



ANGLO-FRENCH DRUGS & INDUSTRIES LIMITED

2nd May, 2025

Listing Compliance Department
Metropolitan Stock Exchange of India Ltd.
Building A, Unit 205A, 2nd Floor,
Piramal Agastya Corporate Park,
L.B.S Road, Kuria West,
Mumbai - 400 070

Symbol: AFDIL, Series: **BE**

Dear Sir,

Sub: Outcome of Board Meeting

With reference to our letter dated 25th April 2025 we wish to inform you that the Board of Directors of the Company at its Meeting held on Friday, 2nd May 2025 at 2.30 p.m has interalia considered and approved the following:

1. Audited Financial Statements for the quarter and year ended 31st March 2025. – **Annexure -A**
2. Independent Auditors' Report for the year ended 31st March 2025 – **Annexure-B**
3. A declaration by the Director of the Company regarding Audit Report with unmodified opinion enclosed as – **Annexure-C**
4. Recommended Dividend of Rs.1.50 per share at 15% for the financial year 2024-25 subject to the approval of the Members.
5. Appointment of the following Auditors for the Financial Year 2025-26
 - a. Appointment of Sandhya P & Co., Cost Accountants Firm No.004755 as the Cost Auditors of the Company for the Financial year 2024-25.
 - b. Appointment of M/s Rao & Associates, Mr. Raghavendra Naveen BK , Practicing Company Secretaries, M.no.59814, CP No. 23728 as the Secretarial Auditors of the Company for the period of 5 years from Financial year 2025-26.
 - c. Appointment of from M/s Ray & Ray, Chartered Accountants (Firm Registration No. 301072E) as the Tax Auditor of the Company for the Financial year 2024-25.

The details as required under SEBI (LODR) Regulations, 2015 are attached – **Annexure-D**



Registered Office: Plot No.4, Phase-II, Peenya Industrial Area, Peenya, Bangalore-560 058
Tel.: 080 – 2315 4770 E-mail : contact@afdil.com Website: www.afdil.com
CIN No: L24230KA1923PLC010205 GST No.: 29AAACA9756E1ZH

6. In terms of Regulation 30 read with Schedule III of the SEBI (LODR) Regulations, 2015;
 - a. Shifting of Registered Office of the Company from State of Karnataka to State of Maharashtra.
 - b. Adoption of new set of Memorandum of Association (MOA) in accordance with the Table A of Schedule I of the Companies Act, 2013
 - c. Postal Ballot by remote e-voting for :
 - Shifting of Registered Office of the Company from State of Karnataka to State of Maharashtra
 - Adoption of new set of Memorandum of Association (MOA) in accordance with the Table A of Schedule I of the Companies Act, 2013
 - Cut-off date: 02nd May 2025.
 - e-voting Commencement date : Wednesday 7th May 2025 at 9:00 am
 - evoting conclusion date: 05th June 2025 at 5:00 pm
7. 102nd Annual General Meeting of the Company to be held on Monday, the 11th August 2025
8. Book Closure dates from Tuesday, 05th August 2025 to Monday, 11th August 2025 (both days inclusive)
9. Annual Report for the year 2024-25 including Notice, Directors' Report and other Additional Disclosure requirements as per SEBI (LODR) Regulations 2015.
10. In-principle approval for Scheme of Arrangement involving the demerger of the Treasury Business Division of the Company.
11. Identifying the working capital requirement of Pharmaceutical Division.

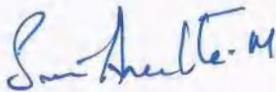
Board Meeting concluded at 4:45 pm.

Please take the above information on your records.

