March 31, 2023
	Depreciation on property, plant and equipment	173.85	157.98
	TOTAL	173.85	157.98

		(Rs. in lakhs)	
35	OTHER EXPENSES	Year ended March 31, 2024	Year ended March 31, 2023
	Consumables	34.41	14.76
	Repairs to building	5.94	5.38
	Security Service	5.79	5.93
	Loss on sales of Assets	-	0.05
	Quality control expenses	4.09	6.97
	Other operating expenses	64.62	67.14
	Commission & Brokerage	40.83	33.35
	Advertisement and publicity expenses	5.16	4.29
	Outward Cartage, Hamali & Crain Charges	10.40	11.73
	Freight, handling and other charges	29.66	29.65
	Processing Charges	530.51	662.68
	Legal and professional fees	32.28	1.03
	Consolidation charges	2.24	3.34
	Conveyance	6.21	3.86
	Courier Charges	9.28	8.56
	Sundry Balance W/off and Bad Debts	2.28	(12.37)
	Export Clearing Charges	5.18	9.29
	Exhibition Expenses	27.75	19.34
	Fees & Subscription	16.84	29.23
	Freight Outward	17.91	15.51
	Loading Charges	14.80	15.60
	Miscellaneous Expenses	2.68	9.09
	Printing & Stationary	3.58	3.67
	Rent	21.75	25.16
	Telephone Expenses & Charges	1.70	1.21
	Travelling Expenses	16.78	19.11
	Other Administrative Expenses	27.19	25.67
	Warehousing Charges	0.80	-
	Duties and taxes	(8.55)	12.26
	Directors fees	0.30	0.30
	Legal And Professional Charges	-	39.91
	Corporate social responsibility	86.17	0.83
	Net loss on foreign currency transactions and translations	-	(3.33)
	Payment to auditors		
	As auditor:		
	Audit fees (Including limited review)	3.00	3.00
	Tax audit fees	0.50	0.50
	Certification Fees	-	0.52
	TOTAL	1,022.08	1,073.22



35A Value of Imports on CIF basis in respect of :

(Rs. in lakhs)

	Year ended March 31, 2024	Year ended March 31, 2023
Raw Material	1,499.27	1,158.80
Componets and Spare Parts	-	-
Capital Goods	-	-
TOTAL	1499.27	1158.80

35B Expenditure in Foreign Currency on accout of:

(Rs. in lakhs)

	Year ended March 31, 2024	Year ended March 31, 2023
a) Royalty, know how, professional, consultation fees, interest and other matters	6.03	9.10
b) Travelling	-	-
TOTAL	6.03	9.10

35C Value of Imported and Indigenous material consumed & percentage there of:

(Rs. in lakhs)

	Year ended March 31, 2024		Year ended March 31, 2023	
	Value	%	Value	%
Value of Imorted material consumed	1293.81	18.84%	321.12	26.59%
Value of Indigenous material consumed	5572.95	81.16%	886.57	73.41%
TOTAL	6866.77	100.00%	1207.69	100.00%

35D

(Rs. in lakhs)

	Year ended March 31, 2024	Year ended March 31, 2023
Dividend Remitted in foreign currency	-	-

35E Earning in foreign exchange

(Rs. in lakhs)

	Year ended March 31, 2024	Year ended March 31, 2023
FOB Value of Exports	123.55	139.60
Royalty, know how Professional and consultancy fees	-	-
Interest and dividends	-	-
Other Income	-	-
TOTAL	123.55	139.60

**36 SEGMENT INFORMATION**

The Company's chief operating decision maker (CODM) has identified one business segment viz. Manufacturing and Trading of Bulk Drug and Intermediate. There are no other reportable segment.

GEOGRAPHIC INFORMATION

(Rs. in lakhs)

PARTICULARS	Year ended March 31, 2024		Year ended March 31, 2023	
	Country of domicile (India)	Foreign countries	Country of domicile (India)	Foreign countries
Revenue from External Customers	10,396.84	125.03	10,158.56	159.32

The Company does not hold any non-current assets in foreign countries.

There are no individual customers or a particular group contributing to more than 10% of revenue.

