

1st

ANNUAL REPORT

OF

**ACCRETION PHARMACEUTICALS LIMITED
(CIN: U21004GJ2023PLC146545)**

FOR FINANCIAL YEAR 2023-2024

COMPANY INFORMATION

BOARD OF DIRECTORS

Harshad Nanubhai Rathod	Promoter Director
Hardik Mukundbhai Prajapati	Promoter Director
Mayur Popatlal Sojitra	Promoter Director
Vivek Ashok Kumar Patel	Promoter Director
Grishma A Shewale	Additional Independent Director
Shaym Bhadresh Kapadia	Additional Independent Director
Vijay Bharatbhai Anadkat	Additional Independent Director

STATUTORY AUDITOR

M/s. KMV & CO

CHARTERED ACCOUNTANTS

506, Aaryan Work Space 2, Opp. Vasundhara Society, Near Navkar Public School,
Gulbai Tekra, Ahmedabad-380006, Gujarat, India

BANKER

Indian Bank

Paldi Branch

REGISTERED OFFICE

ACCRETION PHARMACEUTICALS LIMITED

CIN: U21004GJ2023PLC146545

PAN: AAZCA7550K

Reg. Office: 29 Xcelon Ind Park 1, B/h Intas Pharmaceuticals,
Vasna Chacharvadi, Sanand, Ahmedabad-382213, Gujarat, India

E-Mail: info@accretion.co.in

NOTICE

NOTICE is hereby given that the 1st Annual General Meeting of the Members of Accretion Pharmaceuticals Limited will be held on Saturday, 13th July, 2024 at 1:00 P.M. at the registered office of the company situated at 29 Xcelon Ind Park 1, B/h Intas Pharmaceuticals, Vasna Chacharvadi, Sanand, Ahmedabad-382213, Gujarat, India to transact the following businesses at shorter notice:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended 31st March, 2024 along with the Reports of Board of Directors and Auditors thereon.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT the audited financial statements of the Company for the financial year ended 31st March 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted”

2. To appoint a director in place of Mr. Harshad Nanubhai Rathod, Director (DIN: 09108392), who retires by rotation and being eligible, offers himself for re-appointment.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Harshad Nanubhai Rathod (DIN: 09108392), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

3. Appointment of M/s. NGST & Associates, Chartered Accountants, (Firms Registration No. 135159W), as Statutory Auditor:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s. NGST & Associates, Chartered Accountants, (Firms Registration No. 135159W), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 1st Annual General Meeting till the conclusion of the 06th Annual General Meeting of the Company to be held in the year 2029, at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by Board of Directors in consultation with the Auditors.”

SPECIAL BUSINESS:

4. Appointment of Mr. Vivek Ashok Kumar Patel (DIN: 09130357) as Managing Director of the company.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 2(54), 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Person) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with relevant clause of the Articles of Association of the Company, consent of Members of the Company be and is hereby accorded for appointment of Mr. Vivek Ashok Kumar Patel (DIN: 09130357) as Managing Director of the company to oversee and manage the day to day affairs of the Company and who has consented to act as such, for a period of 5 (Five) years commencing from 09/07/2024 and ending 08/07/2029 and shall not be liable to retire by rotation on terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his appointment);

RESOLVED FURTHER THAT the terms and the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting shall be deemed to form part hereof and in the event of inadequacy or absence of profits, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to the Managing Director;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of appointment and / or remuneration, within limits permissible under the Act and, and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution in such manner as may be agreed between the Board and Mr. Vivek Ashok Kumar Patel."

5. Revision in Remuneration of Mr. Mayur Popatlal Sojitra, (DIN: 09108404) as Executive Director of the company.

To consider and, if thought fit, to pass the following resolution as **Special Resolution:**

"RESOLVED THAT subject to the provisions of 196 & 197 of the Companies Act, 2013 and rules made there under and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act, consent of the members is be and hereby given for change in terms of remuneration of Mr. Mayur Popatlal Sojitra (DIN: 09108404), Executive Director of the Company w.e.f. 09/07/2024

on such terms and conditions as set out in the explanatory statement annexed to the notice conveying this meeting and whose office shall be liable to determination by retirement of directors by rotation (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his appointment);

RESOLVED FURTHER THAT in terms of Schedule V of the Companies Act, 2013 as amended from time to time, the Board of Directors be and are hereby authorized to vary or increase the remuneration including the basic Salary, Commission, Perquisites, Allowances etc. within such prescribed limits;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this resolution.”

6. Revision in Remuneration of Mr. Hardik Mukundbhai Prajapati (DIN: 09108403) as Executive Director of the company.

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT subject to the provisions of 196 & 197 of the Companies Act, 2013 and rules made there under and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act, consent of the members is be and hereby given for change in terms of remuneration of Mr. Hardik Mukundbhai Prajapati (DIN: 09108403), Executive Director of the Company w.e.f. 09/07/2024 on such terms and conditions as set out in the explanatory statement annexed to the notice conveying this meeting and whose office shall be liable to determination by retirement of directors by rotation (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his appointment);

RESOLVED FURTHER THAT in terms of Schedule V of the Companies Act, 2013 as amended from time to time, the Board of Directors be and are hereby authorized to vary or increase the remuneration including the basic Salary, Commission, Perquisites, Allowances etc. within such prescribed limits;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this resolution.”

7. Revision in Remuneration of Mr. Harshad Nanubhai Rathod (DIN: 09108392) as Executive Director and CFO of the company.

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT subject to the provisions of 196 & 197 of the Companies Act, 2013 and rules made there under and other applicable provisions, if any, of the

Companies Act, 2013 read with Schedule V of the Act, consent of the members is be and hereby given for change in terms of remuneration of Mr. Harshad Nanubhai Rathod (DIN: 09108392), Executive Director and CFO of the Company w.e.f. 09/07/2024 on such terms and conditions as set out in the explanatory statement annexed to the notice conveying this meeting and whose office shall be liable to determination by retirement of directors by rotation (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his appointment);

RESOLVED FURTHER THAT in terms of Schedule V of the Companies Act, 2013 as amended from time to time, the Board of Directors be and are hereby authorized to vary or increase the remuneration including the basic Salary, Commission, Perquisites, Allowances etc. within such prescribed limits;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this resolution.”

8. To consider and approve the appointment of Mr. Vijay Bharatbhai Anadkat as Professional Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Vijay Bharatbhai Anadkat (DIN: 09578670), who was appointed as an Additional Director, designated as an Independent Director, with effect from 09/07/2024 and who holds office pursuant to provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual general Meeting or the last date on which the Annual General Meeting for Financial Year 2023-24 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a period of five years with effect from 09/07/2024 till 08/07/2029;

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”

9. To consider and approve the appointment of Mr. Shyam Bhadresh Kapadia as Professional Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Shyam Bhadresh Kapadia (DIN: 10672090), who was appointed as an Additional Director, designated as an Independent Director, with effect from 09/07/2024 and who holds office pursuant to provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual general Meeting or the last date on which the Annual General Meeting for Financial Year 2023-24 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a period of five years with effect from 09/07/2024 till 08/07/2029;

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”

10. To consider and approve the appointment of Ms. Grishma A Shewale as Professional Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Grishma A Shewale (DIN: 10685826), who was appointed as an Additional Director, designated as an Independent Director, with effect from 09/07/2024 and who holds office pursuant to provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual general Meeting or the last date on which the Annual General Meeting for Financial Year 2023-24 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a

notice in writing from a member signifying her intention to propose her as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a period of five years with effect from 09/07/2024 till 08/07/2029;

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”

11. To authorise directors to sell, lease or otherwise dispose of the Property or undertaking of the Company u/s 180(1)(a) of the Companies Act, 2013

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession of earlier resolution passed by the Company in this regard and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, consent of the members be accorded to create charge, hypothecation, mortgage on any movable and/or immovable properties/assets of the Company wheresoever situated, both present and future and on the whole or substantially the whole of the undertaking or the undertakings of the Company in favour of any banks, financial institutions, hire purchase/lease companies, body corporate or any other persons on such terms and conditions as the Board may think fit, for the benefit of the Company and as agreed between Board and lender(s) towards security for borrowing of funds from time to time, not exceeding Rs. 1,00,00,00,000/- (Rupees One Hundred Crores only) for the purpose of business of the Company or otherwise as per the requirements of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and any other statutory and procedural formalities to be complied with in this regard;

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”

12. To exercise borrowing powers u/s 180(1)(c) of the Companies Act, 2013

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of earlier resolution passed by the Company in this regard and pursuant to Section 180(1)(c) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) & any other applicable laws and provisions of Articles of Association of the Company, consent of the Members be accorded for increasing the overall borrowing limit of the Company for an amount not exceeding Rs. 1,00,00,00,000/- (Rupees One Hundred Crores only) and to borrow such moneys or sum of moneys, from time to time, at its discretion, with or without security and upon such terms and conditions as the Board may think fit, for the purpose of business of the Company, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business), will exceed aggregate of the paid up capital of the Company and its free reserves, provided that the total amount borrowed and outstanding at any point of time shall not exceed Rs. 1,00,00,00,000/ (Rupees One Hundred Crores only);

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”

13. To approve issuance of Bonus Shares

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and in terms of Article 44 of the Articles of Association of the Company the consent of the members be and is hereby accorded that a sum of Rs. 3,87,00,000/- (Rupees Three Crore Eighty-Seven Lacs Only) be capitalized as Bonus Equity shares out of free reserve and surplus and Securities Premium Account, and distributed amongst the Equity Shareholders by issue of 38,70,000 Equity shares of Rs. 10/- each credited as fully paid to the Equity Shareholders in the proportion of 9 Equity share for every 10 Equity shares held by them on the record date to be decided by the Board and that such new shares, as and when issued and fully paid, shall rank pari passu with the existing equity shares.

“RESOLVED FURTHER THAT:

- a. Those shareholders to whom the bonus shares are allotted within the time prescribed in the Companies Act, 2013 shares held in dematerialized form, the Bonus shares will be credited to the respective demat account of the holders.

- b. No members shall entitle to a fraction of an equity shares as a result of implementation of this resolution and no certificate or coupon or cash shall be issued for fraction of equity shares and the bonus shall be rounded to the lower integer.
- c. All fractions of bonus equity shares shall be ignored and accordingly the number of issuances of bonus share may be reduced.

“RESOLVED FURTHER THAT the Bonus Shares so issued shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”

Place: Ahmedabad
Date: 10/07/2024

For, and on Behalf of the Board of Directors of
ACCRETION PHARMAEUTICALS LIMITED

sd/-
Harshad Rathod
Director & CFO
DIN: 09108392

sd/-
Vivek Patel
Managing Director
DIN: 09130357

Registered Office:
29 Xcelon Ind Park 1, B/h Intas Pharmaceuticals,
Vasna Chacharvadi, Sanand,
Ahmedabad-382213, Gujarat, India

NOTES:

- 1. A member entitled to attend and vote at annual general meeting is entitled to appoint a proxy, to attend and vote at annual general meeting, and such proxy need not be a member of the company.**
- 2. The Proxy form in order to be valid and effective must be delivered to the Company at the registered office of the company at least Forty-Eight hours before time for commencement of the meeting.**
- 3. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10% of total share capital of the Company. In case of a member who is holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.**
- 4. The instrument appointing proxy shall be duly signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, it shall be under its seal or be signed by an officer or an attorney duly authorized by it.**
5. Members are requested to intimate promptly change, if any, in their registered address at the registered office of the company.
6. Members/Proxies should bring attendance slip sent herewith duly filled in for attending the meeting.
7. Members desiring any information as regards the accounts are requested to write to the company at least 10 days before the date of the meeting, so as to enable the management to keep the information ready.
8. To promote green initiative, members are requested to register their e-mail addresses at registered office of the Company for sending the future communications by e-mail.
9. All documents referred to in the Notice or in the accompanying Explanatory Statement are available for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 10.00 a.m. to 1.00 p.m. prior to the date of the Annual General Meeting and shall also be available for inspection at the meeting.
10. Brief resume of the Directors seeking appointment and re-appointment as prescribed under the Secretarial Standards issued by the Institute of Company Secretaries of India is annexed hereto and forms part of the notice.

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013:

Item No.: 4

The Board of Directors, at its meeting held on 09/07/2024, subject to approval of members, approved the appointment of Mr. Vivek Ashok Kumar Patel as Managing Director designated as Managing Director of the Company for a period of 5 years i.e., from 09/07/2024 to 08/07/2029, on the terms and conditions, including the remuneration payable to Mr. Vivek Ashok Kumar Patel, as contained in this explanatory statement.

The key factors that were considered by the Board while recommending the appointment of Mr. Vivek Ashok Kumar Patel are given below:

- Having entrepreneurial ambition almost all his life, a MBA (Pharma) from a premier institute D Y PATIL Mumbai. It was the perfect breeding ground for developing a sound business perspective. Having had a vision for the Indian Pharmaceutical Market. Vivek dabbled in the field by completing his bachelor in Pharmacy (LJIP, Ahmedabad). Vivek has also experience of working environment in manufacturing unit when he got his training at Alive Pharma, Ahmedabad. To tack himself to a next level, he did Pharma MBA to gain knowledge and insights of pharmaceutical market. After completion of MBA he thrived the marketing field by joining Merck Ltd (Germany based MNC) as Marketing Executive in Ahmadabad area for 3 years. During his work in Merck, Vivek has gained significant knowledge of Marketing Chain, Logistics, as well as Finance. Vivek has diversified experience in both production as well as marketing field of the industry since last 14 years.

Mr. Vivek Ashok Kumar Patel is neither disqualified from being appointed as a Director in terms of Section 164(2) read with Schedule V of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation including his consent to be appointed as a Managing Director of the Company

In terms of the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for time being in force) and relevant provisions of Articles of Association of the Company, appointment of the Managing Director requires approval of the Members.

During the Financial Year under review, as the Profits of the Company is inadequate and therefore the remuneration payable to the Managing Director exceeds the limit prescribed under the relevant provisions of the Companies Act, 2013.

The details of remuneration payable to Mr. Vivek Ashok Kumar Patel, for the period 09/07/2024 to 08/07/2027 despite inadequacy or absence of profits is as under:

1.	Basic Salary	Not Exceeding Rs. 2,00,000 per month with such increases as may be determined by the Board from time to time as per the rules of the Company
2.	Incentive and Variable Pay	As per the Policy of the Company
3.	Perquisites	As per the Policy of the Company
4.	Retirement benefits	Payable in accordance with the Rules of the Company and the Fund.
Such other allowances, perquisites, amenities, facilities and benefits as per the Rules of the Company as applicable to the Managing Director and as may be permitted and approved by the Board of Directors to be paid to the Managing Director		

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

Except Mr. Vivek Ashok Kumar Patel and his relatives, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise in this resolution.

Disclosures as required to be made to the members for payment of remuneration in case of inadequacy of profits in accordance with the provisions of Companies Act, 2013 and schedule V is set out below:

1. General Information:

1.	Nature of Industry	Engaged in Manufacturing and Trading of Pharmaceutical Products
2.	Date or expected date of commencement of commercial production	Company is operating since the day of its Incorporation
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	In the very first year of Incorporation company has reported Turnover of Rs. 13,35,24,554 and has reported Net Profit after Tax of Rs. 1,49,29,219
5.	Foreign Investments or collaborations, if any	Not Applicable

2. Information about the appointee:

1.	Background details	As per Explanatory Statement attached to this Notice
----	--------------------	--

2.	Past remuneration	Rs. 1,00,000 p.m.
3.	Recognition and awards	Nil
4.	Job profile and his sustainability	As per Explanatory Statement attached to this Notice
5.	Remuneration proposed	As per Explanatory Statement attached to this Notice
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr. Vivek Ashok Kumar Patel is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Not related to any of the Directors and KMP of the Company

3. Other Information:

1.	Reasons of loss or inadequate profits	The Company is expected to achieve adequate profits. However, in case due to any uncertain event if company fails to achieve adequate profits it is desirable to take approval of shareholders as part of good corporate governance practice.
2.	Steps taken or proposed to be taken for improvement	The Company will take significant steps for the overall growth and development in case of inadequate profits.
3.	Expected increase in productivity and profits in measurable terms	The Company is expected to grow in coming years and directors of the Company plan to continue to tread the path of optimum utilization of resources resulting in increase in productivity, profit and overall growth.

Details of Directors seeking appointment/re-appointment at the 1st Annual General Meeting Pursuant to Secretarial Standard on General Meetings (SS-2) is annexed and Marked as Annexure-1 to this Notice

The Board recommends the Special resolution set out in Item No. 4 for approval of Members.

Item No.: 5

Mr. Mayur Popatlal Sojitra is one of the first directors of the Company since incorporation i.e., with effect from 29/11/2023. He has made valuable contribution in field of business planning, optimization utilization of resources and implementation of proper internal control in the organization.

Board of Directors in view of the invaluable contribution of Mr. Mayur Popatlal Sojitra to the Company has approved to change his remuneration not exceeding Rs. 2,00,000 per month w.e.f., 09/07/2024 at their meeting held on 09/07/2024 subject to the approval of members on the terms and conditions as set out in this resolution.

In compliance with the provisions of 152, 196 and 197 read with schedule V of the Companies Act, 2013 and rules made there under change in remuneration of Mr. Mayur Popatlal Sojitra as specified above is now being placed before the Members for their approval.

Except Mr. Mayur Popatlal Sojitra and his relatives, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise in this resolution.

Disclosures as required to be made to the members for payment of remuneration in case of inadequacy of profits in accordance with the provisions of Companies Act, 2013 and schedule V is set out below:

1.	Basic Salary	Not exceeding Rs. 2,00,000 per month with such increases as may be determined by the Board from time to time as per the rules of the Company
2.	Incentive and Variable Pay	As per the Policy of the Company
3.	Perquisites	As per the Policy of the Company
4.	Retirement benefits	Payable in accordance with the Rules of the Company and the Fund.

Such other allowances, perquisites, amenities, facilities and benefits as per the Rules of the Company as applicable to the Executive Director and as may be permitted and approved by the Board of Directors to be paid to the Executive Director

1. General Information:

1.	Nature of Industry	Engaged in Manufacturing and Trading of Pharmaceutical Products
2.	Date or expected date of commencement of commercial production	Company is operating since the day of its Incorporation
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

4.	Financial performance based on given indicators	In the very first year of Incorporation company has reported Turnover of Rs. 13,35,24,554 and has reported Net Profit after Tax of Rs. 1,49,29,219
5.	Foreign Investments or collaborations, if any	Not Applicable

2. Information about the appointee:

1.	Background details	As per Explanatory Statement attached to this Notice
2.	Past remuneration	Rs. 1,00,000 p.m.
3.	Recognition and awards	Nil
4.	Job profile and his sustainability	As per Explanatory Statement attached to this Notice
5.	Remuneration proposed	As per Explanatory Statement attached to this Notice
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr. Mayur Popatlal Sojitra is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Not related to any of the Directors and KMP of the Company

3. Other Information:

1.	Reasons of loss or inadequate profits	The Company is expected to achieve adequate profits. However, in case due to any uncertain event if company fails to achieve adequate profits it is desirable to take approval of shareholders as part of good corporate governance practice.
2.	Steps taken or proposed to be taken for improvement	The Company will take significant steps for the overall growth and development in case of inadequate profits.
3.	Expected increase in productivity and profits in measurable terms	The Company is expected to grow in coming years and directors of the Company plan to continue to tread the path of optimum utilization of resources resulting in increase in productivity, profit and overall growth.

Details of Directors seeking appointment/re-appointment at the 1st Annual General Meeting Pursuant to Secretarial Standard on General Meetings (SS-2) is annexed and Marked as Annexure-1 to this Notice

The Board recommends the Special resolution set out in Item No. 5 for approval of Members.

Item No.: 6

Mr. Hardik Mukundbhai Prajapati is one of the first directors of the Company since incorporation i.e., with effect from 29/11/2023. He has made valuable contribution in field of business planning, optimization utilization of resources and implementation of proper internal control in the organization.

Board of Directors in view of the invaluable contribution of Mr. Hardik Mukundbhai Prajapati to the Company has approved to change his remuneration not exceeding Rs. 2,00,000 per month w.e.f., 09/07/2024 at their meeting held on 09/07/2024 subject to the approval of members on the terms and conditions as set out in this resolution.

In compliance with the provisions of 152, 196 and 197 read with schedule V of the Companies Act, 2013 and rules made there under change in remuneration of Mr. Hardik Mukundbhai Prajapati as specified above is now being placed before the Members for their approval.

Except Mr. Hardik Mukundbhai Prajapati and his relatives, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise in this resolution.

Disclosures as required to be made to the members for payment of remuneration in case of inadequacy of profits in accordance with the provisions of Companies Act, 2013 and schedule V is set out below:

1.	Basic Salary	Not exceeding Rs. 2,00,000 per month with such increases as may be determined by the Board from time to time as per the rules of the Company
2.	Incentive and Variable Pay	As per the Policy of the Company
3.	Perquisites	As per the Policy of the Company
4.	Retirement benefits	Payable in accordance with the Rules of the Company and the Fund.
Such other allowances, perquisites, amenities, facilities and benefits as per the Rules of the Company as applicable to the Executive Director and as may be permitted and approved by the Board of Directors to be paid to the Executive Director		

1. General Information:

1.	Nature of Industry	Engaged in Manufacturing and Trading of Pharmaceutical Products
----	--------------------	---

2.	Date or expected date of commencement of commercial production	Company is operating since the day of its Incorporation
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	In the very first year of Incorporation company has reported Turnover of Rs. 13,35,24,554 and has reported Net Profit after Tax of Rs. 1,49,29,219
5.	Foreign Investments or collaborations, if any	Not Applicable

2. Information about the appointee:

1.	Background details	As per Explanatory Statement attached to this Notice
2.	Past remuneration	Rs. 1,00,000 p.m.
3.	Recognition and awards	Nil
4.	Job profile and his sustainability	As per Explanatory Statement attached to this Notice
5.	Remuneration proposed	As per Explanatory Statement attached to this Notice
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr. Mayur Popatlal Sojitra is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Not related to any of the Directors and KMP of the Company

3. Other Information:

1.	Reasons of loss or inadequate profits	The Company is expected to achieve adequate profits. However, in case due to any uncertain event if company fails to achieve adequate profits it is desirable to take approval of shareholders as part of good corporate governance practice.
2.	Steps taken or proposed to be taken for improvement	The Company will take significant steps for the overall growth and development in case of inadequate profits.

