



The contributor of Covid & life saving drugs to the world

37th Annual Report 2020-2021

GUFIC CRITI CARE / CRITI CARE LIFE DIVISION PRODUCTS



BOARD OF DIRECTORS

Mr. Jayesh P. Choksi	Chairman & Managing Director
Mr. Pranav J. Choksi	Chief Executive Officer & Whole-time Director
Mr. Pankaj J. Gandhi	Whole-time Director
Mr. Dilip B. Ghosh	Additional Whole-time Director
Mr. Gopal M. Daptari	Independent Director
Dr. Anu S. Aurora	Independent Director
Mr. Shreyas K. Patel	Independent Director
Mr. Shirirang V. Vaidya	Independent Director
Dr. Balram H. Singh	Non-Executive Non-Independent Director
Dr. Rabi N. Sahoo	Independent Director

CHIEF FINANCIAL OFFICER

Mr. Devkinandan B. Roonghta

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Ami N. Shah

STATUTORY AUDITOR

Mittal Agarwal & Co

COST AUDITOR

Kale & Associates

SECRETARIAL AUDITOR

Manish Ghia & Associates

BANKERS

The Saraswat Co-operative Bank Limited
State Bank of India
ICICI Bank
HDFC Bank
Bank of Baroda

REGISTERED OFFICE ADDRESS

37, First Floor, Kamala Bhavan II, S. Nityanand Road,
Andheri (East), Mumbai – 400 069, Maharashtra, India.
• E-mail: info@guficbio.com • website: www.gufic.com
• CIN: L24100MH1984PLC033519

CORPORATE OFFICE

SM House, 11 Sahakar Road, Vile Parle (East),
Mumbai – 400 057, Maharashtra, India.
• Tel.: 022 – 6726 1000 • Fax: 022 – 6726 1067 / 68

PLANT

National Highway No. 8, Near Grid,
Kabilpore Navsari, Gujarat 396 424
Tel.: 91 - 02637 - 239946 / 329424

REGISTRAR AND TRANSFER AGENTS

LINK INTIME INDIA PVT. LTD.
C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai – 400 083.
• Tel No.: (022) 4918 6270 • Fax (022) 2594 6969
Email: rnt.helpdesk@linkintime.co.in

37th Annual General Meeting

DAY & DATE

Monday, 20th September, 2021

TIME

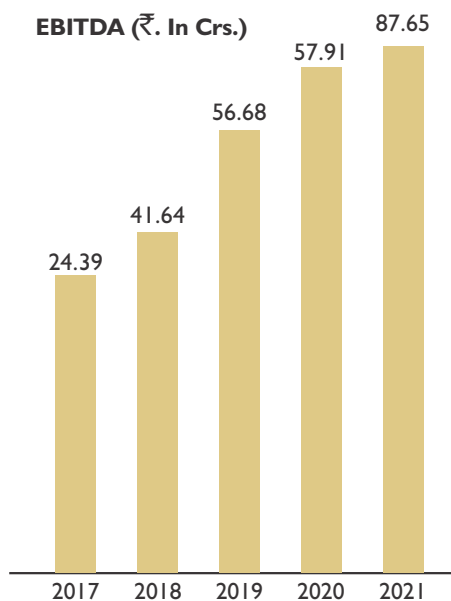
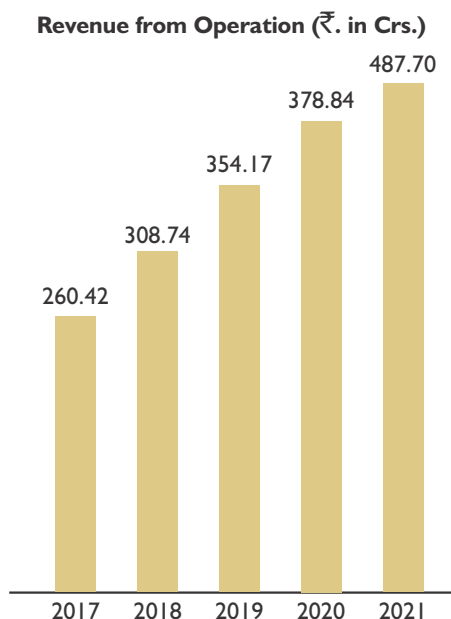
03.30 P.M.