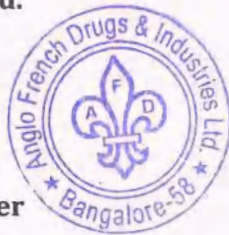
Thanking you,

Yours faithfully,

For **Anglo-French Drugs & Industries Ltd.**



Sriee Aneetha M
Company Secretary & Compliance Officer



Encl: a.a

ANGLO-FRENCH DRUGS & INDUSTRIES LIMITED

REGD. OFF: Plot No. 4 Phase II Peenya Industrial Area, Peenya, Bengaluru 560 058

CIN: L24230KA1923PLC010205

WEBSITE: www.afdil.com

STATEMENT OF AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH 2025

PARTICULARS	Quarter Ended			Period Ended	
	3 months ended (31/03/2025) (Audited)	3 months ended (31/12/2024) (Un-Audited)	3 months ended (31/03/2024) (Audited)	Year ended (31/03/2025) (Audited)	Year ended (31/03/2024) (Audited)
1. Income					
(a) Revenue from operations	2,512	2,044	2,055	8,779	9,520
(b) Other Income	179	128	183	3,020	464
Total Income	2,691	2,172	2,238	11,799	9,984
2. Expenses					
(a) Cost of Material Consumed	828	719	682	2,271	3,032
(b) Purchase of Stock in Trade	1,240	1,052	919	4,549	3,974
(c) Changes in Inventories of Finished goods, work in progress & Stock in Trade	(229)	(321)	(281)	(59)	(184)
(d) Cost of Goods Sold (a+b+c)	1,839	1,450	1,320	6,761	6,822
(e) Employee Benefits Expenses	466	519	474	1,844	1,945
(f) Finance costs	58	53	27	178	185
(g) Depreciation and Amortisation Expenses	102	76	72	327	315
(h) Other Expenses	369	472	444	1,896	1,946
Total Expenses (d+e+f+g+h)	2,834	2,570	2,337	11,006	11,213
3. Profit(+)/Loss(-) before Exceptional items (1-2)	(143)	(398)	(99)	793	(1,229)
4. Exceptional items (Net income)	-	-	-	-	-
5. Profit(+)/Loss(-) before Tax (3+4)	(143)	(398)	(99)	793	(1,229)
6. Tax Expenses					
i) Current Tax	(35)	(63)	-	135	-
ii) Deferred tax	(64)	-	12	(64)	12
iii) Buyback Tax	-	-	(414)	-	-
iv) Tax effect on items reclassified	-	-	(7)	-	(7)
7. Profit(+)/Loss(-) for the period (5-6)	(44)	(335)	310	722	(1,234)
8. Other Comprehensive Income					
(i) Items that will not be reclassified to profit & Loss	2	(5)	(9)	(13)	(35)
(ii) Income tax on items that will not be reclassified to profit or loss	-	-	7	-	7
Total Other Comprehensive Income	2	(5)	(2)	(13)	(28)
9. Total Comprehensive Income (7+8)	(42)	(340)	308	709	(1,262)
10. Paid up equity share capital (Face value of Rs. 10 each)	113	113	123	113	123
Reserves excluding revaluation reserve				12,331	16,967
11. Earnings/(Loss) Per Share (Face value of Rs. 10 each)					
a) Basic	(4)	(30)	25	62	(99)
b) Diluted	(4)	(30)	25	62	(99)



NKa

NOTES:

- 1) This statement is as per Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.
- 2) The above Results were taken on record at the meeting of Board of Directors held on 02-05-2025. The results have been audited by the Statutory Auditor.
- 3) The Company has no reportable segments other than Pharmaceuticals division as per Ind AS.
- 4) During the year, the Company had advanced loan amounting to Rs. 752 lakhs to Dormirbien Private Limited (DPL) which was incorporated on 3rd May 2024 for the purposes of Working Capital. The directors of the Company are interested in DPL as its directors.
- 5) **Buyback of shares**
The Board of Directors of the Company in the meeting held on 29th July 2024 vide Resolution number 03, approved the buy back of shares proposed by the Company at a rate of Rs 4000 per share. A total of 1,06,500 equity shares have been bought back by the company in the second quarter of FY 2024-25 (Face value of Rs. 10 per share and Share Premium of Rs. 3990 per share). The total accepted value for such buyback is Rs. 42,60,00,000/- and the total amount available for distribution after deduction of costs was Rs. 42,00,76,240/- The process of buyback concluded on 23rd of September 2024.
- 6) The figures in respect of previous period have been regrouped/recast wherever necessary.