3.	Expected increase in productivity and profits in measurable terms	The Company is expected to grow in coming years and directors of the Company plan to continue to tread the path of optimum utilization of resources resulting in increase in productivity, profit and overall growth.
----	---	---

Details of Directors seeking appointment/re-appointment at the 1st Annual General Meeting Pursuant to Secretarial Standard on General Meetings (SS-2) is annexed and Marked as Annexure-1 to this Notice

The Board recommends the Special resolution set out in Item No. 6 for approval of Members.

Item No.: 7

Mr. Harshad Nanubhai Rathod is one of the first directors of the Company since incorporation i.e., with effect from 29/11/2023. He has made valuable contribution in field of business planning, optimization utilization of resources and implementation of proper internal control in the organization.

Board of Directors in view of the invaluable contribution of Mr. Harshad Nanubhai Rathod to the Company has approved to change his remuneration not exceeding Rs. 2,00,000 per month w.e.f., 09/07/2024 at their meeting held on 09/07/2024 subject to the approval of members on the terms and conditions as set out in this resolution.

In compliance with the provisions of section 203, 152, 196 and 197 read with schedule V of the Companies Act, 2013 and rules made there under change in remuneration of Mr. Harshad Nanubhai Rathod as specified above is now being placed before the Members for their approval.

Except Mr. Harshad Nanubhai Rathod and his relatives, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise in this resolution.

Disclosures as required to be made to the members for payment of remuneration in case of inadequacy of profits in accordance with the provisions of Companies Act, 2013 and schedule V is set out below:

1.	Basic Salary	Not exceeding Rs. 2,00,000 per month with such increases as may be determined by the Board from time to time as per the rules of the Company
2.	Incentive and Variable Pay	As per the Policy of the Company
3.	Perquisites	As per the Policy of the Company
4.	Retirement benefits	Payable in accordance with the Rules of the Company and the Fund.
Such other allowances, perquisites, amenities, facilities and benefits as per the Rules of the Company as applicable to the Executive Director and as may be permitted and approved by the Board of Directors to be paid to the Executive Director		

1. General Information:

1.	Nature of Industry	Engaged in Manufacturing and Trading of Pharmaceutical Products
2.	Date or expected date of commencement of commercial production	Company is operating since the day of its Incorporation
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	In the very first year of Incorporation company has reported Turnover of Rs. 13,35,24,554 and has reported Net Profit after Tax of Rs. 1,49,29,219
5.	Foreign Investments or collaborations, if any	Not Applicable

2. Information about the appointee:

1.	Background details	As per Explanatory Statement attached to this Notice
2.	Past remuneration	Rs. 1,00,000 p.m.
3.	Recognition and awards	Nil
4.	Job profile and his sustainability	As per Explanatory Statement attached to this Notice
5.	Remuneration proposed	As per Explanatory Statement attached to this Notice
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr. Harshad Nanubhai Rathod is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Not related to any of the Directors and KMP of the Company

3. Other Information:

1.	Reasons of loss or inadequate profits	The Company is expected to achieve adequate profits. However, in case due to any uncertain event if company fails to achieve adequate profits it is desirable to take approval of shareholders as part of good corporate governance practice.
2.	Steps taken or proposed to be taken for improvement	The Company will take significant steps for the overall growth and development in case of inadequate profits.
3.	Expected increase in productivity and profits in measurable terms	The Company is expected to grow in coming years and directors of the Company plan to continue to tread the path of optimum utilization of resources resulting in increase in productivity, profit and overall growth.

Details of Directors seeking appointment/re-appointment at the 1st Annual General Meeting Pursuant to Secretarial Standard on General Meetings (SS-2) is annexed and Marked as Annexure-1 to this Notice

The Board recommends the Special resolution set out in Item No. 7 for approval of Members.

Item No.: 8

Mr. Vijay Bharatbhai Anadkat (DIN: 09578670), was appointed by the Board as an Additional Director with effect from 09/07/2024 consequent to his appointment as Independent Director of the Company, in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder. As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Mr. Vijay Bharatbhai Anadkat (DIN: 09578670), as an Additional Director, holds office upto the date of this Annual General Meeting

Accordingly, the Company has received a notice from a member proposing candidature of Mr. Vijay Bharatbhai Anadkat (DIN: 09578670), for the office of Director in terms of Section 160 of the Companies Act, 2013. Mr. Vijay Bharatbhai Anadkat (DIN: 09578670) has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014.

Brief Profile of Mr. Vijay Bharatbhai Anadkat (DIN: 09578670):

Mr. Vijay Bharatbhai Anadkat is Sole Proprietor of the Firm namely M/s. Vijay Bharatbhai Anadkat Associates and also Designated Partner of M/s. Vast & Co. Company Secretaries LLP.

He is well versed in managing company secretarial functions and ensuring compliance with statutory provisions under companies act/ other statutes, Intellectual Property laws and finance.

Copy of the draft letters for his appointment as Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on any working day upto the date of the Meeting.

The Company has also received the consent in writing to act as a Director, and an intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.

Pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, additional information about Mr. Vijay Bharatbhai Anadkat is annexed in Annexure I to this Resolution.

Mr. Vijay Bharatbhai Anadkat does not hold any shares/securities in the Company, either in her individual capacity or on a beneficial basis for any other person.

Except Mr. Vijay Bharatbhai Anadkat and his relatives, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise in this resolution.

The Board recommends the ordinary resolution set out in Item No. 8 for approval of Members.

Item No.: 9

Mr. Shyam Bhadresh Kapadia (DIN: 10672090), was appointed by the Board as an Additional Director with effect from 09/07/2024 consequent to his appointment as Independent Director of the Company, in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder. As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Mr. Shyam Bhadresh Kapadia (DIN: 10672090), as an Additional Director, holds office upto the date of this Annual General Meeting

Accordingly, the Company has received a notice from a member proposing candidature of Mr. Shyam Bhadresh Kapadia (DIN: 10672090), for the office of Director in terms of Section 160 of the Companies Act, 2013. Mr. Shyam Bhadresh Kapadia (DIN: 10672090) has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act,

2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014.

Brief Profile of Mr. Shyam Bhadresh Kapadia (DIN: 10672090):

Mr. Shyam Bhadresh Kapadia is an accomplished Company Secretary holding Fellow Membership (FCS – 13082) of The Institute of Company Secretaries of India. He also holds a degree of Bachelor of Laws. With a track record of more than 6 (six) years, he has gained comprehensive practical experience in the fields of Secretarial and Legal Compliance, Capital Markets and Securities Laws. Additionally, he holds certifications of Certified CSR Professional and Securities Laws conducted by The Institute of Company Secretaries of India.

Currently, he is the Company Secretary & Compliance Officer of Steamhouse India Limited, where he has been rendering his services since July, 2022. Prior to his engagement at Steamhouse India Limited, and during the period of 2018-2022, he had worked at esteemed organizations such as Laxmi Diamond Private Limited, Bigbloc Construction Limited (Main Board BSE & NSE Listed Company) and Kaushik Nahar & associates in a similar capacity to his current role.

He acts as a primary point of contact for shareholders, regulators and other stakeholders on governance-related matters. He facilitates seamless communication between the board, management and external parties, thereby ensuring transparency and effective stakeholder engagement.

As a Fellow Company Secretary and Law Graduate with more than six years of experience in Secretarial and Legal Compliance for both listed and unlisted companies, Mr. Shyam Bhadresh Kapadia has demonstrated expertise in various areas, including but not limited to Compliance with Company Law, Securities Laws (LODR, ICDR, PIT, SAST, SBEBSE), Stock Exchange regulations for Listed and Unlisted Companies, and LLPs; Hands-on experience in handling the Listing of Securities on the Main Board IPO; Conducting Due Diligence and Audit processes, and liaison with Lead Managers, intermediaries and statutory authorities; Efficiently conducting Board, Committees and Shareholders Meetings in real time; Drafting of Annual Reports, Meeting Papers, Agendas, Minutes and Constitutional Documents of the Company; Preparing and filing forms, disclosures, documents, reports and XBRL filings with the Ministry of Corporate Affairs, Stock Exchanges and other authorities; Liaison with various stakeholders and statutory authorities including but not limited to ROC/MCA, SEBI, NSE, BSE, NSDL, CDSL, RTA, legal advisors, auditors and investors; Managing issues related to physical shares, unclaimed/unpaid dividends and IEPF claims; Drafting and vetting legal documents, letters, agreements, MOUs, legal notices, petitions, and responses to notices; Handling commercial litigation and legal matters, including but not limited to civil notices and claims, criminal matters (e.g., cheque bounce cases), handling IBC cases with NCLT in collaboration with attorneys/lawyers; certificate compliances and fulfilling legal requirements and procedural aspects with various company departments; and Hands-on experience in issuance of Debentures and Equity Shares through Private Placement.

Copy of the draft letters for his appointment as Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on any working day upto the date of the Meeting.

The Company has also received the consent in writing to act as a Director, and an intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.

Pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, additional information about Mr. Shyam Bhadresh Kapadia is annexed in Annexure I to this Resolution.

Mr. Shyam Bhadresh Kapadia does not hold any shares/securities in the Company, either in her individual capacity or on a beneficial basis for any other person.

Except Mr. Shyam Bhadresh Kapadia and his relatives, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise in this resolution.

The Board recommends the ordinary resolution set out in Item No. 9 for approval of Members.

Item No.: 10

Ms. Grishma A Shewale (DIN: 10685826), was appointed by the Board as an Additional Director with effect from 09/07/2024 consequent to his appointment as Independent Director of the Company, in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder. As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Ms. Grishma A Shewale (DIN: 10685826), as an Additional Director, holds office upto the date of this Annual General Meeting

Accordingly, the Company has received a notice from a member proposing candidature of Ms. Grishma A Shewale (DIN: 10685826), for the office of Director in terms of Section 160 of the Companies Act, 2013. Ms. Grishma A Shewale (DIN: 10685826) has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014.

Brief Profile of Ms. Grishma A Shewale:

Ms. Grishma A Shewale is currently working as Company Secretary and Compliance Officer at I Secure Credit & Capital Services Limited.

She is competent, dynamic and qualified Company Secretary from The Institute of Company Secretaries of India; accented with latest trends and advancements of the field/ company laws and determination to carve a successful career in the industry.

She is well versed in managing company secretarial functions and ensuring compliance with statutory provisions under companies act/ other statutes. Good knowledge of conducting Board/ Committee/ General Meetings, compliances with Company Law requirements & Listing requirement and drafting required documents.

She is skilled in conducting board of Directors Meeting, Executive Committee Meeting as required under Companies Act involving issuance of notices, drafting agenda, recording minutes & preparing annual reports. Adroit in preparing & filing necessary documents, registers, forms & returns as required under the statutory acts.

She is focused and hardworking professional equipped with thorough knowledge and technical understanding coupled with an analytic bent of mind and confident to take challenging assignments. Ability to work accurately and quickly prioritize, coordinate & consolidate tasks with excellent communication, interpersonal, time management and presentation skills.

Copy of the draft letters for her appointment as Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on any working day upto the date of the Meeting.

The Company has also received the consent in writing to act as a Director, and an intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.

Pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, additional information about Ms. Grishma A Shewale is annexed in Annexure I to this Resolution.

Ms. Grishma A Shewale does not hold any shares/securities in the Company, either in her individual capacity or on a beneficial basis for any other person.

Except Ms. Grishma A Shewale and her relatives, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise in this resolution.

The Board recommends the ordinary resolution set out in Item No. 10 for approval of Members.

Item No.: 11

Members of the Company are further to note that section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of the Company shall

exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the Company, only with the approval of the members of the Company by way of special resolution.

Explanation (i) to section 180(1)(a) of the Companies Act, 2013 states that the meaning of an “undertaking” shall mean an undertaking in which the investment of the Company exceeds twenty per cent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total income of the Company during the previous financial year.

Explanation (ii) to section 180(1)(a) of the Companies Act, 2013 states that the meaning of “substantially the whole of the undertaking” in any financial year shall mean twenty per cent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

Board proposed above resolution as the company is planning for expansion by set up of new plant and machinery, which may need to borrow fund consequently need to create charge over assets of the company.

None of the Directors or Key Managerial Personnel of the Company or the relatives thereof are concerned or interested in this resolution except to the extent of their shareholding in the Company.

The Board recommends the Special resolution set out in Item No. 11 for approval of Members.

Item No.: 12

The Company requires to borrow funds from time to time to meet both its short term and long terms business objectives, from various external agencies like banks, financial institutions, bodies corporate or other kind of lenders.

According to section 180 (1) (c) of the Companies Act, 2013, the total amount of such borrowings as well as the outstanding at any time cannot exceed the aggregate of paid up capital and free reserves of the Company, except with the consent of the members. The Company felt that the said limit is not adequate and needs enhancement, accordingly the resolution has been proposed to increase the limits of borrowing to Rs. 100.00 Crores.

None of the Directors or Key Managerial Personnel of the Company or the relatives thereof are concerned or interested in this resolution except to the extent of their shareholding in the Company.

The Board recommends the Special resolution set out in Item No. 12 for approval of Members.

Item No.: 13

The Board of Directors at their meeting held on 10/07/2024 have recommended the issue of bonus shares subject to approval of the Shareholders in the proportion of 9:10 i.e. 9 (Nine) new equity share of Rs.10/- each of the Company for every 10 (Ten) existing equity share of Rs.10/- each fully paid up of the Company held by the shareholders on Record Date to be hereafter fixed by the Board or any officers authorized by the Board, by capitalization of a sum of Rs. 3,87,00,000/- (Rupees Three Crore Eighty-Seven Lacs Only) from the free Reserves and the securities premium account. The same is proposed to be applied in full by issuing at par 38,70,000 new equity shares of Rs.10/- each as bonus shares. Consequently, the paid-up equity share capital of the Company would increase to 8,17,00,000/- consisting of 81,70,000 equity shares of Rs.10/- each

The new equity bonus shares to be allotted and issued shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid equity shares of the Company.

Pursuant to the provisions of Section 63 of the Companies Act, 2013, approval of the Members is required for issuance of Bonus Shares to the Members of the Company by way of passing a Ordinary Resolution. Accordingly, the resolutions set out at Item No. 13 seek approval of the Members for Issue of Bonus Shares to the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company or the relatives thereof are concerned or interested in this resolution except to the extent of their shareholding in the Company.

The Board of Directors is of the opinion that the aforesaid issue of Bonus shares, is in the best interest of the Company and hence recommends passing of the resolutions set out at Item No. 13 as Ordinary Resolution.

Annexure I

Details of Directors seeking appointment/re-appointment at the 1st Annual General Meeting (Pursuant to Secretarial Standard on General Meetings (SS-2)):

Name of the Director	Grishma Ajayrao Shewale	Mr. Vijay Bharatbhai Anadkat	Mr. Shyam Bhadresh Kapadia	Vivek Ashok Kumar Patel	Mayur Popatlal Sojitra	Hardik Mukundbhai Prajapati	Harshad Nanubhai Rathod
DIN	10685826	09578670	10672090	09130357	09108404	09108403	09108392
Date of Birth	20/06/1992	25/06/1988	10/04/1991	05/12/1987	30/07/1987	09/12/1987	11/06/1986
Nationality	Indian	Indian	Indian	Indian	Indian	Indian	Indian
Age	32 Years	36 Years	33 Years	36 Years	36 Years	36 Years	37 Years
Qualifications	Company Secretary, LLB, M.com, B.com	Company Secretary, M.B.A., B.B.A	Company Secretary, Bachelor of Law, Bachelor of Commerce.	Bachelor in Pharmacy, MBA (Pharma)	Bachelor in Pharmacy, MBA (Pharma)	Master in Pharmacy	Bachelor in Pharmacy
Experience (including expertise in specific functional area) / Brief Resume	Experience of approximately 8 Years in Secretarial and Legal matters	Well versed with Companies Act, 2013 and Intellectual Property Law and is having professional expertise in the said field of more than 10 years.	More than 6 years' Experience in Secretarial and Legal Compliance for both listed and unlisted companies	He holds Bachelor of Pharmacy degree from LJIP Ahmadabad. He has diversified experience in both production as well as marketing field of the industry since last 14 years.	He holds Bachelor of Pharmacy degree from Gujarat University. An Honour MBA (International Business) from a prestigious university (University of Greenwich, London) from UK helped him to build the	He holds Bachelor of Pharmacy degree from LJIP Ahmadabad. He is having more than 14 years of Pharmaceutical Production Experience.	He has done bachelor in Pharmacy from Gujarat University and MBA from Madhyanchal professional university, Bhopal. Harshad has altogether working Experience of Pharmaceutical sector more

					strong business acumen. Furthermore, having had worked in Pharmaceutical Industries since last 12 years has given him vision to expand for the regulatory market in pharmaceutical industry.		than 14 years. Currently, He Handles new development, regulatory work and Finance in the company
Terms and Conditions of Appointment alongwith details of remuneration including sitting fees	Appointed as an Independent Director of the Company and will be paid sitting fees for attending Board and Committee meetings of the Company during his tenure.	Appointed as an Independent Director of the Company and will be paid sitting fees for attending Board and Committee meetings of the Company during his tenure.	Appointed as an Independent Director of the Company and will be paid sitting fees for attending Board and Committee meetings of the Company during his tenure.	Given in the Explanatory Statement annexed to this notice	Given in the Explanatory Statement annexed to this notice	Given in the Explanatory Statement annexed to this notice	Given in the Explanatory Statement annexed to this notice
Remuneration last drawn by such person, if applicable	No remuneration was drawn by the Director from the Company	No remuneration was drawn by the Director from the Company	No remuneration was drawn by the Director from the Company	Rs. 1,00,000 per month	Rs. 1,00,000 per month	Rs. 1,00,000 per month	Rs. 1,00,000 per month
Date of first	09/07/2024	09/07/2024	09/07/2024	29/11/2023	29/11/2023	29/11/2023	29/11/2023

appointment on the Board							
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2024	Nil	Nil	Nil	9,60,000 Equity Shares of Rs. 10 each amounting to Rs. 96,00,000 in the total paid up shareholding of the Company	9,60,000 Equity Shares of Rs. 10 each amounting to Rs. 96,00,000 in the total paid up shareholding of the Company	9,60,000 Equity Shares of Rs. 10 each amounting to Rs. 96,00,000 in the total paid up shareholding of the Company	9,60,000 Equity Shares of Rs. 10 each amounting to Rs. 96,00,000 in the total paid up shareholding of the Company
Relationship with other Directors / Key Managerial Personnel	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Number of meetings of the Board attended during the financial year 2023-24	Not Applicable since Appointed as on 09/07/2024 and no any Board Meeting held since her appointment	Not Applicable since Appointed as on 09/07/2024 and no any Board Meeting held since her appointment	Not Applicable since Appointed as on 09/07/2024 and no any Board Meeting held since her appointment	4 (Four)	4 (Four)	4 (Four)	4 (Four)
Directorships of other Boards as on March 31, 2024	Nil	Nil	Nil	Accretion Nutraveda Private Limited – Director	<ul style="list-style-type: none"> • Accresha Lifecare Private Limited – Director • Accretion 	<ul style="list-style-type: none"> • Accresha Lifecare Private Limited – Director • Accretion 	Accretion Nutraveda Private Limited – Director

					Nutraveda Private Limited – Director	Nutraveda Private Limited – Director	
Membership / Chairmanship of Committees of other Boards as on March 31, 2024	Nil	Nil	Nil	Nil	Nil	Nil	Nil

PROXY FORM

1st Annual General Meeting of Accretion Pharmaceuticals Limited
[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of Member(s) (IN BLOCK LETTERS)			
Registered Address (IN BLOCK LETTERS)			
No. of Shares Held		Folio No.	
E-Mail Id			

I/We, being the member(s) of _____ Equity shares of Accretion Pharmaceuticals Limited, hereby appoint:

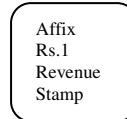
Name			
Address			
E-Mail Id		Signature	
or failing him			
Name			
Address			
E-Mail Id		Signature	
or failing him			
Name			
Address			
E-Mail Id		Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 01st Annual General Meeting of the Company, to be held on Saturday, 13th July, 2024 at 1:00 P.M. at registered office of the company situated at 29 Xcelon Ind Park 1, B/h Intas Pharmaceuticals, Vasna Chacharvadi, Sanand, Ahmedabad-382213, Gujarat, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	
1.	To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended 31st March, 2024 along with the Reports of Board of Directors and Auditors thereon)
2.	To appoint a director in place of Mr. Harshad Nanubhai Rathod, Director (DIN: 09108392), who retires by rotation and being eligible, offers himself for re-appointment
3.	Appointment of M/s. NGST & Associates, Chartered Accountants, (Firms Registration No. 135159W), as Statutory Auditor
Special Business	
4.	Appointment of Mr. Vivek Ashok Kumar Patel (DIN: 09130357) as Managing Director of the company
5.	Revision in Remuneration of Mr. Mayur Popatlal Sojitra, (DIN: 09108404) as Executive Director of the company
6.	Revision in Remuneration of Mr. Hardik Mukundbhai Prajapati, (DIN: 09108403) as Executive Director of the company
7.	Revision in Remuneration of Mr. Harshad Nanubhai Rathod, (DIN: 09108392) as Director and CFO of the company
8.	To consider and approve the appointment of Mr. Vijay Bharatbhai Anadkat as Professional Independent Director of the Company

9.	To consider and approve the appointment of Mr. Shyam Bhadresh Kapadia as Professional Independent Director of the Company
10.	To consider and approve the appointment of Ms. Grishma A Shewale as Professional Independent Director of the Company
11.	To authorise directors to sell, lease or otherwise dispose of the Property or undertaking of the Company u/s 180(1)(a) of the Companies Act, 2013
12.	To exercise borrowing powers u/s 180(1)(c) of the Companies Act, 2013
13.	To approve issuance of Bonus Shares

Signed this..... day of July, 2024



Signature of shareholder

Signature of first proxy holder

Notes:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

01st Annual General Meeting of Accretion Pharmaceuticals Limited

Name of Shareholder	
No. of Equity Shares Held	
Folio No./DP ID & Client ID	

I hereby record my presence at the 1st Annual General Meeting of Members of Accretion Pharmaceuticals Limited, held Saturday, 13th July, 2024 at 1:00 P.M. at registered office of the company situated at 29 Xcelon Ind Park 1, B/h Intas Pharmaceuticals, Vasna Chacharvadi, Sanand, Ahmedabad-382213, Gujarat, India.