MODE

Video Conferencing/Other Audio
Video Means

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FINANCIAL HIGHLIGHTS



The above graph shows the performance of the Company in the last five years through its sales and Earnings before Interest, Depreciation and Amortization. The financial information for financial year 2018-19, 2019-20 and 2020-21 provided above, is including the financial information of Gufic Lifesciences Private Limited which is amalgamated with the Company pursuant to the Scheme of Amalgamation from the Appointed date i.e., January 01, 2019. The graph reflects the growth of the Company which is going upwards year over year and thus shows that the Company is moving in the right direction.

Chairman's Message

Dear Shareholders,

These are unprecedented times. The far reaching grip of the COVID-19 took the past year into an unforgettable quagmire from which we are yet recovering.

Amidst all the adversities of the gone year, several heart-warming stories of courage and relentless dedication continue to shine the ray of hope even brighter. The year will always be remembered for the immense sacrifice and selfless dedication along with incredible perseverance demonstrated by Guficians towards not only the well-being of their own but also towards the well-being of the entire healthcare ecosystem. I am awed by the steadfast dedication, unity and valiant sacrifice demonstrated by the members of the Gufic family. I am bolstered by their outstanding professionalism, physical and mental toughness and selfless service when the healthcare system and the country needed it the most.



Quality is the foundation on which Gufic has built its market standing. Our products meet relevant Indian and international pharmacopeial standards and statutory requirements. Moreover, your company ensures that all the steps involved in design, development and manufacturing of a product leads to the intended level of quality performance in the market. This commitment to quality requires us to ensure that our facility is equipped to provide the right environment, our personnel are trained and quality conscious, our packaging provides the requisite security and cosmetic appeal and our products provide complete patient satisfaction. Gufic's emphasis on quality not only gave an edge to our own branded products but also resulted in your company emerging as a leading partner of choice for several innovators, MNC and large pharmaceutical companies that have entrusted Gufic to be a frontline partner to collaborate, develop and manufacture commercially critical and technologically complex drugs.

Gufic's project team toiled relentlessly to convert the headwinds posed by the COVID-19 lockdown into tailwinds and completed the planned capacity augmentation in record time of under 6 months. Gufic's total manufacturing strength has now reached about 50 million lyophilised vials annually. It is with this augmented capacity that your company was able to serve the nation with the majority of the requirement for critical Covid-19 drugs such as Remdesivir and other life-saving COVID-19 drugs. The large manufacturing base provides us with class leading economies of scale that will not only aid Gufic to catalyse growth in domestic and international markets but also contribute to our mission of making medicines affordable and accessible to all.

On the Domestic front, Gufic has 8 well defined business divisions spread across Critical Care, Infertility, Aesthetic Dermatology and Mass Speciality Divisions with 1000+ talented and driven healthcare professionals in the field, we have excellent supply chain across the nation with 23 C&F partners catering to the remotest cities. Over the years we have built a robust and efficient marketing and distribution structure all around India that has helped us establish ourselves as a national niche player and by leveraging our product pipeline and reach we aspire to become a national multi-specialty player, within the next 2-3 years by developing affordable and effective medicines with the use of cutting edge innovation.

Inspite of the challenges posed by COVID-19, we have cemented our ranking within the top 100 Pharmaceutical companies per the ORG IMS. This is a testimony to our ability to swiftly re-orient the existing product portfolio and introduce new products in the rapidly changing market scenarios during the pandemic. I am grateful to our scientists in R&D, doctors in Medical Research, business leaders of the various business units, my fellow colleagues at the shop floor and my brave fellow Guficians in the field who share the same vision and drive as me to serve the healthcare system and scale Gufic to new heights.