PLACE: BENGALURU
DATE: 02-05-2025



ANGLO-FRENCH DRUGS & INDUSTRIES LTD

N Kanoria

MANAGING DIRECTOR
NIRBHAY KANORIA
DIN:02558300

ANGLO-FRENCH DRUGS & INDUSTRIES LIMITED
REGD. OFF: Plot No .4 Phase II Peenya Industrial Area, Peenya , Bengaluru 560 058
CIN: L24230KA1923PLC010205

STATEMENT OF ASSETS AND LIABILITIES AS AT 31st MARCH 2025

(Rs. In Lakhs)

Particulars		As at March 31st, 2025	As at March 31st, 2024
		Audited	Audited
1	<u>ASSETS</u>		
1	<u>Non-current assets</u>		
	Property, plant and equipment	2,219	1,541
	Capital work-in-progress		
	Right of Use of Assets	409	216
	Intangible Assets	11	16
	Financial Assets		
	Investments	48	50
	Other Financial Assets	480	651
	Deferred tax assets (Net)		
	Other Non Current Assets		
	Subtotal (A)	3,167	2,474
2	<u>Current assets</u>		
	Inventories	1,150	1,160
	Financial Assets		
	(i) Trade Receivables	3,210	4,181
	(ii) Cash and cash equivalents	22	9
	(iii) Bank balances other than (ii) above	95	240
	(iv) Investments	9,504	12,469
	(iv) Other financial assets	2,006	1,302
	Current Tax Assets (Net)		
	Other current assets	86	88
	Subtotal (B)	16,073	19,448
	TOTAL ASSETS(A+B)	19,240	21,922
1	<u>EQUITY AND LIABILITIES</u>		
1	<u>Equity</u>		
	Equity Share capital	113	123
	Other Equity	12,367	16,967
	Subtotal (C)	12,480	17,090
2	<u>LIABILITIES</u>		
2	<u>Non Current Liabilities</u>		
	<u>Financial liabilities</u>		
	Borrowings	408	714
	Other financial liabilities	57	71
	Deferred tax liabilities (net)	32	96
	Other Non Current Liabilities	436	266
	Long Term provisions	192	156
	Subtotal (D)	1,125	1,303
3	<u>Current liabilities</u>		
	Financial Liabilities		
	(i) Borrowings	1,493	188
	(ii) Trade Payables		
	a) Total outstanding dues of Micro and Small Enterprises	398	254
	b) Total outstanding dues other than Micro and Small Enterprises	2,449	1,816
	(iv) Other current financial liabilities	1,065	1,090
	Short term Provisions	50	48
	Current Tax Liabilities/ (Asset)	180	134
	Subtotal (E)	5,635	3,530
	TOTAL EQUITY AND LIABILITIES(C+D+E)	19,240	21,923



STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31st MARCH 2025

(Rs. In Lakhs)

Particulars	For the period ended March 31st, 2025	For the period ended March 31st, 2024
	Audited	Audited
Cash flow from operating activities		
Profit before tax	793	(1,229)
Adjustments for :		
Depreciation and amortisation	327	315
Interest expense	178	185
Interest income	(451)	(240)
Gain on termination of ROU	(81)	-
(Gain)/loss on Investment	(2,439)	(126)
provision / liability written back	(5)	(30)
loss on sale of asset	3	-
rent exp 116 IndAS	109	199
Dividend income	(38)	(28)
Operating profit before working capital changes	(1,605)	(956)
Adjustments for changes in :		
(Increase)/Decrease Trade Receivables	971	1,733
(Increase)/Decrease Inventories	10	(294)
(Increase)/Decrease in Financial Assets (Current)	137	(633)
(Increase)/Decrease in Financial Assets (Non-current)	14	86
(Increase)/Decrease in Other assets (Current)	2	101
Increase/(Decrease) in Trade payables	778	152
Increase/(Decrease) in Financial liabilities (Current)	(51)	(12)
Increase/(Decrease) in Financial liabilities (Non-current)	(15)	(52)
Increase/(Decrease) in employee benefit	39	33
Cash generated from operations		
Income tax refund received / (paid) (net)	(89)	143
Net cash flow from operating activities before exceptional items	191	300
Exceptional items		
Net cash flow from operating activities [A]	191	300
Cash flow from investing activities		
Payments for acquisition of assets	(902)	(408)
Proceeds from disposal of Property, Plant and Equipment	20	133
Deposit maturity	45	-
Investments(Current and Non-current)	5,407	3,798
Investment in bank deposits	146	345
ICD given	(730)	-
Dividend Received	38	28
Interest received	447	240
Net cash flow used in investing activities [B]	4,471	4,136
Cash flow from financing activities		
Changes in long term borrowings	(285)	(982)
Changes in short term borrowings	1,305	(722)
Interest paid - Net	(178)	(185)
Buyback of Shares including Tax thereon	(5,300)	(2,259)
Lease Liability – Principal Payment	(172)	(305)
Dividend paid and tax thereon	(19)	(258)
Net cash flow from financing activities [C]	(4,649)	(4,711)
Net cash inflow / (outflow) D = [A+B+C]	13	(275)
Opening cash and cash equivalents [E]	9	284
Closing cash and cash equivalents F= [D+E]	22	9



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ANGLO-FRENCH DRUGS & INDUSTRIES LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Anglo French Drugs & Industries Limited** ("the Company", "AFDIL"), which comprise the Balance Sheet as at March 31, 2025 the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

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 Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). 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 (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these

requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate, read with the paragraph below, to provide a basis for our audit opinion on the financial statements.

