

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company	U24233MH2011PTC213118	Pre-fill						
Global Location Number (GLN) of the company								
* Permanent Account Number (PAN) of the company	AAECB4156B							
(ii) (a) Name of the company	BAYER ZYDUS PHARMA PRIVA							
(b) Registered office address	Bayer House, Central Avenue, Hiranandani Estate, Thane (We st) NA Thane Thane Maharashtra 400607							
(c) *e-mail ID of the company	HE*****ER.COM							
(d) *Telephone number with STD code	02*****34							
(e) Website	www.bayerzyduspharma.com							
(iii) Date of Incorporation	07/02/2011							
(iv)	<table border="1"><thead><tr><th>Type of the Company</th><th>Category of the Company</th><th>Sub-category of the Company</th></tr></thead><tbody><tr><td>Private Company</td><td>Company limited by shares</td><td>Indian Non-Government company</td></tr></tbody></table>	Type of the Company	Category of the Company	Sub-category of the Company	Private Company	Company limited by shares	Indian Non-Government company	
Type of the Company	Category of the Company	Sub-category of the Company						
Private Company	Company limited by shares	Indian Non-Government company						
(v) Whether company is having share capital	<input checked="" type="radio"/> Yes	<input type="radio"/> No						
(vi) *Whether shares listed on recognized Stock Exchange(s)	<input type="radio"/> Yes	<input checked="" type="radio"/> No						

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Trade	G1	Wholesale Trading	99.98

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Bayer (South East Asia) Pte. Ltd		Holding	75

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	50,000,000	50,000,000	50,000,000	50,000,000
Total amount of equity shares (in Rupees)	500,000,000	500,000,000	500,000,000	500,000,000

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	50,000,000	50,000,000	50,000,000	50,000,000

Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	500,000,000	500,000,000	500,000,000	500,000,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	50,000,000	24,000,000	24,000,000	24,000,000
Total amount of preference shares (in rupees)	500,000,000	240,000,000	240,000,000	240,000,000

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference share				
Number of preference shares	50,000,000	24,000,000	24,000,000	24,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	500,000,000	240,000,000	240,000,000	240,000,000

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	0	50,000,000	50000000	500,000,000	500,000,000	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0

viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
At the end of the year	0	50,000,000	50000000	500,000,000	500,000,000	
Preference shares						
At the beginning of the year	24,000,000	0	24000000	240,000,000	240,000,000	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	
ii. Re-issue of forfeited shares	0	0	0	0	0	
iii. Others, specify <input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
At the end of the year	24,000,000	0	24000000	240,000,000	240,000,000	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2 - Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

4,934,892,448

(ii) Net worth of the Company

1,594,590,373

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0

6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	50,000,000	100	6,000,000	25
10.	Others	0	0	0	0
	Total	50,000,000	100	6,000,000	25

Total number of shareholders (promoters)

3

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	18,000,000	75
10.	Others	0	0	0	0

	Total	0	0	18,000,000	75
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Total number of shareholders (other than promoters)

1

**Total number of shareholders (Promoters+Public/
Other than promoters)**

4

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	3	3
Members (other than promoters)	1	1
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	6	1	6	0	0
(i) Non-Independent	1	6	1	6	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	6	1	6	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

7

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Pankaj Patel	00131852	Director	0	03/05/2024
Shweta Rai	10412313	Managing Director	0	
Ganesh Nayak	00017481	Director	0	03/05/2024
Harish Sadana	00026483	Director	0	03/05/2024
Simon Wiebusch	08335591	Additional director	0	03/05/2024
Simon Britsch	09194547	Director	0	03/05/2024
Joachim Peters	09735702	Director	0	03/05/2024

(ii) Particulars of change in director(s) and Key managerial personnel during the year