As a leading company in the Critical Care segment we laid emphasis to make available lifesaving drugs in these unforeseen times and promoted an array of drugs such as Immunocin Alpha (Immuno-modulator), Doxific (Antibacterial/Antiviral), Ulinafic (Sepsis Management), Guficap (Antifungal) and Gufisome (Antifungal – Black fungus). Some of these drugs have now become the primary drug of choice by the healthcare fraternity to combat COVID-19 and its after affects.

In FY 21, we have launched 13 new products in various therapy areas during the year. Our portfolio is well diversified in Critical care, Infertility, Aesthetic Dermatology and Mass Speciality products. We cater to about 90 % of the tertiary care hospitals covering more than 1 lakh doctors and approximately 2 lakh retail counters. Our strategic focus continues to increase the number of prescribers and prescriptions and eventually build high value brands. We now have 18 brands with an annual turnover of more than ₹ 5 crores and our strategy is to nurture these brands further to earn leadership position in the

respective segments. We have several brands (>20) ranked among the top 5 brands in the relevant competing market- which gives us confidence to build brands, apart from our plans to consolidate the strong segments like Criticare care and Infertility, Gufic has already chalked out plans to create separate teams to cater to Orthopaedics and Gynaecologists in the metro cities.

As you are aware, your company is one of the 5 companies in the world that can safely manufacture high quality Botulinum Toxin - generally considered the most potent of all biological toxins. In FY21, we not only ventured into the high growth Aesthetic Dermatology segment but also immediately carved a niche with Stunnox - India's first indigenous Botulinum Toxin. We successfully concluded post launch trials on 100 patients. This substantiates the safety and efficacy of the drug. We intend to broaden our product portfolio by launching Stunnox Type E Injection and Topical formulations in the near future, which will be game changers in this segment. Commercialisation of Botulinum Toxin is a manifestation of our mission to make available world class molecules first time in India with no compromise in quality. Our R&D launch pipeline has several such niche molecules and new drug delivery systems that we intent to introduce for first time in India within the near future.

The financial highlights of the FY 2020-21 are mentioned below:

- Consolidated revenues were ₹ 48,770 lakhs - 29% growth over the previous year.
- Earnings before interest, taxes, depreciation and amortisation (EBITDA) increased around ₹ 8,765 lakhs - an increase of about 51% versus the previous year.
- Profit after taxes (PAT) was around ₹ 4,423.16 lakhs, 95% rise in comparison to FY2020.

In-line with our long-term strategy, we have made strategic and decisive forays to strengthen our backward integration process. Today, we possess the technical know-how and have the requisite infrastructure to produce key APIs used in our products. We continue to expand our API facilities to de-risk from external procurement and insulate us from price volatility. The resultant upgradation to self-sustenance will complement the economies of scale and aid your company to profitably increase market share in domestic and global markets. Moreover, we intent to launch at least 6 products in FY21-22. These products will further our journey to become a preferred partner for niche APIs.

As we begin the journey into the 50th year of Gufic, it is our endeavour to sustainably grow the various divisions and product lines staying true to our underlying principle of leveraging our sizeable manufacturing base and applying the art and science of lyophilisation into new drug delivery systems to make world class medicines affordable and accessible to all.

I am deeply grateful to every member of the Gufic family, our shareholders, and all our stakeholders for the unparalleled support, trust and encouragement during these trying times. Here's to choosing hope over fear !

Warm Regards,

Yours faithfully,
For Gufic Biosciences Limited



Jayesh P. Choksi
Chairman & Managing Director

DIRECTORS' REPORT

The Members,

Your Directors have pleasure in presenting the 37th Annual Report of the Company along with the Standalone Audited Financial Statements for the financial year ended March 31, 2021.