Emphasis of Matter

(a) We draw attention to Note 14 to the financial statements regarding loan amounting Rs 752 lakhs during the year 2024-25 for purposes of business / providing Working Capital to Dormirbien Private Limited (DPL) incorporated on May 3, 2024 where the directors of the Company are interested in terms of the provisions of Section 185 of the Company. Two directors of the Company are directors of DPL and aforesaid payment is subject to approval by the shareholders through special resolution and disclosure in the explanatory statement in the notice to the ensuing Annual General Meeting is to be given. An agreement on plain paper (instead of non-judicial stamp paper for legal enforceability) was entered on 28th May 2024 for the loan repayable on demand upto an aggregate limit of Rs 952 lakhs payable in tranches.

(b) Company holds substantive potential voting rights (Rs 752 lakhs loan being convertible into equity through contractual arrangement) that are exercisable or convertible in the near future when Company will be virtually controlling the activities of DPL from the IND AS 110 perspective.

Our opinion is not modified in respect of the above.

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; we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matters	Principal audit procednres
Formation of Dormirbien Private Limited (DPL) where Directors are interested Formation of Dormirbien Private Limited (DPL) was incorporated on 3rd May 2024 to whom the company had advanced a loan for working capital/	The following audit procedures were adopted while considering the matters pertaining to DPL. Obtaining the copies of Minutes of Board Meetings held during the Year 2024-25 particularly the minutes of the Meeting held on 28-5-2024 where the

business purposes amounting Rs 752 lakhs during the FY 24-25 attracting the provisions of Section 185 of the Companies Act, 2013 as the loan was to a Company where the Directors are interested. Two of the directors of the AFDIL happen to be the directors of DPL having equal number of Shares in the Company. Accordingly the related documentation and the required procedures are pending which includes approval by the Shareholders of AFDIL in the forthcoming AGM and disclosure in the explanatory Statement to the Notice to be issued in the ensuing AGM.

Company holds substantive potential voting rights (Rs 7.52 crores loan being convertible into equity through contractual arrangement) that are exercisable or convertible in the near future when Company will be virtually controlling the activities of DPL from the IND AS 110 perspective.

Exports division of AFDIL – Challenges encountered

The Export Department of AFDIL typically secures regular orders every year. However, due to unforeseen circumstances such as abrupt policy changes and political instability in certain parts of the globe, the company could not secure an expected export order from key customers in that region.

In view of these developments, AFDIL recognized the need to establish its own internal export policy

matter relating to DPL and its profile was placed before the Board.

- Memorandum and Articles of Association DPL (INC 33 and INC 34)
- Confirmation of Loan Balance of Rs 7.52 crores from DPL as on 31-3-2025
- Ledger Extract of DPL showing the expenses of this Start up (DPL)
- Extract from the MCA Portal giving the names of the Directors

Audit Procedure adopted

- Examining the books (ledger extracts pertaining to Exports) and related records like Bill of Lading, Bill of Exports for claiming Duty Drawbacks, Packing List, Tax Invoices, Proof of Delivery
- Interacting with Finance Personnel and also taking inputs from Exports Division

framework to better mitigate such external risks in the future period.

As a result of the orders lost and the overall decline in export opportunities, the company experienced a significant drop in export sales — from Rs 900 lakhs in the previous year (FY 23-24) to just Rs 93 lakhs in FY 2024-25. (Excluding Deemed Export)

To mitigate the impact and ensure a revamp, the Export Department took several proactive measures, including exploring new markets, strengthening relationships with existing clients, and enhancing the competitiveness of its offerings. These efforts have begun to yield results, and the company has already started witnessing an upward turn in export revenue in FY 2025-26.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, 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 during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements 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.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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 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 financial controls 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 system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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

- 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, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. In this context the matter given in the paragraph emphasis (b) on IND AS 110 may please be referred to.
- e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

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, as amended in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements (refer note 42).
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- v. The Management has represented that, to the best of its knowledge and belief, no funds have been received by the company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
Based on the audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- vi. The dividend paid by the Company during the year in respect of the dividend declared in the previous year is in accordance with Section 123 of the Act to the extent it applies to the payment of dividend.