Name of Member / Proxy/Authorized Representative Signature of Member / Proxy/Authorised Representative
(IN BLOCK LETTERS)

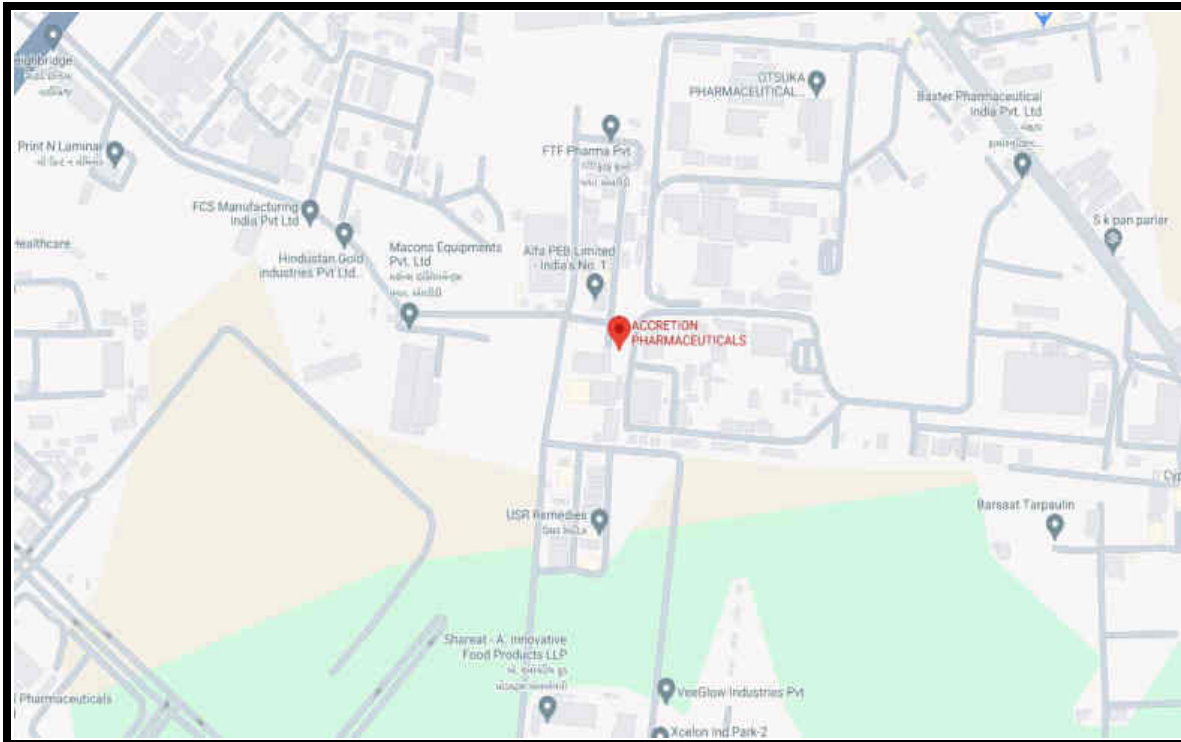
Note:

1. Please fill up this attendance Slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report at the AGM.

Route map to the venue of the 01st Annual General Meeting

Venue: 29 Xcelon Ind Park 1, B/h Intas Pharmaceuticals, Vasna Chacharvadi, Sanand, Ahmedabad-382213, Gujarat, India.

Landmark: Macons Equipment





**Independent Auditors' Report
To the Members of Accretion Pharmaceutical Limited**

Report on the Financial Statements

Opinion

We have audited the accompanying financial statements of **Accretion Pharmaceuticals Limited ("the Company")** which comprises the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 principles generally accepted in India;

- a) In the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2024,
- b) In case of Statement of Profit & Loss, of the **Profit** for the year ended on that date, and
- c) In case of Cash Flow Statement, cash flow for the year ended on that date.

Basis for Opinion

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

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have nothing to report in this regard.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the "Management Discussion and Analysis" and "Director's Report", but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.





Responsibility of Management and those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the company's financial reporting process

Auditor's Responsibility for the Audit of the Financial Statements

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.





- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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

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.

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 financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 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 the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 1. the Company has no material pending litigations as on balance sheet date;
 2. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.





3. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2024.
4. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("intermediaries"), with the understanding, whether recoded 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 Funding Party ("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 (which are material either individually or in aggregate) have been received by the Company from any person or entity, including foreign entity ("funding parties"), with the understanding, whether recoded in writing or otherwise, that the company shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been 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 (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- h) With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act:
In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.
- i) Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

Place: Ahmedabad
Date: 29/06/2024



For K M V & CO.
Chartered Accountants
Firm Regn. No.139787W

Patel Monali

Partner
Mem. No. 159927
UDIN – 24159927BKEPYY3224



ANNEXURE – A TO THE AUDITORS' REPORT

The Annexure referred to in our Independent Auditors' Report to the members of Accretion Pharmaceuticals Limited ("the Company") on the Financial Statements for the year ended 31st March, 2024, we report that:

- i. (a) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - (b) According to the information and explanation given to us, all the property, plant and equipment have been physically verified by the management during the year and we are informed that the management on such verification has noticed no material discrepancies. In our opinion the frequency of verification is reasonable.
 - (c) The title deeds of immovable properties are held in the name of the company except that they are mortgaged to bank as per the report given by the external valuer during the year and as per the management and we have relied upon the same.
 - (d) The Company has not revalued its property, plant and equipment during the year. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment does not arise.
 - (e) Based on the information and explanations furnished to us, no proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise.
- ii. (a) The management has conducted physical verification of inventory at reasonable intervals during the year. As explained to us, there is no material discrepancy noticed on physical verification of inventory as compared to book records.
 - (b) During the year, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks on the basis of security of current assets. The Company has filed quarterly returns or statements with such banks, which are in agreement with the unaudited books of account.
- iii. The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in register maintained under section 189 of the Companies Act, 2013 ('the Act'). Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
 - iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
 - v. The Company has not accepted any deposits from the public.
 - vi. To the best of our knowledge and belief and according to the information and explanation given to us, no cost records are required to be maintained by the Company under the Companies (Cost Audit Rules), 2014.
 - vii. a. According to the information and explanation given to us and on the basis of our examination of the records of the Company, the company is regular in depositing with the appropriate authorities undisputed statutory dues including provident fund, income tax, value added tax, duty of customs, service tax, Goods and Service Tax, cess and other material statutory dues applicable to it.





- b. There were no material undisputed amounts payable in respect of provident fund, income tax, value added tax, duty of customs, service tax, Goods and Service Tax, cess and other material statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.
- c. According to the information and explanations given to us, there are no material dues of provident fund, income tax, value added tax, duty of customs, service tax, Goods and Service Tax, cess which have not been deposited with the appropriate authorities on account of any dispute.
- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961 (43 of the 1961).
- ix. a. The company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the order is not applicable.
- b. The company has not been declared willful defaulter by any bank or financial institution or government or government authority.
- c. The company has not taken any term loan therefore reporting under clause 3(ix)(c) and (d) of the order is not applicable.
- d. On an overall examination of the financial statements of the company, the company does not have any subsidiary, associate or joint venture and therefore clause 3(ix)(e) and (f) of the order is not applicable.
- x. a. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x) of the Order is not applicable.
- b. The Company has made preferential allotment of shares during the year. As per the information and explanation given to us, requirements of section 42 of the Companies Act, 2013 have been complied with and the amount raised have been used for the purposes for which the funds were raised.
- xi. a. According to the information and explanations given to us, no material fraud by company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- b. During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor / secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c. During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, and as represented to us by the management, no whistle-blower complaints have been received during the year by the Company. Accordingly, the reporting under clause 3(xi)(c) of the Order is not applicable to the Company.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xiii) of the Order is not applicable.
- 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 sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.





- xiv. In our opinion and according to the information and explanation given to us, internal audit is not applicable to the company considering the size and nature of its business.
- xv. According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xvi) of the Order is not applicable.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, paragraph 3(xvii) of the Order is not applicable.
- xvii. Based on examination of records, the company has not incurred cash loss in current year. The company was incorporated on 29 November 2023 hence reporting of previous year is not applicable.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause (xviii) is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when they fall due.
- xx. As at balance sheet date, the Company does not have any amount remaining unspent under Section 135(5) of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable.

Place: Ahmedabad
Date: 29/06/2024



For K M V & CO.
Chartered Accountants
Firm Regn. No139787W

Fateh Monani

Partner
Mem. No. 159927
UDIN -24159927BKEPYY3224



ANNEXURE – B TO THE AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (l) of Sub-Section 143 of The Companies Act, 2013 ("The Act")

We have audited the internal financial controls over financial reporting of **Accretion Pharmaceuticals Limited** ('the company'), as of 31 March 2024, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;





Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

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.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2024, 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.

Place: Ahmedabad
Date: 29/06/2024



For K M V & CO.
Chartered Accountants
Firm Regn. No. 139787W

Patel Manank

Partner
M. No. 159927
UDIN -24159927BKEPYY3224

Particulars	Note	Amount (In Thousands)
A Equity and Liabilities		
1 Shareholder's Fund		
Share Capital	2	40,000
Reserves and Surplus	3	14,929
Total		54,929
2 Non Current Liabilities		
Long-Term Borrowings	4	69,107
Deferred Tax Liabilities (Net)	5	14
		69,121
3 Current Liabilities		
Short-Term Borrowings	6	65,671
Trade Payables	7	65,775
Other Current Liabilities	8	299
Short Term Provisions	9	12,895
		144,640
Total		268,690
B Assets		
I Non-Current Assets		
Property, Plant & Equipments:	10	52,546
Long Term Loans and Advances	11	1,338
Deferred Tax Assets		-
		53,885
II Current Assets		
Inventory	12	144,758
Trade Receivables	13	58,044
Cash and Cash Equivalents	14	916
Short Term Loans and Advances	15	10,541
Other Current Assets	16	545
		214,805
Total		268,690
- Summary of Significant Accounting Policies	1	
- The accompanying notes are an integral part of the financial statements		

As per our report of even date

For K M V & Co.
Chartered Accountants
FRN 139787W

Patel Monark

Monark S. Patel
Partner
Mem. No. 159927
UDIN: 24159927BKPEYY3224



For Accretion Pharmaceuticals Limited

H. N. Rathod

HARSHAD RATHOD
Director
DIN -09108392

Vivek Patel

VIVEK PATEL
Director
DIN - 09130357

Place: Ahmedabad
Date: 29/06/2024

Place: Ahmedabad
Date: 29/06/2024

ACCRETION PHARMACEUTICALS LIMITED

CIN - U21004GJ2023PLC146545

Statement of profit and loss for the period 29/11/2023 to 31/03/2024

Particulars	Note	Amount (in Thousands except EPS)
I Revenue From Operations	17	133,525
II Other Income	18	547
III Total Revenue (I+II)		134,071
IV Expences		
Cost of Goods Sold	19	93,660
Employee Benefits	20	9,008
Finance Cost	21	4,672
Depreciations and amortisation		2,235
Other Expenses	22	4,546
Total Expenses		114,121
V Profit before extraordinary Items		19,950
Extraordinary Items		-
Profit before Tax		19,950
VI Tax Expenses		
Current tax		5,008
Deferred tax		14
VII Profit After Tax		14,929
VIII Earning per Share	24	
Basic EPS		11.08
Diluted EPS		11.08
Summary of Significant Accounting Policies	1	
The accompanying notes are an integral part of the financial statements		

As per our report of even date

For K M V & Co.
Chartered Accountants
FRN 139787W

Patel Monark



Monark S.Patel
Partner
Mem. No. 159927
UDIN: 24159927BKPEYY3224

For Accretion Pharmaceuticals Limited

H. N. Rathod.
HARSHAD RATHOD
Director
DIN -09108392

Vivek Patel
VIVEK PATEL
Director
DIN - 09130357

Place: Ahmedabad
Date: 29/06/2024

Place: Ahmedabad
Date: 29/06/2024

ACCRETION PHARMACEUTICALS LIMITED

Cash Flow Statement for the year ended 31 March 2024

		For the year ended 31 March, 2024
A.	Cash flow from operating activities :	
	Net (Loss)/ profit before tax	19,950
	Adjustment For :	
	Depreciation	2,235
	Interest paid	4,672
	Operating (Loss)/ profit before working capital changes	26,857
	Adjustment For :	
	Trade & other receivables	(70,469)
	Inventories	(144,758)
	Trade and other payables	66,075
	Cash generated from/ (used in) operations	(122,295)
	Income tax paid	7,887
	Net cash generated from/(used in) operating activities - I	(114,408)
B.	Cash flow from investing activities :	
	Payments for property, plant and equipment	(54,781)
	Interest income	-
	Dividend received	-
	Proceeds from property, plant and equipment	-
	Purchase of non current investments	-
	Net cash (used) in investing activities - II	(54,781)
C.	Cash flow from financing activities	
	Proceeds from issue of equity shares	40,000
	(Repayment)/ proceed of/ from long term borrowings	134,778
	Interest paid	(4,672)
	Net cash (used) in/ generated from financing activities - III	170,106
	Net increase/ (decrease) in cash and cash equivalents	916
	Opening balance of cash & cash equivalents	-
	Closing balance of cash & cash equivalents	916

Notes:

1. Cash & cash equivalents represents cash and bank balances.
2. Figures in brackets represents cash outflow.

As per our Report of Even Date

For K M V & Co.
Chartered Accountants
FRN 139787W

Patel Monark

Monark S. Patel
Partner
Mem. No. 159927

Place: Ahmedabad
Dated: 29/06/2024



For Accretion Pharmaceuticals Limited

H. N. Rathod
HARSHAD RATHOD
Director
DIN -09108392

Vivek Patel
VIVEK PATEL
Director
DIN - 09130357

ACCRETION PHARMACEUTICALS LIMITED

Notes forming part of financial statements for the period ended 31 March 2024

Particulars	Note	As at 31 March 2024 (Amount in Thousand)
-------------	------	---

Share Capital	2	
Authorised Share Capital		
40,00,000 (PY - Nil) Equity Shares of Rs. 10 each		<u>40,000</u>

Issued, Subscribed & Paid up Share Capital		
40,00,000 (PY - Nil) Equity Shares of Rs. 10 each		40,000

Reconciliation of shares outstanding at the beginning and at the end of the reporting year

Equity Shares	No of Shares	Amount
At the beginning of the year	-	-
Additions	4,000,000	40,000
Deductions	-	-
at the end of the year	<u>4,000,000</u>	<u>40,000</u>

Number of shares held by person holding more than 5% of outstanding share capital of each class

Particulars	as at 31 March 2024	
	No of Shares	% of Class
Equity Shares		
Mr. Harshad N Rathod	960,000	24
Mr. Mayur P Sojitra	960,000	24
Mr. Vivek A Patel	960,000	24
Mr. Hardik M Prajapati	960,000	24
	<u>3,840,000</u>	<u>96</u>

Rights, preferences and restrictions attached to shares
Equity Shares

The company has only one class of equity share having a par value of ₹10 per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Shareholding of Promoters
Shares held by promoters at the end of the year
As at 31st March 2024

Name of the Shareholder	No. of shares as on 31 Mar 2024	% of holding	% Change during the year
Mr. Harshad N Rathod	960,000	24	100
Mr. Mayur P Sojitra	960,000	24	100
Mr. Vivek A Patel	960,000	24	100
Mr. Hardik M Prajapati	960,000	24	100

Bonus shares issued in last 5 years Nil

Right shares issued in last 5 years Nil

Reserves and Surplus
Securities premium

Opening balance	-
Add: Addition during the year	-

Profit and Loss A/c

Opening Balance	-
Add: Current Year	14,929
	<u>14,929</u>
	<u>14,929</u>



ACCRETION PHARMACEUTICALS LIMITED
Notes forming part of financial statements for the period ended 31 March 2024

Particulars	Note	As at 31 March 2024 (Amount in Thousand)
Long Term Borrowings	4	
Secured Loans from Banks:		
Term Loan		6,081
Term Loan - Solar Plant		3,751
Vehicle Loan		968
Unsecured Loans:		
Unsecured Loans from Banks and NBFC		28,223
Unsecured Loans from Directors and relatives of Directors		30,084
		69,107
Refer note 6 below for terms of loans and securities offered		
Unsecured Loans from Banks and NBFC carries ROI between 14% to 18% with repayment period between 24 months to 48 months.		
Deferred Tax Liabilities (Net)	5	
Deferred Tax Liabilities		
Depreciation of Property, Plant and Equipment		14
		14
Short-Term Borrowings	6	
Secured		
Working Capital Loan From Indian Bank		41,564
Current maturities of Long Term Borrowings		24,107
		65,671
Terms of loans and securities offered:		
Term loan from Indian bank is secured against exclusive hypothecation of plant & machinery purchased out of bank's finance along-with all other fixed assets of the company. It carries ROI @ 9.55% and payable in 24 monthly installments.		
Term loan from Indian bank is secured against exclusive hypothecation of solar plant being purchased out of bank's finance. It carries ROI @ 10.50% and payable in 48 monthly installments.		
Vehicle loans are secured against vehicles. Generally carries ROI @ 11.5% payable in 60 installments.		
These loans are further secured by Equitable Mortgage of land and building situated at 28-29, Xcelon Industrial Park-1, Behind Intas Pharmaceuticals, At. Vasna-Chachrawadi, TA Sanand admeasuring 1565 Sq. Mts.		
Further secured by personal guarantees of Mr. Mayur Popatial Sojitra, Mr. Vivek Ashokkumar Patel, Mr. Harshad Nanubhai Rathod, Mr. Hardik Mukundbhai Prajapati		
Trade Payables	7	
Due to Micro, Small and Medium Enterprises		-
Due to related parties		-
Others		65,775
		65,775
Refer 7.1 for ageing analysis		



ACCRETION PHARMACEUTICALS LIMITED
Notes forming part of financial statements for the period ended 31 March 2024

Particulars	Note	As at 31 March 2024 (Amount in Thousand)
<u>Other Current Liabilities</u>	8	
TDS/TCS Payable		75
RCM GST Payable		6
Unpaid Expenses		100
Other statutory dues payable		118
Total		299
<u>Short Term Provisions</u>		
Provision for Income Tax (Net of Advance Tax and TDS)		12,895
Total		12,895
<u>Long Term Loans and Advances</u> (Unsecured, considered good)	11	
Security deposit		1,338
Total		1,338
<u>Inventories</u>	12	
Raw Material		50,986
Packing Material		29,822
Work in Progress		53,418
Finished Goods		10,533
Total		144,758
<u>Trade Receivables</u>	13	
Unsecured, considered good*		58,044
Unsecured, considered doubtful		
Less :- Provision of Doubtful Debts		-
Total		58,044
Refer 12.1 for ageing analysis		
<u>Cash & Cash Equivalents</u>	14	
Cash and cash equivalents shall be classified as		
- Cash on hand		916
- Balances with banks (Current Accounts)		-
Total		916
<u>Short Term Loans and Advances</u> (Unsecured, considered good)	15	
Advance recoverable in cash or kind		1,719
Balance with revenue authorities		8,822
Total		10,541
<u>Other Current Assets</u> (Unsecured, considered good)	16	
Preliminary expenses (to the extent not written off)		545
		545



ACCRETION PHARMACEUTICALS LIMITED
Notes forming part of financial statements for the period ended 31 March 2024

Note : 10 Property, Plant and Equipment and Intangible Assets

Sr. No.	Name of the Asset	Gross Carrying Amount (In Thousands)				Depreciation/Impairment (Amount in Thousands)			Net Carrying Amount (In Thousands)	
		As at 29 November 2023	Additions	Disposals	As at 31 March 2024	As at 29 November 2023	For the year	As at 31 March 2024	As at 31 March 2024	As at 29 November 2023
a:	Property, Plant & Equipments									
	Air conditioner	136.64	-	-	136.64	-	7.23	7.23	129.41	136.64
	Bus	1,790.17	-	-	1,790.17	-	94.73	94.73	1,695.45	1,790.17
	Camera	19.14	75.86	-	95.01	-	1.83	1.83	93.17	19.14
	Computer	54.20	-	-	54.20	-	10.01	10.01	44.19	54.20
	Eco car	153.12	-	-	153.12	-	8.10	8.10	145.02	153.12
	Electric fitting	15.51	-	-	15.51	-	0.43	0.43	15.07	15.51
	Factory Building	16,118.16	-	-	16,118.16	-	447.65	447.65	15,670.50	16,118.16
	Fire fighting equipment	2.44	-	-	2.44	-	0.13	0.13	2.31	2.44
	Furniture & Fixtures	202.61	-	-	202.61	-	15.34	15.34	187.27	202.61
	Good lift	6.35	-	-	6.35	-	0.34	0.34	6.01	6.35
	Inverter Battery	164.50	-	-	164.50	-	8.71	8.71	155.80	164.50
	Land	4,798.00	-	-	4,798.00	-	-	-	4,798.00	4,798.00
	Led tv	25.96	-	-	25.96	-	1.37	1.37	24.59	25.96
	Plant & Machinery	25,633.41	-	-	25,633.41	-	1,356.40	1,356.40	24,277.01	25,633.41
	Mobile	275.61	-	-	275.61	-	14.58	14.58	261.03	275.61
	Printer	164.97	-	-	164.97	-	8.73	8.73	156.24	164.97
	Refrigerator	27.86	-	-	27.86	-	1.47	1.47	26.39	27.86
	Solar plant	4,532.85	-	-	4,532.85	-	239.86	239.86	4,293.00	4,532.85
	Water cooler	34.71	-	-	34.71	-	1.84	1.84	32.87	34.71
	Water treatment plant	21.74	521.03	-	542.77	-	15.58	15.58	527.19	21.74
	Weight scale	6.20	-	-	6.20	-	0.33	0.33	5.87	6.20
	Total	54,184.15	596.89	-	54,781.05	-	2,234.65	2,234.65	52,546.39	54,184.15



ACCRETION PHARMACEUTICALS LIMITED

Notes forming part of financial statements for the period ended 31 March 2024

Particulars	Note	For the period ended 31 March 2024 (Amount in Thousand)
<u>Revenue From Operations</u>	17	
<u>Domestic Sales:</u>		
Manufactured Goods		123,809
Traded Goods		-
<u>Export Sales</u>		
Manufactured Goods		9,716
Traded Goods		-
Total		133,525
<u>Other Income</u>	18	
Duty Drawback		179
Foreign Exchange Gain / Loss		113
Other income		255
		547
<u>Cost of Goods Sold</u>	19	
Opening Stock		121,033
Add: Purchase of Goods		109,540
Add: Direct expenses		7,845
Less: Closing Stock		144,758
Total		93,660
<u>Employee Benefit Expenses</u>	20	
Salary, Allowance & Bonus		7,561
Directors' remuneration		1,100
Contribution to PF & ESIC		188
Staff welfare expenses		160
Total		9,008
<u>Finance Cost</u>	21	
Interest on Loan		2,565
Other Finance Cost		1,977
Bank Charges and Commissions		131
Total		4,672



ACCRETION PHARMACEUTICALS LIMITED

Notes forming part of financial statements for the period ended 31 March 2024

Particulars	Note	For the period ended 31 March 2024 (Amount in Thousand)
<u>Other Expenses</u>	22	
Auditor's Remuneration		100
Commission expenses		77
Freight Inward		20
Legal and Professional Fees		606
Exhibition Expense		180
Preliminary expenses written off		136
Repairs and maintenance - Building		532
Repairs and maintenance - Machinery		142
Repairs and maintenance - Other		27
Rates and taxes		122
Travelling and Conveyance Expenses		176
Transportation expense		1,087
Rent Expenses		80
Stationery, Printing and courier expense		467
Testing charges		451
Miscellaneous expenses		344
Total		4,546



Note No 1 - Significant Accounting Policies

Company Information

Accretion Pharmaceutical Ltd was incorporated on 29 November 2023 as per Companies Act, 2013. The main objective of the company is to manufacture, process, trade, import, export, assemble, distribute, formulate, develop, consult, test and deal in all kind of Drugs, Pharmaceuticals, Ayurvedic, Nutraceutical, Pesticides, Dyestuffs etc.