FINANCIAL SUMMARY AND HIGHLIGHTS:

The Financial Statements of the Company have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 prescribed under Section 133 of the Companies Act, 2013.

The financial performance of the Company for the financial year ended March 31, 2021 is summarized as below :

₹ in Lakhs

Particulars	2020-21	2019-20
Total Revenue from Operations	48,769.87	37,883.74
Other Income	373.29	579.02
Total Income	49,143.16	38,462.76
Profit / (Loss) before Interest, Depreciation, & Amortization, Exceptional item & tax	8,765.25	5,790.57
(Less): Depreciation and Amortization expense	1630.76	1386.48
(Less): Finance Costs	1363.33	1391.47
Profit / (Loss) before Exceptional items & Tax	5771.15	3012.62
Add /(Less) Exceptional items	-	-
Profit / (Loss) before tax	5771.15	3012.62
(Less): Tax Expense (Current)	1719.82	831.00
Deferred Tax	201.14	88.47
(Excess)/ Short Tax Provision of Earlier Years	(572.97)	(175.64)
Profit / Loss for the year (1)	4423.16	2268.79
Other Comprehensive Income / (Loss) (2)	27.10	(238.90)
Total (1 + 2)	4450.26	2029.89

The financial information for the financial year 2019-20 and 2020-21 provided above, is including the financial information of M/s. Gufic Lifesciences Private Limited ("GLPL") which has been amalgamated with the Company pursuant to the Scheme of Amalgamation of GLPL with the Company and their respective shareholders and creditors ("Scheme") sanctioned by the Hon'ble National Company Law Tribunal, Ahmedabad and Mumbai bench and the Appointed date of the Scheme being January 01, 2019.

PERFORMANCE REVIEW:

The Company has achieved total revenue of ₹ 49,143.16 lakhs for the financial year under review as compared to ₹ 38,462.76 lakhs in the previous year thus making an increase of about 27.77 %. The turnover of the Company for the financial year 2020-21 from the domestic market was around 88% around and from exports around 12%.

During the year under review, the Net Profit after tax of the Company also increased to ₹ 4423.16 lakhs as against ₹ 2268.79 lakhs in the previous year, thus registering a growth of about 94.96 %.

There is no change in the nature of business of the company and it continues to operate only in one segment i.e. Pharmaceutical.

A detailed analysis of performance for the year including the major developments, if any has been included in the Management Discussion and Analysis Report, which forms a part of the Annual Report.

TRANSFER TO RESERVES:

No amount was transferred to the Reserves for the year under review.

DIVIDEND:

The Board of Directors at their meeting held on June 04, 2021 has recommended a final dividend of Re. 0.10/- (10 %) on every equity share having face value of Re. 1/- each for the financial year ended March 31, 2021 as against the final dividend of Re. 0.05/- (5%) per equity share for the financial year 2019-2020. The dividend if approved by the Members at the 37th Annual General Meeting (AGM), will be paid to those shareholders whose name appear on the Register of Members of the Company as on the Book Closure date as specified in the Notice to the AGM. In respect of shares held in dematerialized form, it will be paid to the members whose names are furnished by the National Securities Depository Limited and the Central Depository Services (India) Limited, as beneficial owners.

The total dividend pay-out would amount to ₹ 96,94,450.60/-. In view of the changes made under the Income-tax Act, 1961, by the Finance Act, 2020, dividends paid or distributed by the Company shall be taxable in the hands of the Shareholders. Accordingly, your Company shall make the payment of the Final Dividend after deduction of tax at source.

The dividend payout for the year under review has been formulated in accordance with the Dividend Distribution Policy of the Company.