- h) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and the operating effectiveness of the Company's internal financial controls over financial reporting.
- i) As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in Paragraphs 3 & 4 of the Order.
- j) 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, 2025 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 in place for the financial year ended March 31, 2025.

For KAMG & ASSOCIATES

Chartered Accountants

Firm Reg No.: 311027E



Amitabha Niyogi

Amitabha Niyogi

Partner

M.No 056720

UDIN: 25056720BMJTAK9365

Date: 02-05-2025

Place: Bengaluru

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **ANGLO-FRENCH DRUGS & INDUSTRIES LIMITED** ("the Company") as of March 31, 2025 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. 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.

Auditor's 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. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the 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 *or covertness in regard to purpose for certain material expenses related to the Company*, 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, to the best of our information and according to the explanations given to us, subject to the matter mentioned in *preceding* para above, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, 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.

For KAMG & ASSOCIATES
Chartered Accountants
Firm Reg No.: 311027E



A handwritten signature in black ink that reads "Amitabha Niyogi".

Amitabha Niyogi
Partner

M.No 056720

UDIN: 25056720BMJTAK9365

Date: 02-05-2025
Place: Bengaluru

ANNEXURE “B” TO THE INDEPENDENT AUDITORS’ REPORT
(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ of our report of even date)

- i. (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of its Property, Plant and Equipment on the basis of available information.

(B) The Company has maintained proper records showing full particulars of the intangible assets.

(b) The Company has a regular programme for physical verification of its Property, Plant and Equipment by which its Property, Plant and Equipment are verified in a phased manner on a rotational basis covering all the items over a period of time. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) According to the information and explanation given to us by the Management, the Company has disclosed details of all immovable property (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) in the financial statements for which the title deed is in the name of the Company.

(d) According to the information and explanation given to us by the Management, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) According to the information and explanation given to us by the Management, there has been no proceedings initiated against or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act 1988 and rules thereunder.

- ii. (a) The inventories have been physically verified by the Management during the year. In our opinion, the frequency of physical verification is reasonable and procedure adopted by the Management for physical verification is reasonable and adequate in relation to the size of the

Company and nature of its business. Inclusion of expired and 'near to expiry date' stock in inventory duly reported by us has been provided by the management.

(b) The Company has been sanctioned working capital limit by Bank in excess of Rs 5 crores on the basis of the 90 security of current assets during the year. The statements as required have been submitted to the bank and are in agreement with the books of account other than an item of Stores whose value in the returns is Rs 96.04 lakhs lower as compared to the books due to inclusion of chemicals, consumables and promotional materials in the item as explained by the management.

iii. During the year, the Company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties other than loans given to the following:

(a) The Company has provided unsecured loans during the year as mentioned below:

(A) The Company does not have any subsidiary, joint ventures and associates, hence, accordingly the provisions of Clause 3(1)(iii)(a)(A) of the Order is not applicable.

(B) With respect to advances given to companies other than subsidiaries, joint ventures and associates the information is given below:

Rs in lakhs			
Name of Companies/ Parties	Relation with the Company	Amount provided during the year	Outstanding Balance as on 31.03.2025
A2K Infra	Other Party	90	90
Dormirbien Pvt Ltd	Related Party (a company under Section 2(76)(iv) of the Companies Act, 2013)	752	752

(b) The loan granted during the year by the Company are as per the terms and conditions which are not prejudicial to the interest of the Company.

(c) The schedule of repayment of principal and interest has been stipulated and repayment & receipts are regular in case of A2K. However, in case of Dormirbien, the loan shall be repaid as demanded by the Company and interest shall be paid at the rates stipulated in the terms.

(d) As per information and explanations provided by the management there are no overdue amounts and accordingly the provisions of Clause 3(1) (iii) (d) of the Order is not applicable.

(e) There are no loan or advance in the nature of loan granted which has fallen due during the year, neither there has been any renewal or extension of any loan, nor fresh loans granted to settle the overdues of existing loans given to the same parties and accordingly the provisions of Clause 3(1) (iii) (e) of the Order is not applicable.

