

**BDH**  
*Industries Ltd.*

*Reputation*

*Quality*

*Care*

*Healthcare & Quality of Life - Globally*

## Annual Report 2022-2023



STAR EXPORT HOUSE



WHO-GMP Accreditation



ISO 9001:2015

Pharmaceutical Company Engaged in *Mankind* Health Care

## BDH : Quality Policy

**Our Vision is  
to care for Health and Quality of Life  
for Mankind-Globally.**

**We are committed to provide  
high Quality and Innovative Medicines  
at economical price and also to  
percolate value added services to satisfy and  
exceed customer expectation through  
our network Worldwide.**

**We shall consistently strive to enhance  
quality and efficacy of medicines through continual  
improvement in our design, manufacturing and process  
by involving each employee to do their work  
RIGHT first time and EVERY time.**

*Care*



*Quality*



*Reputation*

Ten Year's Highlights <span style="float: right;">( ₹ In Lakhs)</span>										
	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23
<b>Total Income</b>	4434.58	4634.29	4852.39	4587.61	4189.24	5257.66	6027.29	5875.47	7027.59	7529.81
<b>Domestic Income</b>	1333.88	1839.87	1585.74	2550.10	1934.22	2375.51	2860.22	2687.01	3153.62	3382.90
<b>Export Income</b>	3100.70	2794.42	3266.65	2037.51	2255.02	2882.17	3167.07	3188.45	3873.97	4146.91
<b>Earning before Interest, Depreciation &amp; Tax</b>	490.12	502.06	587.90	604.88	618.37	788.89	977.16	981.68	996.21	1179.41
<b>Profit before Tax</b>	340.48	379.44	481.08	498.47	517.76	654.33	812.02	874.54	910.41	1106.77
<b>Net Profit after Tax</b>	229.78	256.97	322.62	333.66	376.48	482.98	594.24	635.94	722.31	820.48
<b>Equity Share Capital</b>	593.94	593.94	593.94	593.94	593.94	593.94	593.94	593.94	575.73	575.73
<b>Other Equity</b>	1718.43	1814.48	1997.12	2329.39	2531.91	2840.20	3229.97	3712.95	4282.99	4893.72
<b>Net Worth</b>	2312.37	2408.42	2591.06	2923.33	3125.85	3434.14	3823.91	4306.89	4858.72	5469.45
<b>Net Block</b>	1475.11	1322.31	1715.20	2293.97	2258.67	2201.68	2109.71	2030.84	1960.96	1903.16
<b>Dividend (%)</b>	12%	17%	20%	20%	22.5%	27.5%	25%	30%	36%	40%
<b>Earnings per share ( ₹ )</b>	3.99	4.46	5.60	5.80	6.54	8.39	10.32	11.05	12.55	14.25

## **BDH INDUSTRIES LIMITED**

<b>BOARD OF DIRECTORS</b>	:	Ms. Jayashree Nair	Chairperson & Managing Director
		Mr. S. C. Kachhara	Joint Managing Director & CFO
		Ms. Karthika Nair	Non Executive Director
		Dr. Dinesh Variar	Independent Director
		Mr. Bhagirath Singh	Independent Director
		Mr. Kairav Trivedi	Independent Director

**COMPANY SECRETARY** : Ms. Nikita Phatak

**AUDITORS** : M/s. CLB & Associates  
Chartered Accountants  
Mumbai.

**BANKERS** : Central Bank of India

**REGISTERED OFFICE** : Nair Baug, Akurli Road, Kandivli (East),  
Mumbai – 400101

**REGISTRARS &  
TRANSFER AGENT** : TSR Consultants Private Limited  
C-101, 1<sup>st</sup> Floor, 247 Park,  
Lal Bahadur Shastri Marg,  
Vikhroli West, Mumbai 400 083.

THIRTY THIRD ANNUAL GENERAL MEETING of the Company on  
Wednesday, 9<sup>th</sup> August 2023 at 3.00 p.m. through Video Conferencing  
(VC) / Other Audio Visual Means (OAVM)

### NOTICE

NOTICE is hereby given that the Thirty Third Annual General Meeting of the Members of BDH Industries Limited will be held on Wednesday, 9<sup>th</sup> August 2023 at 3.00 p.m. through Video Conferencing (VC) / Other Audio Video Means (OAVM) to transact the following business :-

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended on 31<sup>st</sup> March, 2023 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the year ended 31<sup>st</sup> March, 2023.
3. To appoint a director in place of Ms. Karthika Nair (DIN 00019695), who retires by rotation and being eligible, offers herself for re-appointment.

#### SPECIAL BUSINESS:

4. To approve increase in the prescribed limit of remuneration payable to related party holding office or place of profit and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution :

**“RESOLVED THAT** pursuant to the provisions of Section 188 (1) (f) read with Companies (Meetings of Board and its Powers) Rules 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the approval of members be and is hereby accorded to increase the prescribed limit of remuneration payable to Mr. Ankit Kachhara, Vice President (International Business) holding office or place of profit in the Company maximum up to Rs. 50 lakhs (Rupees Fifty lakhs only) per annum (including all allowances, perquisites and benefits that he is entitled to in accordance with the Company's rules in force), effective from 1<sup>st</sup> April 2023.

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

5. To approve increase in investment limit for NRI/OCI and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution :

**“RESOLVED THAT** pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999 (FEMA) as amended, Foreign Exchange Management (Non-debt Instruments) Rules, 2019 as amended, the Consolidated FDI Policy Circular 2020 as amended, the Companies Act, 2013 as amended and all applicable rules, regulations, circulars, notifications, guidelines and laws (including any statutory modifications or re-enactments thereof for the time being in force) and subject to all applicable approvals, permissions, sanctions and subject to such conditions as may be prescribed by Reserve Bank of India (RBI) or any other appropriate authorities while granting such approvals, permissions, sanctions which may be agreed to by the Board of Directors of the Company, the approval of members be and is hereby accorded to increase the aggregate limit of total shareholding of all Non-Resident Indians (“NRIs”) and Overseas Citizen of India (“OCIs”), in the Company from 10% (Ten Percent) to 24% (Twenty Four Percent) of the total Paid Up Equity Share Capital provided that the shareholding of each NRI /OCI shall not exceed such prescribed limit as may be stipulated from time to time.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable for the purpose of giving effect to this resolution.”

6. To ratify the remuneration of the Cost Auditors for the financial year 2023-24 and in this regard pass the following resolution as an Ordinary Resolution :

**“RESOLVED THAT** pursuant to the provisions of Section 148 (3) and such other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), the remuneration of Rs. 70,000/- (Rupees Seventy Thousand Only) plus applicable taxes, fixed by the Board for M/s. Krishna S. & Associates, Cost Accountants (Firm Registration No. 100939) appointed as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March 2024, be and is hereby ratified.”

**NOTES :**

1. The Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021 and May 5, 2022 and December 28, 2022 (collectively referred to as MCA Circulars) and Securities and Exchange Board of India has vide its Circular dated May 12, 2020 and January 15, 2021 permitted the holding of the Annual General Meeting (AGM) through Video Conferencing (VC) / Other Audio Video Means (OAVM) without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and MCA Circulars, the 33<sup>rd</sup> Annual General Meeting of the Company is being conducted through VC / OAVM. The venue of the meeting shall be deemed to be the registered office of the Company. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
2. Corporate Members are requested to send a scanned copy of duly certified board resolution authorizing their representative to attend the 33<sup>rd</sup> Annual General Meeting through VC / OVAM on its behalf and to vote through remote e-voting at [scrutinizer@bdhind.com](mailto:scrutinizer@bdhind.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) at least 48 hours before the commencement of the 33<sup>rd</sup> Annual General Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 3<sup>rd</sup> August 2023 to Wednesday, 9<sup>th</sup> August 2023 (both days inclusive).
4. The dividend, if declared at the 33<sup>rd</sup> AGM, will be paid to those members whose names appear in the Register of Members on Wednesday, 9<sup>th</sup> August 2023 and to those beneficial owners whose names are provided by National Securities Depository Limited (NSDL) and Central Depository (India) Limited (CDSL) as at the close of business hours on Wednesday, 2<sup>nd</sup> August 2023 subject to deduction of tax at source as applicable.
5. Ms. Karthika Nair, (DIN – 00019695) Director retires by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment. Her qualifications are M.Sc and MMS (Marketing) from University of Mumbai. She has been director of the Company since 1999. She is not a Director of any other Company. She is daughter of Ms. Jayashree Nair. The details of the membership of committees of the Board and shareholding are mentioned in the Corporate Governance Report.
6. The Explanatory Statement pursuant to Section 102 of the Companies Act 2013 setting out material facts relating to the business stated under Item no. 4, 5 and 6 is annexed hereto.
7. Members are requested to:-
  - (a) intimate the Company / their Depository Participant ("DP"), changes, if any, in their registered postal address at an early date;
  - (b) quote their Name, Folio No. / DP Identity - Client Identity number in the correspondence with the Company;
  - (c) in case of non-receipt / non-encashment of dividend warrants, members are requested to correspond with the Registrar of the Company – TSR Consultants Private Limited.
  - (d) The Ministry of Corporate Affairs (MCA) on 10<sup>th</sup> May, 2012 notified the IEPF (Uploading of Information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules) as amended from time to time are applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts. In terms of the said IEPF Rules, the Company has uploaded the information of the unclaimed dividends in respect of the dividend for the financial year 2015-16 till the dividend for the financial year 2021-22, on website of the Company - [www.bdhind.com](http://www.bdhind.com). Accordingly the unpaid dividend lying in the dividend account of the year 2015-16 and the underlying shares thereon shall be transferred to IEPF in November 2023 on or before the due date. Shareholders can visit the Investors Section on website of the Company - [www.bdhind.com](http://www.bdhind.com) and get the details of unclaimed dividend and claim the same to avoid the transfer of the unclaimed dividend and underlying shares thereon to IEPF Account.
  - (e) Members holding shares in dematerialized form are requested to register / update and intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR

code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, email address, contact numbers, etc. to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and Company's Registrar and Transfer Agents – TSR Consultants Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to TSR Consultants Private Limited. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are requested to submit PAN to their depository participants (DP). Members holding shares in physical form are required to submit their PAN, Bank details, KYC and Nominations to TSR Consultants Private Limited by 30<sup>th</sup> September 2023 for updating the same against their folios and in case members fail to furnish these details the Registrars are obligated to freeze such folios. The necessary forms for submitting KYC, bank and nomination details are hosted on the website of the Company.

- (f) SEBI has notified that securities of listed companies can be transferred only in dematerialized form. In order to avail the benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
  - (g) The Company has transferred the unclaimed dividend for the financial year 2010-11, 2011-12, 2012-13, 2013-14 and 2014-15 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to section 124(6) of the Companies Act 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has transferred all shares in respect of which dividend has not been encashed by the shareholders for seven consecutive years in the name of Investor Education and Protection Fund (IEPF). Members may note that the shares and unclaimed dividend transferred to IEPF Authority can be claimed by filing online application in prescribed form no. IEPF 5 available on [www.iepf.gov.in](http://www.iepf.gov.in) and sending physical copy of same duly signed to the Company alongwith requisite documents.
  - (h) To support the 'Green Initiative' of the Ministry of Corporate Affairs, members who have not yet registered their email addresses are requested to register the same with their Depository Participants in case of shares held in electronic form and with TSR Consultants Private Limited in case of shares held in physical form so that all notices/intimations and other correspondence can be sent through email.
  - (i) Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f 1<sup>st</sup> April 2020 and the Company is required to deduct tax at source from the dividend (if declared at 33<sup>rd</sup> AGM) payable to shareholders at prescribed rate. The shareholders who have not yet registered their PAN against folio / demat account are requested to register their PAN with the Company by sending self-attested scanned copy of PAN to [investors@bdhind.com](mailto:investors@bdhind.com) with a copy marked to [csg-unit@tcplindia.co.in](mailto:csg-unit@tcplindia.co.in) (for shares held in physical mode) and depositories (for shares held in demat mode). Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a rate of 20%.
8. Notice of the 33<sup>rd</sup> Annual General Meeting of the Company alongwith Annual Report 2022-23 is being sent only through electronic mode to shareholders whose email addresses are registered with the Company / Depository Participant(s) in compliance with MCA Circulars and SEBI Circular dated 12<sup>th</sup> May 2020, 13<sup>th</sup> May 2022 and 5<sup>th</sup> January 2023. Members may note that the Notice of 33<sup>rd</sup> Annual General Meeting of the Company alongwith Annual Report 2022-23 will also be available on the Company's website [www.bdhind.com](http://www.bdhind.com), website of stock exchange [www.bseindia.com](http://www.bseindia.com) and website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) for download.
9. Members attending the 33<sup>rd</sup> Annual General Meeting of the Company through VC/OVAM shall be counted for the purpose of reckoning the quorum under section 103 of the Companies Act 2013.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act 2013, the Register of contracts or arrangements in which directors are interested under section 189 of the Companies Act 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending email to [investors@bdhind.com](mailto:investors@bdhind.com) upto the date of 33<sup>rd</sup> Annual General Meeting.
11. Instruction for Voting through electronic means and joining AGM are as follows :-





## VOTING THROUGH ELECTRONIC MEANS –

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the members are provided with the facility to cast their vote on resolutions set forth in the Notice by electronic means. The facility of casting votes by members using remote e-voting system as well as e-voting system on the date of AGM will be provided by National Securities Depository Limited (NSDL).
- II. The remote e-voting period commences on Sunday, 6<sup>th</sup> August 2023 (9:00 a.m.) and ends on Tuesday, 8<sup>th</sup> August 2023 (5:00 p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, 2<sup>nd</sup> August 2023, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those members who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system after conclusion of the AGM.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- IV. 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 for 1000 members on first come first served basis. This will not include large shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis
- V. **The process and manner for e-voting are as under :**

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





#### Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting 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
<b>Individual Shareholders holding securities in demat mode with NSDL.</b>	<ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System MyeasiTab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register</li> </ol>





	<p>is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.</p>
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33.

- B) Login Method for e-Voting and joining virtual meeting 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

## 5. Password details for shareholders other than Individual shareholders are given below:

- 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](http://www.evoting.nsdl.com).
  - b. Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 resolution, you will not be allowed to modify your vote.

#### **GENERAL GUIDELINES FOR SHAREHOLDERS**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scrutinizer@bdhind.com](mailto:scrutinizer@bdhind.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre / Mr. Amit Vishal at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investors@bdhind.com](mailto:investors@bdhind.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investors@bdhind.com](mailto:investors@bdhind.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholders may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER :-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. 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.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OVAM ARE AS UNDER:**

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. 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 in the notice to avoid last minute rush.
  2. Members are encouraged to join the Meeting through Laptops for better experience.
  3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as speaker by sending their request and questions 10 days before the AGM mentioning their name, DP ID and Client ID /folio number, email id, mobile number at [investors@bdhind.com](mailto:investors@bdhind.com). Shareholders desiring any information are requested to write to the Company 10 days before the AGM mentioning their name, DP ID and Client ID/folio number, email id, mobile number at [investors@bdhind.com](mailto:investors@bdhind.com) so as to enable the Management to keep the details ready at the meeting. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending upon the availability of time for the AGM.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 2<sup>nd</sup> August, 2023.
- VII. Any person, who acquires shares of the Company and becomes member of the Company after sending Notice of 33<sup>rd</sup> AGM by email and holding shares as of the cut- off date i.e. 2<sup>nd</sup> August, 2023 may obtain the login ID and password by sending a request by email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) by mentioning his Folio no. /DP ID and Client ID. However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forget User Details / Password" or "Physical User / Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request by email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).



- VIII. Mr. Ankit Varia (Membership No. 151266), of M/s Ankit Varia & Co., Practicing Chartered Accountant has been appointed as the Scrutinizer to scrutinize e-voting on the date of AGM and remote e-voting process in a fair and transparent manner.
- IX. The Scrutinizer shall after the conclusion of evoting at the Annual General Meeting, first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by her in writing, who shall countersign the same and declare the result of the voting forthwith.
- X. The Results declared alongwith the Scrutinizer's Report shall be placed on the website of the Company [www.bdhind.com](http://www.bdhind.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately. The results shall simultaneously be communicated to the BSE Limited (BSE) where the shares of the Company are listed.
12. Since the 33<sup>rd</sup> Annual General Meeting will be held through VC /OAVM the route map is not annexed in this Notice. The instructions to attend the AGM through VC/OVAM are mentioned in Notice.