37 RELATED PARTY DISCLOSURES:**37a Names of the related parties and nature of relationship:**

i) Enterprises over which KMP exercise significant influence

- Turakhia Brothers
- Invochem Laboratories
- Synodrug & Intermediates
- Suneeta Chemicals
- Gene Biotech Private Limited
- Paramount Organics

ii) Key Management Personnel

- Mahendra A Turakhia
- Kishore A Turakhia
- Rajesh A Turakhia
- Paresha R Turakhia

iii) Relatives of Key Management Personnel

- Arti K Turakhia
- Devang R Turakhia
- Amisha M Turakhia
- Pallavi M Turakhia
- Harsh K Turakhia
- Chandan M Turakhia



37b Compensation of key managerial personnel

(Rs. in lakhs)

Related Parties	Year ended March 31, 2024	Year ended March 31, 2023
Short-term employee benefits to CEO and Whole Time Director	115.20	80.40
Directors' sitting fees to independent directors	0.30	0.30
Total	115.50	80.70

Key Management Personnel Compensation

Gratuity is computed for all the employees in aggregate, the amounts relating to the Key Managerial Personnel cannot be individually identified.

37c Details of Transactions with related Parties:

(Rs. in lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Sales		
Turakhia Brothers	393.67	3.00
Synodrug & Intermediates	-	-
Suneeta Chemicals	47.09	40.29
Gene Biotech Private Limited	0.95	-
Purchases		
Turakhia Brothers	104.90	-
Synodrug & Intermediates	-	130.38
Suneeta Chemicals	304.10	270.67
Gene Biotech Private Limited	73.90	25.20
Paramount Organics	-	2.30
Rent		
Turakhia Brothers	17.70	17.70
Testing Charges		
Invochem Laboratories	11.99	9.34
Turakhia Brothers	0.41	-
Processing Charges		
Synodrug & Intermediates	-	-
Suneeta Chemicals	513.35	654.12
Purchase of Fixed Asset		
Invochem Laboratories	300.11	-
Salary		
Devang R Turakhia	18.00	18.00
Harsh Turakhia	18.00	18.00
Pallavi M Turakhia	2.25	9.00
Amisha M Turakhia	2.25	9.00
Chandan M Turakhia	18.00	-
Advance		
Panchsheel Bio Agritech Pvt Ltd.	-	73.05



37d Details of outstanding balances with related Parties:

(Rs. in lakhs)

Related Parties	Year ended March 31, 2024	Year ended March 31, 2023
Trade Receivables		
Turakhia Brothers	-	0.03
Panchsheel Bio Agritech Pvt Ltd.	26.68	73.05
Suneeta Chemicals	8.53	-
TOTAL	35.21	73.08
Trade Payables		
Invochem Laboratory	0.69	-
Gene Biotech Private Limited	17.02	-
Suneeta Chemicals	-	50.03
TOTAL	17.71	50.03

Terms and conditions:

All the transactions with the related parties during the year are based on the arms length price and terms that would be available to/from third parties
All outstanding balances are unsecured and repayable in cash.

38 FAIR VALUE MEASUREMENTS

(i) Financial instruments by category

There are no financial assets/liabilities that are measured at fair value through other comprehensive income. Category wise break up of financial assets/liabilities measured at amortised cost and fair value through statement of profit and loss account are given below:

(Rs. in lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Amortised Cost	FVPL	Amortised Cost	FVPL
Financial Assets				
Investments	0.05	306.34	0.05	0.01
Security deposits (Level 3)	-	-	-	-
Other Advances	-	-	-	-
Deposit with bank	2,883.28	-	3,211.91	-
Trade receivables	3,946.88	-	3,879.00	-
Cash and cash equivalents	24.42	-	24.43	-
Loans to employee	35.68	-	21.88	-
Total Financial Assets	6,890.31	306.34	7,137.27	0.01
Financial Liabilities				
Borrowings	630.91	-	557.96	-
Trade payables	2,133.03	-	1,588.17	-
Other current financial liabilities	95.37	-	93.66	-
Total Financial Liabilities	2,859.31	-	2,239.79	-

**(ii) Fair value hierarchy**

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level is as follows.

Level 1 : Level 1 hierarchy includes financial instruments measured using quoted prices.

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 is not based on observable market data, the instrument is included in level 3.

iii) Fair value of financial assets and liabilities measured at amortised cost

The carrying amounts of Investments, deposits with banks and interest there on, trade receivables, cash and cash equivalents, loans to employees, borrowings, trade payables and other current financial liabilities are considered to be the same as their fair values due to their short-term nature.

The fair values of security deposits and other advances are based on discounted cash flows. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk. Fair value of the security deposit and other advances are considered to be the same as their carrying value.

39 FINANCIAL RISK MANAGEMENT

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The market risk to the Company is foreign exchange risk and interest rate. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer end.

39A CREDIT RISK

Credit risk comprises of direct risk of default, the risk of deterioration of creditworthiness as well as concentration risks. It mainly arises from trade receivables, cash and cash equivalents (excluding cash on hand) and bank deposits.