(f) The Company has granted loan to a related party as defined in clause (76) of section 2 of the Companies Act, 2013, which is a loan repayable on demand, as indicated in clause 3(1)(iii)(a)(B) above which is 90% of the total loan granted during the year by the Company.

- iv. According to the information and explanations given to us by the management the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 ("the Act") other than loan given to Dormirbien Pvt Ltd, a company where the directors are interested, amounting Rs 752 lakhs during the year for which special resolution and disclosure in the Notice to the Shareholders as required is pending. In respect of the investments made by the Company, in our opinion the provisions of Section 186 of the Act have been complied with.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- vi. The maintenance of cost records has been specified by the Central Government under Section 148(1) of Companies Act for the nature of manufacturing activities carried on by the Company. The Company has maintained the prescribed accounts and records. We have not made a detailed examination of those records and have relied on the report of the Cost Auditor.

- vii. (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities. There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.

(b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2025 on account of disputes are given below:

Name of the Statute	Nature of the dues	Demand (Rs.)	Amount paid (Rs) (in lacs)	Period to which the amount relates	Forum where dispute is pending	Status
Sales tax and VAT laws	Sales Tax/ VAT	13,62,885	4,20,489	2010-11	The Joint Commissioner -Appeals-Dhar Pithampur	Pending in appeal
Sales tax and VAT laws	Sales Tax/ VAT	6,76,432	38,000	2011-2012	MST Tribunal-Mumbai	Appeal posted for hearing
	TOTAL	20,39,317	4,58,489			

- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) According to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us, the company has not been declared as a wilful defaulter by any Bank or Financial Institution or any other lender.
- (c) According to the information and explanations given to us, the Company has not obtained any term loans during the year other than two vehicle loans taken during the year which were applied for the purpose for which the loans were obtained. Accordingly, clause 3(ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us, the Company has not raised any short-term funds during the year. Accordingly, clause 3(ix)(d) of the Order is not applicable.

(e) According to the information and explanations given to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures. Accordingly, clause 3(ix)(e) of the Order is not applicable.

(f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Accordingly, clause 3(ix)(e) of the Order is not applicable.

x. (a) According to the information and explanations given to us, the Company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us, during the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible). Accordingly, clause 3(x)(b) of the Order is not applicable.

xi. (a) According to the information and explanation given to us, no fraud by the Company or any fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) In our opinion and according to the information and explanations given to us, the Company has not received any whistle blower complaints during the year.

xii. The Company is not a Nidhi Company. Accordingly, clause 3(xii)(a) to (c) of the Order is not applicable.

- xiii. In our opinion and according to the information and explanation given to us, the Company is in compliance with Sections 188 and 177 of the Companies Act 2013 where applicable, for all transactions with the related parties and the details of the related party transactions have been disclosed in the financial statements etc as required by the applicable accounting standards.
- xiv. (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him.
- xvi. (a) The company is not required be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) The Group does not have any Core Investment Company. Accordingly, reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. According to the information and explanation given to us, the Company has not incurred any cash losses in the financial year but has incurred cash losses in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year. . Hence the reporting under clause 3 (xviii) of the Order is not applicable to the Company.

- xix. 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 and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. According to the information and explanations from the management and on the basis of verification of records made available to us, provision of Section 135 of the Companies Act, 2013 on Corporate Social Responsibility is not applicable for the Company as on reporting date.

For KAMG & ASSOCIATES
Chartered Accountants
Firm Reg No.: 311027E



Amitabha Niyogi

Amitabha Niyogi
Partner

M.No 056720

UDIN: 25056720BMJTAK9365

Date: 02-05-2025

Place: Bengaluru

**ANGLO-FRENCH DRUGS & INDUSTRIES LIMITED**2nd May 2025

To,
Listing Compliance Department
Metropolitan Stock Exchange of India Ltd.
Vibgyor Towers, 4th Floor, Plot No. C-62,
G-Block, Opposite Trident Hotel,
Bandra Kurla Complex,
Bandra (E), Mumbai- 400098

Dear Sir/Madam,

Sub: Declaration regarding Audit reports with Unmodified opinion for the Audited Financial Results

It is hereby declared that the Statutory Auditors M/s KAMG & Associates, Chartered Accountants – Statutory Auditors (Firm Registration No.: 311027E) have issued Audit Report for the Annual Audited Financial Results of the Company for the financial year ended 31st March, 2025 with unmodified opinion.