FOR AND ON BEHALF OF THE BOARD

**Jayashree Nair**

*Chairperson & Managing Director*

(DIN-00027467)

Mumbai, 17<sup>th</sup> May 2023

Registered Office :-

Nair Baug, Akurli Road,

Kandivli (East), Mumbai 400101

Tel. No. : 022-61551234

Email : [investors@bdhind.com](mailto:investors@bdhind.com)

Website : [www.bdhind.com](http://www.bdhind.com)

CIN : L24100MH1990PLC059299

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102  
OF THE COMPANIES ACT 2013**

**Item no. 4**

The Companies Act 2013 aims to ensure transparency in the transactions with related party holding office or place of profit in the Company. The Board of Directors at its meeting held on 17<sup>th</sup> May 2023 based on recommendation of Nomination and Remuneration Committee and Audit Committee accorded its consent for increasing the prescribed limit of remuneration payable to Mr. Ankit Kachhara, Vice President (International Business) son of Mr. S. C. Kachhara, Joint Managing Director of the Company. Mr. Ankit Kachhara, aged 39 years holds Bachelors of Commerce (B.Com) and Masters in Management Studies in Marketing (MMS) from University of Mumbai. He joined the Company in December 2009 as Executive – International Business. He holds 1720 equity shares of the Company. He is associated with the Company since last 13 years and his present role as Vice President – International Business is crucial to provide impetus to the expanding international business in the emerging market business of the Company and focusing on tapping the potential markets. Presently he is drawing remuneration from the Company within the prescribed limits of the Companies Act 2013 i.e. within Rs. 2.5 lakhs per month. The enhancement in the prescribed limit of remuneration payable maximum up to Rs. 50 lakhs (Rupees Fifty Lakhs only) per annum to Mr. Ankit Kachhara with effect from 1<sup>st</sup> April 2023 is in the ordinary course of business at arm's length basis as per the Related Party Transactions Policy of the Company.

Except Mr. S.C. Kachhara, Joint Managing Director and his respective relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in passing of this resolution.

The Board of Directors accordingly recommends the resolution as set out at Item No. 4 of the accompanying notice for the approval of the members by way of an ordinary resolution.

**Item no. 5**

As per the Foreign Exchange Management Act, 1999 (FEMA) as amended, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy Circular 2020, the Non-Resident Indians ("NRI") and Overseas Citizens of India ("OCI"), can acquire and hold up to an aggregate limit of 10% of the paid up equity share capital of a listed Indian company. The aggregate limit of 10% of NRI / OCI investment can be raised up to 24% of the paid up equity share capital of the Company by passing special resolution at the Annual General Meeting of the Company. The resolution set out in Item No. 5 of this Notice shall enable the NRI/OCI to acquire equity shares of the Company in the manner permitted under FEMA and its rules within the revised ceiling as specified in the resolution.

None of the other Directors or Key Managerial Personnel of the Company or their respective relatives are interested or concerned, financially or otherwise, in passing of this resolution

The Board of Directors accordingly recommends the resolution set out at Item No. 5 of the accompanying notice for the approval of the members by way of a special resolution.

**Item no. 6**

The Board of Directors on the recommendation of the Audit Committee have appointed M/s. Krishna S & Associates, Cost Accountants (Firm Registration No. 100939) as the Cost Auditors for auditing cost records of the Company for the financial year ending 31<sup>st</sup> March 2024. As per Rule 14 of the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors is to be ratified by the shareholders. The Board has decided the remuneration payable to M/s. Krishna S. & Associates, Cost Auditors as mentioned in the resolution on the recommendation of the Audit Committee. Hence this resolution is put for the consideration of the shareholders. None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6. The Board of Directors accordingly recommends the ordinary resolution set out at Item No. 6 of the accompanying Notice for the approval of the members of the Company.





## DIRECTORS' REPORT

To,  
The Members,  
BDH Industries Limited

Your Directors have pleasure in presenting 33<sup>rd</sup> Annual Report and Audited Financial Statements for the year ended 31<sup>st</sup> March, 2023.

### FINANCIAL RESULTS :

The financial performance of the Company is summarized below:-

( ₹ in Lakhs )

Particulars	2022-23	2021-22
Sales (Net)	7445.71	6939.40
Other Income	84.10	88.19
Total Income	7529.81	7027.59
Profit before Interest and Depreciation & Exceptional item	1179.41	996.21
Less : Interest	15.79	22.53
Depreciation	56.85	63.27
Profit before tax and Exceptional item	1106.77	910.41
Add: Exceptional item – Profit on sale of Shed	-	44.97
Profit before Tax	1106.77	955.38
Less : Provision for Taxation	286.98	233.12
Deferred Taxation	(0.69)	(0.05)
Net Profit After Tax	820.48	722.31

The standalone financial statements are prepared in accordance with Indian Accounting Standards (Ind-AS) as prescribed under section 133 of the Companies Act, 2013 (the Act) read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016.

### REVIEW OF OPERATIONS :

During the year 2022-23 Company achieved Sales (Net) of Rs. 7445.71 Lakhs as compared to Rs. 6939.40 Lakhs in the previous year registering growth of 7%. The Operating Profit of the Company i.e. Profit before Interest and Depreciation has increased from Rs. 996.21 Lakhs in previous year to Rs. 1179.41 Lakhs in 2022-23. The Company earned Net Profit after Tax of Rs. 820.48 Lakhs during the year as against Rs. 722.31 Lakhs (includes profit on sale of Shed Rs. 44.97 lakhs) as in previous year. An amount of Rs. 123.07 Lakhs is transferred to the General Reserve from the net profit of the financial year 2022-23.

### DIVIDEND:

Your Directors are pleased to recommend dividend of Rs. 4.00/- per equity share of face value Rs. 10/- each (previous year Rs. 3.60/- per share) for the financial year ended on 31<sup>st</sup> March, 2023. The dividend on Equity Shares is subject to the approval of the shareholders at the 33<sup>rd</sup> Annual General Meeting. The total cash outflow on account of dividend payment will be Rs. 230.29 lakhs.

### MATERIAL CHANGES & COMMITMENTS AFTER THE END OF THE FINANCIAL YEAR:

No material changes or commitments affecting the financial position of the Company have occurred between the end of the financial year to which financial statements in this report relate and the date of the report.

### CHANGE IN THE NATURE OF BUSINESS, IF ANY:

The Company continues to operate in one segment i.e. pharmaceuticals and there is no change in the nature of business of the Company.

### DIRECTORS AND KEY MANAGERIAL PERSONNEL :

The Board of Directors has six members. Ms. Jayashree Nair is the Chairperson and Managing Director of the

## Annual Report 2022-2023

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Company. Mr. S. C. Kachhara is the Joint Managing Director and Chief Financial Officer of the Company. There are three independent directors on the Board of the Company, Dr. Dinesh Variar, Mr. Bhagirath Singh and Mr. Kairav Trivedi. There is one Non-Executive Director on the Board of the Company – Ms. Karthika Nair, who retires by rotation at the forthcoming Annual General Meeting, being eligible and offers herself for re-appointment. Accordingly, the Board recommends her re-appointment. Ms. Jayashree Nair, Managing Director, Mr. S. C. Kachhara, Joint Managing Director and Chief Financial Officer and Ms. Nikita Phatak, Company Secretary of the Company are the Key Managerial Personnel of the Company. During the year five Board meetings were held, details of which are given in the Corporate Governance Report.

### **DECLARATION BY INDEPENDENT DIRECTORS:**

The Independent Directors of the Company – Dr. Dinesh Variar, Mr. Bhagirath Singh and Mr. Kairav Trivedi have submitted declaration complying with the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. They have registered their names in the Independent Directors data base. Based on the disclosures provided by them, none of them are disqualified from being appointed as Director under section 164 of the Act and are independent from the Management.

### **CONFIRMATION ON INDEPENDENCE OF INDEPENDENT DIRECTORS:**

The Board of Directors confirms that the independent directors of the Company fulfill the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and are independent of the management of the company.

### **DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to Section 134(5) of the Companies Act, 2013, the Directors state that :-

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures;
- (b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March 2023 and of the Profit of the Company for the year ended 31<sup>st</sup> March 2023.
- (c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The Directors have prepared the annual accounts on a going concern basis and
- (e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **CORPORATE GOVERNANCE:**

The Company has complied with the requirements of Corporate Governance. A report on Corporate Governance together with a certificate from Statutory Auditor forms part of this Annual Report. A declaration from Managing Director under regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 is also attached to this report.

### **LISTING WITH STOCK EXCHANGE:**

The equity shares of the Company are listed on BSE (Bombay Stock Exchange). The listing fee for year 2023-2024 has been paid by the Company.

### **NOMINATION AND REMUNERATION POLICY:**

The Board has, on the recommendation of the Nomination & Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The details of the Nomination and Remuneration Policy are covered in the Corporate Governance Report. The said policy is hosted on the Company's website at [www.bdhind.com](http://www.bdhind.com).

**RISK MANAGEMENT POLICY:**

The Company has adopted a Risk Management Policy to identify and categorize various risks, implement measures to minimize impact of these risks and a process to monitor them on regular basis.

**RELATED PARTY TRANSACTIONS:**

There were no materially significant related party transactions during the year that have potential conflict with the interests of the Company. The transactions with related parties are disclosed in the notes to the financial statements. Form AOC-2 prescribed under the Companies Act 2013 and Companies (Accounts) Rules, 2014 is furnished as Annexure V to this report. The Policy on Related Party Transactions is also hosted on the website of the Company [www.bdhind.com](http://www.bdhind.com).

**VIGIL MECHANISM:**

The Company has established a Vigil Mechanism i.e. Whistle Blower Policy to enable the Directors and employees to report to the Audit Committee genuine concerns, unethical behavior and irregularities, if noticed by them, in the Company which could adversely affect Company's operations. The Whistle Blower Policy is also hosted on the website of the Company [www.bdhind.com](http://www.bdhind.com). During the year no concerns or irregularities have been reported by the employees or directors.

**FORMAL ANNUAL EVALUATION:**

As required under the Schedule IV of the Companies Act 2013 and Regulation 25(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors at their separate meeting held on 9<sup>th</sup> February 2023 evaluated the performance of the non-independent directors and the Board as a whole. They also reviewed the performance of the Chairperson of the Company, taking into account the views of the Joint Managing Director and also assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that was necessary for the Board to effectively and reasonable perform their duties.

The Board assessed the performance of the independent directors as per the criteria laid down and have recommended their continuation on the Board. The Board of Directors assessed the performance of individual directors on the Board based on parameters such as relevant experience and skills, focus on shareholder value creation, governance standards, knowledge of business, processes and procedures followed, integrity, relationship with Management, impact on key management decisions etc.

**INTERNAL FINANCIAL CONTROLS :**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operations were observed.

**FIXED DEPOSIT :**

The Company has not invited / accepted any deposits during the year under review as envisaged under sections 73, 74 and 76 of the Companies Act, 2013.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The Company has not made any loans to any third party as envisaged under section 186 of the Companies Act 2013. The Company has not given any guarantee other than bank guarantee in the normal course of business to meet the contractual obligations. The Board of Directors has authorized the Company to invest the surplus in deposits with Banks.

**SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:**

During the year under review, there have been no significant and material orders passed by any regulators / courts / tribunals that could impact the going concern status and the Company's operations in future.

**CONSERVATION OF ENERGY AND TECHNOLOGY UPGRADATION 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 particulars of energy conservation, technology absorption and foreign exchange earnings and outgo are appended hereto as Annexure IV and forms part of the Annual Report.

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### **INSURANCE :**

The properties and assets of your Company are adequately insured.

### **INDUSTRIAL RELATIONS :**

The Company has maintained cordial and harmonious relations with all its employees.

### **RESEARCH & DEVELOPMENT CENTRE:**

R&D Centre of the Company is recognized and registered with Department of Science and Industrial Research (DSIR), Ministry of Science & Technology, Government of India. Research & Development being useful for the sustained growth of the Company, investments in R&D are carried out to keep pace with changing domestic and global scenario. With qualified and experienced research team, the Company has focused its thrust on development of new dosage forms and drug delivery systems, improvement in processes and yield and cost reduction.

### **ENVIRONMENT, HEALTH & SAFETY:**

The Company is committed to environment protection and industrial safety. Our manufacturing facility has been accredited with WHO-GMP and complies with applicable environment regulations of Maharashtra Pollution Control Board. Our manufacturing facility is accredited with ISO 9001:2015 certification from SGS United Kingdom Limited. The Company conducts periodically medical check-up programs, first aid and fire safety sessions for employees.

### **PROJECTS:**

- a. The Company has entered into power generation business and installation of two units of wind turbines 0.8 MW each has been completed at Jaisalmer district, Rajasthan. Since Power Purchase Agreement (PPA) is not yet signed by State Government of Rajasthan alternate commercial proposals are being evaluated.
- b. The Company has also entered into agro products business. The plantation of cashew, mango and coconut grafts has been completed. The Company has leased the warehouse at MIDC Kudal.

### **CORPORATE SOCIAL RESPONSIBILITY :**

The Company is committed to good corporate citizenship. As a part of Corporate Social Responsibility, the Company has undertaken activities in the field of education. The CSR Policy of the Company is placed on the website of the Company [www.bdhind.com](http://www.bdhind.com). During the year the Company has supported educational projects undertaken by charitable trusts and sponsored a Research Project for translating lab-ideas into market ready products. Pursuant to the provisions of the Section 135(2) of the Companies Act 2013, the Report on CSR activities is enclosed as Annexure I of this report.

### **ANNUAL RETURN :**

The Annual Return of the Company as on 31<sup>st</sup> March 2023 is placed on its website at [https://bdhind.com/Form\\_MGT\\_7-2022-23%20V.1.pdf](https://bdhind.com/Form_MGT_7-2022-23%20V.1.pdf)

### **TRANSFER OF UNPAID/UNCLAIMED DIVIDEND AMOUNT AND SHARES TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF):**

Pursuant to sections 124 and 125 of the Companies Act 2013 read with Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules) dividends if not claimed for a consecutive period of 7 years from the date of transfer to unpaid dividend account of the Company are liable to be transferred to the Investor Education and Protection Fund. Further shares in respect of such dividend which have not been claimed for a period of 7 consecutive years are also liable to be transferred to the demat account of the IEPF Authority. As a proactive measure to safeguard the interest of the shareholders, the Company sends reminder to the shareholders to claim their dividends before transferring the same to IEPF Authority. Notices in this regard are also published in the newspapers, uploaded on BSE website and the details of unclaimed dividend of shareholders whose shares are liable to be transferred to the IEPF Authority are uploaded on the Company's website [www.bdhind.com](http://www.bdhind.com).



The unclaimed dividend & shares transferred to IEPF during the year 2022-23 are as follows:

Financial Year	Amount of unclaimed dividend transferred	Number of shares transferred
2014-15	Rs. 8,75,787/-	7,625

The Company has also uploaded the details of abovementioned shares on the website of IEPF Authority [www.iepf.gov.in](http://www.iepf.gov.in). The voting rights on the shares transferred to IEPF Authority shall remain frozen till the rightful owner claims the shares. Members may note that the shares and unclaimed dividend transferred to IEPF Authority can be claimed by filing online application in prescribed form no. IEPF 5 available on [www.iepf.gov.in](http://www.iepf.gov.in) and sending physical copy of same duly signed to the Company alongwith requisite documents. The Company Secretary is the nodal officer under the provisions of IEPF.

The unpaid/unclaimed dividend for the financial year 2015-16 onwards will be transferred to IEPF as given below :-

Financial Year	Date of Declaration	Due date for transfer to IEPF
2015-16	22/09/2016	28/10/2023
2016-17	27/09/2017	02/11/2024
2017-18	25/09/2018	31/10/2025
2018-19	18/09/2019	24/10/2026
2019-20	27/08/2020	30/09/2027
2020-21	25/08/2021	30/09/2028
2021-22	24/08/2022	20/09/2029

#### MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report as required under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is included in this Annual Report.

#### AUDITORS AND AUDITORS' REPORT:

##### STATUTORY AUDIT:

M/s. CLB & Associates, Chartered Accountants (Firm Registration No. 124305W) are the Statutory Auditors of the Company for a period of 5 years till the conclusion of the Company's 37<sup>th</sup> Annual General Meeting. The Auditors Report read with the notes to accounts are self-explanatory. There are no qualifications, reservations or adverse remarks made by the Auditors. The Statutory Auditors have submitted No Disqualification Certificate for the financial year 2023-24 to the Board of Directors of the Company.

##### SECRETARIAL AUDIT:

Pursuant to the provisions of section 204 of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s JHR & Associates, Practicing Company Secretaries were appointed as the Secretarial Auditors for auditing secretarial records maintained by the Company for the financial year ended on 31<sup>st</sup> March 2023. The Secretarial Audit Report is annexed herewith to the Directors Report in Annexure II. There are no qualifications, reservations or adverse remarks made by the Secretarial Auditors.

##### COST AUDIT:

Pursuant to the provisions of section 148 of the Companies Act 2013 and Companies (Audit and Auditors) Rules 2014, M/s. Krishna & Associates, Cost Accountants (Firm Registration No. 100939) were appointed as cost auditors to conduct the audit of the cost records of the Company for the financial year 2022-23. The Cost Audit Report for financial year 2021-22 was filed with Ministry of Corporate Affairs on 21<sup>st</sup> October 2022 within the prescribed time. The Cost Audit Report for the financial year 2022-23 shall be filed with Ministry of Corporate Affairs within the prescribed time.

## Annual Report 2022-2023

### RATIO OF REMUNERATION:

As required under Section 197(12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the required details for FY 2022-23 are given below:-

Name of Director / Key Managerial Personnel and Designation	Ratio to Median Remuneration	% increase in remuneration / (decrease) in remuneration
Ms. Jayashree Nair, Chairperson & Managing Director	38:1	11%
Mr. S. C. Kachhara, Joint Managing Director & CFO	38:1	11%
Ms. Karthika Nair, Non-Executive Director	0.28:1	-
Dr. Dinesh Variar, Independent Director	0.45:1	-
Mr. Bhagirath Singh, Independent Director	0.48:1	-
Mr. Kairav Trivedi, Independent Director	0.48:1	-
Ms. Nikita Phatak, Company Secretary	4.76:1	16%

- The percentage increase in median remuneration of employees of the Company is 7.51%.
- There are 116 permanent employees on the rolls of the Company.
- The average percentile increase in salaries of employees other than managerial personnel is 10.45% whereas percentile increase in managerial remuneration is 10.61%.
- We affirm that the remuneration paid is as per Remuneration Policy of the Company.