6

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Narain Duraiswami	03310642	Director	14/09/2023	Resignation as a Director
Simon Wiebusch	08335591	Additional director	15/09/2023	Appointed as Additional Director
Manoj Saxena	07730475	Director	31/12/2023	Resignation as a Managing Director
Shweta Rai	10412313	Additional director	14/12/2023	Appointed as Additional Director
Shweta Rai	10412313	Managing Director	01/01/2024	Designated as Managing Director
Joachim Peters	09735702	Director	01/09/2023	Regularised as Director with a

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	01/09/2023	2	2	100
Extra ordinary General Meeting	26/03/2024	2	2	100
Class Meeting of Preference	26/03/2024	2	2	100

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	12/05/2023	7	2	28.57
2	22/06/2023	7	6	85.71
3	14/09/2023	7	5	71.43
4	14/12/2023	7	7	100
5	14/03/2024	7	6	85.71

C. COMMITTEE MEETINGS

Number of meetings held

1

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Corporate Soc	14/03/2024	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 13/09/2024 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Pankaj Patel	5	4	80	0	0	0	No
2	Shweta Rai	1	1	100	1	1	100	Yes

3	Ganesh Nayal	5	4	80	0	0	0	No
4	Harish Sadana	5	3	60	1	1	100	No
5	Simon Wiebus	2	2	100	1	1	100	No
6	Simon Britsch	5	4	80	0	0	0	No
7	Joachim Peter	5	3	60	0	0	0	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shweta Rai	Managing Director	30,143,484	0	0	3,945,236	34,088,720
	Total		30,143,484	0	0	3,945,236	34,088,720

Number of CEO, CFO and Company secretary whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total					0	0

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow Associate Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.
 (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
 (d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

SHWETA RAI
Digitally signed by SHWETA RAI
Date: 2024.11.11 15:07:13 +05'30'

DIN of the director

1*4*2*1*

To be digitally signed by

HEMAL BHAVSAR
Digitally signed by HEMAL BHAVSAR
Date: 2024.11.11 15:05:52 +05'30'

Company Secretary

Company secretary in practice

Membership number

3*1*0

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

- Attach
- Attach
- Attach
- Attach

List of attachments

List of Shareholders March 31 2024 sd.pdf
MGT -8.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

**SHAREHOLDING PATTERN OF BAYER ZYDUS PHARMA PRIVATE LIMITED AS ON
MARCH 31, 2024**

Sr. No.	Name of the Shareholder	Address	No. of Equity Shares of Rs. 10/- each held	% of share-holding	No. of Preference Shares of Rs. 10/- each held	% of share-holding
1.	Bayer (South East Asia) Pte. Ltd.	2, Tanjong Katong Road #07-01, Paya Lebar Quarter 3, Singapore – 437161.	37,500,001	75%	NIL	NIL
2.	Zydus Lifesciences Limited (formerly Cadila Healthcare Limited)	Zydus Corporate Park, Near Vaishnode vi Circle, Sarkhej-Gandhinagar Highway, Ahmedabad – 382481	12,499,999	25%	6,000,000	25%
3.	Bayer Pharmaceuticals Private Limited	Bayer House, Central Avenue, Hiranandani Estate, Thane (West) – 400607, Maharashtra, India.	NIL	NIL	18,000,000	75%
Total			50,000,000	100%	24,000,000	100%

//////////

Bayer Zydus Pharma Pvt. Ltd
CIN: U24233MH2011PTC213118

Registered and Corporate Office:
Bayer House
Central Avenue
Hiranandani Estate
Thane (West) – 400 607
Maharashtra, India

Tel : +91 22 2531 1234
Fax : +91 22 2545 5063

www.bayer.in
www.bayerzyduspharma.com

for Bayer Zydus Pharma Private Limited

HEMAL  Digitally signed by
HEMAL BHAVSAR
Date: 2024.11.11
09:33:48 +05'30'

Hemal Bhavsar
Company Secretary
(ACS 38100)

NILESH A. PRADHAN & CO., LLP

Company Secretaries

FORM NO MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **Bayer Zydus Pharma Private Limited** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31st March, 2024. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1. its status under the Act;

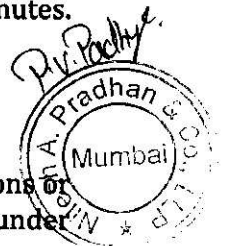
2. maintenance of registers/records & making entries therein within the time prescribed therefor;

3. The Company has filed the applicable forms and returns with the Registrar of Companies within time. The Company was not required to file any forms and returns with the Regional Director, Central Government, Tribunal during the financial year under consideration.