DIVIDEND DISTRIBUTION POLICY:

Your Company has formulated Dividend Distribution Policy in accordance with Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendments thereto (hereinafter referred to as "SEBI Listing Regulations") for bringing transparency in the matter of declaration of dividend and to protect the interest of investors. The Dividend Distribution Policy is available on the website of the Company at the link:

<http://gufic.com/wp-content/uploads/2021/08/Dividend%20Distribution%20Policy.pdf>

UNCLAIMED DIVIDEND:

Pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), during the year under review, unpaid or unclaimed dividend amounting to ₹ 50,988/- (Rupees Fifty Thousand Nine Hundred & Eighty Eight Only) was transferred by the Company to the Investor Education & Protection Fund ("IEPF"), established by the Government of India. Further, 4,295 (Four Thousand Two Hundred And Ninety Five) shares were transferred to the demat account of the IEPF Authority during the year, in accordance with IEPF Rules, as the dividend has not been paid or claimed by the shareholders for 7 (seven) consecutive years or more.

SCHEME OF AMALGAMATION:

The Hon'ble National Company Law Tribunal ("NCLT") Ahmedabad bench and Mumbai bench sanctioned the Scheme of Amalgamation of Gufic Lifesciences Private Limited ("Transferor Company") with the Company and their respective shareholders and creditors ("Scheme") vide orders dated December 31, 2020 and March 11, 2021 respectively.

Further, the Scheme became effective from May 21, 2021, being the last of dates on which the certified copies of order of the above referred NCLT orders were filed and accordingly the captioned Scheme has become operational and pursuant to which, the Transferor Company stands amalgamated with the Company with effect from the Appointed date being January 01, 2019.

CHANGES IN CAPITAL STRUCTURE:

During the year under review, there were no changes in the capital structure of the Company. However, the Board of Directors at its Board Meeting held on June 04, 2021 have allotted 1,91,14,506 fully paid-up Equity Shares of face value of Re. 1/- each to the Shareholders of the Transferor Company, as per the share exchange ratio specified in the Scheme and sanctioned by the all the concerned regulatory authorities.

Upon allotment of the above equity shares, the Issued, Subscribed and Paid up share capital of the Company stands increased from ₹ 7,78,30,000/- divided into 7,78,30,000 Equity Shares of face value of Re. 1/- each to ₹ 9,69,44,506/- divided into 9,69,44,506 Equity Shares of face value Re. 1/- each. The Appointed date of the Scheme is January 01, 2019.

Apart from the above, the Company have neither issued any shares with differential voting rights nor granted any stock options nor sweat equity shares nor made any provision of money for purchase of its own shares by employees or by trustees for the benefit of employees, in the financial year ending March 31, 2021.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES:

Your Company does not have any Subsidiary, Associate Company or Joint Venture. Therefore, statement containing salient features of financials of subsidiaries pursuant to Section 129 of the Act read with Rule 5 and 8(1) of the Companies (Accounts) Rules, 2014 in Form AOC-I is not applicable to the Company.

As the Company does not have any subsidiary, no disclosure is required to be given pertaining to receipt of remuneration or commission by the Managing Director from the subsidiary of the Company.

DIRECTORS & KEY MANAGERIAL PERSONNEL:

1. KEY MANAGERIAL PERSONNEL:

Mr. Jayesh P. Choksi, Chairman & Managing Director; Mr. Pranav J. Choksi, Chief Executive Officer and Whole Time Director; Mr. Pankaj J. Gandhi, Whole Time Director; Mr. Dilip B. Ghosh, Whole Time Director; Mr. Devkinandan B. Roonghta, Chief Financial Officer and Ms. Ami N. Shah, Company Secretary are Key Managerial Personnel of the Company as on the date of this Report.

2. CESSATION/ EXPIRY OF DIRECTORSHIP TENURE:

During the year under review, the term of Mrs. Hemal M. Desai as a Whole Time Director expired on October 01, 2020 and thereby she ceased to be the Director of the Company from that date.