(i) Credit risk management**a) Trade receivables**

The carrying amount of trade receivables represent the maximum credit exposure net of provision for impairment. The maximum exposure to credit risk was Rs. 4,401.39 lakhs as of March 31, 2024 (March 31, 2023 : Rs. 4,159.56).

Trade receivables are derived from revenue earned from customers. Credit risk for trade receivable is managed by the company through credit approvals, establishing credit limits and periodic monitoring of the creditworthiness of its customers to which the company grants credit terms in the normal course of business. The Company's credit period generally ranges from 90-120 days.

The company does not have a high concentration of credit risk to a single customer. Single largest customer have the total exposure in receivables Rs. 321.88 lakhs as of March 31, 2024 (March 31, 2023 : Rs. 307.42 lakhs).

As per simplified approach, the company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account a continuing credit evaluation of company's customers' financial condition; aging of trade accounts receivable and the company's historical loss experience. The company defines default as an event when there is no reasonable expectation of recovery. The company has not made any provision for loss allowance in any of the years presented.

Trade receivables are written off when there is no reasonable expectation of recovery.

b) Cash & cash equivalent and bank deposits

Credit risk on cash and cash equivalents and bank deposits is generally low as the said deposits have been made with banks having good reputation, good past track record and high quality credit rating and company also reviews their credit-worthiness on an on-going basis.

c) Other financial assets

Credit risk on other financial assets is generally considered to be low



39B MARKET RISK

(i) Foreign currency risk

Foreign exchange risk arises on financial instruments being denominated in a currency that is not the functional currency of the entity and that are monetary in nature. The Company is exposed to foreign exchange risk mainly arising from Trade Payables denominated in United States Dollar ('USD') and European Union Currency ('EURO') and Trade receivables in United States Dollar ('USD').

(a) Foreign currency risk exposure:

The Company has not entered into any derivative transactions during the year and there were no derivative transactions outstanding as on March 31, 2021

The Company's exposure to foreign currency risk at the end of the reporting period are as follows

(Rs. in lakhs)

PARTICULARS	As at March 31, 2024			As at March 31, 2023		
	Amount	Foreign currency	Foreign Currency Amount	Amount	Foreign currency	Foreign Currency Amount
(i) Financial assets						
Trade receivables	120.61	USD	1.45	146.67	USD	1.78
(ii) Financial liabilities						
Trade payable	318.54	USD	3.82	346.92	USD	4.22

(b) Sensitivity:

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments is as follows:

(Rs. in lakhs)

PARTICULARS	Impact on Profit after Tax positive/(negative)	
	Year ended March 31, 2024	Year ended March 31, 2023
USD - Sensitivity		
Rs./USD -Increase by 0.32% (March 31, 2021: 0.32%)	(0.63)	(0.64)
Rs./USD -Decrease by 0.32% (March 31, 2021: 0.32%)	0.63	0.64

#Holding all other variables constant

(ii) Interest rate exposure

The exposure of the company's borrowing to interest rate changes at the end of the reporting period are as follows :

(Rs. in lakhs)

PARTICULARS	As at March 31, 2024	As at March 31, 2023
Variable rate borrowings	565.75	463.31
Fixed rate borrowings	65.16	94.65
Total borrowings	630.91	557.96

An analysis by maturities is provided in Note 39(C) liquidity risk below.



(Rs. in lakhs)

PARTICULARS	Impact on Profit after Tax positive/(negative)	
	Year ended March 31,2024	Year ended March 31,2023
Interest rate - increase by 50 basis points	(2.83)	(2.32)
Interest rate - decrease by 50 basis points	2.83	2.32

39C 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 liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities (comprising the undrawn borrowing facilities below), by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The liquidity risk is managed by means of the ultimate parent company's Liquidity and Financial Indebtedness Management Policy, which aims to ensure the availability of sufficient net funds to meet the Company's financial commitments with minimal additional cost. One of the main liquidity monitoring measurement instruments is the cash flow projection, using a minimum projection period of 12 months from the benchmark date.

(i) Financing arrangements

The Company has undrawn borrowing facilities of Rs. 49.63 lakhs as at March 31, 2024 (Rs. 38.41 lakhs as at March 31, 2023) which is renewable on yearly basis by mutual consent. Undrawn credit facilities comprises of fund based and non-fund based.

(ii) Maturities of financial liabilities

The following table shows the maturity analysis of the companies financial liabilities based on the contractually agreed undiscounted cash flows as at the Balance Sheet date.