Summary of significant accounting policies

a) Method of Accounting :

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the accounting standards notified under the Companies (Accounts) Rules, 2014 under section 133 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013.

b) Use of Estimates

The preparation of financial statements requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expense during the period. Examples of such estimates include provisions for doubtful receivables, employee benefits, provision for income taxes, accounting for contract costs expected to be incurred, the useful lives of depreciable fixed assets and provisions for impairment. Future results could differ due to changes in these estimates and the difference between the actual results and the estimates are recognised in the period in which the results are known/materialise.

c) Income Recognition :

Revenue from the sale of goods is recognized when the significant risks and rewards of the ownership of the goods have passed to the buyer, the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold, revenue and the associated costs can be estimated reliably and it is probable that economic benefits associated with the transaction will flow to the Company.

Interest income is recognised on time proportionate basis. Other incomes are recognised when received.

d) Fixed Assets :

Fixed assets are stated at cost, less accumulated depreciation. Costs include all expenses incurred to bring the asset to its present location and condition.

e) Depreciation :

We are following the depreciation method as provided under section 32 of the Income Tax Act and rules prescribed thereunder till last year. However current period depreciation is provided on the basis GAAP in India based on days of actual utilization. Depreciation is provided on Written down value method, pro-rata to the month of use, as per the useful life specified in Schedule II of the Act.

f) Impairment

At each balance sheet date, the management reviews the carrying amounts of its assets included in each cash generating unit to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset.

Reversal of impairment loss is recognised as income in the statement of profit and loss.

g) Foreign Currency Transactions :

Foreign currency Transactions are accounted for the exchange rates prevailing on the date of transactions. The difference arising at the time of settlement of transaction is accounted in statement of Profit & Loss Account. The outstanding amounts are converted at the year end at the rates prevailing on that date and the difference arising on conversion is accounted for in the statement of Profit and Loss account.

FOREIGN EXCHANGE EARNING & OUTGO :

Earnings
Outgo

Rs.1,78,16,117

\$ 215037.49

Rs. Nil

\$ Nil



h) Employees Benefits :

Defined Contribution Benefit :

Provident Fund is a defined contribution scheme and is paid to the regulatory authorities on monthly basis at the prescribed rates both by the employer and employee and the company has no further obligations. The company's contributions to the provident fund is charged to the statement of profit and loss as and when they are due.

Other Employees Benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date.

i) Provisions, contingent Liabilities and contingent assets:

Provisions are recognised when the company has an obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are measured at the best estimate of expenditure, that is required to settle the present obligation at the balance sheet date and are not discounted to its present value.

Contingent liability is a possible obligation that arises from past events whose existence will be confirmed by occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements. When there is a possible obligation or present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are not recognized or disclosed in the financial statements.

j) Tax on Income

Current tax is determined as the amount of tax payable in respect of estimated taxable income for the year.

Deferred tax assets and liabilities are recognised for the future tax consequences attributable to timing differences between the accounting income as per the Company's financial statements and the taxable income for the period.

Deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the Balance Sheet date.

Deferred tax assets other than unabsorbed depreciation and carry forward losses, are recognised only to the extent there is reasonable certainty that the assets can be realised in future. When there is unabsorbed depreciation or carried forward of losses under tax laws, deferred tax assets are recognised only if there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Deferred tax assets are reviewed as at each Balance Sheet date and appropriately adjusted to reflect the amount that is reasonably/virtually certain to be realised.

k) Operating Leases

Lease contracts that do not transfer substantially all the risks and benefits of ownership of the assets to the Company are classified as operating lease. Where lease rentals are so structured that the rental outflow is higher in the later periods of lease term, such lease rentals are recognised in the statement of profit and loss on a straight line basis over the lease term. Other operating leases are recognised in the statement of profit and loss as per the terms of the lease contract.

l) Earnings per share

The basic Earnings per share is calculated by dividing the Net profit after tax by weighted average number of equity shares outstanding during the reporting period.



ACCRETION PHARMACEUTICALS LIMITED
Notes forming part of financial statements for the period ended 31 March 2024

Note 7.1

Trade payables ageing schedule as at 31st March 2024 (Amount in Thousands)

Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payments				Total
			Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	
a) Undisputed trade payables							
- Payable to MSME	-	-	-	-	-	-	-
- Payable to others	-	-	65,775	-	-	-	65,775
b) Disputed trade payables							
- Payable to MSME	-	-	-	-	-	-	-
- Payable to others	-	-	-	-	-	-	-
Total	-	-	65,775	-	-	-	65,775

Note 11.1

Trade receivables ageing schedule as at 31st March 2024 (Amount in Thousands)

Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payments				Total
			Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	
a) Undisputed trade receivables							
- Considered good	-	-	58,044	-	-	-	58,044
- Considered doubtful	-	-	-	-	-	-	-
b) Disputed trade receivables							
- Considered good	-	-	-	-	-	-	-
- Considered doubtful	-	-	-	-	-	-	-
Total	-	-	58,044	-	-	-	58,044

- Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Company holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

- There are no trade receivables which have significant increase in credit risk and trade receivables which are credit impaired.



NOTE 23**Related Party Disclosures**

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below:

A List of related parties where control exists with whom transactions have taken place and relationship

Name of Related Party	Relationship
Mr. Harshad N Rathod	Director
Mr. Mayur P Sojitra	Director
Mr. Vivek A Patel	Director
Mr. Hardik M Prajapati	Director
Accretion Pharmaceutical	Firm where directors are interested
Accretion Inc	Firm where directors are interested
Accretion Nutraveda Pvt Ltd	Firm where directors are interested
Ankita Vivek Patel	Relative of director
Pooja Harshad Rathod	Relative of director
Shweta Sojitra	Relative of director
Vaishaki Hardik Prajapati	Relative of director

B Transaction with Related Parties

Particulars	(Amount in Thousand)		Year ended 31.03.2023	
	Year ended 31.03.2024	Year ended 31.03.2024	Transactions	Outstandings
a) Directors:				
- Remuneration	1,100	-	-	-
- Issue of equity shares	40,000	40,000	-	-
b) Relative of director				
- Salary paid	600	-	-	-
c) Firm where directors are interested				
- Accretion Nutraveda Pvt Ltd		2		
Sales	4,512			
Purchase	3,456			
- Accretion Inc		1,435		
Sales	948			

(Related party relationship is as identified by management and relied upon by the auditor)

NOTE 24**Earning per Share (EPS)**

Description	31-Mar-24	31-Mar-23
a) Weighted average number of equity Shares of Rs. 10/- each		
i) Number of shares at the Beginning of the year	-	-
ii) Number of shares at the End of the year	4,000,000	-
Weighted average number of Equity Shares – Basic	1,347,945	-
Weighted average number of Equity Shares – Diluted	1,347,945	-
b) Net Profit after tax available for Equity share-holders	14,929,219	-
c) - Basic Earnings per Equity Share (in Rupees) *	11.08	-
- Diluted Earning per Equity Share (in Rupees)	11.08	-



ACCRETION PHARMACEUTICALS LIMITED

Notes forming part of financial statements for the period ended 31 March 2024

NOTE 24 - Segmental Information

As per the definitions of 'business segment' and 'geographical segment', contained in Accounting Standard - 17 (AS-17) "Segment Reporting", the Management is of the opinion that as the company's operations comprise of only manufacturing, and trading of pharmaceuticals, there is neither more than one reportable business segment nor more than one reportable geographical segment and therefore, segment information as per AS-17 is not required to be disclosed.

NOTE 25

Other significant notes

- (i) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (ii) The Company has not been declared a wilful defaulter by any bank or financial institution or other lender (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- (iii) The Company does not have any transactions with struck off companies under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956.
- (iv) The Company do not have any charges or satisfaction which is yet to be registered with Registrar of Companies (ROC) beyond the statutory period.
- (v) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (vi) The Company has not advanced any fund to any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the person or entity shall :
- (a) 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
- (b) provide any guarantee, security or the like on behalf of the Company.
- (vii) The Company has not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall :
- (a) 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
- (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (viii) The Company has not entered into any scheme of arrangement which has an accounting impact on the current or previous financial year.

The company was incorporate on 29 November 2023 and this being the first year previous period figures are not given.

As per our report of even date

For K M V & Co.
Chartered Accountants
FRN 139787W

Patel Monark
Monark S. Patel
Partner
Mem. No. 159927
UDIN: 24159927BKPEYY3224



For Accretion Pharmaceuticals Limited

H. N. Rathod.
HARSHAD RATHOD
Director
DIN -09108392

Vivek Patel
VIVEK PATEL
Director
DIN - 09130357

Place: Ahmedabad
Date: 29/06/2024

Place: Ahmedabad
Date: 29/06/2024

ACCRETION PHARMACEUTICALS LIMITED
Notes forming part of financial statements for the period ended 31 March 2024

NOTE 26 - Accounting Ratios
Financial Ratios

Sl. No.	Ratios	Numerator	Year ended 31st March 2024 (Amount in Thousand)	Year ended 31st March 2023	Denominator	Year ended 31st March 2024 (Amount in Thousand)	Year ended 31st March 2023	Year ended 31st March 2024	Reason for Variance
A	Current ratio (in times)	Current Assets	214,805	-	Current Liabilities	144,640	-	1.49	Being first year of the company
B	Debt equity ratio (in times)	Total Debt	134,778	-	Total Equity	54,929	-	2.45	Being first year of the company
C	Debt service coverage ratio (in times)	Profit before exceptional items & tax (+) interest expenses (+) depreciation & amortisation (-) current tax expense	26,857	-	Interest expense (+) scheduled principal repayment of longterm debt and lease liabilities during the period	4,672	-	5.75	Being first year of the company
D	Return on equity ratio (%) (ROE)	Net Profit after taxes (including continuing and discontinuing operations) (-) Interest on Derivatives	14,929	-	Average Shareholder's Equity	54,929	-	27.18	Being first year of the company
E	Inventory turnover ratio (in number of days)	Average Inventories (x) number of days	144,758	-	Cost of material consumed/ Cost of goods sold	93,660	-	564.14	Being first year of the company
F	Trade receivables turnover ratio (in number of days)	Average receivable (x) number of days	58,044	-	Gross Sales	133,525	-	158.67	Being first year of the company
G	Trade payables turnover ratio (in number of days)	Average trade payable (x) number of days	65,775	-	Net credit purchases	109,540	-	219.17	Being first year of the company
H	Net capital turnover ratio (in times)	Revenue from operation	133,525	-	Working capital = Current assets (-) Current liabilities	70,165	-	1.90	Being first year of the company
I	Net profit ratio	Net Profit after Tax (excluding exceptional item)	14,929	-	Revenue	133,525	-	11.18%	Being first year of the company
J	Return on capital employed (%) (ROCE)								
(i)	Pre Tax	Profit before tax and exceptional item (+) interest expense	24,623	-	Average Capital employed (Shareholder's equity + Total Debt + Deferred tax liability)	189,707	-	12.98%	Being first year of the company
(ii)	Post Tax	Profit after tax and exceptional item + interest expense	19,602	-	Average Capital employed (Shareholder's equity + Total Debt + Deferred tax liability)	189,707	-	10.33%	Being first year of the company
K	Return on investment (%) (ROI)	Interest income (+) Dividend income	-	-	Average (Investment + Fixed deposit+ Loans Given)	-	-	0.00%	



ACCRETION PHARMACEUTICALS LIMITED

CIN: U21004GJ2023PLC146545

Reg Off: 29 Xcelon Ind Park 1, B/h Intas Pharmaceuticals, Vasna Chacharvadi,
Sanand, Ahmedabad - 382213, Gujarat, India.

Website: www.accretionpharma.com E-mail: info@accretion.co.in Contact No.: 9723755277

BOARDS' REPORT

Dear Members,

Directors of your company are pleased to present herewith the **1st Annual Report** together with the Audited Financial Statements for the financial period ended on 31st March, 2024 and report of Auditors thereon.

1. FINANCIAL SUMMARY

The Company's financial performance, for the year ended 31st March, 2024 is summarized below:

Particulars	(₹ in Thousands except EPS)
	For the Financial period ended on 31.03.2024
Revenue from Operation	133,525
Other Income	547
Total Revenue	134,071
Total Expenditure	114,121
Profit (Loss) before Tax	19,950
Tax Expenses	
- Current Tax	5,008
- Deferred Tax	14
- Tax Adjustment of earlier year	---
Profit (Loss) after Tax	14,929
Earnings Per Share (Basic & Diluted)	11.80

2. STATE OF COMPANY'S AFFAIRS (₹ in Thousands)

During the period under review, Your Company has earned a profit after tax of Rs. 14,929/- and has reported turnover of Rs. 133,525/-. The company has been formed by conversion of partnership firm into public limited company on 29/11/2023. Accretion® Group is one of the most promising & rising groups in the Healthcare industry with a rich legacy of high-quality healthcare through Ayurveda, Nutraceuticals and Pharmaceutical products.

Currently, Accretion ® Group marks its presence in 20+ countries and is planning to increase their footfall globally to more countries.

Irrespective of divisions and departments, Accretion® has bold plans in expanding frontiers.

Initial Public Offering (IPO) Planning

To cater long-term working capital and capital expenditure outlay and expansion of business of the Company, the company is planning to raise further capital in the form of IPO. Your company has taken various steps towards IPO process including conversion of partnership firm into public company, mandate to merchant banker, appointment of Woman and Independent Directors, appointment of Key Managerial Personnel etc. in compliance of the provisions of the Act and various securities laws.

Your directors are hopeful for the brighter future of the company in the years to come.

3. TRANSFER OF AMOUNT TO RESERVES

During the period under report, the company has not transferred any amount to the reserves.

4. DECLARATION OF DIVIDEND

The board of directors of your company does not recommend any dividend for the financial period 2023-24 or declared interim dividend during the period under review.

5. SHARE CAPITAL

The authorized capital of the company as on 31/03/2024 is Rs. 4,00,00,000/- divided into 40,00,000 equity shares of Rs. 10/- each and the paid-up capital of the company is Rs. 4,00,00,000/- divided into 40,00,000 equity shares of Rs. 10/- each. During the period under review, there were no changes in the capital structure of the Company. Further, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity. The Company has also not purchased its own shares by employees or by trustees for the benefit of the Company.

After the closure of financial year, during the financial year 2024-25, the authorised capital of the company has been increased from Rs. 4,00,00,000/- divided into 40,00,000 equity shares of Rs. 10/- each to Rs. 10,00,00,000/- divided into 1,00,00,000 equity shares of Rs. 10/- each by passing shareholders resolution w.e.f. 29/06/2024 and paid-up capital of the company has been increased from Rs. 4,00,00,000/- divided into 40,00,000 equity shares of Rs. 10/- each to Rs. 4,30,00,000/- divided into 43,00,000 equity shares of Rs. 10/- each by way of issue of shares on rights basis w.e.f. 09/07/2024

6. TRANSFER OF SHARES

During the period under review, no shares have been transferred/Transmitted from one shareholder to another.

7. CHANGE IN THE NATURE OF BUSINESS

During the period under review, there were no changes in the nature of the business of the company during year under review.

8. ANNUAL RETURN

Pursuant to Section 134(3)(a) of the Act, the copy of draft annual return in form MGT-7 for financial period 2023-24 prepared in accordance with Section 92(3) of the Act is available on the website of the Company at <https://www.accretionpharma.com/>

9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the period under review, the Company has not granted any Loans, or provided any guarantee or security or made investments as covered under Section 185 & 186 of the Companies Act, 2013 and complied with the applicable provisions.

10. FRAUD REPORTED BY AUDITOR UNDER SECTION 143

The Auditor has not reported any frauds which are required to be reported by the auditors under sub-section (12) of section 143 of the Companies Act, 2013.

11. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) of the Act, the Directors, based on the representation received from the management, confirm that:

- a) in the preparation of the annual accounts for the period ended 31 March 2024, applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) they have selected and consistently applied such accounting policies, judgments and estimates that are reasonable and prudent to ensure a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that year;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the financial statements / annual accounts on a going concern basis;
- e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

12. INTERNAL FINANCIAL CONTROL

The Directors wish to state that the company is having adequate internal control and internal financial control system that commensurate with the size and nature of business. Almost all financial and other operational activities are under the supervision of the directors leaving no scope for any manipulation, fraud and other irregularities.

13. DETAILS OF DEPOSITS

The Company has not accepted or invited any deposits from the public during the period under review. Hence, any compliance w.r.t. repayment of deposit or its interest thereon is not applicable to the Company. There were no outstanding deposits within the meaning of Sections 73 and 74 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014, as amended, at the end of financial period ended in 31/03/2024.

Sr. No.	Particulars	Amount
1.	Accepted During the Year	NIL
2.	Remained unpaid or unclaimed as at the end of the year	NIL
3.	Whether there has been any default in repayment of deposits or payment of interest thereto during the year and if so, number of such cases and the total amount involved	N.A.
	At the beginning of the year	N.A.
	Maximum during the year	N.A.
	At the end of the year	N.A.
4.	Details of deposits which are not in compliance with the requirements of chapter V of the Act	NIL

During the year under report, the company has accepted unsecured loans from directors of the company or banking or financial institution which are disclosed in the note No. 4 to the financial statements as required by virtue of proviso to Rule 2 (1)(c) (viii) of the Companies (Acceptance of Deposits) Rules, 2014

14. EXPLANATION OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARKS OR DISCLAIMERS MADE BY AUDITOR IN HIS REPORT

The Auditors' Report does not contain any qualification, reservation or adverse remark. Hence, the question of comments of Board of Directors does not arise.

15. SUBSIDIARIES, JOINT VENTURE OR ASSOCIATE COMPANIES

The company does not have any subsidiaries, joint venture or associate companies. During the period under review, no company have become or ceased to be the subsidiary, joint venture or associate companies during the year. Therefore, there is no requirement to prepare consolidated financial statement for the financial period under review.

The Director's report has been prepared on the basis of standalone financial statements of the Company.

16. DETAILS OF BOARD MEETINGS

During the period under review, the Board of Directors met 4 times as under:

Date of Meeting	Presence of Directors			
	Mayur Sojitra	Harshad Rathod	Vivek Patel	Hardik Prajapati
30/11/2023	Present	Present	Present	Present
11/12/2023	Present	Present	Present	Present
05/01/2024	Present	Present	Present	Present
25/01/2024	Present	Present	Present	Present
Entitled to attend	4	4	4	4
Actually attended	4	4	4	4

The intervening gap between two consecutive Board meetings is within the time prescribed under Companies Act, 2013.

All the Board Meetings were convened and held and proceedings thereof were recorded and signed in compliance of applicable provisions of the Act and Secretarial Standards 1 on Board Meetings.

17. AUDITORS AND AUDITORS' REPORT

M/s. K M V & Co., (ICAI Firm Registration No. 139787W), Chartered Accountants, Rajkot were appointed as first auditors of the company in the Board Meeting held on 30/11/2023 till the conclusion of 1st Annual General Meeting.

The Company has approached M/s. K M V & Co. for their re-appointment. However, M/s. K M V & Co. (ICAI Firm Registration No. 139787W), Chartered Accountants, provided their unwillingness for appointment as statutory auditors of the company.

Consequent to above, the Board approached M/s. NGST & Associates, (FRN: 135159W), Chartered Accountants, Mumbai for their appointment as statutory Auditors of the company for a period of 5 years from the conclusion of 1st Annual General Meeting till the conclusion of 6th Annual General Meeting (i.e., from FY 2024-25 till 2028-29).