3. RETIREMENT BY ROTATION:

In accordance with the provisions of the Section 152(6) of the Act read with the rules made thereunder and in terms of Articles of Association of the Company, Mr. Pranav J. Choksi and Mr. Pankaj J. Gandhi, Whole Time Directors of the Company will retire by rotation at the ensuing Annual General Meeting and being eligible, offers themselves for re-appointment. The Board recommends their re-appointment.

4. APPOINTMENT:

Considering the knowledge, experience and expertise in the respective field, the Board of Directors on the recommendation of the Nomination & Remuneration Committee, appointed Mr. Dilip B. Ghosh (DIN :00412406) as an Additional Director designated as Whole Time Director of the Company for a term of five (5) years effective from November 12, 2020, subject to the approval of the shareholders at the ensuing Annual General Meeting. The Board recommends to the shareholders, regularization of his appointment as a Whole Time Director of the Company.

The first term of two years of Dr. Anu S. Aurora (DIN :05120192) as an Independent Director with the Company will come to an end on December 22, 2021. Based on the outcome of the performance evaluation and recommendations of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on August 11, 2021 have recommended the re-appointment of Dr. Anu Aurora as an Independent Director for a second term of five consecutive years commencing from December 23, 2021 in accordance with Section 149, 152, Schedule IV and other applicable provisions, if any, of the Act and the SEBI Listing Regulations.

In terms of Section 160 (1) of the Act, the Company has received notice in writing from member signifying his intention to propose the candidature for the appointment of Mr. Dilip B. Ghosh as a Whole Time Director and re appointment of Dr. Anu S. Aurora as an Independent Director at the ensuing Annual General Meeting. Relevant details including profiles of Directors seeking re-appointment are included separately in the Notice of AGM.

DECLARATION BY INDEPENDENT DIRECTORS:

The Company have received declaration/confirmation from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16(b) of the SEBI Listing Regulations and that there is no change in the circumstances which may affect their status as Independent Director during the year under review.

The Independent Directors have also confirmed that they have complied with Schedule IV of the Act and the Company's Code of Conduct.

All the Independent Directors of the Company have registered themselves with the Indian Institute of Corporate Affairs ("IICA"). Further, as per the declarations received, only Mr. Shrirang Vaidya, Dr. Anu Aurora and Dr. Rabi Sahoo were required to pass the online proficiency test as per the first proviso to Rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014. Out of the aforementioned Directors, Mr. Shrirang Vaidya and Dr. Anu Aurora appeared and cleared the said test and Dr. Rabi Sahoo will appear for the test within the stipulated timeframe.

POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS:

For the purpose of selection of any Director, the Nomination & Remuneration Committee identifies persons of integrity who possess relevant expertise, experience and leadership qualities required for the position. The Committee also ensures that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Act, SEBI Listing Regulations and all other applicable laws in force.

In compliance with the requirements of Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations, the Company has laid down a policy for selection, appointment and remuneration of Directors & Senior Management. The details of the Policy are disclosed in the Corporate Governance Report, which forms a part of this Report.

The policy sets out the guiding principles for selection of persons who are qualified to become Directors, Key Managerial Personnel or Senior Management of the Company. It also lays down the basis for payment of remuneration to Executive and Non-executive Directors (by way of sitting fees and commission, if any), Key Managerial Personnel, Senior Management and other employees.

The policy can be accessed on the following link:

<http://gufic.com/wp-content/uploads/2016/08/AppointmentofDirectorsKMP201718.pdf>

FAMILIARIZATION PROGRAMME OF INDEPENDENT DIRECTORS:

In compliance with the requirements of SEBI Listing Regulations, the Company has put in place a Familiarization Programme for the Independent Directors to familiarize them with their roles, rights and responsibilities as Directors in the Company.

Familiarisation program for Independent Directors is key to getting best contribution from them in every aspect of Board management. The Directors are regularly briefed on the Company's policies and procedures, distribution channels, corporate strategy, business model, new regulatory requirement, and internal control cash and treasury management, accounting systems and internal financial controls, etc. The induction process for Non-Executive, Independent Directors includes interactive sessions with the Senior Management and Functional heads, visits to Plant, etc.