### GENERAL:

The Company has an internal complaints committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013 for prevention and redressal of complaints of sexual harassment at workplace. The Company has not received any complaint during the year ended 31<sup>st</sup> March 2023 pursuant to the said Act.

### APPRECIATION :

Your Directors thank statutory authorities and bankers for co-operation extended by them to the Company. Your Directors place on record their sincere appreciation of the continued support by the employees and finally thank the shareholders for the trust placed by them with the Company.

FOR AND ON BEHALF OF THE BOARD

**Jayashree Nair**

Chairperson & Managing Director

Mumbai, 17<sup>th</sup> May 2023

Registered Office : Nair Baug, Akurli Road, Kandivli (East), Mumbai 400101  
Tel. No. :022-61551234 • Email - investors@bdhind.com  
Website :www.bdhind.com • CIN L24100MH1990PLC059299





## ANNEXURES TO THE DIRECTORS' REPORT

### ANNEXURE I

#### ANNUAL REPORT ON THE CSR ACTIVITIES

1. Brief outline on CSR policy of the Company – CSR is the Company's commitment to operate in an economically, socially and environmentally sustainable manner. It lays emphasis on promoting education including research and development, improving education infrastructure in municipal schools, vocational training to specially abled and other areas as prescribed under Schedule VII of the Companies Act 2013. Our CSR Policy is aligned with our vision of being socially responsible corporate citizen.

2. Composition of the CSR Committee

Sr. No.	Name of Director	Designation / Nature of directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Ms. Jayashree Nair	Chairperson	1	1
2	Mr. S. C. Kachhara	Member	1	1
3	Mr. Bhagirath Singh	Member	1	1
4	Ms. Karthika Nair	Member	1	1

3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR Project approved by the Board are disclosed on website of the Company.

CSR Committee weblink – <https://www.bdhind.com/pdf/Composition-of-various-committees.pdf>

CSR Policy weblink -<http://bdhind.com/pdf/CORPORATE%20SOCIAL%20RESPONSIBILITY%20POLICY.pdf>

4. Provide details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules 2014, if applicable – Not Applicable
5. Details of 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 – Not Applicable
6. Average Net Profit of the Company as per section 135(5) – Rs. 865.66 lakhs
7. (a) Two percent of the average net profit of the company as per section 135(5) – Rs.17.31 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.17.31 lakhs
8. (a) CSR amount spent or unspent for the financial year

Total amount spent on CSR during the year was Rs. 17.74 lakhs as per the CSR obligation of the Company. Hence there was no unspent amount for the year.

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

There were no ongoing projects for the financial year and hence this is not applicable.

## Annual Report 2022-2023

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sr. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local Area (Yes /No)	Location of the Project		Amount spent for the project (Rs. in lakhs)	Mode of Implementation Direct (Yes / No)	Mode of implementation – Through implementing Agency	
				State	District			Name	CSR Registration number
1	Educational assistance by sponsoring R & D Project	Promotion of Education including special education, employment enhancing vocational skills and livelihood enhancement projects	No	Punjab & Haryana	Punjab	2.86	Through Punjab University	Punjab University	CSR 00013066
2	Educational assistance for differently abled children		No	Kerala	Thiruvalla	4.00	Through Charitable Trust	Karthika Nair Smarak Samithi	
3			Yes	Maharashtra	Mumbai	5.00		Keshavlal V Bodani Education Foundation	CSR 00002646
4	Promotion of education, vocational skills and livelihood enhancement projects		Yes	Maharashtra	Mumbai	2.50		The Indian Planetary Society	CSR 00012204
5			Yes	Maharashtra	Mumbai	2.38	Directly by Company	Navneet Education Limited	NOT APPLICABLE
6			Yes	Maharashtra	Mumbai	1.00		Ramnarain Ruia Autonomous College	
TOTAL						17.74			

(d) Amount spent in Administrative Overheads – NIL

(e) Amount spent on impact assessment, if applicable – NIL

(f) Amount spent for the financial year (8a+8b+8c+8d) – Rs. 17.74 lakhs

(g) Excess amount for set-off, if any – NIL

9. (a) Details of unspent CSR Amount for the preceding financial years – NIL

(b) Details of CSR Amount spent in the financial year for ongoing projects of the preceding financial year – 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 (assetwise details) – Not applicable

11. Specify the reason(s) if the company has failed to spend two percent of the average net profit as per section 135(5) – Not Applicable

FOR AND ON BEHALF OF CSR COMMITTEE  
OF BDH INDUSTRIES LIMITED

FOR BDH INDUSTRIES LIMITED

Jayashree Nair  
Chairperson of CSR Committee

S. C. Kachhara  
Joint Managing Director

Registered Office : Nair Baug, Akurli Road, Kandivli (East), Mumbai 400101

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Website :www.bdhind.com • CIN - L24100MH1990PLC059299

Mumbai, 17<sup>th</sup> May 2023

**ANNEXURE II****Form No. MR-3****SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023**

[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]

The Members,  
BDH Industries Limited  
Nair Baug, Akurli Road,  
Kandivali (East), Mumbai - 400101

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by BDH Industries Limited (CIN: L24100MH1990PLC059299) (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 Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information / representations provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :-

We have examined the books, papers, registers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31<sup>st</sup> March, 2023, according to the provisions of :-

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investments including loans and guarantees 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'): -
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable to the Company during audit period);
  - d. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not applicable to the Company during audit period);
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during audit period);
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (Not applicable to the Company during the audit period);
  - g. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable to the Company during audit period);

## Annual Report 2022-2023

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- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during audit period) ;
- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

The Laws which are specifically applicable to the Company are as under: -

- i. Drugs and Cosmetics Act, 1940
- ii. Narcotic Drugs and Psychotropic Substances Act, 1985

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

- iii. Secretarial Standards issued by The Institute of Company Secretaries of India as in force from time to time.
- iv. The Listing Agreement entered into by the Company with BSE Limited.

During the period under review, except for filing of form CRA-2 with payment of requisite additional fees, the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines etc. mentioned above.

We further report that: -

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

Adequate notice of atleast seven days was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent generally 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.

As per minutes of the meetings duly recorded and signed by the Chairperson, the decisions of the Board were unanimous and no dissenting views have been recorded.

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

Place: Thane  
Date : 17<sup>th</sup> May, 2023

For JHR & Associates  
Company Secretaries  
Sd/-  
Tejaswi Jugal  
(Partner)  
ACS: 29608, CP: 14839  
UDIN: A029608E000319667



The Members,  
BDH Industries Limited  
Nair Baug, Akurli Road,  
Kandivali (East) Mumbai - 400101

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Thane  
Date : 17<sup>th</sup> May, 2023

For JHR & Associates  
Company Secretaries  
Sd/-  
Tejaswi Jogal  
(Partner)  
ACS: 29608,  
CP: 14839

### **ANNEXURE III(A)**

#### **Policy for Selection of Directors and determining Directors' independence**

BDH Industries Limited ensures constitution of a Board of Directors with an appropriate composition, size, diversified expertise and experience and commitment to discharge their responsibilities and duties effectively. BDH Industries Limited recognizes the importance of Independent Directors in achieving the effectiveness of the Board. It aims to have an optimum combination of Executive, Non-Executive and Independent Directors. This Policy sets out the guiding principles for the Nomination & Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent directors of the Company. The Nomination & Remuneration Committee may take into account factors, such as:

- General understanding of the Company's business dynamics, global business and social perspective;
- Educational and professional background;
- Standing in the profession;
- Personal and professional ethics, integrity and values;
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

The proposed appointee shall also fulfill the following requirements :

- Shall possess a Director Identification Number;
- Shall not be disqualified under the Companies Act, 2013;

- Shall give his written consent to act as a Director;
- Shall endeavour to attend all Board Meetings and wherever he is appointed as a Committee Member, the Committee Meetings;
- Shall abide by the Code of Conduct established by the Company for Directors and Senior Management Personnel;
- Shall disclose his concern or interest in any Company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;

Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, Equity Listing Agreements and other relevant laws.

The criteria of independence, as laid down Section 178 of Companies Act, 2013 and Regulation 16 read with Part D of the Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, is as below :

An independent director in relation to a Company, means a non-executive director, other than a nominee director of the Company –

- (i) who, in the opinion of the board of directors, is a person of integrity and possesses relevant expertise and experience;
- (ii) who is or was not a promoter of the Company or its holding, subsidiary or associate company or member of the promoter group of the Company;
- (iii) who is not related to promoters or directors in the Company, its holding, subsidiary or associate company;
- (iv) who, apart from receiving director's remuneration, has or had no material pecuniary relationship with the Company, its holding, subsidiary or associate company, or their promoters, or directors, during the three immediately preceding financial years or during the current financial year;
- (v) none of whose relatives—
  - (A) is holding securities of or interest in the Company, its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year of face value in excess of fifty lakh rupees or two percent of the paid-up capital of the Company, its holding, subsidiary or associate company, respectively, or such higher sum as may be specified;
  - (B) is indebted to the Company, its holding, subsidiary or associate company or their promoters or directors, in excess of such amount as may be specified during the three immediately preceding financial years or during the current financial year;
  - (C) has given a guarantee or provided any security in connection with the indebtedness of any third person to the Company, its holding, subsidiary or associate company or their promoters or directors, for such amount as may be specified during the three immediately preceding financial years or during the current financial year; or
  - (D) has any other pecuniary transaction or relationship with the Company, its holding, subsidiary or associate company amounting to two percent or more of its gross turnover or total income:  
Provided that the pecuniary relationship or transaction with the Company, its holding, subsidiary or associate company or their promoters, or directors in relation to points (A) to (D) above shall not exceed two percent of its gross turnover or total income or fifty lakh rupees or such higher amount as may be specified from time to time, whichever is lower.
- (vi) who, neither himself /herself, nor whose relative(s) —
  - (A) holds or has held the position of a key managerial personnel or is or has been an employee of the Company or its holding, subsidiary or associate company or any company belonging to the promoter group of the Company, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed:  
Provided that in case of a relative, who is an employee other than key managerial personnel, the restriction under this clause shall not apply for his / her employment.
  - (B) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of —
    - (1) a firm of auditors or company secretaries in practice or cost auditors of the Company or its holding, subsidiary or associate company; or





- (2) any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
- (C) holds together with his relatives two per cent or more of the total voting power of the Company; or
- (D) is a chief executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts or corpus from the Company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the Company;
- (E) is a material supplier, service provider or customer or a lessor or lessee of the Company;
- (vii) who is not less than 21 years of age.
- (viii) who is not a non-independent director of another company on the board of which any non-independent director of the Company is an independent director.

The Independent Directors shall abide by the “Code for Independent Directors” as specified in Schedule IV to the Companies Act, 2013.

#### **Other directorships / committee memberships**

A Director shall not serve as Director in more than 20 companies of which not more than 10 shall be Public Limited Companies. A Director shall not serve as an Independent Director in more than 7 Listed Companies and not more than 3 Listed Companies in case he is serving as a Whole-time Director in any Listed Company.

A Director shall not be a member in more than 10 Committees or act as Chairman of more than 5 Committees across all companies in which he holds directorships. For the purpose of considering the limit of the Committees, Audit Committee and Stakeholders’ Relationship Committee of all Public Limited Companies, whether listed or not, shall be included and all other companies including Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 shall be excluded.

### **ANNEXURE III (B)**

#### **Remuneration Policy for Directors, Key Managerial Personnel and other employees**

BDH Industries Limited recognizes the importance of aligning the business objectives with specific and measureable individual objectives and targets. The Company has therefore formulated the remuneration policy for its directors, key managerial personnel and other employees keeping in view that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the Company successfully. This Policy sets out the guiding principles for the Nomination & Remuneration Committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the Company.

The Board, on the recommendation of the Nomination & Remuneration Committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders. The Board, on the recommendation of the Committee shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company. The remuneration structure shall include the following components :-

- A) Executive Directors and Key Managerial Personnel
  - (i) Basic Pay
  - (ii) Perquisites and Allowances
  - (iii) Performance Incentive
- B) Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the Committees thereof.
- C) Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined based on performance within the appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

**ANNEXURE IV****Conservation of energy, technology absorption and foreign exchange earnings and outgo****A. CONSERVATION OF ENERGY :**

1. Steps taken or impact on conservation of energy :
  - a. Planned preventive maintenance and close monitoring of HVAC system
  - b. Replacement of conventional lighting with LED lighting in phased manner.
  - c. Installed capacitor in power factor to control power loss and maintain voltage stability for optimum power utilization.
  - d. Implementation of new technologies and harmonization of best energy conservation practices
2. Steps taken by the Company for utilizing alternate sources of energy : The Company is evaluating all possibilities of utilizing alternate sources of energy in its operations, wherever possible, especially solar energy and wind energy.
3. Capital investment on energy conservation equipments : All the necessary capital and revenue expenditures were incurred by the Company on energy conservation equipments.

**B. TECHNOLOGY ABSORPTION**

1. Efforts made towards technology absorption:  
Upgradation of manufacturing facilities is an ongoing process based on quality assessment techniques.
2. Benefits derived as a result of the above efforts:  
Improvement in processes and operational efficiencies.
3. Future Plan of Action :  
Additional investment in new instrumentation to upgrade and strengthen R&D facility.
4. Expenditure incurred on Research & Development:

**(₹ in lakhs)**

	<b>2022-2023</b>	<b>2021-2022</b>
a. Capital	—	—
b. Recurring	60.47	54.81
<b>TOTAL</b>	<b>60.47</b>	<b>54.81</b>
Total R&D Expenditure as a percentage of total revenue	0.81%	0.79%

5. Technology imported during last 3 years - NIL

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO**

During the year, foreign exchange earnings were Rs. 3846.52 lakhs as against outgo of Rs. 2213.06 lakhs.

FOR AND ON BEHALF OF THE BOARD

**Jayashree Nair**

Chairperson &amp; Managing Director

Mumbai, 17<sup>th</sup> May 2023

Registered Office :

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**ANNEXURE V**

Form No. AOC - 2

**(Pursuant to clause (h) of sub-section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis :
  - (a) Name(s) of the related party and nature of relationship : Not Applicable.
  - (b) Nature of contracts / arrangements / transactions : None.
  - (c) Duration of the contracts / arrangements / transactions : Not Applicable.
  - (d) Salient terms of the contracts or arrangements or transactions including the value, if any : Not Applicable.
  - (e) Justification for entering into such contracts or arrangements or transactions : Not Applicable.
  - (f) Date(s) of approval by the Board : Not Applicable.
  - (g) Amount paid as advances, if any : None.
  - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188 : Not Applicable.
2. Details of material contacts or arrangements or transactions at arm's length basis :
  - (a) Name(s) of the related party and nature of relationship : Not Applicable.
  - (b) Nature of contracts / arrangements / transactions : None.
  - (c) Duration of the contracts / arrangements / transactions : Not Applicable.
  - (d) Salient terms of the contracts or arrangements or transactions including the value, if any : Not Applicable.
  - (e) Date(s) of approval by the Board : Not Applicable.
  - (f) Amount paid as advances, if any : None.

Note : The related party transactions that were entered into during the financial year were non-material and were on arm's length basis and were in the ordinary course of Company's business. The Company has not entered into any contract, arrangement or transaction with any related party which could be considered as material within the meaning of Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

FOR AND ON BEHALF OF THE BOARD

**Jayashree Nair**

Chairperson &amp; Managing Director

Mumbai, 17<sup>th</sup> May 2023

Registered Office : Nair Baug, Akurli Road, Kandivli (East), Mumbai 400101

Tel. No. :022-61551234

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CIN - L24100MH1990PLC059299

**CORPORATE GOVERNANCE REPORT**

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") given below is the report on the Corporate Governance in the Company:-

**CORPORATE PHILOSOPHY**

Good Corporate Governance leads to long term shareholders value and enhances interest of other stakeholders. Fairness, transparency, accountability and responsibility are the essential elements of Corporate Governance to which your Company continues to remain committed to facilitate effective management and control of business. The Company emphasizes on good Corporate Governance and believes in maintaining ethical conduct in all its activities.

**BOARD OF DIRECTORS**

The Board of Directors is the apex body vested with powers of governance, control, direction and management of the affairs of the Company. Driven by the principles of Corporate Governance, the Board strives to work in the best interest of the Company and its stakeholders. The Board regularly reviews the Company's governance, strategies, compliance framework, business plans and organisation structure. Your Company believes that an active, independent and participative Board is a pre-requisite to achieve and maintain a desired level of Corporate Governance.