M/s. NGST & Associates, (FRN: 135159W), Chartered Accountants, Mumbai have confirmed their eligibility to the effect that their appointment, if made, would be within the prescribed limit under the Act and that they are not disqualified for appointment.

A resolution proposing appointment of M/s. NGST & Associates, (FRN: 135159W), Chartered Accountants, Mumbai, as the Statutory Auditors of the Company, under Section 139 of the Companies Act, 2013, forms part of the Notice for the ensuing AGM and will hold office till the Conclusion of the 6th Annual General Meeting.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

18. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of contracts or arrangements with related parties in Form AOC - 2 under Section 134(3) (h) of the Act and rules framed thereunder are annexed herewith as "Annexure A". The Board hereby informs that all the related party transactions are carried out in the ordinary course of business and on arm's length basis. Further, the Company has duly complied with the Indian Accounting Standard 24 related to transactions with related parties of the Company.

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

Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with the Rule 8 of the Companies (Accounts) Rules, 2014, the following information is provided:

(Rs. In Thousands)

A. Conservation of energy	2023-2024
i. the steps taken or impact on conservation of energy	Nil
ii. the steps taken by the company for utilizing alternate sources of energy	Nil
iii. the capital investment on energy conservation equipments	Nil
B. Technology absorption	
i. the efforts made towards technology absorption	Nil
ii. the benefits derived like product improvement, cost reduction, product development or import substitution in case of imported technology	Nil
iii. the expenditure incurred on Research and Development	Nil
C. Foreign Exchange earnings and Outgo	
i. Foreign Exchange Earnings	17,816.117
ii. Foreign Exchange Outgo	Nil

20. SECRETARIAL AUDIT

During the period under review, secretarial audit as per section 204(3) of the Companies Act, 2013 is not applicable to the Company.

21. DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY

Except the market risk involved in every business, the Board of Directors does not foresee any inherent or foreseeable external risk involved in the business of the company which may threaten the existence of the company.

The risk management policy of the company consists of identifying those market risks which includes availability and pricing of raw materials, competitors in the markets, fluctuation in forex rates, technological changes and upgradation etc., and remedial actions to overcome those risk factors. In the opinion of the Board, the risk management policy of the company has been working effectively.

22. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There have been no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year and the date of this Report. Except as mentioned in point no. 5 relating to share capital of the company.

23. SECRETARIAL STANDARDS

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

24. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There are no significant or material orders or awards passed by the Courts or any other Regulators or Tribunals relating to Act, which would affect the going concern status and Company's future operations.

25. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONAL

Mayur Popatlal Sojitra, Harshad Nanubhai Rathod, Vivek Ashok Kumar Patel and Hardik Mukundbhai Prajapati were appointed as first directors of the company as per provisions of Articles of Association of the company.

During period under review, there are no changes in composition of Board of Directors of the Company.

The composition of the Board of Directors as on 31st March, 2024 is as under:

Sr. No.	Name of Director	DIN	Designation
1.	Mayur Popatlal Sojitra	09108404	Director - Promoter - Executive Director
2.	Harshad Nanubhai Rathod	09108392	Director - Promoter - Executive Director
3.	Vivek Ashok Kumar Patel	09130357	Director - Promoter - Executive Director
4.	Hardik Mukundbhai Prajapati	09108403	Director - Promoter - Executive Director

Out of the above-mentioned directors, Harshad Nanubhai Rathod (DIN: 09108392), Mayur Popatlal Sojitra (DIN: 09108404) and Hardik Mukundbhai Prajapati (DIN: 09108403) are liable to retire by rotation at every Annual General Meeting. The directors who have been longest in the office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot.

In accordance with the provisions of the Act and Articles of Association of the Company, Harshad Nanubhai Rathod (DIN: 09108392), retire by rotation at the ensuing annual general meeting, and being eligible has offered himself for re-appointment.

After the closure of financial year, during the financial year 2024-25, the Board of Directors have appointed Vivek Ashok Kumar Patel (DIN: 09130357), director of the company, as Managing Director of the Company and recommend his appointment as Managing Director of the company for a period of 5 years to the shareholders of the company at the ensuing Annual General Meeting for their approval.

Further, during the current financial year, w.e.f. 09/07/2024, Harshad Nanubhai Rathod (DIN: 09108392), Director of the company, has been appointed as Chief financial officer of the company and Ms. Bhavika Dhaval Makadia (ICSI Membership No.: 65190) has been appointed as Company Secretary and Compliance officer of the company.

With effect from 09/07/2024, Ms. Grishma Ajayrao Shewale (DIN: 10685826), Mr. Shyam Bhadresh Kapadia (DIN: 10672090) and Mr. Vijay Bharatbhai Anadkat (DIN: 09578670) has been appointed as Additional - Professional - Independent Directors of the company. The Board recommends the appointment of Independent Directors to the shareholders of the company in the ensuing Annual General Meeting of the Company for their approval.

26. ANNUAL EVALUATION OF BOARD'S PERFORMANCE

Company does not fall under any criteria as stated in Rule 8(4) of the Companies (Accounts) Rules, 2014. Hence, the provisions relating to evaluation of Board's Performance and related disclosure are not applicable to the company.

27. AUDIT COMMITTEE, NOMINATION AND REMUNERATION COMMITTEE, STAKEHOLDERS RELATIONSHIP COMMITTEE AND VIGIL MECHANISM

As the company has not crossed the thresholds, the company is not required to constitute the Audit Committee, Nomination and Remuneration Committee, Stakeholder's relationship committee and vigil mechanism. As a result, company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178 are not applicable to the company.

28. STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SUB-SECTION (6) OF SECTION 149 OF THE COMPANIES ACT, 2013

Ms. Grishma Ajayrao Shewale (DIN: 10685826), Mr. Shyam Bhadresh Kapadia (DIN: 10672090) and Mr. Vijay Bharatbhai Anadkat (DIN: 09578670) has been appointed as Additional - Professional - Independent Directors of the company w.e.f. 09/07/2024. The Board recommends the appointment of Independent Directors to the shareholders of the company in the ensuing Annual General Meeting of the Company for their approval.

The Company has received the declaration that they meet the criteria of Independent Director as mentioned in Section 149 (6) of the Act.

29. PARTICULARS OF EMPLOYEES

As the company is not covered u/s 197(12) of the Act, your company is not required to make any disclosure as to details of company's employee as referred to in Section 197(12). No employee is drawing remuneration as mentioned in rule 5(2) of the Companies (Appointment and Remuneration of managerial Personnel) Rules, 2014.

30. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

During the period under report, no application or any other proceedings under the IBC, 2016 is made by or against the Company, no such proceedings is pending at the end of financial period 2023-24.

31. CONSTITUTION OF INTERNAL COMPLAINTS COMMITTEE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

Safety of all employees and all other persons within the premises is of utmost importance to your Company. The Company has been practicing safety of women at workplace as part of its formally adopted Code of Conduct. In order to strengthen it and also in compliance to newly enacted Act for protection of women, your

Company has formed Internal Complaints Committee (ICC) and adopted “Policy on Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace”. The Committee’s mandate is to bring awareness about ensuring safe workplace for women; receive and take appropriate decision on complaints, if any.

During the period under report, the company has not received any complaint nor has come across any event requiring disclosure under the said act. Your company is fully committed to uphold and maintain the dignity of every woman working at the company or visiting the company.

32. COST AUDITORS AND MAINTENANCE OF COST RECORDS

The provision of Section 148 relating to maintenance of cost records of the products and services as prescribed are not applicable to the company as the products of the company neither fall under the said list of products or services as prescribed by the central government, nor the turnover has crossed the specified limit of Rs. 35 Crores in the previous financial year, as the company has been incorporated on 29/11/2023. Cost audit is also not applicable to the company.

33. DEVELOPMENT AND IMPLEMENTATION OF CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

34. ACKNOWLEDGEMENT:

Your directors take this opportunity to place on record their appreciation and sincere gratitude to the bankers to the company for their valuable support and look forward to their continued co-operation in the years to come. Your directors acknowledge the support and co-operation received from the employees and all those who have helped in the day-to-day management. The Board would be failing its duty without acknowledging the co-operation received from various government, semi government and local authorities. The board expects continuous patronage from all its stakeholders.

Place: Ahmedabad
Date: 09/07/2024

For, and on Behalf of the Board of Directors of
Accretion Pharmaceuticals Limited

sd/-

Harshad Rathod
Director & CFO
DIN: 09108392

sd/-

Vivek Patel
Managing Director
DIN: 09130357

Note: Sign and round stamp on each page.

ANNEXURE-A TO BOARDS' REPORT

FORM NO. AOC 2

(Pursuant to clause (h) of sub-section (3) of 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:

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business.

Pursuant to clause (h) of the sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014:

1. Details of the contracts or arrangements or transactions not on an arm's length basis: Nil
2. Details of material contracts or arrangements or transactions at an arm's length basis:

(₹ In Thousands)

Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board	Amount paid as advances, if any
1.	2.	3.	4.	5.	6.
Ankita Vivek Patel (Relative of Director)	appointment to any office or place of profit in the company	Continuous and approved yearly	Per Month Rs. 50,000/- aggregating to Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only)	30/11/2023	Nil
Pooja Harshad Rathod (Relative of Director)	appointment to any office or place of profit in the company	Continuous and approved yearly	Per Month Rs. 50,000/- aggregating to Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only)	30/11/2023	Nil
Shweta Sojitra (Relative of Director)	appointment to any office or place of profit in the company	Continuous and approved yearly	Per Month Rs. 50,000/- aggregating to Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only)	30/11/2023	Nil

Vaishaki Hardik Prajapati (Relative of Director)	appointment to any office or place of profit in the company	Continuous and approved yearly	Per Month Rs. 50,000/- aggregating to Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only)	30/11/2023	Nil
Accretion Nutraveda Private Limited (Common Directors & Shareholders)	Purchase and/or sale goods; and availing /providing services	Continuous and approved yearly	Rs. 79,68,149/- (Rupees Seventy-Nine Lakhs Sixty-Eight Thousand One Hundred and Forty-Nine Only)	11/12/2023	Nil
Accretion INC (Common Partners and Shareholders)	Purchase and/or sale goods; and availing /providing services	Continuous and approved yearly	Rs. 9,47,658/- (Rupees Nine Lakhs Forty-Seven Thousand Six Hundred and Fifty-Eight Only)	11/12/2023	Nil

Place: Ahmedabad
Date: 09/07/2024

For, and on Behalf of the Board of Directors of
Accretion Pharmaceuticals Limited

sd/-
Harshad Rathod
Director & CFO
DIN: 09108392

sd/-
Vivek Patel
Managing Director
DIN: 09130357

Note: Sign and round stamp on each page.

COMPOSITION OF BOARD OF DIRECTORS

Sr. No.	Name	DIN/PAN	Designation
1	Harshad Nanubhai Rathod	09108392	Executive Director, Chairman & CFO
2	Vivek Ashok Kumar Patel	09130357	Managing Director
3	Hardik Mukundbhai Prajapati	09108403	Executive Director
4	Mayur Popatlal Sojitra	09108404	Executive Director
5	Vijay Bharatbhai Anadkat	09578670	Independent Non-Executive Director
6	Girshma A Shewale	10685826	Independent Non-Executive Women Director
7	Shyam Bhadresh Kapadia	10672090	Independent Non-Executive Director

Company Secretary shall act as Secretary to the Committee

COMPOSITION OF AUDIT COMMITTEE

Sr. No.	Name	DIN/PAN	Designation in Company	Designation in Committee
1	Vijay Bharatbhai Anadkat	09578670	Independent Non-Executive Director	Member
2	Harshad Nanubhai Rathod	09108392	Executive Director, Chairman & CFO	Member
3	Shyam Bhadresh Kapadia	10672090	Independent Non-Executive Director	Chairman
4	Girshma A Shewale	10685826	Independent Non-Executive Director	Member

Company Secretary shall act as Secretary to the Committee

COMPOSITION OF NOMINATION AND REMUNERATION COMMITTEE

Sr. No.	Name	DIN	Designation in Company	Designation in Committee
1	Vijay Bharatbhai Anadkat	09578670	Independent Non-Executive Director	Member
2	Girshma A Shewale	10685826	Independent Non-Executive Women Director	Member
3	Shyam Bhadresh Kapadia	10672090	Independent Non-Executive Director	Chairman
4	Harshad Nanubhai Rathod	09108392	Executive Director, Chairman & CFO	Member

Company Secretary shall act as Secretary to the Committee

COMPOSITION OF STAKEHOLDER RELATIONSHIP COMMITTEE

Sr. No.	Name	DIN	Designation in Company	Designation in Committee
1	Vijay Bharatbhai Anadkat	09578670	Independent Non-Executive Director	Member
2	Girshma A Shewale	10685826	Independent Non-Executive Women Director	Member
3	Shyam Bhadresh Kapadia	10672090	Independent Non-Executive Director	Chairman
4	Harshad Nanubhai Rathod	09108392	Executive Director, Chairman & CFO	Member

Company Secretary shall act as Secretary to the Committee

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Sr. No.	Name	DIN	Designation in Company	Designation in Committee
1	Vivek Ashok Kumar Patel	09130357	Non-Independent Managing Director	Chairman
2	Harshad Nanubhai Rathod	09108392	Executive Director, Chairman & CFO	Member
3	Hardik Mukundbhai Prajapati	09108403	Non-Independent Executive Director	Member
4	Vijay Bharatbhai Anadkat	09578670	Independent Non-Executive Director	Member

Company Secretary shall act as Secretary to the Committee

IPO COMMITTEE

Sr. No.	Name	DIN	Designation in Company	Designation in Committee
1	Vivek Ashok Kumar Patel	09130357	Non-Independent Managing Director	Chairman
2	Harshad Nanubhai Rathod	09108392	Executive Director, Chairman & CFO	Member
3	Hardik Mukundbhai Prajapati	09108403	Non-Independent Executive Director	Member
4	Mayur Popatlal Sojitra	09108404	Non-Independent Executive Director	Member

Company Secretary shall act as Secretary to the Committee

PROHIBITION ON INSIDER TRADING POLICY

1. PREFACE:

This Code of Conduct has been made pursuant to Regulation 8 and 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (**herein referred as “Regulations”**) as amended and may be modified by the Board of Directors of the Company from time to time.

The Board of Directors of the Company has adopted this “Prohibition of Insider Trading Policy” (the “Policy”) to comply with the Regulations as amended from time to time.

This policy shall be applicable to all Insiders (as defined herein) of the Company including designated persons and immediate relatives of designated persons as defined in this policy. The SEBI Regulations prohibit an Insider from Trading in the securities of a company listed on any stock exchange when in possession of any unpublished price sensitive information.

The Company endeavours to preserve the confidentiality of Un-published Sensitive information (UPSI) and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all the stakeholders and in ensuring adherence to all laws and regulations.

"Unpublished price sensitive information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: -

- i. financial results;
- ii. dividends;
- iii. change in capital structure;
- iv. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions
- v. changes in key managerial personnel.

It is intended that information relating to a company or securities, that is not generally available would-be unpublished price sensitive information if it is likely to materially affect the price upon coming into the public domain. The types of matters that would ordinarily give rise to unpublished price sensitive information have been listed above to give illustrative guidance of unpublished price sensitive information.

“Generally available information” is defined, it is intended that anyone in possession of or having access to unpublished price sensitive information should be considered an “insider” regardless of how one came in possession of or had access to such information. Various circumstances are provided for such a person to demonstrate that he has not indulged in insider trading. Therefore, this definition is intended to bring within its reach any person who is in receipt of or has access to unpublished price sensitive information. The onus of showing that a certain person was in possession of or had access to unpublished price sensitive information at the time of trading would, therefore, be on the person levelling the charge after which the person who has traded when in possession of or having access to unpublished price sensitive information may demonstrate that he was not in such

possession or that he has not traded or he could not access or that his trading when in possession of such information was squarely covered by the exonerating circumstances.

The SEBI Regulations prohibit the communication of UPSI to any person except in compliance with applicable law. Further, procuring any person to Trade in the securities of any company when in possession UPSI is also prohibited under the SEBI Regulations and the securities laws. Violations of the SEBI Regulations and the securities laws subject Insiders to severe penalties including disgorgement proceedings, fines and imprisonment as per the applicable law.

2. RULES

The rules shall be called 'Rules for Trading in the securities of Accretion Pharmaceuticals Limited by an Insider' ("Rules"). These Rules shall come into force with immediate effect.

3. DEFINITIONS:

- 3.1. **"Act"** shall mean the Securities and Exchange Board of India Act, 1992 (15 of 1992).
- 3.2. **"Audit Committee"** shall mean Committee of the Board of the Company constituted pursuant to Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, if applicable.
- 3.3. **"Board of Directors"** or **"Board"** in relation to a Company, means the collective body of Directors of the Company. [Section 2(10) of the Companies Act, 2013].
- 3.4. **"Company"** means Accretion Pharmaceuticals Limited
- 3.5. **"Compliance Officer"** means the Company Secretary who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and implementation of the codes specified under the SEBI Regulations under the overall supervision of the Board.
- 3.6. **"Connected Person"** have the same definition as envisaged under the provisions of section 2(d) (i) of the Regulations.
- 3.7. **"Deemed to be connected Persons"** have the same definition as envisaged under the provisions of section 2(d) (ii) of the Regulations.
- 3.8. **"Contra Trade"** means a trade or transaction which involves buying or selling any number of shares of the Company and within 6 months trading or transacting in an opposite transaction involving sell or buy following the prior transaction."

3.9. “Designated Person”

The term “Designated Person” shall consist of:

- 3.9.1.** Promoters of the Company
- 3.9.2.** Directors of the Company and its subsidiaries;
- 3.9.3.** All employees in the Finance and Accounts Department, Corporate Planning Department, Legal Department, Enterprise Risk Management Department, Corporate Strategy, Information Security and any other departments of the company and its material subsidiaries, if any on the basis of their functional role or access to unpublished price sensitive information
- 3.9.4.** Managing Director and employees up to two levels below Managing Director of the Company and material subsidiaries.
- 3.9.5.** Executive Secretaries of Directors and Executive Officers of the Company, any support staff of the Company, such as IT staff or secretarial staff who have access to unpublished price sensitive information;
- 3.9.6.** Immediate Relatives of persons specified in (I) to (V) above
- 3.9.7.** Any other Person designated by the Company on the basis of their functional role and such function would provide access to UPSI;

3.10. “Director”

“Director” shall have the meaning assigned to it under the Companies Act, 2013.

3.11. “Immediate Relative”

“Immediate relative” means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

3.12. “Insider”

An “Insider” means any person who is:

- 3.12.1.** Connected Person or
- 3.12.2.** in possession of or having access to UPSI.

3.13. “Key Managerial Personnel”

“Key Managerial Personnel” shall have the meaning assigned to it under the Companies Act, 2013.

- 3.14. “Leak of UPSI”** shall refer to such act/circumstance(s) by virtue of which an UPSI is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether

registered or otherwise before its official publication or announcement or formal circulation in public domain and which shall also include any purported attempt thereof.

Explanation: It covers the instances where the UPSI has been shared by a person to any person, association, body, firm, agency, society, entity or to a group thereof except in compliance with applicable law.

3.15. “Material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person, but shall exclude relationships in which the payment is based on arm’s length transactions.

3.16. “Officer”

“Officer” shall have the meaning assigned to it under the Companies Act, 2013.

3.17. “Promoter and Promoter Group”

“Promoter” shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

“Promoter Group” shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

3.18. “Securities”

“Securities” shall have the meaning assigned to it under the Securities Contracts (Regulations) Act, 1956 or any modification thereof except units of a mutual fund.

3.19. “Trading”

“Trading” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, pledge, unpledge, deal in the Company’s securities either directly or through portfolio management services, and “trade” shall be construed accordingly.

3.20. “Legitimate purpose”

“Legitimate purpose” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that

such sharing has not been carried out to evade or circumvent the prohibitions of these regulations Words and expressions used and not defined in these Rules but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made there under shall have the meanings respectively assigned to them in those legislations.

4. PROHIBITION ON COMMUNICATING OR PROCURING UPSI

4.1. An Insider shall not–

4.1.1. communicate, provide, or allow access to any UPSI, relating to the Company or its securities, to any person including other Insiders, except to the extent allowed by these Rules or SEBI Regulations; or

4.1.2. procure from or cause the communication by an Insider of UPSI, relating to the Company or its securities.

4.2. Provided that nothing contained above shall be applicable when an UPSI is communicated, provided, allowed access to or procured:

4.2.1. in furtherance of legitimate purposes, performance of duties or discharge of legal obligations pursuant to appropriate notice, confidentiality and non-disclosure agreements being executed; or

4.2.2. in the event the Board of Directors directs or causes the public disclosure of UPSI in the best interest of the Company; or

4.2.3. within a group of persons if such persons have been identified and secluded within a “Chinese wall” or information barrier by the Compliance Officer from the rest of the Company for a particular purpose or for a specified period of time in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, and are subjected to, among other conditions, additional confidentiality obligations, information barriers designed to prevent exchanges of UPSI outside the “Chinese wall”, and the execution of an undertaking by such persons to abstain and/or forego Trading during such seclusion or till the UPSI no longer constitutes UPSI and has become generally available.

5. PROHIBITION ON INSIDER TRADING:

5.1. An Insider shall not, directly or indirectly, –

5.1.1. Trade in securities of the Company that are listed or proposed to be listed when in possession of UPSI;

5.1.2. Trade in securities of the Company except when the Trading Window is open and the Insider is not in possession of UPSI.

5.1.3. Provide advise/tips to any third party on trading in Company’s securities while in possession of UPSI and

5.1.4. An insider who has ceased to be associated with the Company shall not, for a period of six months from date of such cessation, directly or indirectly trade in the Company's Securities while in possession of UPSI.

5.1.5. Trading in Securities of other companies. No Insider may, while in possession of unpublished price sensitive information about any other public company gained in the course of employment with the Company, (a) trade in the securities of the other public company, (b) "tip" or disclose such material non-public information concerning that company to anyone, or (c) give trading advice of any kind to anyone concerning the other public company.