The details of the familiarization programme imparted to Independent Directors have been put on the website of the Company.

The link can be accessed at:

<http://gufic.com/wp-content/uploads/2021/08/Familiarisation%20of%20Independent%20Director.pdf>

Further, at the time of the appointment of an Independent Director, the Company issues a formal letter of appointment outlining his / her role, function, duties and responsibilities. The format of the letter of appointment is available on our website, at <http://gufic.com/investor/Appointment.pdf>

BOARD EVALUATION:

The Company has in place the manner for carrying out an annual evaluation of the Board of Directors and its various Committees pursuant to the provisions of the Act read with the Rules framed there under and Regulation 17(10) of the SEBI Listing Regulations.

The performance evaluation of Individual Directors, Committees of the Board and the Board as a whole was carried out, after seeking inputs from all Directors, inter-alia covering different aspects viz. composition and structure of the Board, responsibilities, attendance including participation of the Directors at the Board and Committee meetings, observance of governance, functions and duties, quality of deliberations and effectiveness of the procedures adopted by the Board and all other factors based on the criteria and framework approved by the Nomination and Remuneration Committee.

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by SEBI Listing Regulations.

Further, at a separate meeting, the Independent Directors evaluated performance of Non-Independent Directors, Board as a whole and of the Chairman of the Board.

Manner in which the evaluation has been carried out and matters incidental thereto, have been detailed in the Corporate Governance Report, which forms part of this report.

NUMBER OF MEETINGS OF THE BOARD:

During the year under review, Nine Board Meetings were convened and held. The details of which are given in the Corporate Governance Report, which forms part of this Report. The intervening gaps between the Meetings were within the period prescribed under the Act and the SEBI Listing Regulations.

COMMITTEES OF THE BOARD:

The Board currently has five committees, namely, the Audit Committee, the Nomination and Remuneration Committee, the Corporate Social Responsibility Committee, the Stakeholders Relationship Committee and Risk Management Committee. All the recommendations made by the Committees of Board including the Audit Committee were accepted by the Board. The details of the Committees along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report that forms part of this Annual Report.

AUDIT COMMITTEE:

The composition of the Audit Committee of the Company is in compliance with the provisions of Section 177(8) of the Act and Regulation 18 of the SEBI Listing Regulations. The functions performed by the Audit Committee, details of meetings held and attendances thereat are given in the Corporate Governance Report, which forms part of this Annual Report. The Board have accepted all the recommendations made by the Audit Committee.

CODE OF CONDUCT:

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees including the senior management of the Company in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviours of any form and the Board has laid down the directives to counter such acts. The Code can be accessed from the website of the Company i.e., www.gufic.com.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

The Directors & Senior Management of your Company have made disclosures to the Board confirming that there are no material financial and commercial transactions between them and the Company which could have potential conflict of interest with the Company at large. A declaration to that effect signed by the Chief Executive Officer and Whole Time Director Mr. Pranav J. Choksi is annexed to this report.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

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 the Scheme of Amalgamation of Gufic Lifesciences Private Limited with the Company and their respective shareholders and creditors ("Scheme") being operational from May 21, 2021 being the last of date on which the certified true copies of orders were filed with the jurisdictional Registrar of Companies intimating about the sanction of the Scheme by the Hon'ble National Company Law Tribunal, Ahmedabad bench and Mumbai bench vide its order dated December 31, 2020 and March 11, 2021, respectively.

There has been no change in nature of business of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT:

In compliance with the provisions of Section 134(3)(c) read with Section 134(5) of the Act and to the best of their knowledge and belief, and according to the information and explanations provided to them, your Directors hereby confirm: -

- a. In the preparation of the annual accounts/financial statements for the year ended March 31, 2021, the applicable Indian Accounting Standards have been followed along with proper explanations relating to material departures, if any;