**a) Composition**

The present Board of Directors of your Company comprises of a Chairperson & Managing Director; one Joint Managing Director/CFO, one Non-Executive Director and three Non-Executive and Independent Directors. Independent Directors have expert knowledge and experience in the fields of finance, taxation, law and medicine. Thus the Board represents a balanced mix of professionals, who bring the benefits of their knowledge and expertise. The present composition of the Board is as follows :-

<b>Sr. No.</b>	<b>Name of Directors</b>	<b>DIN</b>	<b>Category</b>
1.	Ms. Jayashree Nair	00027467	Chairperson & Managing Director
2.	Mr. S. C. Kachhara	00019666	Joint Managing Director & CFO
3.	Ms. Karthika Nair	00019695	Non-Executive Director
4.	Dr. Dinesh Variar	00019721	Independent Director
5.	Mr. Bhagirath Singh	00155407	Independent Director
6.	Mr. Kairav Trivedi	07893708	Independent Director

Ms. Jayashree Nair, Chairperson & Managing Director and Ms. Karthika Nair, Non-Executive Director are related to each other. None of the other Directors are related to each other.



The Board of Directors comprises of qualified members who possess relevant skills, expertise and competence for the effective functioning of the Company. The Board has identified the following skills/expertise/competencies required to function effectively and skills available with the Board are mapped in below chart :-

Name	General Economics	Corporate Governance	Business Management & Strategy, Leadership	Pharmaceuticals, Science & Technology	Finance, Accounts, Taxation, Risks & Corporate Laws	Manufacturing, Quality, supply chain	Sales & Marketing
Ms. Jayashree Nair	✓	✓	✓	✓		✓	✓
Mr. S. C. Kachhara	✓	✓	✓		✓	✓	✓
Ms. Karthika Nair	✓	✓	✓	✓			✓
Dr. Dinesh Variar	✓	✓		✓		✓	
Mr. Bhagirath Singh	✓	✓	✓		✓		
Mr. Kairav Trivedi	✓	✓	✓		✓		

#### b) Board Meetings

During the financial year 2022-23, five Board Meetings were held on 26<sup>th</sup> May 2022, 11<sup>th</sup> August 2022, 23<sup>rd</sup> September 2022, 10<sup>th</sup> November 2022 and 9<sup>th</sup> February 2023.

All necessary information including but not limited to those mentioned in Part A of Schedule II of the SEBI Listing Regulations, are placed before the Board of Directors. All operational and statutorily required information was placed before the Board. All significant events were also reported to the Board. The Members of the Board are at liberty to bring up any matter for discussions at the Board Meetings and the functioning is democratic.

The Company has a well-established process in place for reporting compliance status of various laws applicable to the Company. The Board Meetings are governed by a structured agenda. The Board Meetings are held at regular intervals at registered office of the Company. The Company Secretary in consultation with the Chairperson drafts and finalizes the agenda of the Board Meeting. The Managing Director, at the Board Meeting keeps the Board apprised of the overall performance of the Company. The following are the details for the year ended 31<sup>st</sup> March 2023:-

Sr. No.	Name of Directors	Attendance at		No. of Directorships of other Companies	No. of memberships of Board Sub-Committees
		Board Meetings	Last A.G.M.		
1.	Ms. Jayashree Nair	5	Yes	1	3 #
2.	Mr. S. C. Kachhara	5	Yes	---	4
3.	Ms. Karthika Nair	5	Yes	---	3 #
4.	Dr. Dinesh Variar	5	Yes	---	2
5.	Mr. Bhagirath Singh	5	Yes	4	3 #
6.	Mr. Kairav Trivedi	5	Yes	1	3

# Including Chairmanship of Committee.

## Annual Report 2022-2023

### c) Remuneration of Directors

- i) The remuneration paid to the Managing Director and Joint Managing Director is within the ceiling as per the resolution approved by the shareholders. Details of fixed component of remuneration paid to the Managing Director and Joint Managing Director for the year ended 31<sup>st</sup> March, 2023 are given below :-

Name	Position	Salary ₹	Contribution to PF & other Funds ₹	Perquisites ₹
Ms. Jayashree Nair	Managing Director	87,60,000	10,51,200	13,14,000
Mr. S. C. Kachhara	Joint Managing Director	87,60,000	10,51,200	13,14,000

There are no performance linked incentives paid to Managing Director and Joint Managing Director.

The re-appointment of Managing Director and Joint Managing Director is contractual for a period of three years from 1<sup>st</sup> April 2020 to 31<sup>st</sup> March 2023 as per agreement dated 27<sup>th</sup> March 2020. Further the Managing Director and Joint Managing Director are re-appointed for a period of three years from 1<sup>st</sup> April 2023 to 31<sup>st</sup> March 2026 as approved by members of the company in the 32<sup>nd</sup> Annual General Meeting and executed vide agreement dated 30<sup>th</sup> March 2023. Either party is entitled to terminate the agreement by giving three month's notice in writing to the other party. There is no separate provision for payment of severance fees in the agreements signed by the Company with them. The Company has currently no stock options or other convertible instruments.

### ii) Payments to Non-Executive Directors :

The remuneration to Non Executive Directors consists of sitting fees for attending meetings of Board and Committees thereof. Except sitting fees, no other payment is made to Non- Executive Directors. The sitting fees paid to the Non-Executive Directors during the year ended 31<sup>st</sup> March 2023 are as follows :-

Sr. No.	Name of Director	Sitting Fees
1.	Ms. Karthika Nair	₹ 82,500/-
2.	Dr. Dinesh Variar	₹ 1,32,500/-
3.	Mr. Bhagirath Singh	₹ 1,42,500/-
4.	Mr. Kairav Trivedi	₹ 1,42,500/-

### iii) Details of shareholding of Non Executive Directors :-

Ms. Karthika Nair, Non Executive Director holds 444980 (7.73%) equity shares of face value Rs. 10/- each of the Company as on 31<sup>st</sup> March, 2023. Mr. Bhagirath Singh, Independent Director holds 1000 (0.02%) equity shares of Rs. 10/- each of the Company as on 31<sup>st</sup> March 2023. The other Non Executive and Independent Directors i.e. Dr. Dinesh Variar and Mr. Kairav Trivedi do not hold any shares in the Company.

### d) Information required on Directors seeking appointment / re-appointment

Ms. Karthika Nair, aged 55 years retires by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment. Her qualifications are MSc. and MMS (Marketing) from University of Mumbai. She has been Director of the Company since 1999. She is not a Director of any other Company. She holds 444980 equity shares of the Company.

- e) None of the Directors on the Board hold directorships in more than ten public limited companies. Further none of them is a member of more than ten committees or Chairman of more than five committees across all the public





companies in which he is a Director. Necessary disclosures regarding Committee positions in other public companies as on 31<sup>st</sup> March 2023 have been made by the Directors.

- f) Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Companies Act, 2013. The maximum tenure of independent directors is in compliance with the Companies Act, 2013. All Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Companies Act, 2013.
- g) The terms and conditions of appointment of the Independent Directors are disclosed on the website of the Company.
- h) **Code of Conduct**

The Board of Directors of the Company has laid down a Code of Conduct for the Board members and Senior Management Personnel of the Company. All Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct. A declaration signed by the Chairperson & Managing Director / CEO of the Company is given in this Annual Report.

The Company has also adopted a code of conduct for prevention of insider trading. All the Directors, senior management employees and other employees who have access to the unpublished price sensitive information of the Company are governed by this code. During the year, there has been due compliance with the said code for prevention of insider trading.

- i) The Board periodically reviews the compliance reports of all laws applicable to the Company.
- j) The details of the familiarization programme of the Independent Directors are available on the website of the Company [www.bdhind.com](http://www.bdhind.com).

## BOARD COMMITTEES

### a) **Audit Committee :**

The terms of reference of the Audit Committee are aligned with the terms of reference provided under Section 177(4) of the Companies Act, 2013 and Part C of the Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Audit Committee constitutes the Directors comprising of Mr. Bhagirath Singh, Chairman of the Committee, Dr. Dinesh Variar, Mr. Kairav Trivedi and Mr. S. C. Kachhara as required under section 177 of the Companies Act, 2013 read with provisions of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the financial year 2022-23, five meetings of the Audit Committee were held on 26<sup>th</sup> May 2022, 11<sup>th</sup> August 2022, 23<sup>rd</sup> September 2022, 10<sup>th</sup> November 2022 and 9<sup>th</sup> February 2023.

Name of the Members of Audit Committee along with their attendance in the meeting for the year ended 31<sup>st</sup> March 2023 is given below :-

Sr. No.	Name of Director	Designation	No. of Committee Meetings Attended
1.	Mr. Bhagirath Singh	Chairman	5
2.	Dr. Dinesh Variar	Member	5
3.	Mr. S. C. Kachhara	Member	5
4.	Mr. Kairav Trivedi	Member	5

The Audit Committee meetings were attended by the Audit Committee members as stated above and the Statutory Auditors also attended. The Company Secretary is the Secretary to the Committee. The Audit Committee discussed the Company's accounts before it was placed before the Board of Directors and also overviewed the

Company's financial reporting process. The Committee has also reviewed the Company's financial and risk management policies.

**b) Nomination & Remuneration Committee :**

The terms and reference of the Nomination & Remuneration Committee are aligned with the terms of reference of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Nomination & Remuneration Committee constituted of Mr. Bhagirath Singh, Chairman of the Committee, Dr. Dinesh Variar and Mr. Kairav Trivedi all being Independent Directors. One meeting of the Committee was held during the year duly attended by all members. The Committee evaluates the performance of Executive Directors and determines and proposes the remuneration payable to Executive Directors. The Committee also recommends to the Board the remuneration payable to Senior Management Personnel. The Company Secretary acts as a Secretary to the Committee. The Board assessed the performance of the independent directors as per the criteria laid down and have recommended their continuation on the Board. The Board of Directors assessed the performance of individual directors on the broad based on parameters such as relevant experience and skills, focus on shareholder value creation, governance standards, knowledge of business, processes and procedures followed, integrity, relationship with Management, impact on key management decisions etc.

**c) Stakeholders Relationship Committee :**

The terms of reference of the Stakeholders Relationship Committee are aligned with the terms of reference provided under Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Stakeholders Relationship Committee comprised of Ms. Karthika Nair – Chairperson of the Committee, Ms. Jayashree Nair, Mr. S. C. Kachhara and Mr. Kairav Trivedi as required under Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. One meeting of the Committee was held during the year duly attended by all members. The Committee considers and resolves the grievances of shareholders including complaints related to transfers / transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new / duplicate certificates, general meetings etc. The Committee reviews the measures taken for effective exercise of voting rights by shareholders, adherence to the service standards adopted by Company for various services being rendered by TSR Consultants Private Ltd. and measures taken by Company for reducing the quantum of unclaimed dividends and ensuring timely receipts of dividend warrants/ annual reports / statutory notices by the shareholders of the Company. There were no complaints pending as on 31<sup>st</sup> March 2023. Ms. Nikita Phatak, Company Secretary is the Compliance Officer of the Company.

**d) Corporate Social Responsibility Committee :**

In compliance with the section 135 of the Companies Act 2013 and Companies (Corporate Social Responsibility Policy) Rules 2014, the Corporate Social Responsibility Committee was constituted and comprised of Ms. Jayashree Nair - Chairperson, Mr. S. C. Kachhara, Ms. Karthika Nair and Mr. Bhagirath Singh. One meeting of the Committee was held during the year duly attended by all members. The Committee monitors and reviews the CSR Policy of the company and recommends the amount of expenditure to be incurred on activities as specified in Schedule VII of the Companies Act 2013. The CSR Policy is placed on the website of the Company at [www.bdhind.com](http://www.bdhind.com). The Company Secretary acts as a Secretary to the Committee.

**e) Risk Management Committee :**

In compliance with the provisions of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Risk Management Committee is constituted and currently comprises Ms. Jayashree Nair - Chairperson, Mr. S. C. Kachhara and Ms. Karthika Nair. One meeting of the Committee was held during the year. The Committee monitors and reviews the risk management plan and reports the same to the Board of Directors. The Company Secretary acts as a Secretary to the Committee.

**e) Independent Directors Meeting :**

During the year under review, the independent directors met on 9<sup>th</sup> February, 2023, without the attendance of non-independent directors and members of management, inter-alia to :-

- i) Review the performance of non-independent directors and the Board as a whole;



- ii) Review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- iii) Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All independent directors were present at the said meeting.

**OTHER DISCLOSURES :**

- a) Disclosures on materially significant related party transactions that may have potential conflict with the interest of listed entity

There were no material significant transactions during the year that may have any potential conflict with the interest of the Company. Transactions with related parties are disclosed in Notes to the Financial Statements.

- b) Details of non-compliance by the listed entity, penalties and strictures imposed on the listed entity by the stock exchange(s) or the board or any statutory authority on any matter related to capital markets during last three years

None

- c) Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel has been denied access to the audit committee

The Company has Whistle Blower Policy. The employees of the Company are free to report violations of any laws, rules, regulations and concerns about unethical conduct to the Audit Committee under this policy. The said policy is hosted on the website of the Company i.e. [www.bdhind.com](http://www.bdhind.com).

- d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements

The Company has complied with all the mandatory requirements of corporate governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- e) Web link where policy for determining 'material' subsidiaries is disclosed

The Company does not have any subsidiary Company.

- f) Web link where policy on dealing with related party transactions is disclosed

The policy on Related Party Transactions is hosted on the website of the Company [www.bdhind.com](http://www.bdhind.com)

Weblink - <http://bdhind.com/pdf/Related%20Party%20Transaction%20Policy.pdf>

- g) Disclosure of commodity price risks and commodity hedging activities

The Company is engaged in the manufacturing of pharmaceuticals. Since the Company does not consume large quantities of commodities in its manufacturing activities, the Company is not materially exposed to commodity price risks nor does the Company do any commodity hedging.

- h) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A)

The Company has not raised any funds through preferential allotment or through qualified institutional placement of its shares.

- i) a certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority

The Company has obtained a certificate in this regard from a Company Secretary in practice.

- j) where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof

## Annual Report 2022-2023

The Board has accepted and acted on all the mandatory recommendations of its committees during the financial year under report.

- k) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part

The Company does not have any subsidiary Company. The fees paid by the Company to its Statutory Auditors are stated in the appended Audited Financial Statements of the Company.

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

Number of complaints filed during the financial year 2022-23 - Nil

Number of complaints disposed of during the financial year 2022-23 - Nil

Number of complaints pending as at end of the financial year 2022-23 - Nil

- m) Disclosure pursuant to Regulation 39 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for Unclaimed Shares and Dividend transferred to IEPF

Pursuant to section 124 of Companies Act 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, the undermentioned dividend and shares on which dividend remained unclaimed for last 7 years have been transferred to Investor Education and Protection Fund :-

Financial Year	Amount of unclaimed dividend transferred	Number of shares transferred
2010-2011	₹ 2,58,922.00	58,154
2011-2012	₹ 1,01,022.00	8,757
2012-2013	₹ 5,14,252.00	3,38,670
2013-2014	₹ 5,91,421.20	5,601
2014-2015	₹ 8,75,787.00	7,625

The voting rights on the shares transferred to IEPF Authority shall remain frozen till the rightful owner claims the shares. Members may note that the shares and unclaimed dividend transferred to IEPF Authority can be claimed by filing online application in prescribed form no. IEPF 5 available on [www.iepf.gov.in](http://www.iepf.gov.in) and sending physical copy of same duly signed to the Company alongwith requisite documents.

### MEANS OF COMMUNICATION:

The Company reports all material information including unaudited quarterly results, half yearly results and audited annual results submitted to the BSE Limited where the Company's securities are listed. The unaudited quarterly results, half yearly results and audited annual results are published in newspapers, Free Press Journal (English newspaper) and Navshakti (Marathi newspaper) and hosted on website of Company [www.bdhind.com](http://www.bdhind.com). The trading window is closed in accordance with the Code of Conduct for prevention of insider trading and the same is intimated to all designated persons by email. As a part of Green Initiative, the Annual Report is sent to shareholders whose email address is registered with Depositories / RTA and also hosted on website of the Company [www.bdhind.com](http://www.bdhind.com). The website of the Company has a separate section on Investors containing details relating to financial results, Notices, Annual reports, policies, shareholding patterns and other information relevant to shareholders. The Company has designated the email id –[investors@bdhind.com](mailto:investors@bdhind.com) for investors servicing.



## GENERAL BODY MEETINGS

Details of Annual General Meeting held in preceding 3 years and Special Resolutions passed there at :-

A.G.M.	Financial Year	Date of A.G.M.	Time	Location	Details of Special Resolution passed
32 <sup>nd</sup>	2021-2022	24-08-2022	3.00 p.m.	Video Conference	1. Re-appointment of Ms. Jayashree Nair (DIN 00027467) as Managing Director of the Company 2. Re-appointment of Mr. S. C. Kachhara (DIN 00019666) as Joint Managing Director of the Company
31 <sup>st</sup>	2020-2021	25-08-2021	3.00 p.m.	Video Conference	1. Approval of cancellation of unsubscribed issued equity share capital of the Company. 2. Approval of charges for service of documents on the shareholders.
30 <sup>th</sup>	2019-2020	27-08-2020	3.00 p.m.	Video Conference	NIL

During the year, the Company has not passed any resolution through Postal Ballot.