5.2. No Insider may take positions in derivative transactions in the securities of the Company at any time. The restriction in 4(i) above may not apply to:

5.2.1. A transaction that is an off-market inter-se transfer between Insiders who were in possession of the same UPSI without being in breach of these Rules and both parties had made a conscious and informed trade decision; and

5.2.2. Trades pursuant to a Trading Plan set up in accordance with these Rules and SEBI Regulations.

5.3. When a person has traded in securities while in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

6. TRADING WINDOW

6.1. The Compliance Officer shall notify a 'trading window' during which the Designated Persons may Trade in the Company's securities after securing pre-clearance from the Compliance Officer in accordance with these Rules. The competent authority for pre-clearing the Trade of Compliance Officer shall be Board.

6.2. Designated Persons shall not Trade in the Company's securities when the trading window is closed.

6.3. The trading window shall generally be closed for all Insiders between the sixteenth day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after disclosure of such financial results.

6.4. Additionally, the trading window shall be closed in particular for a Designated Person or class of Designated Persons when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI, for such periods as determined by the Compliance Officer. Designated Person or class of Designated Persons will receive a notification on such special blackout periods.

6.5. The trading window may be re-opened after closure, not earlier than 48 hours after the UPSI in question becomes generally available.

6.6. The trading window restriction shall not apply for below cases;

6.6.1. off-market, inter-se transfer between insiders who were in possession of the same UPSI without

- 6.6.2.** violating the policy and both parties had made a conscious and informed trade decision.
- 6.6.3.** transaction carried out through the block deal window mechanism between persons who were in possession of the UPSI without violating the policy and both parties had made a conscious and informed trade decision transaction carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- 6.6.4.** Transaction undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- 6.6.5.** Trades executed as per the trading plan set up in accordance with the policy.
- 6.6.6.** Pledge of shares for a bona fide purpose such as raising of funds, subject to pre-clearance by the compliance officer.
- 6.6.7.** Transactions undertaken in accordance to respective regulations made by SEBI, such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer.

7. PRE-CLEARANCE OF TRADING

- 7.1.** All Designated Persons who intend to trade in the securities of GSM FOILS LIMITED (either in their own name or in any immediate relative's name) i.e., buy or sell securities during the trading window open period and if the value of the securities likely to be traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 5,00,000/- (Rupees Five Lakhs Only), should pre-clear the transactions by making an application in the format set out in Annexure 1 to the Compliance Officer indicating the estimated number of units of securities that the designated person or immediate relative(s) intends to trade and such other details as specified in the form and also declare that the applicant is not in possession of unpublished price sensitive information as per Annexure 2.
- 7.2.** The Compliance Officer shall not approve any proposed Trade by Designated Person if the Compliance Officer determines that such Designated Person is in possession of UPSI even though the trading window is open.
- 7.3.** The Compliance Officer may, after being satisfied that the application and undertaking are true and accurate, approve Trading by a Designated Person, on the condition that the Trade so approved shall be executed within seven trading days following the date of approval.
- 7.4.** The Board of directors of the Company shall be the approving authority for approving the pre-clearance application of Compliance Officer and Managing Director of the Company.

- 7.5.** The Designated Person shall, within two Working days of the execution of the Trade, submit the details of such Trade to the Compliance Officer as per Annexure 3. In case the transaction is not undertaken, a report to that effect shall be filed in the said form.
- 7.6.** If the pre-cleared Trade is not executed within seven trading days after the approval is given, the Designated Person must secure pre-clearance of the transaction again.
- 7.7.** Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.
- 7.8.** A Designated Person who Trades in securities of the Company without complying with the pre-clearance procedure as envisaged in these Rules or gives false undertakings and/or makes misrepresentations in the undertakings executed by him/her while complying with the pre-clearance procedure shall be subjected to the penalties as envisaged in these Rules.

8. ADDITIONAL TRADING RESTRICTIONS ON DESIGNATED PERSONS

- 8.1.** No Insiders shall enter into derivative transactions in respect of the securities of the Company.
- 8.2.** All Designated Persons who Trade in the securities of the company shall not enter into a contra trade during the next six months following the prior transaction. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Education and Protection Fund administered by SEBI.
- 8.3.** The above restriction on contra trade shall not apply in case of exercise/sale of ESOP shares provided the Designated Persons do not possess UPSI and the sale is executed when the trading window is open and after obtaining pre- clearance.

9. TRADING PLAN:

- 9.1.** A Designated Person shall be entitled to formulate a Trading Plan that complies with the SEBI Regulations (a "Trading Plan") and present it to the Compliance Officer for approval and public disclosure. The trading plan may be executed only after the plan is approved by the Compliance officer and disclosed to the stock exchanges on which the securities of the Company are listed.
- 9.2.** Designated person shall not exercise any influence over the amount of Securities to be traded, the price at which they are to be traded, or the date of the trade. Designated person may delegate discretionary authority to his/her broker, but in no event Designated person may consult with the broker regarding executing transactions, or otherwise disclose information to the broker concerning the Company that might influence the execution of transactions, under the Trading Plan after it commences.
- 9.3.** The Trading Plan once approved shall be irrevocable and the Designated Person shall mandatorily have to implement the plan, without being entitled to either deviate

from it or to execute any trade in the securities outside the scope of the Trading Plan. However, the implementation of the Trading Plan shall not be commenced, if at the time of formulation of the plan, the Designated Person is in possession of UPSI and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Trading Plan shall be deferred until such UPSI becomes generally available information.

10. PENALTY FOR INSIDER TRADING

- 10.1.** An Insider who acts in contravention of these Rules shall be liable to have his services or relationship with the Company, as the case may be, terminated.
- 10.2.** Directors, Officers and employees of the Company who violate these rules shall be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, claw back etc. and ineligibility for future participation in the Company's stock option plans or termination.
- 10.3.** The SEBI or any other appropriate regulatory authority may also be informed of the violation of these Rules so that appropriate action may be taken.

11. DISCLOSURE REQUIREMENTS:

11.1. Initial Disclosure:

Every person on appointment as key managerial personnel or a director of the company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter, as per Form A set out in Annexure- 4.

- 11.1.1.** Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:

- 11.1.1.1. immediate relatives

- 11.1.1.2. persons with whom such designated person(s) shares a material financial relationship

- 11.1.1.3. Phone, mobile and cell numbers which are used by them.

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one-time basis.

The term "material financial relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person] during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm's length transactions.

- 11.1.2.** Every company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

Explanation. — It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause (a) of sub-regulation (2).

11.2. Disclosure to the Stock Exchange:

The Compliance Officer shall notify the stock exchanges, particulars of the Trades, within two trading days of the receipt of the Continual Disclosure or from becoming aware of such information.

11.3. Disclosures by other Connected Persons:

The Compliance Officer may, require any other Connected Person to disclose the holdings and trading in securities of the Company as per Form C set out in Annexure 6 at such frequency as he may determine.

All Designated Persons must make an annual disclosure of the number of Securities of the company held as on 31st March each year by them including details of purchase/sale of Securities of the Company during the financial year to the Compliance Officer. This disclosure must be made within 30 (thirty) days from the close of each financial year.

12. STRUCTURED DIGITAL DATABASE (SDD)

The Board shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under SEBI (PIT) Regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. Even if the UPSI is shared only within the Company, then also Company is required to maintain this structured digital database. If Nominee Directors shares UPSI for legitimate purpose with the Bank/FIs, it would be considered as communication of UPSI.

Accordingly, the same would be recorded in the SDD of the Company.

13. MISCELLANEOUS

- 13.1.** The Board of Directors shall be empowered to amend, modify, and interpret these Rules and such Rules shall be effective from such date that the Board may notify in this behalf.

13.2. The Compliance Officer shall provide the Audit Committee of the Board, on a quarterly basis, all the details of Trading in securities by the Designated Persons including any violations of the Rules.

13.3. The Compliance Officer shall maintain

13.3.1. an updated list of Designated Persons,

13.3.2. records of disclosures and pre-clearance applications and undertakings for a period of five years and

13.3.3. a confidential list of any 'restricted securities' to which the Compliance Officer may require Designated Persons to seek pre-clearance before Trading in such 'restricted securities'.

13.4. The Company shall require all Connected Persons to formulate and adhere to a code of conduct to achieve

13.5. compliance with these Rules. In case such persons observe that there has been a violation of these Rules, then they shall inform the Board of Directors of the Company promptly.

13.6. Any suspected violation of leak of unpublished price sensitive information or violation of this policy can be reported under whistle blower policy.

14. AMENDMENT:

The Company is committed to continuously reviewing and updating its policies, and the Company therefore reserves the right to amend this Policy at any time, for any reason, subject to applicable law.

These Rules are subject to the applicable prevailing law in relation to prevention of Insider Trading and if there is any inconsistency between any of the provisions of these Rules and applicable law, the applicable law shall prevail.

15. REVIEW OF THE POLICY:

The Board of directors of the company shall review the policy on timely basis.

16. DISCLOSURE:

The Policy is disclosed on Company's website i.e., www.accretionpharma.com

Annexure 1
APPLICATION FOR PRE-TRADING APPROVAL

To,
The Compliance Officer,
Accretion Pharmaceuticals Limited

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Insider Trading Policy, I seek approval to purchase/sell/subscribe Equity Shares of the Company as per details given below:

1	Name of the applicant	
2	Designation	
2A	Relationship with the Applicant (Self/Immediate)	
3	Number of securities held as on date	
4	Folio No. / DPID/Client ID No.	
5	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities (d) Pledge
6	Proposed date of trading in securities	
7	Estimated number of securities proposed to be purchased/subscribed/sold/pledge	
8	Current market price (as on date of application)	
9	Whether the proposed transaction will be through stock exchange or off-market trade	
10	Folio No./ DPID/ Client ID No. where the securities will be credited/ debited	

I enclose herewith the Undertaking signed by me.

Signature:

Name:

Date:

ANNEXURE 2
UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE- CLEARANCE

To,
The Compliance Officer,
Accretion Pharmaceuticals Limited

I, _____ being a Designated Person of the company as per the Rules for Trading in the securities of Accretion Pharmaceuticals Limited residing at, am desirous of trading in _____ shares of the Company
_____ as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of any unpublished price sensitive information up to the time of signing this Undertaking.

In the event that I have access to or receive any unpublished price sensitive information after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from trading in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Rules as notified by the Company from time to time.

In the event of this transaction being in violation of the Rules or the applicable laws,
(a) I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the 'indemnified persons') for all losses, damages, fines, expenses, suffered by the indemnified persons,
(b) I will compensate the indemnified persons for all expenses incurred in any investigation, defense, crisis management or public relations activity in relation to this transaction and
(c) I authorize the Company to recover from me, the profits arising from this transaction and remit the same to the SEBI for credit of the Investor Education and Protection Fund administered by the SEBI.

I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the trade within seven days of the receipt of approval failing which I shall seek pre-clearance afresh.

I declare that I have made full and true disclosure in the matter.

Signature:

Name:

Date:

NOMINATION AND REMUNERATION POLICY

Pursuant to provisions of Section 178 (4) of the Companies Act, 2013 (including any statutory amendments, modifications, substitutions made there under)

PREFACE:

The Nomination and Remuneration Policy is framed by Accretion Pharmaceuticals Limited in compliance of Section 178 of the Companies Act, 2013 read with rules made thereunder, as amended from time to time.

OBJECTIVE:

The primary objectives of this Policy are as under:

- I. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- II. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and senior management personnel.
- III. To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the company successfully.
- IV. To ensure relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- V. To have performance measurement parameters in place to assess the overall performance of Directors, Key Managerial Personnel, Members of Senior Management.
- VI. To develop a succession plan for the Board and to regularly review the plan.
- VII. To assist the Board in fulfilling responsibilities.
- VIII. To recommend to the board, all remuneration, in whatever form, payable to senior management.

APPLICABILITY

This policy will be applicable to all Directors, Key Management Personnel and Senior Management Personnel.

NOMINATION POLICY

The Committee shall consider following factors while nominating candidature of any person for appointment on the Board of the Company:

- a. understanding of different fields like marketing, finance, operations management, legal, governance and other disciplines relevant to the success of Company in today's competitive business environment;
- b. understanding of the Company's Business;

- c. experience in strategic issues and long-term perspectives;
- d. educational and professional background.

The Board evaluates each individual in the context of the Board as a whole, with the objective of having a group that can best perpetuate the success of the Company's business.

The NRC shall, on the basis of the report of performance evaluation of Independent Directors, decide whether to extend or continue the term of appointment of the Independent Director or not.

The NRC shall identify the persons who may be appointed as Senior Management and KMP taking into consideration qualifications, experience, positive attributes, skills and competencies and such other factors as it deems appropriate.

The NRC shall recommend to the Board the appointment and removal of Senior Management and KMP of the Company.

REMUNERATION POLICY

A. MANAGING DIRECTOR/WHOLE-TIME DIRECTOR(S):

The remuneration paid to Managing Director/Whole-time Directors shall be within the limits as approved by the Members of the Company, which may include fixed salary, perquisites, variable pay in the form of commission, other benefits and allowances and certain retiral benefits, within the overall limit under Section 197 and any other applicable provisions of the Act.

They are also eligible for stock options, if any, as per the scheme framed/to be framed by the Company, from time to time. Their annual increments shall be linked to their overall performance and as decided by the NRC, from time to time.

B. NON-EXECUTIVE/INDEPENDENT DIRECTORS:

The Non-executive may be paid commission, subject to overall limit prescribed in the Companies Act, 2013 read with rules made there under and approval of the Members of the Company, if required.

The Independent Directors shall not be eligible for stock options. However, Non-Executive Directors are eligible for stock options as may be decided by the Nomination and Remuneration Committee of Directors from time to time.

The Sitting Fees may be paid, for attending Board and/or Committee Meeting(s), to Non-executive/Independent Directors, subject to approval of Members of the Company.

Provided that, sitting fees paid to Independent Directors shall not be less than as paid to Non-Executive Director.

C. SENIOR MANAGEMENT AND KEY MANAGERIAL PERSONNEL (OTHER THAN MD/WTD)

In determining the remuneration of the Senior Management and KMP, NRC shall consider the following:

- a) relationship between remuneration and performance;
- b) the balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
- c) the remuneration may be divided into two components viz.
 - I. fixed component comprising salaries, perquisites and retirement benefits; or/and
 - II. variable component comprising performance bonus.
- d) the remuneration including annual increment and performance bonus, may be decided based on the roles and responsibilities, the Company's performance vis-à-vis, industry Benchmark.

EVALUATION PROCESS:

The NRC shall annually evaluate the performance of the Board and conduct an assessment of the performance of each of the Directors individually against the criteria and Evaluation Framework as determined and approved by the Board/ NRC Committee time to time.

The performance evaluation of Independent Directors shall be done by the entire Board of Directors, on the basis of recommendations of the Committee (excluding the Director being evaluated).

REVIEW OF THE POLICY:

The Board of directors of the company shall review the policy on timely basis.

INTERPRETATION:

In any circumstance where the provisions of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the relevant law, rule, regulation or standard will take precedence over this Policy until such time as this Policy is changed to conform to the said law, rule, regulation or standard.

DISCLOSURE:

The Policy is disclosed on Company's website i.e., www.accretionpharma.com

POLICY FOR DETERMINING MATERIAL INFORMATION

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

PREFACE:

The Policy for determination of materiality of events or information (“Policy”) for disclosure to the Stock Exchanges is framed in accordance with the requirements of the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Regulations”). The Board may review and amend this policy from time to time.

The purpose of this policy is to ascertain the requirement of disclosure of events or information to stock exchange(s) and defining criteria for determining materiality of events and information specified under clause (i) of sub- regulation (4) of regulation 30 of Regulations.

OBJECTIVE:

The main objective of this policy is to determine the events and information which in the opinion of the Board are Material and needs to be disclosed to the Stock exchange and to provide guidance to the Board of Directors, KMPs and other executives and staff working in the Company in making decisions and undertaking regarding its Responsibility about making public such events / information which may materially affect the performance of the company and thereby the share prices of the Company.

Accretion Pharmaceuticals Limited being a listed entity, is obligated to comply with the disclosure requirements under the Listing Regulations and is committed to the premise that the all persons investing in the publicly traded securities have equal right to access information that may affect their investment decisions and believes that full and fair disclosure of material information to the public is the cornerstone to the integrity of the Capital Market.

DISCLOSURES OF EVENTS OR INFORMATION:

- A. The Company shall disclose all such material events which are specified in Para A of part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- B. The Company shall disclose all such material events specified in Para B of part A of Schedule III of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015, subject to application of guidelines for materiality.

CRETERIA FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION:

The Company shall consider the following criteria for determination of materiality of event or information:

- a. the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- b. the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date;
- c. the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - i. two percent of turnover, as per the last audited consolidated financial statements of the listed entity;
 - ii. two percent of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative;
 - iii. five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the listed entity.
- d. In case where the criteria specified in sub-clauses (a), (b) and (c) is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the listed entity, the event or information is considered material.

TIME LIMIT FOR DISCLOSURE OF EVENT OR INFORMATION TO THE STOCK EXCHANGE:

The Company shall make disclosures of material information to the Stock Exchanges within the time as specified in Regulation 30 of the Listing Regulations, as amended from time to time.

Provided further that disclosure with respect to events specified in sub-Para 4 of Para A of part A of Schedule III shall be made within thirty minutes of the conclusion of the Board Meeting.

The Company shall disclose on its website all such events or information which has been disclosed to stock exchange under this policy.

AUTHORIZATION TO KMP'S TO SUO MOTO ACCEPT/DENY REPORTED EVENT OR INFORMATION:

The Key Managerial Personnel of the Company jointly and severally are authorised to provide adequate reply to all queries raised by stock exchange with respect to any events / information and may on their own initiative also, confirm or deny any reported event or information to stock exchange.

COMPLIANCE OFFICER:

The Compliance Officer for the Purpose of complying with the provisions of LODR, 2015 shall be the Company Secretary of the Company.

REVIEW OF THE POLICY:

The Board of directors of the company shall review the policy on timely basis.

PRESEVATION OF DOCUMENTS AND ARCHIVAL POLICY

Pursuant to Regulation 9 and 30(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

CHAPTER I: PRESERVATION OF DOCUMENTS POLICY (REGULATION 9 OF LISTING REGULATIONS)

PREFACE:

The Policy for preservation of Documents for disclosure to the Stock Exchanges is framed in accordance with the requirements of the Regulation 9 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations"). The Board may review and amend this policy from time to time.

OBJECTIVE:

The objective of the Policy is to ensure that all important documents, generated or received by the Company, are adequately maintained and preserved in compliance with the applicable statutory provisions and to facilitate destruction of documents that are no longer required, at an appropriate time in specified manner.

The Policy establishes the guidelines for management, retention, preservation and destruction of documents, both in physical form and electronic form by the Company.

SCOPE OF POLICY

This Policy shall apply to all documents which include records maintained in the form of books or stored in a computer or tapes or discs or in any other electronic form or transcribed information of any type whether expressed in ordinary or machine language.

The preservation of documents, as mandated under the Policy, shall apply to all documents regardless of their location, including all Company locations, off-site locations, computer storage or employees' laptops etc.

DOCUMENTS

"Documents" refers to all corporate records which include papers, files, registers, writings, memos, manuscript, communications, agreements, sale deed, conveyance licenses, opinions, press releases, circulars, judgments, orders, approvals, registration certificates, building plans, etc. generated or received or maintained by the Company in the course of its business either in physical form or in electronic form produced by a computer or by any other device but not limited to emails and attachments, scanned papers, word documents, presentations, spreadsheets, databases, pictures, and graphics.

PRESERVATION SCHEDULE OF DOCUMENTS:

The Documents shall be preserved under following categories:

- A. Documents whose preservation shall be permanent in nature.
- B. Documents with preservation period of not less than eight years after completion of the relevant transaction
- C. Any other documents which are required to be mandatorily maintained and preserved as per the applicable Statutory/ Regulatory provisions in this regard.
- D. The Company may keep documents specified in this clause a, b & c in electronic mode as may be permitted by law.

DOCUMENTS WHOSE PRESERVATION SHALL BE PERMANENT IN NATURE (CATEGORY A)

- I. All documents of registration received by the Company under the applicable statute, laws, rules and regulations, namely but not limited to certificate of incorporation, memorandum and articles of association, permanent account number, tax deduction account number, excise/service tax/ goods and services tax /sales tax/export /import/ other registration certificates, licenses, court orders, awards, patents, trademarks, copy rights shall be preserved permanently.
- II. Statutory records and registers that are required to be maintained permanently under the provisions of the Companies Act 2013 including annual financial statements with statutory auditor's report, annual report.
- III. Minutes of the board meeting, board committee meetings, general meetings of members etc. shall be retained in perpetuity in the Company's minute book.
- IV. Documents relating to any property of the Company, property tax, delegation of powers, all policies/ policy guidelines of the Company framed under various regulations shall be retained perpetually.

DOCUMENTS TO BE PRESERVED FOR NOT LESS THAN EIGHT YEARS AFTER COMPLETION OF THE RELEVANT TRANSACTION (CATEGORY B)

The following Documents shall be maintained and preserved for a term not less than eight years after completion of the relevant transactions. All modifications, amendments, additions, deletions to the said Documents shall also be preserved for a term not less than eight years:

- I. Documents/Information furnished to stock exchanges including information submitted in compliance of SEBI Listing Regulations, as amended from time to time, shall be preserved for a minimum period of eight years from the end of the financial year in which the documents/information is furnished.
- II. Documents/information (save and except those under category A) submitted to Registrar of Companies / Ministry of Corporate Affairs in compliance with the Companies Act, 2013 & Rules hereunder shall be preserved for a minimum period of

eight years from the end of the financial year in which the documents/information is submitted.