(Rs. in lakhs)

CONTRACTUAL MATURITIES OF FINANCIAL LIABILITIES	Less than 6 months	6 months to 1 year	Above 1 Year	Total
March 31, 2024				
Borrowings	301.86	301.86	27.20	630.91
Trade payables	2,133.03	-	248.75	2,381.78
Other financial liabilities	95.37	-	-	95.37
Total Liabilities	2,530.26	301.86	275.94	3,108.06

(Rs. in lakhs)

CONTRACTUAL MATURITIES OF FINANCIAL LIABILITIES	Less than 6 months	6 months to 1 year	Above 1 Year	Total
March 31, 2023				
Borrowings	251.97	251.97	54.02	557.96
Trade payables	1,479.89	108.28	56.67	1,644.84
Other financial liabilities	93.66	-	-	93.66
Total Liabilities	1,825.52	360.25	110.68	2,296.46

**40 Security of current assets against borrowings****Disclosure when borrowings have been availed based on security of current assets**

Quarter	Name of Bank	Particular of security provided	Amount as per Books of accounts	Amount as reported in quarterly report statement	Difference in amounts	Reason
Quarter 1	Yes Bank Ltd	Inventory	3,387.65	2,862.88	524.77	There was an error in stock statement submitted by the Company. The company has submitted revised stock
Quarter 2	Yes Bank Ltd	Inventory	3,636.77	3,635.63	1.14	No major difference
Quarter 3	Yes Bank Ltd	Inventory	3,540.62	3,541.67	(1.05)	No major difference
Quarter 4	Yes Bank Ltd	Inventory	3,952.25	3,951.07	1.18	No major difference

**41 CAPITAL MANAGEMENT**

The company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure of the Company, management can make, or may propose to the stockholders when their approval is required, adjustments to the amount of dividends paid to stockholders, return capital to stockholders, issue new shares or sell assets to reduce, for example, debt.

The Company considers total equity reported in the financial statements to be managed as part of capital.

The Company does not have any borrowing which is subject to the capital requirements.

42 EARNINGS PER SHARE**(Rs. in lakhs)**

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Profit after tax (Rs. in lakhs)	1,410.76	1,406.99
Weighted average number of shares outstanding for basic EPS (In lakhs)	118.77	110.09
Weighted average number of shares outstanding for diluted EPS (In lakhs)	131.72	117.86
Nominal value per share (In Rs.)	10.00	10.00
Basic earning per Share (In Rs.)	11.88	12.78
Diluted earning per Share (In Rs.)	10.71	11.94

43 LEASES

As a lessee: Operating lease

The Company has operating leases for land and premises. Most of the leases are renewable for further period on mutually agreeable terms.

(Rs. in lakhs)

With respect to all operating leases:	Year ended March 31, 2024	Year ended March 31, 2023
Lease payments recognised in the Statement of Profit and Loss during the year	21.75	25.16

Transition to New Standards

The Company has elected not to recognise right-of-use assets and lease liabilities for short term leases that have a lease term of less than or equal to 12 months with no purchase option and assets with low value leases. The Company recognises the lease payments associated with these leases as an expense in statement of profit and loss over the lease term. The related cash flows are classified as operating activities.

44 EXPENDITURE TOWARDS CORPORATE SOCIAL RESPONSIBILITY

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief, COVID-19 relief and rural development projects. A CSR committee has been formed by the Company as per the Act. The funds were primarily allocated to a corpus and utilized through the year on these activities which are specified in Schedule VII of the Companies Act, 2013:



Particulars	(Rs. in lakhs)	
	Year ended March 31, 2024	Year ended March 31, 2023
Opening Balance yet to spend	20.55	3.54
Gross amount required to be spent by the Company during the year	25.67	17.83
Total amount to spend	46.22	21.37
Amount spent during the year on:		
i) Construction / acquisition of asset	-	-
ii) On purposes other than (i) above	60.50	0.83
Total amount spent	60.50	0.83
Amount yet to spend	(14.28)	20.55

Consequent to the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, the Company intends to transfer its unspent CSR fund to a designated bank account opened with Yes Bank Limited during previous year.

45 Figures for the corresponding previous years have been regrouped/ rearranged, wherever necessary, to conform to the classification of the current year.

For Panchsheel Organics Limited

For Jayesh R Shah & Co
Chartered Accountants
Firm Registration No. : 104182W

Mahendra Turakhia
Chairman &
DIN: 00006222

Kishore Turakhia
Director
DIN: 00006236

Jayesh Shah
Proprietor
Membership No.: 033864

Rajesh Turakhia
Director
DIN: 00006246

Deepak Shah
Chief Financial Officer

Sonia Verma
Company Secretary

Place: Mumbai
Date: May 29, 2024

Place: Mumbai
Date: May 29, 2024