## GENERAL SHAREHOLDERS INFORMATION

Annual General Meeting –Day, Date and Time	Wednesday (Day), 9th August 2023 (Date) at 3.00 p.m. through Video Conferencing (VC) / Other Audio Video Means (OVAM).
Financial Year	1 <sup>st</sup> April 2022 to 31 <sup>st</sup> March 2023
Date of Book Closure	From Thursday (Day), 3 <sup>rd</sup> August 2023 (Date) to Wednesday (Day), 9 <sup>th</sup> August 2023 (Date) (both days inclusive)
Dividend Payment Date	Within 30 days of declaration of dividend at the Annual General Meeting
Name and address of Stock Exchange at which the Company's securities are listed and confirmation about payment of annual listing fees	BSE Limited (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001. Listing fees has been paid to the stock exchange for the financial year 2023-2024.
Stock Code and ISIN No.	524828 and INE278D01018
Registrar & Share Transfer Agent	TSR Consultants Pvt. Ltd., C-101, 1 <sup>st</sup> Floor, 247 Park, LBS Marg, Vikhroli (W), Mumbai 400083 Tel no. 022-66568484 Fax. No. – 022-66568494 Email: csg-unit@tcplindia.co.in
Share Transfer System	SEBI has mandated transfer of securities of listed companies in dematerialized mode only w.e.f 1 <sup>st</sup> April 2019. The Company complies with the SEBI Circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20 <sup>th</sup> April 2018. Pursuant to Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 yearly audit of share transfer related activities is conducted by practicing company secretary and a copy of certificate is filed with BSE.

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Dematerialisation of shares	As on 31-03-2023, 98.14% of the Company's shares representing 56,50,390 were held by shareholders in dematerialised form.
Address for Correspondence / Plant Location	Ms. Nikita Phatak, Company Secretary BDH Industries Limited, Nair Baug, Akurli Road, Kandivli (East), Mumbai 400101 Tel. no.022-61551234 Email –investors@bdhind.com
CREDIT RATING	During the year CRISIL has re-affirmed the ratings of BBB-/Stable and A3 to the long term and short term bank facilities (fund based / non-fund based) amounting to Rs. 40 crores.

### ❖ Financial Calendar (Tentative) :

Financial Year of the Company	:	01-04-2023 to 31-03-2024
Financial Reporting for -		
Quarter ending June, 2023	:	On or before 14 <sup>th</sup> August, 2023
Quarter ending September, 2023	:	On or before 14 <sup>th</sup> November, 2023
Quarter ending December, 2023	:	On or before 14 <sup>th</sup> February, 2024
Audited Results for year 2023-24	:	On or before 30 <sup>th</sup> May, 2024

### ❖ Categories of Shareholders as on 31<sup>st</sup> March, 2023 :

Category	No. of shares	% of Shareholding
Promoters, Directors & Relatives	2859855	49.67
Companies/ Bodies Corporate	462266	8.03
General Public	2339016	40.63
NRI's	96163	1.67
TOTAL	5757300	100.00

### ❖ Distribution of shareholding as on 31<sup>st</sup> March, 2023 :

Shareholding of nominal value	Shareholders		Shares	
(in ₹)	Number	% to Total	Number	% to Total
1	2	3	4	5
Upto 5000	5134	87.0465	692087	12.0210
5001 – 10000	354	6.0020	284423	4.9402
10001 – 20000	193	3.2723	293481	5.0975
20001 – 30000	80	1.3564	203931	3.5421
30001 – 40000	37	0.6273	129334	2.2464
40001 – 50000	24	0.4069	112949	1.9618
50001 – 100000	29	0.4917	195923	3.4030
100001 and above	47	0.7969	3845172	66.7878
<b>Total</b>	<b>5898</b>	<b>100.00</b>	<b>5757300</b>	<b>100.00</b>



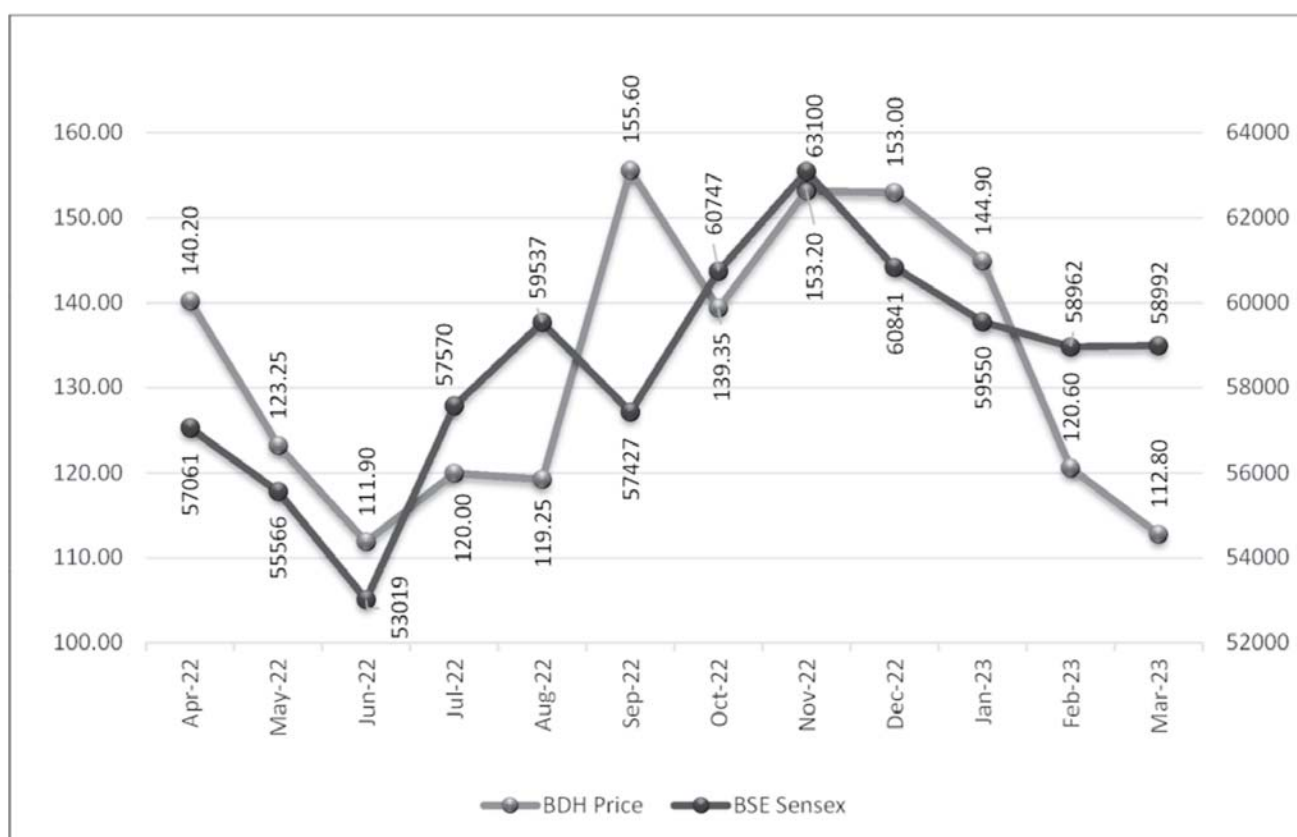


## ❖ Stock Market price data for the year 2022-2023.

## BSE

Month	High (₹)	Low (₹)	Month	High (₹)	Low (₹)
April, 2022	152.00	132.30	October, 2022	157.50	136.10
May, 2022	141.00	112.50	November, 2022	183.00	133.10
June, 2022	130.00	92.50	December, 2022	176.00	145.05
July, 2022	129.00	109.40	January, 2023	158.80	140.00
August, 2022	128.80	116.50	February, 2023	148.00	117.00
September, 2022	211.25	120.00	March, 2023	125.80	108.10

Graph of Share Price / BSE Index

**Declaration under Regulation 26(3) and Schedule V Part D of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To,  
The Members of  
BDH Industries Limited.

It is hereby certified and confirmed in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that the Board members and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended 31<sup>st</sup> March, 2023.

For BDH Industries Limited,  
Sd/-

Place : Mumbai  
Date : 17<sup>th</sup> May 2023

**Jayashree Nair**  
Chairperson & Managing Director

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

**Industry Structure and Developments** –The financial year 2022-23 has witnessed conflict between Russia & Ukraine, rising inflation, volatile commodity prices and supply chain shortages creating stress in the overall economic environment. These challenges as outlined above are resulting in structural shifts and several transitions. The Indian economy remained resilient during the year 2022-23 despite inflationary stress and slowdown in advanced economies of the world. The India's GDP growth is registered at 7% in FY 2022-23 underpinned by the Government's capital outlay and buoyant private consumption. The pharmaceutical industry will continue to have a significant impact on the economy both in terms of contribution to GDP and employment. Over the longer term, favorable policy initiatives including significant investments in infrastructure called out in the Union Budget, the new PLI schemes to accelerate investments by the private sector, forward looking logistic & foreign trade policies and recently announced gas pricing guidelines are expected to further encourage the growth in coming years. The Government of India under Pradhan Mantri Janaushadi Pariyojana provides quality generic medicines at affordable prices to all through Janaushadhi Kendras reducing the out of pocket expenses in healthcare. Further the Government is promoting the Production Linked Incentive Scheme to boost domestic manufacturing of Key Starting Materials (KSM), Active Pharmaceutical Ingredients (API), bulk drugs in order to attain self-reliance and reduce import dependence and encouraging Medical Devices Parks under its Make in India initiative for easy access to standard testing facilities, reduction in manufacturing cost and value addition in domestic medical device industry. As announced in the Union Budget 2023, the Government of India plans to set up labs for promoting research and innovation in pharmaceuticals.

**Outlook** – Indian pharmaceutical industry is a major global player being world's third largest producer by volume and fourteenth largest producer by value. The Indian pharma industry has grown at a compounded annual growth rate of 11% approximately in the domestic market over last two decades with valuation at USD 49 billion. The industry continues to grow through volume while costs remain low and focus on generics. India is largest provider of generic medicines accounting for 20% of worldwide supply by volume and world's leading vaccine manufacturer. Spending and volume growth will follow diverging trends by region, with larger established markets growing more slowly and pharmerging markets growing both in volume and spending. The Indian pharmaceutical industry is working to fulfill the country's healthcare demands while also expanding its global footprints. Further with increased life expectancy and a growing segments of elderly population in India, healthy aging is emerging as a larger area of focus. The key trends in the Indian Pharma industry are – changing government & regulatory landscape, shifting industry dynamics in form of increasing investments in India by global players resulting in shift from competitive to collaborative mindset, emergence on new go-to-market models by managing various channels along the lines of FMCG empowering physicians, patients and pharmacists and digital transformation by investing in data and analytics capabilities to remain agile. Considered one of the high-growth markets, many multinational pharma corporations are looking at India as an alternative to China. Increasing per capita income, growing penetration of health insurance, government thrust on improving penetration of modern and cost effective medicines into rural areas and accelerating access of pharmaceutical products to the poor and low-income sections of population, increased incidence of chronic ailments due to changing lifestyle, longer life expectancy and improvement in healthcare awareness are the growth enablers for the Indian pharmaceutical industry. India has a large pool of scientists and engineers having potential to steer the pharmaceutical industry to greater heights. With the varied range of medicines available for exports, largest number of approved manufacturing facilities, improvement in medical infrastructure and jump in penetration of health insurance in the country, the long term outlook for Indian pharmaceutical industry remains largely positive subject to disruptions emerging due to geopolitical issues.

**Opportunities, Risks and Concerns** –India's pharmaceutical industry beholds the growing consensus among businesses over providing new innovative therapies to patients and is estimated to touch USD 130 billion in value by end of 2030 to become leading provider of medicines to the world. New medicines and medical devices are being constantly developed making meaningful difference for patients which are approved and marketed resulting in significant market growth. Adult vaccination is in a nascent stage in India with a large potential for growth as healthy aging is new area of focus. Oncology, immunology, neurology and adult vaccinations are the fastest growing therapy segments. India is truly recognized as the pharmacy of the world providing essential medicines at low cost to countries across the globe. The pharmaceutical industry is highly regulated and influenced by the healthcare reforms, pricing regime, rising competition and challenging regulatory landscape with increased scrutiny. Ongoing geopolitical issues have led to supply chain disruptions and rising cost of raw materials. Your company regularly assesses its product portfolio to make it more diversified with focus on operational efficiencies to control costs. However, poor public healthcare funding and infrastructure, low per capita consumption of medicines in emerging



economies including India, currency fluctuations, geo-political conflicts, regulatory issues, government mandated price control, inflation and resultant all round increase in input costs are a few causes of concern. During the year, there was no change in the nature of Company's business.

**Financial Performance and Operations Review** - During the financial year 2022-23 under report the Company registered a total income of Rs. 7529.81 lakhs as against Rs. 7027.59 Lakhs in 2021-22 registering a growth of 7% over previous year. Export Sales in the financial year 2022-23 are Rs. 4146.91 lakhs as compared to Rs. 3873.98 lakhs in the financial year 2021-22. In the financial year 2022-23 the Company achieved Domestic Sales of Rs. 3298.80 lakhs as compared to Rs. 3065.43 lakhs in financial year 2021-22. The operations have resulted in a net profit of Rs. 820.48 lakhs during the year 2022-23 under report as against Rs. 722.31 lakhs registering a growth of 13% over the previous financial year 2021-22.

#### Key Financial Ratios–

As per Schedule V read with Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, details of significant changes i.e. change of 25% or more as compared to the immediately previous financial year in Key Financial Ratios are given below :-

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	Change in %	Explanation for change of 25% of more
Debtors Turnover Ratio	4.78	4.67	2%	-
Inventory Turnover Ratio	10.73	11.43	(6%)	-
Interest Coverage Ratio	71.09	41.41	71%	Decrease in interest expenses
Current Ratio	2.46	2.51	(2%)	-
Debt Equity Ratio	0.09	0.05	80%	Increase in debt
Operating Profit Margin (%)	13.95%	12.17%	15%	-
Net Profit Margin (%)	10.90%	10.28%	6%	-
Return on Net worth (%)	15.89%	15.76%	0.8%	-

**Internal Control Systems and its adequacy** - The Company has adequate internal control systems including suitable monitoring procedures commensurate with its size and nature of business. The internal control systems provide for well-defined and documented policies, guidelines, authorizations and approval procedures and ensure optimum use and protection of resources and compliance with policies and procedures. The Company has a well-defined system of management reporting and periodic review of business to ensure timely decision-making. The Company endeavors to review and update these as an ongoing practice.

**Human Resources** - The human resource plays a vital role in the growth and success of an organization. The Company recruits, develops and employs suitably qualified, capable and experienced personnel, as per requirement. The Company has maintained cordial and harmonious relations with all employees. The Company deputed employees for training, development workshops and seminars to improve the operational performance of individuals. The Company has Reward and Recognition Programme. The Company has 116 permanent employees as on 31<sup>st</sup> March, 2023.

**Cautionary Statement** - Certain Statements in the Management Discussion and Analysis section may be forward looking within the meaning of applicable laws and regulations. Many factors may affect the actual results including competition, price realization, currency fluctuations, regulatory issues, evolving COVID-19 pandemic situations, changes in government policies and regulations, tax regimes, economic development within India and countries in which the Company conducts business and other incidental factors.

**AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS  
OF CORPORATE GOVERNANCE**

To  
The Members of  
BDH Industries Limited

We have examined the compliance of the conditions of Corporate Governance by BDH Industries Limited (the Company) for the year ended on March 31, 2023, as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the corporate governance. 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 Listing Regulations.

We 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 CLB & Associates  
Chartered Accountants  
FRN 124305W

S. Sarupria  
Partner  
M. No. 035783  
UDIN : 23035783BGYACU4059

Place: Mumbai  
Date :17.05.2023



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**CEO / CFO CERTIFICATION**

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To,  
The Board of Directors,  
BDH Industries Limited  
Nair Baug, Akurli Road,  
Kandivli East, Mumbai 400101

We hereby, certify that :

- (a) We have reviewed the financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2023 and that to the best of our knowledge and belief :
  - (i) these statements do not contain any materially untrue statement or omit any material fact 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 their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. There are no deficiencies in the design or operation of internal control.
- (d) We have indicated to the auditors and the Audit committee
  - (i) significant changes in internal control over financial reporting during the year;
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For BDH Industries Limited

Sd/-  
Jayashree Nair  
Chairperson & Managing Director/CEO

Sd/-  
S. C. Kachhara  
Joint Managing Director/CFO

Place : Mumbai  
Date : 17<sup>th</sup> May 2023

## INDEPENDENT AUDITOR'S REPORT

To the Members of  
**BDH INDUSTRIES LIMITED**

### REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

#### Opinion

We have audited the accompanying standalone financial statements of **BDH INDUSTRIES LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March 2023, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity, Statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

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

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key Audit matters to be communicated in our report.

#### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the Standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated, if based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Management and the Board of Directors are 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, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Ind AS and relevant provisions of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

1. Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.
2. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also :
  - Identify and assess the risks of material misstatement of the Standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors and management.
  - Conclude on the appropriateness of the management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
3. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

4. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
5. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

- 1 As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2 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 (including other comprehensive income), the Statement of Changes in Equity 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 Ind AS specified under Section 133 of the Act, read with relevant rules issued thereunder and relevant provisions of the Act.
  - 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 directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - g) With respect to other matters to be included in Auditors' Report in accordance with requirements of Section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its Directors during the year is in accordance with the provisions of Section 197 of the Act. and

- h) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 26(ix) 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.
  - iv. a) The management has represented that to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other



- sources or kind of funds) by the company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c) Based on the audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend

For CLB & Associates  
Chartered Accountants  
FRNo. 124305W

S. Sarupria  
Partner

M.No. 035783

UDIN : 23035783BGYACW2029

Place : Mumbai

Date : 17<sup>th</sup> May, 2023

**“ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT**

**Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the members of BDH Industries Limited on the Standalone Financial Statements of the Company for the year ended March 31st, 2023:**

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit. We report that:

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipments.
- (b) As explained to us, Property, Plant and Equipments have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of the records of the Company, the title deeds of immovable properties are held in the name of the company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year.
- (e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii. (a) The Management has conducted physical verification of inventory at reasonable interval.
- (b) The procedure of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification as compared to book records.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has 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. In our opinion, the returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company
- iii. The company has not made investments in companies, limited liability partnership and not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act. Accordingly, Clause 3(iii) of the order is not applicable.
- iv. In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees and securities granted in respect of which the provisions of section 185 and 186 of the Act are applicable. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.
- v. The Company has not accepted any deposits from the public covered under Section 73 to 76 of Act.
- vi. We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under section 148(1) of the Act and are of the opinion that prima facie, the prescribed accounts and cost records have been made and maintained. We have not, however, made a detailed examination of the cost records with a view to determining whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including Provident Fund, Employees’ State Insurance, Income-tax, Sales tax, Service tax, Goods and Service Tax, Custom Duty, Excise duty and other material statutory dues, as applicable, with the appropriate authorities in India.



- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, Sales tax, customs duty, Excise duty and Goods and Service Tax were outstanding, at the year end for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Goods and Service Tax, Customs Duty which have not been deposited on account of any disputes except as given below :

Name of the Statute	Nature of Dues	Amount (₹ in lakhs)	Financial Year to which the matters pertains	Forum where dispute is pending
Income Tax Act	Income Tax	2.32	1999-2000, 2000-2001, 2001-2002	Appellate Authorities at various stages

- viii. According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- ix. a. The Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- b. The Company has not been declared wilful defaulter by any bank or financial institution or other lender.
- c. The Company has not obtained any term loans during the year.
- d. On an overall examination of the Standalone Financial Statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- e. On an overall examination of the Standalone Financial Statements of the Company, 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 venture.
- f. The Company has not raised loans during the year on pledge of securities held in its subsidiaries.
- x. a. The Company has not raised monies by way of Initial Public Offer or Further Public Offer (including debt instruments) during the year.
- b. During the year, the Company has not made preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally).
- xi. a. No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- b. During the year and up to the date of this report, no report under section 143(12) of the 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 represented to us by the management there are no whistle blower complaints received by Company during the year.
- xii. In our opinion and according to the information and explanations given to us, the company is not a Nidhi company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the act where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

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- xiv. a. The Company has an internal audit system commensurate with the size and nature of its business.
- b. We have considered the internal audit reports issued to the Company during the year and covering the period upto 31<sup>st</sup> March 2023.
- xv. The Company has not entered into any non-cash transactions with any of its directors or directors of its holding company, subsidiary company or persons connected with such directors and hence provisions of section 192 of the Act are not applicable to the Company.
- xvi. a. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (RBI Act). Accordingly, paragraph 3(xvi)(a) of the Order is not applicable.
- b. The Company has not conducted any Non-Banking Finance or Housing Finance activities which would require the Company to hold valid certificate of Registration from the Reserve Bank of India (RBI) as per the RBI Act.
- c. The Company is not a Core Investment Company (CIC) as defined in the regulation made by the RBI. Accordingly, paragraph 3(xvi)(c) of the Order is not applicable.
- d. The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- xvii. The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- xix. 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 and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For CLB & Associates  
Chartered Accountants  
FR No.: 124305W

S. Sarupria  
Partner  
M.No. 035783

Place: Mumbai  
Date : 17<sup>th</sup> May, 2023





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**“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of BDH Industries Limited (“the Company”) as of March 31st, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “Guidance Note”)

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are

## Annual Report 2022-2023

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being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For CLB & Associates  
Chartered Accountants  
FR No.: 124305W

S. Sarupria  
Partner  
M.No. 035783

Place: Mumbai  
Date : 17<sup>th</sup> May, 2023



## BALANCE SHEET AS AT 31ST MARCH, 2023

		₹ in Lakhs	
Particulars	Note No.	As at 31st March, 2023	As at 31st March, 2022
<b>ASSETS</b>			
<b>1 Non Current Assets</b>			
Property, Plant and Equipment	1	1,903.16	1,960.96
Other Non Current Assets	2	16.26	20.30
Investments	3	35.00	-
<b>Total Non-Current Assets</b>		<b>1,954.42</b>	<b>1,981.26</b>
<b>2 Current Assets</b>			
Inventories	4	716.20	671.21
Financial Assets			
- Trade Receivables	5	1,664.18	1,452.34
- Cash and Cash Equivalents	6	2,596.12	1,881.52
Other Current Assets	7	948.62	762.73
Current Tax Assets (Net)	8	123.06	142.23
<b>Total Current Assets</b>		<b>6,048.18</b>	<b>4,910.03</b>
<b>Total Assets</b>		<b>8,002.60</b>	<b>6,891.29</b>
<b>EQUITY AND LIABILITIES</b>			
<b>1 Equity</b>			
Equity Share Capital	9	575.73	575.73
Other Equity	10	4,893.72	4,282.99
<b>Total Equity</b>		<b>5,469.45</b>	<b>4,858.72</b>
<b>2 Non-Current Liabilities</b>			
Financial Liabilities			
Provisions	11	13.94	14.86
Deferred Tax Liabilities (Net)	12	3.60	4.66
Other Non-Current Liabilities	13	54.53	54.53
<b>Total Non-Current Liabilities</b>		<b>72.07</b>	<b>74.05</b>
<b>3 Current Liabilities</b>			
Financial Liabilities			
- Borrowings	14	484.75	225.17
- Trade Payables	15	1,891.80	1,645.30
Provisions	16	0.46	0.91
Other Current Liabilities	17	84.07	87.14
<b>Total Current Liabilities</b>		<b>2,461.08</b>	<b>1,958.52</b>
<b>Total Equity &amp; Liabilities</b>		<b>8,002.60</b>	<b>6,891.29</b>

Statement of significant accounting policies and other explanatory notes form part of the balance sheet and statement of profit and loss.

As per our report of even date attached.

For **CLB & Associates**  
Chartered Accountants  
Firm Registration Number 124305W

**S. SARUPRIA**  
Partner  
Membership No.035783

Mumbai, May 17, 2023

For and on Behalf of the Board

**JAYASHREE NAIR**  
Chairperson &  
Managing Director  
DIN : 00027467

**S.C. KACHHARA**  
Joint Managing  
Director & CFO  
DIN : 00019666

**NIKITA PHATAK**  
Company Secretary  
FCS-10547

## Annual Report 2022-2023

### STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2023

₹ in Lakhs

Particulars	Note No.	2022-2023	2021-2022
<b>INCOME</b>			
<b>I. Revenue from operations</b>	18	7,445.71	6,939.40
<b>II. Other Income</b>	19	84.10	88.19
<b>III Total Income</b>		<b>7,529.81</b>	<b>7,027.59</b>
<b>IV Expenses</b>			
Cost of Material Consumed	20	4,779.72	4,952.68
(Increase) / Decrease in stock	21	188.58	(54.97)
Employee benefits expense	22	695.79	661.98
Finance Cost	23	15.79	22.53
Depreciation & Amortization	24	56.85	63.27
Other Expenses	25	686.31	471.69
<b>Total Expenses</b>		<b>6,423.04</b>	<b>6,117.18</b>
<b>V Profit Before Exceptional Items and Tax (III-IV)</b>		1,106.77	910.41
<b>VI Exceptional Items</b>		-	44.97
<b>VII Profit Before Tax (V+VI)</b>		1,106.77	955.38
<b>VIII Income tax expense</b>			
(1) Current tax		286.98	233.12
(2) Deferred tax		(0.69)	(0.05)
<b>IX Profit for the period (VII-VIII)</b>		<b>820.48</b>	<b>722.31</b>
<b>VIII Other Comprehensive Income</b>			
a) (i) Items that will not be reclassified subsequently to profit or loss		(1.47)	4.86
(ii) Income Tax relating to items that will not be reclassified subsequently to profit or loss		0.37	(1.22)
<b>Other Comprehensive Income for the year, net of tax</b>		<b>(1.10)</b>	<b>3.64</b>
<b>IX Total Comprehensive Income</b>		<b>819.38</b>	<b>725.95</b>
Earning per share			
- Basic & Diluted		<b>14.25</b>	<b>12.55</b>

Statement of significant accounting policies and other explanatory notes form part of the balance sheet and statement of profit and loss

As per our report of even date attached.

For **CLB & Associates**  
Chartered Accountants  
Firm Registration Number 124305W

**S. SARUPRIA**  
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Mumbai, May 17, 2023

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**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023**

(₹ in Lakhs)

Particulars	2022-2023	2021-2022
<b>A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit Before Tax	1,106.77	955.38
Exceptional Items	-	(44.97)
Less : Other Comprehensive Income (OCI) and others	(1.47)	4.86
	<b>1,105.30</b>	<b>915.27</b>
<b>Adjustments</b>		
Interest Received	(84.10)	(88.19)
Depreciation	56.85	63.27
Interest Paid	15.79	22.53
Operating Profit Before Working Capital Changes	<b>1,093.84</b>	<b>912.88</b>
<b>Adjustments</b>		
(Increase)/Decrease Trade and Other Receivables	(393.69)	(77.44)
(Increase)/Decrease Inventories	(44.99)	(128.52)
Increase/ (Decrease) Trade Payables	242.05	(125.68)
Cash Generated from the Operations	<b>897.21</b>	<b>581.24</b>
Direct Tax Paid	(267.82)	(279.60)
Net Cash flow from Operating Activities	<b>629.39</b>	<b>301.64</b>
<b>B) CASH FLOW FROM INVESTMENT ACTIVITIES</b>		
Interest Received	84.10	88.19
Purchase of Fixed Assets	(0.42)	(21.82)
Sale of Fixed Assets	-	72.00
Purchase of Tax Savings Bond	(35.00)	-
Net Cash Flow from Investment Activities	<b>48.68</b>	<b>138.37</b>
<b>C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Interest Paid	(15.79)	(22.53)
Proceeds from Borrowings -Short Term	259.58	(625.54)
Dividend Paid	(207.26)	(172.72)
	<b>36.53</b>	<b>(820.79)</b>
Net Increase/Decrease in Cash and Cash Equivalents (A+B+C)	<b>714.60</b>	<b>(380.78)</b>
Cash and Cash Equivalents Opening Balance	<b>1,881.52</b>	<b>2,262.30</b>
Cash and Cash Equivalents Closing Balance	<b>2,596.12</b>	<b>1,881.52</b>

Significant Accounting Policies and Notes form part of the Financial Statements  
Notes

- Figures in brackets reflect cash outflows.
- The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard 7 (Ind AS 7) "Statement of Cash Flow" under Section 133 of the Companies Act, 2013
- Cash and Cash Equivalents comprises cash on hand, current accounts and deposits with banks.

As per our report of even date attached.

For **CLB & Associates**  
Chartered Accountants  
Firm Registration Number 124305W

**S. SARUPRIA**  
Partner  
Membership No.035783

Mumbai, May 17, 2023

For and on Behalf of the Board

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**NIKITA PHATAK**  
Company Secretary  
FCS-10547

## Annual Report 2022-2023

### STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2023

#### Equity Share Capital

Equity Share Capital of face value of ₹ 10/- each	₹ in Lakhs
Balance as at 31st March, 2022	575.73
Changes in equity share capital during the year	-
Balance as at 31st March, 2023	575.73

#### Other Equity

Particulars	Capital Reserve	Securities Premium	Revaluation Reserve	General Reserve	Retained Earnings	Other Comprehensive Income	Total
<b>Balance as on 31st March, 2021</b>	<b>121.79</b>	<b>409.32</b>	<b>134.87</b>	<b>527.27</b>	<b>2,519.70</b>	<b>-</b>	<b>3,712.95</b>
Profit for the period					722.31		722.31
Dividend paid during the year					(172.72)		(172.72)
Transfer to General Reserves					(108.35)		(108.35)
Transfer from Retained Earnings				108.35			108.35
Other Comprehensive Income for the Year					3.64		3.64
Written off During the year			(1.39)				(1.39)
Cancellation of Forefeited Shares	18.21						18.21
<b>Balance as on 31st March, 2022</b>	<b>140.00</b>	<b>409.32</b>	<b>133.48</b>	<b>635.62</b>	<b>2,964.57</b>	<b>-</b>	<b>4,282.99</b>
Profit for the period					820.48		820.48
Dividend paid during the year					(207.26)		(207.26)
Transfer to General Reserves					(123.07)		(123.07)
Transfer from Retained Earnings				123.07			123.07
Other Comprehensive Income for the Year					(1.10)		(1.10)
Written off During the year			(1.39)				(1.39)
<b>Balance as on 31st March, 2023</b>	<b>140.00</b>	<b>409.32</b>	<b>132.09</b>	<b>758.69</b>	<b>3,453.62</b>	<b>-</b>	<b>4,893.72</b>

As per our report of even date attached.

For **CLB & Associates**  
Chartered Accountants  
Firm Registration Number 124305W

**S. SARUPRIA**  
Partner  
Membership No.035783

Mumbai, May 17, 2023

For and on Behalf of the Board

**JAYASHREE NAIR**  
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**NIKITA PHATAK**  
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**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023**

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**A) CORPORATE INFORMATION**

BDH INDUSTRIES LIMITED (CIN L24100MH1990PLC059299) is a public limited company, incorporated in 1990 under the Companies Act, 1956 having its registered office in Mumbai. The company is engaged in manufacturing of therapeutic formulations covering wide range of pharmaceuticals. Its shares are listed on the Bombay Stock Exchange. The company caters to both domestic as well as international market.

**Authorisation of Standalone Financial Statements**

The Standalone financial statements were authorised for issue in accordance with a resolution of the Director on May 17, 2023

**B) BASIS OF PREPARATION****a) Statement of Compliance**

The standalone financial statements comply in all material aspects with Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2013 ("the Act"), the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

The financial statements have been prepared on historical cost basis, except for the following :

- i) certain financial assets and liabilities are measured at fair value; and
- ii) defined benefit plans - plan assets measured at fair value

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

**b) Use of Judgments, Estimates and Assumption**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of circumstances surrounding the estimates. Changes in estimates are reflected in the financial statement in the period in which changes are made and if material, their effects are disclosed in the notes to the financial statements.

The financial statements require management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosures of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods .

**i) Taxes**

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

**ii) Defined benefit plans (Gratuity benefits)**

The cost of the defined benefit plans, compensated absences and the present value of the defined benefit obligations are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

These interalia include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

### iii) Useful lives of Property, Plant and Equipment

The company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

### iv) Impairment of Property, Plant and Equipment

For property, plant and equipment, an assessment is made at each reporting date to determine whether there is an indication that the carrying amount may not be recoverable or previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised.

### v) Inventories

The Company estimates the net realisable value (NRV) of its inventories by taking into account estimated selling price, estimated cost of completion, estimated costs necessary to make the sale, obsolescence considering the past trend. Inventories are written down to NRV where such NRV is lower than their cost.

### vi) Recognition and measurement of other Provisions

The recognition and measurement of other provisions is based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the closing date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions.

## C) SIGNIFICANT ACCOUNTING POLICIES

### I) Current and non-current classification

#### I) Current and non-current classification

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is current when :

- It is expected to be realised or intended to be sold or consumed in normal operating cycle, or
- It is held primarily for the purpose of trading, or
- It is expected to be realised within twelve months after the reporting period, or
- It is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when :

- It is expected to be settled in normal operating cycle, or
- It is held primarily for the purpose of trading, or
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.



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**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023**

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**II) PROPERTY, PLANT AND EQUIPMENT**

- i) Land is carried at historical cost. All other items of Property, Plant and Equipment are stated at historical cost less depreciation. Cost of acquisition comprises its purchase price including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discount and rebates are deducted in arriving at the purchase price.
- ii) Capital Work In Progress represents expenditure incurred on capital assets that are under construction or are pending capitalisation and includes project expenses pending allocation. Project expenses pending allocation are apportioned to the Property, Plant and Equipment of the project proportionately on capitalisation.
- iii) Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.
- iv) The residual useful life of Property, Plant & Equipment is reviewed at each balance sheet date and adjusted if required in the depreciation rates.
- v) Depreciation on all assets of the Company is charged on Straight Line Method over the useful life of the assets mentioned in Schedule II to the Companies Act, 2013.
- vi) No Depreciation is provided on followings :
  - i) Windmills for Renewable Energy  
The above asset is yet to be put to use for commercial purposes.

**III) IMPAIRMENT LOSS**

On an annual basis the Company makes an assessment of any indicator that may lead to impairment of assets. An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. The recoverable amount is higher of an asset's net selling price and value in use. Value is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

**IV) INVENTORIES****i) RAW MATERIAL**

Raw Materials are valued at lower of cost or net realizable value. Cost is determined on First In First Out basis.