4. The Company has complied with the provisions of calling/ convening/ holding meetings of Board of Directors and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given. Circular resolutions passed during the year were properly recorded in the Minutes. The Minutes Book was properly maintained and signed.

5. The Company was not required to close its Register of Members.

6. The Company has not provided any advances/loans to its directors and/or persons or firms or companies referred in Section 185 of the Act during the financial year under consideration.



LP Identity No.AAN-6938

B-201, Pratik Industrial Estate, Near Fortis Hospital, Mulund-Goregaon Link Road, Mumbai- 400078.
☎91 – 9833785809,7208488061/62, Email: info@napco.in

7. The Company has complied with the necessary provisions with respect to contracts/arrangements with related parties as specified in Section 188 of the Act during the financial year under consideration.
8. There was no transfer / transmission / issue/ buy-back of the securities during the financial year under consideration. There was no redemption of Preference Shares during the financial year under consideration. There was no alteration/reduction of share during the financial year under consideration.
9. As explained to us and based on the information provided to us, the provisions regarding keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares were not applicable to the Company.
10. The Company has not declared any Dividend during the financial year under consideration. The provisions related to transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund are not applicable to the Company.
11. The signing of audited financial statement was undertaken as per the provisions of Section 134 of the Act. The provisions of sub - sections (3), (4) and (5) of Section 134 of the Act were followed for drafting the Board's Report.
12. The Board of Directors was duly constituted. There was appointment and resignation of the Directors during the financial year under consideration. The Company has received disclosures from all the Directors. The Company has paid remuneration to Directors in compliance with the provisions of the Act.
13. The appointment of auditors was undertaken as per the provisions of Section 139 of the Act.
14. The Company was not required to obtain any approval from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act.
15. The Company has not accepted/ renewed/ repaid any public deposits during the financial year under consideration.
16. The Company has not borrowed any funds during the financial year under consideration from its directors, members, public financial institutions, banks and others and was not required to comply with the provisions of creation/ modification/ satisfaction of charges in that respect.



Nilesh A. Pradhan & Co., LLP
Company Secretaries

17. The Company has made an Inter corporate Deposit of Rs.380 lakhs at an interest rate of 8% p.a to Bayer Vapi Private Limited which was repaid during the year. The Company has invested total amount of Rs.4000 Lakhs in tranches in Standard Chartered Capital Limited (subsidiary of Standard Chartered Bank) as per prevalent market interest rate. The Company has complied with the provisions of Section 186 & 185 of the Act with respect to inter corporate Deposit and investments made.

18. There was no alteration in the Memorandum of Association and Articles of Association during the financial year under consideration.

For Nilesh A. Pradhan & Co., LLP
Company Secretaries

P.V. Padhye

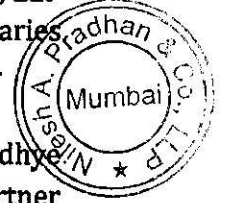
Prajakta V. Padhye
Partner

CP No: 7891

FCS No.:7478

PR No.:1908/2022

UDIN: F007478F002017794



Date: 11th November,2024

Place: Mumbai

ANNEXURE -I

To,
The Members,
Bayer Zydus Pharma Private Limited

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Annual Return (MGT-7). We believe that the processes and practices that we followed provide a reasonable basis for our opinion.
3. The compliance of the Companies Act,2013 is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

For Nilesh A. Pradhan & Co., LLP
Company Secretaries



Prajakta V. Padhye
Partner

CP No: 7891

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