- III. Books of accounts.
- IV. Office copies of notices, agenda, notes on agenda of board meetings and board committees and other related papers shall be preserved for as long as they remain current or for eight financial years, whichever is later and may be destroyed thereafter with the approval of the board of directors, as prescribed by the "Secretarial Standard-1 on Meetings of Board of Directors" as issued by the Institute of Company Secretaries of India and any amendments thereto.
- V. Office copies of notices, scrutinizer's report and related papers regarding general meetings (including AGM) shall be preserved for as long as they remain current or for eight financial years, whichever is later and may be destroyed thereafter with the approval of the board of directors, as prescribed by the "Secretarial Standard-2 on General Meetings" as issued by the Institute of Company Secretaries of India and any amendments thereto.
- VI. Attendance register for board meeting and recording of attendance of meetings through electronic mode for eight financial years and may be destroyed thereafter with the approval of the board of directors, as prescribed by the "Secretarial Standard-1 on Meetings of Board of Directors" issued by the Institute of Company Secretaries of India.
- VII. Any other document, certificates, statutory registers which may be required to be maintained and preserved for not less than eight years after completion of the relevant transactions under the Companies Act, 2013 and/or SEBI Listing Regulations.

GENERAL (CATEGORY – C)

In addition to the documents mentioned in Category 'A' and 'B' above, other documents, certificates, forms, statutory registers, records, etc. which are required to be mandatorily maintained and preserved shall be preserved for a stipulated period of time as per the circulars issued in this respect from time to time or as per the applicable statutory/ regulatory provisions in this regard.

RESPONSIBILITY

The heads of respective departments of the Company shall be responsible for preservation of the documents in terms of this Policy, in respect of the areas of operations falling under the charge of each of them.

DESTRUCTION OF DOCUMENTS

After the expiry of the statutory retention period, the preserved documents may be destroyed in such mode under the instructions approved by the board of directors/ concerned functional director/ head of the department. This applies to both physical and electronic documents.

GENERAL

Notwithstanding anything contained in this Policy, the Company shall ensure compliance with any additional requirements as may be prescribed under any laws/regulations either existing or arising out of any amendment to such laws/regulations or otherwise and applicable to the Company, from time to time.

REVIEW OF THE POLICY:

The Board of directors of the company shall review the policy on timely basis.

CHAPTER II: ARCHIVAL POLICY (REGULATION 30(8) OF LISTING REGULATIONS)

- a. The Company will host all the relevant disclosures of information and events communicated to the stock exchanges under Regulation 30 of the SEBI Listing Regulations on the website of the Company under the section entitled [“Investor Relations”] for a period of five years and thereafter the same shall be archived for retrieval for such period as decided by the Compliance Officer or/and Managing Director of the Company.
- b. Subsequently, anyone intending to review archived information and events communicated to the stock exchanges may write to the Company Secretary of the Company.
- c. This Policy will be periodically reviewed and amended based on any changes in the laws, rules and regulations applicable to the Company from time to time or changes in internal processes.

ACCRETION PHARMACEUTICALS LIMITED

RISK MANAGEMENT POLICY UNDER COMPANIES ACT, 2013

1. Legal Framework:

Section 134 (3) (n) of the Companies Act, 2013 requires the Company to frame Risk Management Policy to identify various elements of risk and steps taken to mitigate the same. Risk Management is a key aspect of the “Corporate Governance Principles and Code of Conduct” which aims to improve the governance practices across the Company’s activities. Risk Management Policy and processes will enable the Company to proactively manage uncertainty and changes in the internal and external environment to limit negative impacts and capitalize on opportunities.

2. Objective and Purpose:

The main objective of this Policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the Company’s business. In order to achieve the key objective, this Policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

3. Key Definitions:

3.1 Risk Assessment:

The systematic process of identifying and analyzing risks. Risk Assessment consists of a detailed study of threats and vulnerability and resultant exposure to various risks.

3.2 Risk Management:

The systematic way of protecting business resources and income against losses so that the objectives of the Company can be achieved without unnecessary interruption.

3.3 Risk Management Process:

The systematic application of management policies, procedures and practices to the tasks of establishing the context, identifying, analyzing, evaluating, treating, monitoring and communicating risk.

4. **Policy:**

The main objective of this Policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues. Risk Management framework shall primarily focus on following elements:

- 4.1 **Risk to Company Assets and Property** – It is ensured that there is proper security and maintenance of assets and adequate coverage of insurance to facilitate replacement of assets with minimal disruption to operations.
- 4.2 **Employees Related Risks** – Employees constitute the most important assets of the Company. The Human Resources Policies have been evolved over the years with the object of mitigating employee related risks including reducing attrition rate. Adequate legal safeguards have been provided to protect confidential information, and protect the Company from any probable contractual liability on account of misconduct/errors/omissions of employees.
- 4.3 **Risks associated with Non-Compliance of Statutory enactments** - The Company is a legal entity incorporated under the provisions of the Companies Act, 2013 engaged in manufacturing of Medicinal & Pharmaceutical Products. The Company is required to ensure compliance of provisions of various applicable statutory enactments. The Company ensures that qualified professionals are employed to comply with various applicable laws.
- 4.4 **Competition Risks** – Risk of competition is inherent to all business activities. The Company is engaged in construction of residential and commercial premises, there is always an inherent risk of uncertain productivity of resources, weather or seasonal implications and industrial relations problems, financial risks include inflation, availability and fluctuation of foreign exchange, delay in payment, repatriation of funds and local taxes, technical risks, political risks, environment risks. Changes cannot be eliminated, however, by applying risk management in project construction participates are able to improve the construction management.

Our risk management approach is composed primarily of three components:

4.4.1 Risk Governance

4.4.2 Risk Identification

4.4.3 Risk Assessment and Control

4.4.1 Risk Governance:

The functional heads of the Company are responsible for managing risk on various parameters and ensure implementation of appropriate risk mitigation measures. The Risk Management Committee provides oversight and reviews the risk management policy from time to time.

4.4.2 Risk Identification:

External and internal risk factors that must be managed are identified in the context of business objectives.

4.4.3 Risk Assessment and Control:

This comprises the following:

- A. Risk assessment and reporting
- B. Risk control
- C. Capability development

On a periodic basis risk, external and internal risk factors are assessed by responsible managers across the organization. The risks are identified and formally reported through mechanisms such as operation reviews and committee meetings. Internal control is exercised through policies and systems to ensure timely availability of information that facilitate pro-active risk management.

5. Compliance and Control:

All the Senior Executives under the guidance of the Chairman and Board of Directors has the responsibility for over viewing management's processes and results in identifying, assessing and monitoring risk associated with Organization's business operations and the implementation and maintenance of policies and control procedures to give adequate protection against key risk. In doing so, the Senior Executive considers and assesses the appropriateness and effectiveness of management information and other systems of internal control, encompassing review of any external agency in this regards and action taken or proposed resulting from those reports.

6. Review:

This Policy shall be reviewed at such intervals as may be decided by the Board from time to time to ensure it meets the requirements of legislation and the needs of organization.

7. Amendment:

This Policy can be modified at any time by the Board of Directors of the Company.

WHISTLE BLOWER POLICY AND VIGIL MECHANISM

Pursuant to provisions of Section 177 (9) of the Companies Act, 2013 and rules made thereunder

PREFACE:

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.

OBJECTIVE:

The purpose of this policy is to articulate the Company's point of view on whistle blowing, the process, and the procedure to strengthen Vigil Mechanism at the Company.

This Policy provides a platform and mechanism for the employees and directors to voice genuine concerns or grievances about unprofessional conduct without fear of reprisal.

It provides an environment that promotes responsible and protected whistle blowing process. It enables Employees and Directors about their duty to report any suspected violation of any law that applies to the Company and any suspected violation of the Group Values or the Company's Code of Conduct or insider trading norms.

Above all, it is a dynamic source of information about what may be going wrong at various levels within the Company and which will help the Company in realigning the processes and take corrective actions as part of good governance practice.

APPLICABILITY

This policy is applicable to all employees and Directors.

This policy is equally applicable to Third parties to report a concern related to a potential violation of the Company Code of Conduct.

WHO IS A WHISTLE BLOWER?

Any Employee or Director who discloses or demonstrates evidence of an unethical activity or any conduct that may constitute breach of the Company's Code of Conduct. This whistleblower has come to the decision to make a disclosure or express a genuine concern/grievance/allegation, after a lot of thought.

PROTECTION:

The process is designed to offer protection to the whistleblower (employees and directors) provided that the disclosure made / concern raised / allegations made ("complaint") by a whistleblower is in good faith and the alleged action or non-action constitutes a genuine and serious breach of what is laid down in the Group Values and/or Company's Code of Conduct.

The Company affirms that it will not allow any whistleblower to be victimized for making any complaint. Any kind of victimization of the whistleblower brought to the notice will be treated as an act warranting disciplinary action.

A whistleblower may choose to keep his/her identity anonymous. In such cases, the complaint should be accompanied with strong evidence and data.

As a Company, we condemn any kind of discrimination, harassment, victimization or any other unfair employment practice adopted against the whistleblowers. Complete protection will be given to the whistleblowers against any unfair practices like retaliation, threat or intimidation or termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the whistleblower's right to continue to perform his/her duties/functions in a free and fair manner.

REPORTING IN GOOD FAITH:

Every Whistle Blower is expected to read and understand this policy and abide by it. It is recommended that any individual who wishes to report, do so after gathering adequate facts/data to substantiate the complaint and not complain merely on hearsay or rumor. This also means that no action should be taken against the whistleblower, if the complaint was made in good faith, but no misconduct was confirmed on subsequent investigation.

However, if a complaint, after an investigation proves to be frivolous, malicious or made with ulterior intent/motive, the company should take appropriate disciplinary or legal action against the concerned whistleblower.

CONFIDENTIALITY:

The Value Standards Committee will be treated in a confidential and sensitive manner. In specific cases where the criticality and necessity of disclosing the identity of the whistleblower is important, it may be disclosed, on a 'need-to-know-basis', during the investigation process and only with the prior approval of the whistleblower.

WHISTLE BLOWER OFFICER:

For the purpose of this policy, the whistle blower officer will be Company Secretary (or in his/her absence, the Legal Head).

PROCEDURE FOR RAISING A COMPLAINT:

A whistle Blower can send a complaint to the Whistle Blower Officer at compliance@accretionpharma.com or send physical complaint at Accretion Pharmaceuticals Limited, 29 Xcelon Ind Park 1, B/h Intas Pharmaceuticals, Vasna Chacharvadi, Sanand, Ahmedabad - 382213, Gujarat, India.

GUIDELINES FOR COMMUNICATION AND IMPLEMENTATION OF THIS POLICY:

Contact details will be made available for reporting of any violation or misconduct. A communication mechanism should be put in place to create awareness about this with the existing employees and for new joiners of the Company.

REVIEW OF THE POLICY:

The Board of directors of the company shall review the policy on timely basis.

DISCLOSURE:

The Policy is disclosed on Company's website i.e., www.accretionpharma.com

POLICY ON PREVENTION OF SEXUAL HARASSMENT (POSH POLICY)

OBJECTIVE:

Accretion Pharmaceuticals Limited ("the Company") is committed to Create a secure work environment where all its stake holders such as Employees, Agents, Vendors and Partners can work and pursue business in an atmosphere free from any sexual harassment, exploitation and intimidation. The company values each and every employee working with them and committed to protect their dignity and self-respect. Further, the Company is determined to maintain personal dignity; promote a working environment where both genders complement each other as equals and to strive for maximum productivity. The objective of this policy is to provide protection against Sexual Harassment of women at workplace.

SCOPE:

The Policy on "Prevention of Sexual Harassment" (POSH Policy) covers every "employee" at Company. Sexual Harassment shall be irrespective of Gender. Sexual Harassment is judged by the impact on the complainant and not the intent of the Respondent.

DEFINITION:

- A. **"Aggrieved Person"** means a person in relation to work place whether employed or not, who alleges to have been subject to any act of sexual harassment by the Respondent.
- B. **"Company"** means "Accretion Pharmaceuticals Limited" in short "the Company".
- C. **"Employee"** means a person employed at a workplace for any work on regular, temporary, ad hoc or daily wages basis, either directly or through an agent, including a contractor, with or without the knowledge of the principal employer, whether for remuneration or not, or working on a voluntary basis or whether the terms of employment are expressed or implied and includes a co-worker, a contract worker, probationer, trainee, apprentice or called by any other such name.
- D. **"Employer"** means Chairman and Managing Director of the Company or any other officer declared as such as per the service rules of the Company.
- E. **"Internal Complaints Committee"** means a committee constituted by company as per the policy.
- F. **"Respondent"** means a person against whom the aggrieved person has made a complaint.
- G. **"Sexual Harassment"** includes one or more of the following unwelcomed acts or behaviour (whether directly or by implication) namely:
 - I. Physical contact and advances; or
 - II. a demand or request for sexual favours; or
 - III. making sexually coloured remarks; or
 - IV. showing pornography or other offensive or derogatory pictures, cartoons, representations, graphics, pamphlets, or sayings; or
 - V. any other unwelcome physical, verbal or non-verbal conduct of sexual nature;

In addition, the following acts circumstances, among other circumstances, if it occurs or is present in relation to or connected with any act or behaviour of sexual harassment may amount to sexual harassment:

- I. implied or explicit promise of preferential treatment in the employment;
- II. Implied or explicit threat of detrimental treatment in the behaviour;
- III. Implied or explicit threat about their present or future employment status;
- IV. Interfering with their work or intimidating or offensive or hostile work environment;
- V. humiliating treatment likely to affect the health and safety of the aggrieved person;
- VI. any other acts or behaviour, any reasonable person views as such

H. **“Workplace”** includes all Company premises and shall include any place visited by the employee in the course of employment including transportation provided by the employer for undertaking such journey.

INTERNAL COMPLAINTS COMMITTEE:

1. To inquire and advice suitable action on the complaints on Sexual Harassment, there shall be a Committee called as “Internal Complaints Committee (ICC)”. The Committee shall be constituted by Chairman and Managing Director with the following members:
 - a. A Presiding Officer, who shall be a woman employed at a senior level at workplace from amongst the employees. In case of non-availability of senior level woman employee, the Presiding Officer shall be nominated from administrative units of the work place;
 - b. Not less than two (2) Members from amongst employees preferably committed to the cause of women or who have had experience in social work or have legal knowledge;
 - c. One member from amongst non-governmental organizations or associations committed to the cause of women or a person familiar with the issues relating to sexual harassment

Provided that at least one-half of the total Members so nominated shall be women.

2. Every complaint received shall be forwarded to the ICC for investigation, inquiry.
3. The committee members on need basis will be provided with necessary training to handle such matters effectively and with the required sensitivity and concern.

COMPLAINTS REDRESSAL MECHANISM:

1. Any aggrieved person may make, in writing, a complaint of sexual harassment at workplace to ICC within a period of three months from the date of incident and in case of a series of incidents, within a period of three months from the date of last incident,

which may further be extended for a period not exceeding three months by ICC by recording the reasons in writing, if circumstances were such which prevented the aggrieved from filing a complaint within the said period.

2. Provided that where such complaint cannot be made in writing, the Presiding Officer or any Member of ICC shall render all reasonable assistance to the aggrieved for making a complaint in writing.
3. Where the aggrieved employee is unable to make a complaint on account of their physical or mental incapacity or death or otherwise, (a) legal heir or friend; or (b) coworker; or (c) an officer of the National Commission for Women or State Women's Commission; or (d) any person who has knowledge of the incident, with a written consent of the aggrieved women; may make a complaint.
4. The ICC shall make inquiry into the complaint in accordance with the principles of natural justice.
5. The Complainant or person authorized on their behalf as per above provision, shall make a complaint to the ICC along with supporting documents and names and address of witnesses.
6. On receipt of such complaint, ICC shall provide a copy of such complaint along with supporting documents to the Respondent within 7 working days.
7. Respondent shall file reply to the complaint along with their list of documents, and names and addresses of witnesses, within a period not exceeding ten working days from the date of receipt of the documents from ICC.
8. ICC shall investigate the complaint in detail by giving reasonable opportunities for both the parties. For the purpose of making an inquiry, under this policy, ICC have the power of a civil court, vested in it, in respect of:
 - a. Summoning and enforcing the attendance of any person and examining him under oath;
 - b. Requiring discovery and production of documents;
 - c. Any other prescribed matter.
9. During the enquiry process, the Complainant and the Respondent shall refrain from any form of threat, intimidation or influencing of Witnesses.
10. The Committee shall ensure confidentiality during the enquiry process and will ensure that sufficient care is taken to avoid any retaliation against the witnesses.
11. ICC shall have the right to terminate the enquiry or give ex-parte decision on the complaint, if the Respondent or complainant remains absent for 3 consecutive hearings, without sufficient cause, provided that such termination or ex-parte order may not be passed without giving a notice in writing, 15 days in advance, to the party concerned.
12. The ICC must complete its investigation within a period of 90 days.
13. The parties shall not be allowed to bring any legal practitioner to represent them in their case at any stage of the proceedings before the Internal Complaints Committee.
14. For conducting the enquiry, the quorum of the ICC shall be of 3 members including the presiding officer.
15. The NICC may before initiate an enquiry, and at the aggrieved party's request, attempt to settle the matter between them through conciliation. However, it shall ensure that:
 - a. No monetary settlement made as a basis of conciliation.
 - b. Where a settlement has been arrived, the ICC record the settlement so arrived and forward the same to the employer to take action as specified in the

recommendation. A copy of the same shall be provided to the aggrieved and the respondent.

Where, a settlement is arrived as mentioned hereinabove, no further enquiry shall be conducted by the ICC.

16. During such enquiry, upon written request by the aggrieved person, the committee may at its discretion recommend:
 - a. To transfer the aggrieved person or the respondent to any other workplace
 - b. Grant leave to the aggrieved person, up to three months with salary which is in addition to leave to which he/she is otherwise entitled.

Provided, the aggrieved person has to tender justified reason for such transfer or leave, such as threat to work in the work place.

ACTIONS:

1. The committee shall on completion of the enquiry provide a report of its findings within 10 days from the date of completion of the enquiry and such report shall be made available to both Aggrieved and Respondent.
2. If the allegation against the Respondent has not been proved, the Committee may recommend not to take any action in the matter.
3. If the NICC arrives at the conclusion that the allegation against the Respondent has been proved, it shall recommend to the Employer to consider sexual harassment as a misconduct and take action in accordance with the provisions of the Service Rules of the Company.
4. Such action shall be taken within 60 days of the receipt of report.

FALSE ALLEGATIONS:

1. The complaint of sexual harassment made by any employee shall be taken up with utmost seriousness by Company. However, there shall be zero tolerance for any false accusation.
2. On inquiry, if the ICC comes to a conclusion that the allegation was made with malicious intent or the aggrieved person or any other person making the complaint on behalf of the aggrieved person produced false or forged or misleading documents to prove his/her case, the ICC may recommend to take action against the person who made the complaint as per Service Rules. In such a case, malicious intent has to be established after an enquiry in accordance with the procedure prescribed, before any action is recommended. A mere inability to substantiate a complaint or provide adequate proof would not attract action as provided herein. A similar recommendation for taking action would be recommended against any witness whom the ICC concludes, that he/she has given false evidence or produced forged or misleading documents.
3. The above provision is not to discourage employees from coming forward with complaints. Company recognizes and expects certain claims may be difficult to prove or support, or may not in fact be found to raise to the level of seriousness deemed necessary

to conclude as Sexual Harassment. Complaints falls under the above, shall not be considered to be false accusations.

AWARENESS:

1. All the women Employees, Agents, Customers, Vendors, Partners and Visitors shall have access to this Policy.
2. An awareness program shall be conducted among the women employees on the Policy & formation of ICC.
3. The Company shall comply with all other details as set out under Section 19 of the Act to ensure that all employees are provided with the safe working environment at work place.
4. Company shall display the notice showing the name of the ICC members suitably.
5. Company shall make a declaration regarding the Policy on sexual harassment every year in the annual report.

MISCELLANEOUS:

1. Company with the approval of Competent Authority may make any alteration or amendment or rescind any of the clauses of this Policy as and when it finds it necessary to do so as long as it complies the Act.
2. Any such alterations or amendment or rescinding will be intimated to the employees.
3. Nothing contained in these Policy shall operate in derogation of any law for the time being in force or to the prejudice of any right of any employee under any other Rules or Law.
4. The ICC shall prepare an annual report with the following details and shall submit the same to the Management to include in its annual report:
 - a. Number of Complaints of sexual harassment received during the year;
 - b. Number of complaints disposed of during the year;
 - c. Number of cases pending for more than 90 days;
 - d. Number of workshops or awareness program against sexual harassment carried out;
 - e. Nature of action taken by the employer.
5. The above Annual Report and the MIS should be prepared by the ICC and shall be submitted before the end of each financial year to the Senior Management of the Company.

CONCLUSION:

1. Complaints relating to Sexual Harassment shall be handled and investigations will be conducted under the principles of natural justice, basis of fundamental fairness, in an impartial and confidential manner so as to protect the identity of all viz. the person filing the charge, potential witnesses, and the person accused of improper behaviour. Also, all efforts shall be taken to ensure objectivity and thoroughness throughout the process of investigation.

2. The identity and address of the aggrieved person, respondent and witnesses must not be published or disclosed to the public or media.
3. The decision of the Company shall be final and binding on all. However, the same is without prejudice to any recourse that Company or the individual concerned may have against the respondent and it shall not limit or restrict the rights of the Complainant and/or Company to pursue, nor shall they be precluded from pursuing, such further and other legal actions as may be available.

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

1. INTRODUCTION:

The Code of Conduct for Board of Directors and Senior Management Personnel sets forth ACCRETION PHARMACEUTICALS LIMITED (“the Company”) core values, and shared responsibilities into practice. The objective of this document is to communicate the CODE of CONDUCT of the Directors and Officers (hereinafter referred to as ‘Members’) of the Company which sets as guidelines to bring transparency, professionalism, accountability and responsibility in the individual behaviour whilst conducting their duties, specifically under Regulation 17 of SEBI (Listing Obligations and Discloser Requirements) Regulation, 2015 (“The Regulations”). The Code is aimed to prevent any wrong doing and to promote ethical conduct at the Board and Senior Management level.

2. APPLICABILITY:

The code shall apply to all the Members of the Company across all of its units, offices and branches in India or elsewhere.

All the concerned are expected to read and understand this Code and to uphold standards set out under this, in his/her day-to-day activities.