**ii) PACKING MATERIAL**

Packing Materials are valued at lower of cost or net realizable value. Cost is determined on First In First Out basis.

**iii) WORK IN PROCESS**

Work in Process are valued at cost. The cost of Stock-in-process comprises of cost of purchases, cost of conversion and other cost incurred in bringing the inventories to its present location and condition.

**iv) FINISHED GOODS**

Finished Goods are valued at lower of cost or net realizable value. The cost of Finished Goods comprises of cost of purchases net of refundable taxes, cost of conversion and other cost incurred in bringing the inventories to its present location and condition. Net realisable value is the estimate of the selling price in ordinary course of business as applicable.

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**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023**

**V) EMPLOYEE BENEFITS**

**i) Short Term Employee Benefits**

All employee benefits payable wholly within twelve months of rendering the services are classified as short term employee benefits. Benefits such as salaries, wages, bonus, compensated absences, ex-gratia, leave encashment and leave travel allowance is recognised in the period in which the employees renders related services.

**ii) Long Term Employee Benefits**

**1 Defined Contribution Plan**

The Company's contribution to Provident Fund Scheme, Employee's State Insurance Scheme are considered as defined contribution plans and are recognised as an expense to the statement of profit and loss, based on the amount of contribution required to be made and when services are rendered by employees.

**2 Defined Benefit Plan**

The Company provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees. The Gratuity Plan provides a lumpsum payment to vested employees at retirement, death, or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company.

Liabilities with regard to Gratuity Plan are determined by actuarial valuation, performed at each balance sheet date using the Projected Unit Credit Method.

The Company contributes ascertained liabilities to the BDH Industries Limited Employees' Group Gratuity Cash Accumulation Scheme (the Trust). Trustees administer contributions made to the Trust and contributions are invested in a scheme with Life Insurance Corporation of India as permitted by laws of India.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

The retirement benefit obligations recognised in the balance sheet represents the present value of the defined benefit obligations reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme. The company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Actuarial gains and losses are recognised in full in the other comprehensive income for the period in which they occur. The effect of any plan amendments are recognized in the statement of profit and loss.

**3 Compensated absences**

The Company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using Projected Unit Credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

**4 Short-term employee benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages etc. and the expected cost of ex-gratia, bonus and performance incentive are recognised in the period in which the employee



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**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023**

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renders the related service. A liability is recognised for the amount expected to be paid when there is a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

**VI) FOREIGN CURRENCY TRANSACTIONS**

The functional currency of the Company is the Indian rupee. These financial statements are presented in Indian rupees.

Transactions denominated in foreign currency are recorded at the exchange rate on the date of transaction. The exchange gain/loss on settlement/negotiation during year is recognised in the Statement of Profit and Loss. Foreign currency monetary transactions remaining unsettled at the end of the year are converted at year-end rates. The resultant gain or loss is accounted for in the Statement of Profit and Loss.

**VII) REVENUE RECOGNITION**

- i) The Company derives revenues primarily from sale of products and services.
- ii) Revenue from sale of product is recognized on transfer of all significant risk and rewards of ownership of the products on to the customers, which is generally after dispatch of goods and the Company presents revenues net of GST in its statement of profit and loss.
- iii) Revenue from service is recognised as and when services are rendered and related costs are incurred.
- iv) Interest income is recognised on time proportion method basis taking into account the amounts outstanding and the rate applicable.
- v) In case of export benefits which are in the nature of neutralisation of duties and taxes are grouped under material costs. All other export incentives are grouped under other operating revenue.

**VIII) RESEARCH & DEVELOPMENT**

Revenue expenditure on research and development is charged to Statement of Profit and Loss in the year in which it is incurred. Capital expenditure on research and development is considered as an addition to property, plant and equipment.

**IX) TAXATION****i) CURRENT TAX**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company and its subsidiaries and associates operate and generate taxable income. Management periodically evaluates position taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

**ii) DEFERRED TAX**

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the standalone financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

For items recognised in OCI or equity, deferred / current tax is also recognised in OCI or equity.

### X) CASH AND CASH EQUIVALENTS

Cash and Cash Equivalents includes Cash in hand, deposits with bank and interest accrued thereon.

### XI) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

#### Provision

A Provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

#### Contingent liabilities

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

#### Contingent assets

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

### XII) EARNINGS PER SHARE

Earnings per share is calculated by dividing the net profit or loss before OCI for the year by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss before OCI for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

### XIII) DIVIDEND

Dividend distribution (including Dividend Distribution Tax thereon relating to earlier year) to the Company's equity holders is recognized as a liability in the Company's annual accounts in the year in which the dividends are approved by the Company's equity holders.





## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

### NOTE NO.1

#### PROPERTY, PLANT AND EQUIPMENT

(₹ in Lakhs)

Particulars	Gross Block			Depreciation				Net Block	
	As at 1st April, 2022	Additions	Disposals / Adjustments	As at 31st March, 2023	As at 1st April, 2022	For the Year	Disposals / Adjustments	As at 31st March, 2023	As at 31st March, 2023
Land	601.80	-	-	601.80	-	-	-	-	601.80
Leasehold Land (Kudal)	8.19	-	-	8.19	-	-	-	-	8.19
Building (Kudal)	177.12	-	-	177.12	22.44	5.61	-	28.05	149.07
Shed at Umbergaon	-	-	-	-	-	-	-	-	-
Building	439.82	-	-	439.82	317.30	13.09	-	330.39	109.43
Plant & Machinery	855.98	-	-	855.98	693.21	21.74	-	714.94	141.04
Laboratory Apparatus	145.96	-	-	145.96	99.62	7.40	-	107.02	38.94
Air Conditioners	205.50	-	-	205.50	178.04	4.29	-	182.33	23.17
Motor Car	56.15	-	-	56.15	46.75	4.22	-	50.97	5.18
Furniture & Fixtures	39.15	-	-	39.15	38.69	0.09	-	38.78	0.37
Electrical Installation	150.21	-	-	150.21	141.78	0.68	-	142.46	7.75
Office Equipments	21.55	-	-	21.55	18.16	0.53	-	18.69	2.86
Computer	79.71	0.42	-	80.13	76.22	0.60	-	76.82	3.31
Windmill	812.04	-	-	812.04	-	-	-	-	812.04
<b>Total</b>	<b>3,593.17</b>	<b>0.42</b>	<b>-</b>	<b>3,593.59</b>	<b>1,632.21</b>	<b>58.24</b>	<b>-</b>	<b>1,690.44</b>	<b>1,903.16</b>

#### Previous Year

Particulars	Gross Block			Depreciation				Net Block	
	As at 1st April, 2021	Additions	Disposals / Adjustments	As at 31st March, 2022	As at 1st April, 2021	For the Year	Disposals / Adjustments	As at 31st March, 2022	As at 31st March, 2022
Land	601.80	-	-	601.80	-	-	-	-	601.80
Leasehold Land (Kudal)	8.19	-	-	8.19	-	-	-	-	8.19
Building (Kudal)	177.12	-	-	177.12	16.83	5.61	-	22.44	154.68
Shed at Umbergaon	6.53	20.50	27.03	-	-	-	-	-	-
Building	439.82	-	-	439.82	304.21	13.09	-	317.30	122.52
Plant & Machinery	855.78	0.18	-	855.96	667.08	26.13	-	693.21	162.75
Laboratory Apparatus	145.96	-	-	145.96	92.16	7.46	-	99.62	46.34
Air Conditioners	204.36	1.14	-	205.50	171.54	6.50	-	178.04	27.46
Motor Car	56.15	-	-	56.15	45.59	1.16	-	46.75	9.40
Furniture & Fixtures	39.15	-	-	39.15	38.59	0.10	-	38.69	0.46
Electrical Installation	150.21	-	-	150.21	138.86	2.92	-	141.78	8.43
Office Equipments	21.55	-	-	21.55	17.63	0.53	-	18.16	3.39
Computer	79.72	-	-	79.72	75.05	1.17	-	76.22	3.50
Windmill	812.04	-	-	812.04	-	-	-	-	812.04
<b>Total</b>	<b>3,598.38</b>	<b>21.82</b>	<b>27.03</b>	<b>3,593.17</b>	<b>1,567.54</b>	<b>64.67</b>	<b>-</b>	<b>1,632.21</b>	<b>1,960.96</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

## NOTE NO. 2

## OTHER NON CURRENT ASSETS

(₹ in Lakhs)

Particulars	As At 31st March, 2023	As At 31st March, 2022
I Prepaid Expenses	16.26	20.30
<b>Total</b>	<b>16.26</b>	<b>20.30</b>

## NOTE NO. 3

## INVESTMENTS

(₹ in Lakhs)

Particulars	As At 31st March, 2023	As At 31st March, 2022
I Tax Savings Bond	35.00	-
<b>Total</b>	<b>35.00</b>	<b>-</b>

## NOTE NO. 4

## INVENTORIES

(₹ in Lakhs)

Particulars	As At 31st March, 2023	As At 31st March, 2022
I Raw Material	475.46	223.71
II Packing Material	107.47	125.67
III Semi-Finished Goods	81.41	158.65
IV Finished Goods	51.85	163.18
<b>Total</b>	<b>716.20</b>	<b>671.21</b>

## NOTE NO. 5

## FINANCIAL ASSETS - TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	As At 31st March, 2023	As At 31st March, 2022
I Considered Good	1,664.18	1,452.34
<b>Total</b>	<b>1,664.18</b>	<b>1,452.34</b>

## TRADE RECEIVABLES AS ON 31-03-2023, AGEING SCHEDULE IS AS UNDER :

(₹ in Lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed – Considered Good	1,504.75	126.11	33.32	-	-	-	1,664.18

## TRADE RECEIVABLES AS ON 31-03-2022, AGEING SCHEDULE IS AS UNDER :

(₹ in Lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed – Considered Good	1,320.81	99.79	1.29	30.45	-	-	1,452.34



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

### NOTE NO. 6

#### FINANCIAL ASSETS - CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As At 31st March, 2023	As At 31st March, 2022
I Balances with Banks		
- Current Accounts	20.65	281.37
- Unpaid Equity Dividend Accounts	57.73	64.14
II Fixed Deposits with Bank	2,517.69	1,535.98
III Cash in Hand	0.05	0.03
<b>Total</b>	<b>2,596.12</b>	<b>1,881.52</b>

### NOTE NO. 7

#### OTHER CURRENT ASSETS

(₹ in Lakhs)

Particulars	As At 31st March, 2023	As At 31st March, 2022
I. Security Deposits		
Unsecured, Considered Good	37.06	36.38
II. Advance Given to Suppliers		
Unsecured, Considered Good	170.03	38.27
III. Balances with Government Authorities		
Balances in GST Records	552.42	540.93
IV. Duties and Taxes Refundable	184.06	142.17
V. Prepaid Expenses	4.95	4.81
VI. Others	0.10	0.17
<b>Total</b>	<b>948.62</b>	<b>762.73</b>

### NOTE NO. 8

#### CURRENT TAX ASSETS (NET)

(₹ in Lakhs)

Particulars	As At 31st March, 2023	As At 31st March, 2022
I Income Tax Paid (Net of Provisions)	123.06	142.23
<b>Total</b>	<b>123.06</b>	<b>142.23</b>

### NOTE NO. 9

#### SHARE CAPITAL

(₹ in Lakhs)

Particulars	As At 31st March, 2023	As At 31st March, 2022
I. <b>Authorised</b>		
75,00,000 Equity Shares of ₹ 10 each	750.00	750.00
II. <b>Issued</b>		
57,57,300 Equity Shares of ₹ 10 each (57,57,300 Equity Shares of ₹ 10 each fully paid up)	575.73	593.94
III. <b>Subscribed and Paid Up</b>		
57,57,300 Equity Shares of ₹ 10 each	575.73	575.73
<b>Total</b>	<b>575.73</b>	<b>575.73</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

## b) Reconciliation of the Number of Shares

(₹ in Lakhs)

Particulars	As At 31st March, 2023		As At 31st March, 2022	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
Balance at the beginning of the year	57,57,300	575.73	57,57,300	575.73
Issued during the year	-	-	-	-
Balance at the end of the period	57,57,300	575.73	57,57,300	575.73
The Company has not allotted any equity shares for consideration other than cash, bonus shares, nor have any shares been bought back in the 5 years immediately preceding the balance sheet date.				

## c) Shares in the company held by each shareholder holding more than 5% shares :

(₹ in Lakhs)

Sr. No.	Name of Share Holder	As At 31st March, 2023		As At 31st March, 2022	
		No. of Shares	% of Holding	No. of Shares	% of Holding
i.	Jayashree Nair	12,60,000	21.88%	12,60,000	21.88%
ii.	Laxmi Nair	4,64,380	8.07%	4,64,380	8.07%
iii.	Karthika Nair	4,44,980	7.73%	4,44,980	7.73%
iv.	Investors Education & Protection Fund	4,18,607	7.27%	4,10,982	7.14%

## Terms and Rights attached to Equity Shares :

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

## NOTE NO. 10

## OTHER EQUITY

(₹ in Lakhs)

Particulars	As At 31st March, 2023		As At 31st March, 2022	
I Capital Reserve		140.00		140.00
II Securities Premium Account		409.32		409.32
III Revaluation Reserve		132.09		133.48
IV General Reserve		758.69		635.62
V Retained Earnings		3,453.62		2,964.57
<b>Total</b>		<b>4,893.72</b>		<b>4,282.99</b>

## NOTE NO. 11

## NON-CURRENT PROVISIONS

(₹ in Lakhs)

Particulars	As At 31st March, 2023		As At 31st March, 2022	
I Provision for Gratuity (Net)		-		-
II Provision for Leave Encashment		13.94		14.86
<b>Total</b>		<b>13.94</b>		<b>14.86</b>



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

### NOTE NO. 12

#### DEFERRED TAX LIABILITIES (NET)

(₹ in Lakhs)

Particulars	As At 31st March, 2023	As At 31st March, 2022
I Deferred Tax Liabilities on account of :		
- Depreciation on Fixed Assets	8.27	9.68
- Gratuity	0.01	-
II Deferred Tax Assets on account of :		
- Provision for Leave Encashment	(4.68)	(4.54)
- Provision for Gratuity	-	(0.48)
<b>Total</b>	<b>3.60</b>	<b>4.66</b>

### NOTE NO. 13

#### OTHER NON-CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As At 31st March, 2023	As At 31st March, 2022
I Other Payables	54.53	54.53
<b>Total</b>	<b>54.53</b>	<b>54.53</b>

### NOTE NO. 14

#### FINANCIAL LIABILITIES - BORROWINGS

(₹ in Lakhs)

Particulars	As At 31st March, 2023	As At 31st March, 2022
I. <b>Secured</b>		
<b>Loans Repayable on Demand from Banks</b>		
- FBC / EBP / EBD	-	-
- Overdraft	(0.08)	(0.01)
- Packing Credit & Cash Credit	484.83	225.18
<b>Total</b>	<b>484.75</b>	<b>225.17</b>

#### Notes

- FBC / EBP / EBD is secured by Export Bills Sent for Collections / Purchased and Discounted.
- Letter of Credit is secured by goods purchased thereunder.
- Overdraft is secured by Book Debts of the company.
- Packing Credit and Cash Credit is secured by Hypothecation of Stock

### NOTE NO. 15

#### FINANCIAL LIABILITIES - TRADE PAYABLES

(₹ in Lakhs)

Particulars	As At 31st March, 2023	As At 31st March, 2022
I Trade Payables for Goods and Services Unsecured, considered good		
- Outstanding dues of MSME	-	-
- Others	1,891.80	1,645.30
<b>Total</b>	<b>1,891.80</b>	<b>1,645.30</b>

This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

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### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

#### TRADE PAYABLES AS ON 31-03-2023 AGEING SCHEDULE IS AS FOLLOWS :

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
- Unsecured, considered good	1,228.22	652.71	4.65	3.71	2.51	1,891.80

#### TRADE PAYABLES AS ON 31-03-2022 AGEING SCHEDULE IS AS FOLLOWS :

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
- Unsecured, considered good	904.02	721.98	16.79	-	2.51	1,645.30

#### NOTE NO. 16

##### CURRENT PROVISIONS

(₹ in Lakhs)

Particulars	As At 31st March, 2023	As At 31st March, 2022
I Provision for Gratuity	(2.44)	(0.47)
II Provision for Leave Encashment	2.90	1.38
III Provision for CSR Expenses	-	-
<b>Total</b>	<b>0.46</b>	<b>0.91</b>

#### NOTE NO. 17

##### OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As At 31st March, 2023	As At 31st March, 2022
I. Unpaid Dividend	57.73	64.14
II. Duties & Taxes	17.06	15.72
III. Deposits	9.28	7.28
<b>Total</b>	<b>84.07</b>	<b>87.14</b>

Unpaid Dividend does not include any amount to be credited to Investor Education and Protection Fund.

#### NOTE NO. 18

##### REVENUE FROM OPERATIONS

(₹ in Lakhs)

Particulars	2022-23	2021-22
<b>Sale of products</b>		
- Domestic	3,288.43	3,063.59
- Exports	4,095.17	3,791.45
	7,383.60	6,855.03
<b>Other Operating Revenues</b>		
Export Incentives	51.74	82.53
Other Operating Income	10.37	1.84
	62.11	84.37
<b>Total</b>	<b>7,445.71</b>	<b>6,939.40</b>





## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

### NOTE NO. 19

#### OTHER INCOME

(₹ in Lakhs)

Particulars	2022-23	2021-22
Finance Income		
Interest on Bank Deposits (Net)	82.31	87.51
Interest on Investments	1.03	-
Interest on Other Deposits	0.76	0.67
<b>Total</b>	<b>84.10</b>	<b>88.19</b>

### NOTE NO. 20

#### COST OF MATERIAL CONSUMED

(₹ in Lakhs)

Particulars	2022-23	2021-22
<b>Raw Materials Consumed</b>		
Opening Stock	223.71	157.06
Add : Purchases		
- Indigenous	2,161.64	2,667.95
- Imported	2,267.97	1,842.71
	4,653.32	4,667.72
Less : Closing Stock	475.46	223.71
	4,177.86	4,444.01
<b>Packing Materials Consumed</b>		
Opening Stock	125.67	118.76
Add : Purchases	583.66	515.58
Less : Closing Stock	107.47	125.67
	601.86	508.67
<b>Total</b>	<b>4,779.72</b>	<b>4,952.68</b>

### NOTE NO. 21

#### CHANGES IN INVENTORIES

(₹ in Lakhs)

Particulars	2022-23	2021-22
Work in Progress		
Opening	158.65	132.80
Less : Closing	81.40	158.65
	77.25	(25.85)
Finished Goods		
Opening	163.18	134.0
Less : Closing	51.84	163.1
	111.33	(29.12)
<b>Total</b>	<b>188.58</b>	<b>(54.97)</b>

### NOTE NO. 22

#### EMPLOYEE BENEFITS EXPENSES

(₹ in Lakhs)

Particulars	2022-23	2021-22
Salaries, Bonus and others	610.68	576.54
Contribution to Provident and Other Funds	56.89	56.55
Staff Welfare Expenses	28.22	28.89
<b>Total</b>	<b>695.79</b>	<b>661.98</b>

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### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

#### NOTE NO. 23

##### FINANCE COSTS

(₹ in Lakhs)

Particulars	2022-23	2021-22
Finance Costs:		
- Bank Charges & Interest (Net)	15.79	22.53
<b>Total</b>	<b>15.79</b>	<b>22.53</b>

#### NOTE NO. 24

##### DEPRECIATION & AMORTIZATION

(₹ in Lakhs)

Particulars	2022-23	2021-22
Depreciation on Tangible Assets	56.85	63.27
<b>Total</b>	<b>56.85</b>	<b>63.27</b>

#### NOTE NO. 25

##### OTHER EXPENSES

(₹ in Lakhs)

Particulars	2022-23	2021-22
Power, Fuel & Water Charges	173.78	140.83
Repairs and Maintenance	85.97	42.88
Rates & Taxes	9.29	7.61
Insurance	16.90	16.55
Research, Development & Laboratory Expenses	38.14	23.49
Export General Expenses	61.54	25.89
Freight & Transport Charges	133.70	100.04
Commission	63.07	47.41
Conveyance & Motor Car Expenses	5.30	3.48
Legal & Professional Charges	40.52	22.26
Postage & Telephone Expenses	3.22	3.29
Books, Stationary & Subscription	6.96	6.36
Rent	0.60	0.60
Travelling Expenses	9.49	-
Share Listing Fees	3.00	3.00
Sitting Fees	5.00	3.88
General Expenses	8.59	5.22
CSR Expenses	17.74	15.65
Auditors Remuneration	3.50	3.25
<b>Total</b>	<b>686.31</b>	<b>471.69</b>

Particulars	2022-23	2021-22
<b>Details of :</b>		
Repairs and Maintenance		
- Repairs to Building	63.56	15.42
- Repairs to Machineries	15.51	18.20
- Repairs - others	6.90	9.26
Auditors Remuneration		
- Statutory Audit Fees	3.50	3.25
- Certification Fees	-	-



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

Total expenditure on R & D is included in respective heads of accounts as under:

(₹ in Lakhs)

Particulars	2022-23	2021-22
- Cost of materials consumed	7.86	7.18
- Employee benefits expenses	43.94	40.01
- Other expenses	8.67	7.61
<b>Total</b>	<b>60.47</b>	<b>54.81</b>

### Current and Deferred Tax

Particulars	2022-23	2021-22
Current Tax	286.98	233.12
Deferred Tax Liability	(1.41)	(4.79)
Deferred Tax Asset	0.72	4.74
<b>Total</b>	<b>286.29</b>	<b>233.07</b>

The income tax expenses for the year can be reconciled to the accounting profit as follows:

Particulars	2022-23	2021-22
Profit before Tax	1,106.77	955.38
Enacted Tax Rates in India	25.168%	25.168%
Computed Tax Expenses	278.55	240.45
<b>Tax Effect of :</b>		
LTCG Exemption	-	(11.32)
Effect of Non-Deductible Expense	7.04	3.94
<b>Tax Expenses recognised in Statement of Profit and Loss (A)</b>	<b>285.60</b>	<b>233.07</b>
Reversal of Deferred Tax Liability on account of Depreciation	1.41	4.79
Incremental / (Reversal) of Deferred Tax Asset on account of Gratuity	(0.72)	(4.74)
<b>Deferred Tax (Net) (B)</b>	<b>0.69</b>	<b>0.05</b>
<b>Current Tax Provision</b>	<b>286.29</b>	<b>233.12</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

## NOTE NO. 26

## NOTES ON ACCOUNTS

## i) Disclosure as required by Ind AS 108 “Segment Reporting” of the Companies (Indian Accounting Standards) Rules, 2015

Based on the “management approach” as defined in Ind AS 108, the Chief Operating Decision Maker (CODM) evaluates the Company’s performance. In accordance with Ind AS “Operating Segment”, the Company has only one reportable operating segment i.e. Pharmaceuticals.

## ii) Disclosure in accordance with Ind AS – 19 “Employee Benefits”, of the Companies (Indian Accounting Standards) Rules, 2015.

The company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days’ salary multiplied for the number of years of service. The Company makes annual contributions to BDH Industries Limited Employees’ Group Gratuity Cash Accumulation Scheme of LIC, a funded defined benefit plan for qualifying employees.

The following table summarizes the components of net benefit expense recognized in the Statement of Profit and Loss and the funded status and amounts recognized in the balance sheet.

	(₹ in Lakhs)	
Particulars	2022-23	2021-22
<b>Expenses recognised in Statement of Profit &amp; Loss</b>		
Current Service Cost	6.89	7.26
Interest Expenses	6.39	7.06
Expected return on plan assets	(6.66)	(5.84)
<b>Total</b>	<b>6.62</b>	<b>8.48</b>
<b>Expense recognised in Other Comprehensive Income</b>		
Return on plan assets (greater)/less than discount rate	(2.35)	(9.25)
Actuarial (gain)/loss due to experience on DBO	0.76	0.36
<b>Total</b>	<b>(1.59)</b>	<b>(8.89)</b>
<b>Amount recognised in Balance Sheet</b>		
Present value of funded defined benefit obligation	96.99	96.64
Fair value of plan assets	(99.45)	(97.11)
<b>Funded status</b>	<b>(2.44)</b>	<b>(0.47)</b>
Net defined benefit (asset)	<b>(2.44)</b>	<b>(0.47)</b>
<b>Movements in present value of defined benefit obligation</b>		
Present value of defined benefit obligation at the beginning of the year	96.64	116.54
Current service cost	6.89	7.26
Interest cost	6.39	7.06
Actuarial (gain)/loss	(2.35)	(9.25)
Benefits paid	(10.58)	(24.97)
<b>Present value of defined benefit obligation at the end of the year</b>	<b>96.99</b>	<b>96.64</b>
<b>Movements in fair value of the plan assets are as follows :</b>		
Opening fair value of plan assets	97.11	93.85
Expected returns on plan assets	6.66	5.84
Return on plan assets	(0.76)	(0.36)
Contribution from Employer	7.00	22.75
Benefits paid	(10.58)	(24.97)
<b>Closing fair value of the plan asset</b>	<b>99.44</b>	<b>97.11</b>
<b>Remeasurement effect recognised on Other Comprehensive Income</b>		
Actuarial (gain)/loss arising from experience adjustments	(2.35)	(9.25)
Actuarial (gain)/loss on plan assets	0.76	0.36
<b>Total actuarial (gain)/loss included in OCI</b>	<b>(1.59)</b>	<b>(8.89)</b>



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

The principal assumptions used as at the balance sheet date are used for purpose of actuarial valuations were as follows :

(₹ in Lakhs)

Particulars	2022-23	2021-22
Financial Assumption		
Discount Rate	7.40%	6.90%
Salary Increase Rate	4%	4%
Demographic Assumptions		
Mortality Rate	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate
Withdrawal Rate	1% to 3%	1% to 3%
Retirement Age	60 Years	60 Years

### iii) Disclosure as required by Ind AS 24 "Related Parties" of the Companies (Indian Accounting Standards) Rules, 2015

#### a) Directors and Key Management Personnels

Ms. Jayashree Nair	(Chairperson and Managing Director)
Mr. S.C.Kachhara	(Joint Managing Director / CFO)
Ms. Karthika Nair	(Non-Executive Director)
Mr. Bhagirath Singh	(Independent Director)
Mr. Kairav Trivedi	(Independent Director)
Dr. Dinesh Variar	(Independent Director)
Ms. Nikita Phatak	(Company Secretary)

#### b) Enterprise over which Directors' & Key Managerial personnel exercise significant control:

BDH Healthcare Private Limited  
BDH Industries Limited Group Gratuity Cash Accumulation Scheme (Trust)

#### c) Relatives of Directors and Key Management Personnels

Name of Related Party  
Mr. G. L. Kachhara  
Mr. Ankit Kachhara  
Karthika Nair Smarak Samithi

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

## iv) Details of Transactions relating to persons referred to in A, B &amp; C above

(₹ in Lakhs)

	2022-23	2021-22
<b>Remuneration</b>		
i) Ms. Jayashree Nair	100.74	91.08
ii) Mr. S.C.Kachhara	100.74	91.08
iii) Ms. Nikita Phatak	13.51	11.65
iv) Mr. Ankit Kachhara	25.24	22.17
<b>Provident Fund</b>		
i) Ms. Jayashree Nair	10.51	9.50
ii) Mr. S.C.Kachhara	10.51	9.50
iii) Ms. Nikita Phatak	0.81	0.70
iv) Mr. Ankit Kachhara	1.54	1.35
<b>Sitting Fees</b>		
i) Ms. Karthika Nair	0.82	0.70
ii) Mr. Bhagirath Singh	1.43	1.20
iii) Dr. Dinesh Variar	1.32	1.10
iv) Mr. Kairav Trivedi	1.43	0.88
<b>Purchase of Goods</b>		
i) BDH Healthcare Private Limited	-	30.43
<b>Sale of Goods</b>		
i) BDH Healthcare Private Limited	10.38	23.00
<b>Contribution made to Group Gratuity Trust towards premium paid to Life Insurance Corporation of India</b>		
i) BDH Industries Limited Group Gratuity Cash Accumulation Scheme (Trust)	7.00	22.75
<b>Professional Fees Expenses</b>		
i) Mr. G.L.Kachhara	-	0.03
<b>Rent Expenses</b>		
i) Karthika Nair Smarak Samithi	0.60	0.60
<b>CSR Expenses</b>		
i) Karthika Nair Smarak Samithi	4.00	4.50





## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

### v) CSR Expenditure

- a) Gross amount required to be spent by the Company during the year ₹ 17.31 Lakhs  
(previous year ₹ 15.61 Lakhs)

- b) Amount spent by the Company during the year is as follows :

(₹ in Lakhs)

Particulars	2022-23	2021-22
Promotion of Education, Vocational Skills and Livelihood Enhancement Projects	17.74	15.65
<b>Total</b>	<b>17.74</b>	<b>15.65</b>

### vi) Disclosure as required by Ind AS 33 "Earning Per Share" of the Companies (Indian Accounting Standards) Rules, 2015

Earnings Per Share is calculated by dividing the profit after tax by the number of equity shares.

Particulars	2022-23	2021-22
Profit after Tax (₹ in Lakhs)	820.48	722.31
No. of Shares	57,57,300	57,57,300
Basic EPS (₹)	14.25	12.55
Diluted EPS (₹)	14.25	12.55
Nominal Value per Share (₹)	10/-	10/-

### vii) Research and Development Expenditure

(₹ in Lakhs)

Particulars	2022-23	2021-22
Capital Expenditure	-	-
Revenue Expenditure	60.47	54.81

### viii) DIVIDEND

The Board of Directors at its meeting held on May 17, 2023 has recommended a dividend of ₹ 4 per equity share for the year ended March 31, 2023. The declaration and payment of dividend is subject to the approval of the shareholders in the Annual General Meeting.

(₹ in Lakhs)

Proposed Dividend 230.29

### ix) Contingent liabilities not provided for :

(₹ in Lakhs)

Particulars	2022-23	2021-22
i) Bank Guarantees	82.67	78.88
ii) Appeals filed in respect of disputed demands by government authorities against the company		
- Income Tax	2.32	2.32

### x) Capital Management

For the purpose of the Company's capital management, capital includes paid-up equity share capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximize the shareholders' value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust its dividend payment ratio to shareholders, return capital to shareholders or issue fresh shares. The

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

Company monitors capital using a gearing ratio, which is net debt divided by its total capital. The Company includes within its net debt the interest bearing loans and borrowings, trade and other payables less cash and cash equivalents.

	(₹ in Lakhs)	
Particulars	2022-23	2021-22
Borrowings	484.75	225.17
Trade payables	1,891.80	1,645.30
Other payables	138.60	141.67
Less: Cash and cash Equivalents (C&CE)	2,596.12	1,881.52
Net debt	(80.97)	130.62
Total Equity	5,469.45	4,858.72
Capital and Net Debt Gearing Ratio	-	2.69%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets the financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the lending institutions to immediately call back the loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing the capital during the years ended March 31, 2023 and March 31, 2022.

### xi) Analytical Ratios

Ratio	Numerator	Denominator	Units	31/03/2023	31/03/2022
Current Ratio	Current assets	Current liabilities	No. of times	2.46	2.51
Debt Equity Ratio	Total Debt	Shareholder's Equity	No. of times	0.09	0.05
Net Profit Ratio	Net Profit	Total Income	Percentage	10.90%	10.28%
Return on Equity	Net Profit after taxes	Average Shareholder's Equity	Percentage	15.89%	15.76%
Return on Capital Employed	EBIT	Capital employed	Percentage	20.52%	19.20%
Trade Receivable Turnover Ratio	Revenue from Operations	Average Account Receivable	No. of times	4.78	4.67
Trade payable Turnover Ratio	Net Credit Purchase	Average Trade Payables	No. of times	2.83	2.97
Inventory Turnover Ratio	Revenue from Operations	Average Inventory	No. of times	10.73	11.43
Net capital turnover ratio	Revenue from Operations	Average Working Capital	No. of times	2.28	2.61
Debt Service Coverage Ratio	Earnings available to Debt Service	Debt Service	No. of times	56.56	33.87
Return on Investment	Income generated from invested funds	Average invested funds	Percentage	5%	NA



- xii)** Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current years classification disclosure.
- xiii)** Balance sheet, statement of profit and loss, cash flow statement, statement of changes in equity, statement of significant policies and the other explanatory notes forms an integral part of the financial statements of the Company for the year ended March 31, 2023.

As per our report of even date attached.

For **CLB & Associates**

*Chartered Accountants*

Firm Registration Number 124305W

**S. SARUPRIA**

*Partner*

Membership No.035783

Mumbai, May 17, 2023

For and on Behalf of the Board

**JAYASHREE NAIR**

*Chairperson &  
Managing Director*

DIN : 00027467

**S.C. KACHHARA**

*Joint Managing  
Director & CFO*

DIN : 00019666

**NIKITA PHATAK**

*Company Secretary*  
FCS-10547

## **BDH : Commitment**

- **Wide Range of Products in several Therapeutical Applications**
  - **Products at Economical Rates with value Added Services**
    - **Assist MOH / DHS at Affordable Rates : ROW Market**
    - **Strengthen International NGOs at Reasonable Rates**
    - **Global Reach - Exporting to more than 30 countries**

*Health Care*



*Mankind*



*Worldwide*

## **BDH : Product Range**

- Analgesic/Antipyretic
- Acaricide
- Antiprotozoal
- Antiseptics
- Anti-Tuberculosis
- Antiasthmatics / Broncodilators
- Anticancer
- Antidiabetics
- Antifungal
- Antispasmodics

- Antiviral
- Anxiolytic / Antidepressants Sedative
- NSAID
- Narcotic-Analgesic
- Trichological
- Antacids
- Anthelmintics
- Anti-Glaucoma
- Anti-Psychotics
- Anti-Allergics

- Antibacterial
- Anticonvulsants
- Anti-Emetics
- Antimalarial
- Antiulcer
- Corticosteroids
- Cardiovascular
- Diuretics
- Vitamins & Minerals
- Skin Protective



**BDH**  
**Industries Ltd.**

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