As the principles set out under this are general in character, Officers should also review the Company's other applicable Policies and Procedures for more specific instructions. In case of any difficulty in interpretation or allied matters they may contact the Compliance Officer. This Code is in addition to and not in derogation with any Act, law, rules and regulations, and all other applicable Policies and Procedures adopted by the Company that governs the conduct of its officers.

3. CONFLICT OF INTEREST:

Conflict of interest is a situation where personal interest may, in any, way, interfere with the interests or benefits of the Company influencing the exercise of independent judgment while discharging one’s duties and responsibilities. The Members shall avoid any situation that would lead to or tend to lead to any conflict of interest and is considered to be prejudicial to the interest of the Company. The Members are expected to make a suitable disclosure to the Board of Directors of the Company and shall abstain from participating in any discussion for such transaction which involves or appears to involve conflict of interest. The Members (including their relatives) are expected not to derive any improper personal gain / benefit from the Company which shall include making or influencing decision by any means in any transaction of the Company. The Members shall not indulge in the insider trading (as defined by the Securities and Exchange Board of India or other respective authorities from time to time) in the Company’s shares, products or services.

4. CONFIDENTIALITY OF INFORMATION:

Confidentiality of information means all the information of the Company which are not meant for public dissemination. This may include information on business, trade, trade secrets, technical, commercial, proprietary or privileged information and information relating to its customers, employees, mergers / de-mergers and acquisitions, stock splits, dividend, issue of bonus shares, investments and discussions and deliberations relating to business issues and decisions, between and among its members in formal meetings or otherwise, and will include all such information which should not be made available to the public at the given point of time without following rules, procedure of the law and of the Company under the authority of its management.

5. AFFIRMATION AND COMPLIANCE:

The Members of the Company shall affirm compliance with this Code on an annual basis, **(as per Annexure-A)**.

6. AMENDMENT:

The foregoing code of conduct is not an end to itself and is subject to modification from time to time. Any change in the Code shall be approved by the Board. The Board shall have the right to withdraw and/or amend any part of this Code or the entire Code, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding. Any subsequent amendment/modification in the Act or the rules framed thereunder or the SEBI Listing Regulations and/or any other laws in this regard shall automatically apply to this Code.

ANNEXURE – A

**CODE OF CONDUCT FOR
BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL**

**To,
The Compliance Officer
ACCRETION PHARMACEUTICALS LIMITED
Address: 29 Xcelon Ind Park 1, B/h Intas Pharmaceuticals,
Vasna Chacharvadi, Sanand, Ahmedabad - 382213, Gujarat, India.**

Reg: Annual Disclosure

Dear Sir/Madam,

I, hereby declare that I have received and read the Company's "CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL" of the Company. I further declare that I have fully complied with Code of Conduct for Board Members and Senior Management Personnel for the Financial year ended on March 31st
.....

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

*Pursuant to Regulation 8 of Securities and Exchange Board of
India (Prohibition of Insider Trading) Regulations, 2015*

1. PREFACE:

In terms of the requirement stated under Regulation 8 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (**"The Regulations"**), mandate every Listed Company to formulate and publish on its official website, code of practices and procedures for fair disclosure of unpublished price sensitive information that it would follow in order to adhere to each of the principles set out in Schedule A to the regulations.

This Code has been reviewed and approved by the Board of Directors of the Accretion Pharmaceuticals Limited (**"the Company"**) and shall come into effect from the date of listing of Equity Shares of the company.

2. APPLICABILITY:

This Code shall be applicable and binding on all the employees, officers, directors and those persons authorized to speak on behalf of the Company.

3. COVERAGE:

3.1 UNPUBLISHED PRICE SENSITIVE INFORMATION:

"Unpublished Price Sensitive Information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: -

- Financial results;
- Dividends;
- Change in capital structure;
- Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- Changes in key managerial personnel;

3.2 MATERIAL INFORMATION AS SPECIFIED UNDER THE LISTING REGULATIONS:

Material information means any information relating to the business or affairs of the Company that results in, or would reasonably be expected to result in a significant change in the market price or value of the securities of the Company or that would reasonably be expected to have a significant influence on any reasonable investor's investment decisions.

4. BASIC PRINCIPLES OF DISCLOSURES:

Procedures governing the disclosure of Material Information required to be disclosed shall provide that such disclosure shall be made in accordance with the following principles:

- 4.1 Information should be disclosed immediately through the stock exchanges.
- 4.2 Under certain circumstances, the Company may determine that such disclosure would be unduly detrimental to the Company (for example if release of the information would cause prejudice to negotiations in a corporate transaction), in such case, the information shall be kept confidential until the Company determines it may be publicly disclosed. Information should be disclosed only after there is credibility to the information and the information has concretized.
- 4.3 Disclosures should be made in a timely manner.
- 4.4 Disclosure must be complete in all material respects and should not be misleading.
- 4.5 Unfavorable Material Information must be disclosed as promptly and completely as favorable information.
- 4.6 Disclosure must be corrected immediately if the Company is subsequently made aware that its earlier disclosure contained a material error or omission at the time it was given.

5. DISCLOSURE OF MATERIAL INFORMATION:

The Company shall disclose Material Information concerning its business and affairs to the public immediately, except when otherwise required for the purpose of maintaining the confidentiality of the information. This Code is to enable all persons investing in the securities of the Company to have the opportunity for equal and timely access to information that may affect their investment decision regarding those securities.

This Code further provides that, once there is credibility to the information and once the information is reached to a level of concretization, the information would be disclosed by the Company in a timely manner.

6. PROCESS OF DISCLOSURES OF MATERIAL INFORMATION

In case any Functional Head becomes aware of some Material Information about the Company, the said Functional Head would contact the Compliance Officer or Managing Director of the Company.

The Compliance officer and/or Managing Director would then determine whether the information requires disclosure to the stock exchanges or not in accordance with the Listing Agreements. Thereafter, concerned functional head will prepare the content of the disclosure and determine the timing of the disclosures. Thereafter, the Company will disclose the said information to the stock exchanges.

7. DELAY IN DISCLOSING MATERIAL INFORMATION:

Under certain circumstances, the Company may keep Material Information confidential for a limited period of time because immediate disclosure may compromise certain strategic business opportunities of the Company or may not be disclosable due to third-party confidentiality restrictions or uncertainty of events.

The determination of when not to disclose Material Information immediately shall be made by the Compliance officer and/or Managing Director of the Company.

8. NEED TO KNOW:

8.1 Disclosure of UPSI to be made only if it is in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.

8.2 Subject to applicable laws, PIT Code, Fair Disclosure Code and other codes and policies and any procedures framed by the Company, UPSI shall be shared only on a need-to know basis, post executing the Non-Disclosure/ Confidentiality Agreement or on serving notices of confidentiality.

9. CLARIFICATIONS:

The Compliance Officer may be contacted for any queries concerning this Fair Disclosure Code.

10. MARKET RUMOURS:

The Company shall not comment, affirmatively or negatively, on market rumors. Should a stock exchange request that the Company make a definitive statement in response to a market rumor that is causing significant volatility in the securities of the Company, the Compliance Officer and/or Managing Director shall consider the matter and content of the Company's response, such as confirming "no corporate development at this time.

11. UNIFORM AND UNIVERSAL DISSEMINATION OF UPSI TO AVOID SELECTIVE DISCLOSURE:

11.1 UPSI will be disseminated uniformly and universally to all stakeholders through Stock Exchanges. Additionally, the same may also be posted on the official website of the Company as per Applicable Law.

11.2 In case any information is disclosed selectively, whether by inadvertence or otherwise, the Company shall take the necessary corrective action, including informing the Stock Exchanges, to make the information publicly available. This will be decided by the Compliance Officer in conjunction with the Managing Director.

12. PRESERVATION OF UPSI:

All UPSI is to be preserved and maintained in utmost confidentiality by everyone including those who are recipients of any UPSI.

The Company shall maintain and store records in respect of disclosures made by it through any means under the relevant provisions of the Companies Act, 2013, rules made there under for audit and future reference.

13. AMENDMENT:

The Board shall be responsible for the administration, interpretation, application and review of this policy. The Board shall be empowered to bring about necessary changes to this policy, if required at any stage in compliance with the prevailing laws.

14. REVIEW OF THE POLICY:

The Board of directors of the company shall review the policy on timely basis.

15. DISCLOSURE:

The Policy is disclosed on Company's website i.e., www.accretionpharma.com

AUTHORIZE KEY MANAGERIAL PERSONNEL (KMP) FOR THE PURPOSE OF DETERMINING MATERIALITY OF AN EVENT OR INFORMATION AND FOR THE PURPOSE OF MAKING DISCLOSURE TO STOCK EXCHANGE:

The following Key Managerial Personnel of the Company are authorised to determine the materiality of an event or information:

Sr. No.	Name and Designation	Contact Details
1	Mr. Harshad N. Rathod Chief Financial Officer & Director	

The following Key Managerial Personnel of the Company are authorized to make the disclosures to the stock exchange regarding materiality of an event or information.

Sr. No.	Name and Designation	Contact Details
1	Mr. Harshad N. Rathod Chief Financial Officer & Director	
2	Mrs. Bhavika Dhaval Makadia Company Secretary and Compliance Officer	

POLICY ON IDENTIFICATION OF MATERIAL CREDITORS AND MATERIAL LITIGATIONS

Pursuant SEBI (Initial Capital and Disclosure Requirements) Regulations, 2018

A. PREFACE:

This Policy has been formulated to define the materiality for identification of group companies, outstanding litigation and outstanding dues to creditors in respect of Accretion Pharmaceuticals Limited (the "Company"), pursuant to the disclosure requirements under Schedule VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations").

B. OBJECTIVE:

This policy shall be called the 'Policy on Identification of Group Companies, Material Creditors and Material Litigations' ("**Policy**").

The Board of Directors of the Company ("Board") at their meeting held on 17th July, 2024 discussed and approved this Policy. This Policy shall be effective from the date of approval of this Policy by the Board.

The Company has adopted this Policy for identification and determination of: (i) material creditors; (ii) material litigations and (iii) Group Companies pursuant to the provisions of SEBI ICDR Regulations, details of which shall be disclosed in the Offer Documents.

"Offer Documents" means the Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus to be filed by the Company in connection with the proposed initial public offering of its equity shares with the Securities and Exchange Board of India, Registrar of Companies, having jurisdiction and stock exchanges where the equity shares of the Company are proposed to be listed, as applicable.

All other capitalized terms not specifically defined in this Policy shall have the same meanings ascribed to such terms in the Offer Documents.

In this Policy, unless the context otherwise requires:

- I. Words denoting the singular shall include the plural and vice versa.
- II. References to the words "include" or "including" shall be construed without limitation

C. POLICY PERTAINING TO THE IDENTIFICATION OF MATERIAL GROUP COMPANIES, MATERIAL CREDITORS AND MATERIAL LITIGATIONS:

The Policy with respect to the identification of the group companies, material creditors and material litigation shall be as follows:

Identification of 'Material' Group Companies:

Requirement:

As per the requirements of the SEBI ICDR Regulations, Group Companies include such companies as covered under the applicable accounting standards (i.e. Indian Accounting Standard 24 ("Ind AS 24"), as applicable) as per the restated consolidated financial statements for three (3) financial years and any subsequent stub period preceding the date of the Offer Document, which is included in such Offer Document and also any other companies as considered material by the board of directors of the Company.

Policy on Materiality:

A company shall be considered material and disclosed as a Group Company if a material adverse change in such company, can lead to a material adverse effect on the Company, and its revenues and profitability. Other than companies which constitute part of the related parties of the Company in accordance with the applicable accounting standards (Ind AS 24) as per the latest audited and restated consolidated financial statements of the Company included in the Offer Documents.

For avoidance of doubt, it is hereby clarified that the Subsidiaries shall not be considered as Group Companies for the purpose of disclosure in the Offer Documents.

Identification of Material Creditors:

Requirement:

As per the requirements of SEBI ICDR Regulations, the Company shall make relevant disclosures in the Offer Documents for outstanding dues to creditors:

- (i) Based on the policy on materiality defined by the Board and as disclosed in the Offer Document, disclosure for such creditors;
- (ii) Consolidated information on outstanding dues to small scale undertakings and other creditors, separately giving details of number of cases and amount involved; and
- (iii) Complete details about outstanding dues to creditors as per (i) and (ii) above shall be disclosed on the webpage of the Company with a web link thereto in the offer document

POLICY ON MATERIALITY:

For identification of material creditors, in terms of point (1) above, a creditor of the Company, shall be considered to be material for the purpose of disclosure in the Offer Documents, if amounts due to such creditor **exceeds 5 % of the total consolidated trade payables** as on the date of the restated consolidated financial statements for the last completed fiscal year included in the Offer Documents.

Disclosures in offer document regarding creditors and SSIS and MSMES

- (i) For creditors identified as 'material' based on the abovementioned Policy, information on outstanding dues to such material creditors shall be disclosed in the Offer Documents along with details of number of creditors and amount involved on an aggregate basis, as of the date of the latest restated consolidated financial statements included in the Offer Document.
- (ii) For outstanding dues to small scale undertakings("SSI") or a micro small or medium enterprise ("MSME"), the disclosure will be based on information available with the Company regarding the status of the creditors as an SSI or MSME as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the statutory auditors in preparing their audit report. Information for such identified SSI or MSMEs creditors shall be provided in the Offer Documents in the following manner:
 - a. aggregate amounts due to such creditors; and
 - b. aggregate number of such creditors.

as of the date of the latest restated consolidated financial statements included in the Offer Document.

- (iii) In respect of all creditors of the Company, consolidated information on outstanding dues to the creditors shall be disclosed in the Offer Documents comprising the number of creditors and amount involved on an aggregate basis, as of the date of the latest restated consolidated financial statements included in the Offer Document

The Company shall make relevant disclosures before the Audit Committee/ Board of directors as required by applicable law from time to time.

IDENTIFICATION OF MATERIAL LITIGATION

Requirement:

As per the requirements of SEBI ICDR Regulations, the Company shall disclose all the litigation involving the Company, its subsidiaries, joint ventures, directors and group companies related to:

- I. All criminal proceedings;
- II. All actions by statutory / regulatory authorities;
- III. Taxation separate disclosures regarding claims related to direct and indirect taxes, in a consolidated manner
- IV. giving details of number of cases and total amount; and
- V. Other pending litigations as per policy of materiality defined by the Board and disclosed in the Offer Documents.

Policy on materiality:

Other than litigations mentioned in point (i) to (ii) above, any other pending litigation involving the Company, its directors, subsidiaries and joint ventures and group companies shall be considered "material" for the purpose of disclosure in the Offer Documents if:-

- a) the monetary amount of claim made by or against the Company, its subsidiaries, joint ventures, directors and group companies in any such pending litigation is equal to or in excess of 5 % of the net profits after tax of the Company for the most recent audited fiscal period); or
- b) where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in an individual litigation does not exceed 5 % of the net profits after tax of the Company for the most recent audited fiscal period); and
- c) any such litigation an adverse outcome of which would materially and adversely affect the Company's business, prospects, operations, financial position or reputation, irrespective of the amount involved in such litigation.

D. AMENDMENT

The Board (including its duly constituted committees wherever permissible), shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision or replace this Policy entirely with a new Policy. This Policy shall be subject to review/changes as may be deemed necessary and in accordance with regulatory amendments from time to time.

TERMS OF REFERENCE OF AUDIT COMMITTEE

- 1) To assist the Board in its oversight functions relating to:
 - a) quality and integrity of disclosures contained in the audited and unaudited financial statements;
 - b) compliance with legal and regulatory requirements;
 - c) qualifications, experience, performance and independence of external auditors;
 - d) integrity of the internal controls established from time to time; and
 - e) Investments of the Company.
- 2) To investigate into any matter in relation to the items specified in Section 177 of the Companies Act, 2013 or referred to it by the Board and for this purpose, shall have full access to information contained in the records of the Company and seek external professional advice, if necessary.
- 3) To investigate any activity within its terms of reference.
- 4) To seek information from any source including employees.
- 5) To obtain outside legal or other professional advice, if necessary.
- 6) To secure attendance of outsiders with relevant expertise, if it considers necessary.
- 7) To protect whistle blowers.
- 8) The role of the Audit Committee shall include the following:
 - a) Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
 - b) Reviewing with the management, the quarterly / half yearly financial statements before submission to the Board for approval.
 - c) Reviewing with the management, annual financial statements and auditors report thereon before submission to the Board for approval, with particular reference to:
 - d) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (3)(c) of Section 134 of the Companies Act, 2013;
 - e) Changes, if any, in accounting policies and practices and reasons for the same;
 - f) Major accounting entries involving estimates based on the exercise of judgment by management;
 - g) Significant adjustments made in the financial statements arising out of audit findings;
 - h) Compliance with accounting standards issued by the Institute of Chartered Accountants of India;
 - i) Compliance with legal requirements relating to financial statements;

- j) Disclosure of any related party transaction; and
- k) Qualifications in the draft audit report.

9) Audit(s)

a) Internal Audit:

- Reviewing, with the management, performance of internal auditors (external firms) and adequacy of internal control systems.
- Reviewing the adequacy of internal audit (in house) function, if any, including the structure of internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of such audit.
- Discussion with internal auditors on any significant findings and follow up thereon.
- Recommending to the Board appointment and fixation of fees for Internal Auditors for Audit and other services if any.

b) Statutory Audit & Branch Audit:

- Discussion with Statutory Auditors & Branch Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Discussion with Statutory Auditors & Branch Auditors on any significant findings and follow up thereon.
- Recommending to the Board the fixation of Statutory and Branch Audit Fees.
- Approval of payment to statutory auditors for any other services (other than audit) rendered by them.
- Recommend the terms of appointment of the auditor, approval for rendering other services by the auditor as per section 144 and other applicable provisions, if any, of the Companies Act, 2013.

c) Cost Audit & Tax Audit:

Recommending to the Board, the appointment, re-appointment and if required, replacement or removal of cost auditors and tax auditors and fixation of Audit fees and other terms of appointment.

- 10) Reviewing and monitoring the auditors' independence and performance and effectiveness of audit process.
- 11) Review the Cost Audit Report along with full information and explanation on every reservation or qualification contained therein and recommend the report to the Board for consideration.
- 12) Provide an open avenue of communication between the independent auditor, internal auditor and the Board of Directors.
- 13) Review with the independent auditors the co-ordination of audit efforts to assure completeness of coverage, reduction of redundant efforts, and the effective use of all audit resources.

- 14) Consider and review the following with the independent auditors and management:
 - a) The adequacy of internal controls including computerized information system controls and security, and
 - b) Related findings and recommendations of the independent auditor and internal auditor, together with the management responses.
- 15) Consider and review the following with the management, internal auditor and the independent auditor:
 - a) Significant finding during the year, including the status of previous audit recommendations
 - b) Any difficulties encountered during audit work including any restrictions on the scope of activities or access to required information.
- 16) Government audit- To review the follow up action on the audit observations of the C&AG audit.
- 17) Reviewing the findings of any internal investigations by the internal auditors/statutory auditors/other agencies into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- 18) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- 19) To review the functioning of the Whistle Blower Mechanism.
- 20) To review the follow-up action taken on the recommendations of committee on public undertakings (COPU) of the Parliament.
- 21) Review and pre-approve all related party transactions in our Company. For this purpose, the Audit Committee may designate a member who shall be responsible for pre-approving related party transactions.
- 22) Review the Company's financial policies, commercial policies and risk management policies.
- 23) Evaluation of internal financial controls and risk management system.
- 24) Reviewing with the management, the statement of uses/application of funds raised through an issue (public issue, right issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice, and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or right issue, and making appropriate recommendations to the Board to take up steps in this matter.

- 25) Scrutiny of inter-corporate loans and investments.
- 26) Valuation of undertakings or assets of the Company, wherever it is necessary.
- 27) Approval or any subsequent modification of transactions of the Company with related parties.
- 28) Review the following information:
 - a) The management discussion and analysis of financial condition and results of operations;
 - b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
 - c) Management letter / letters of internal control weaknesses issued by the statutory auditors;
 - d) Internal audit reports relating to internal control weaknesses;
 - e) The appointment, removal and terms of remuneration of internal auditors/chief internal auditor; and
 - f) Certification / declaration of financial statements by the chief executive/chief finance officer.
- 29) To call for comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and to discuss any related issue with the internal and statutory auditors and the management of the Company.
- 30) Review of the quarterly statement for deviation including report of monitoring agency, if applicable submitted to Stock Exchanges.
- 31) Appointment of the registered valuer and prescribing the terms and conditions as per section 247 of the Companies Act, 2013
- 32) Advise and evaluate on maintaining a proper system for storage, retrieval, display or printout of the electronic records.
- 33) Consult with the Internal Auditor for formulation of the scope, functioning, periodicity and methodology for conducting the internal audit.
- 34) The Audit Committee shall give the auditors of the company and the key managerial personnel a right to be heard in the meetings of the Audit Committee when it considers the auditor's report.
- 35) The Audit Committee shall oversee the vigil mechanism established for the directors and employees for reporting genuine concerns or grievances and shall provide for adequate safeguards against victimization of employees and directors who use such mechanism. The Chairperson of the Audit Committee shall be directly accessible in appropriate and exceptional cases. In case of repeated frivolous complaints being filed

by a director or an employee, the audit committee may take suitable action against the concerned director or employee including reprimand. Review contracts awarded on nomination / offer basis in terms of guidelines issued by the CVC / DPE/ other authorities, from time to time.

- 36) Carrying out such other functions as may be specifically referred to the Committee by the Company's Board of Directors and/or other Committees of Directors.

Company Secretary & Compliance Officer

Bhavika Makadia

Accretion Pharmaceuticals Limited

28/29, Xcelon Industrial Park-1, Behind Intas Pharmaceuticals

Vasna-Chacharwadi, Ta- Sanand, Dist - Ahmedabad 382213, Gujarat, India

Mobile: 9714882929 | e-mail ID: compliance@accretionpharma.com

REGISTRAR AND TRANSFER AGENT

KFin Technologies Limited

Selenium, Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad – 500032,
Telangana, India