This declaration is issued pursuant to Regulation 33 (d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular no. CIR/CFD/CMD/56/2016 dated 27th May, 2016.

Kindly take the same onto your records.

Thanking you,

**Yours Faithfully,
For Anglo-French Drugs & Industries Limited**

NKam

**Nirbhay Kanoria
Managing Director
DIN: 02558300**





ANGLO-FRENCH DRUGS & INDUSTRIES LIMITED

ANNEXURE D

The details as required under SEBI (LODR) Regulations, 2015 and
Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015

a. M/s. Sandhya P & Co., – Cost Accountants		
Sr. No.	Details of events that needs to be provided	Information of such events
a.	Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment of Sandhya P & Co., Cost Accountants as Cost Auditors of the Company for Cost Audit of formulations for the financial year 2024-25.
b.	Date of appointment / cessation (as applicable) & terms of appointment	2 nd May 2025
c.	Brief profile (in case of appointment)	M/s. Sandhya P & Co., is a Cost Accounting Firm No.004755 registered with Institute of Cost Accountants of India. The firm is engaged in providing services in areas of Cost Accounting, Cost Audit, Management Audit, Consultancy & Certification.
d.	Disclosure of relationships between Directors (in case of appointment of a Director)	NA

b. M/s .Rao & Associates, Mr. Raghavendra Naveen BK – Practicing Company Secretaries		
Sr. No.	Details of events that needs to be provided	Information of such events
a.	Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment of M/s .Rao & Associates, Mr.Raghavendra Naveen BK, Practicing Company Secretaries, M.No.59814, CP No. 23728 as Secretarial Auditors of the Company to conduct audit of secretarial records of the Company for the period of 5 years from the Financial year 2025-26.
b.	Date of appointment / cessation (as applicable) & terms of appointment	2 nd May 2025
c.	Brief profile (in case of appointment)	M/s .Rao & Associates, Mr. Raghavendra Naveen BK , Practicing Company Secretaries, M.no.59814, CP No. 23728 having specialized in providing quality service relating to various Corporate Laws matters, Audit and Assurance, Governance Advisory and Compliance checks. The firm is engaged in rendering Company Secretarial and compliance services for Listed, Unlisted Public Companies and Private Companies.
d.	Disclosure of relationships between Directors (in case of appointment of a Director)	NA

Santhya



c. Ms .Shipra Gupta, Partner M/s Ray & Ray, Chartered Accountants		
Sr. No.	Details of events that needs to be provided	Information of such events
a.	Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment of M/s Ray & Ray, Chartered Accountant (Firm Registration No. 301072E) as Ta Auditor of the Company to conduct audit of Tax records of the Company for the Financial year 2024-25.
b.	Date of appointment / cessation (as applicable) & terms of appointment	2 nd May 2025
c.	Brief profile (in case of appointment)	Ray & Ray, Chartered Accountants, is a firm having its head office in Kolkata with pan India presence throughs its branch offices in Bengaluru, Chennai, Mumbai and Delhi. The firm offers a wide range of assurance, taxation, management and other advisory services in India and abroad since its commencement in 1992.
d.	Disclosure of relationships between Directors (in case of appointment of a Director)	NA

Thanking you,

Yours faithfully,

For **Anglo-French Drugs & Industries Ltd.**




Sriee Aneetha M

Company Secretary & Compliance Officer



ANGLO-FRENCH DRUGS & INDUSTRIES LIMITED

2nd May, 2025

To,
Listing Compliance Department
Metropolitan Stock Exchange of India Ltd.
Building A, Unit 205A, 2nd Floor,
Piramal Agastya Corporate Park,
L.B.S Road, Kurla West,
Mumbai - 400 070

Dear Sir,

Sub: Undertaking about Non Applicability of Regulation 32 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31st March 2025

Ref: Symbol: AFDIL, Series: BE

Pursuant to the Regulation 32 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we confirm that '**Statement of Deviation or Variation for proceeds of public issue or rights issue or preferential issue or Qualified Institutions Placement (QIP) etc.,**' is not applicable to our Company, for the quarter ended 31st March 2025.

Kindly take the same on your records and oblige.

Thanking You,

**Yours Faithfully,
For Anglo-French Drugs & Industries Limited**

**Sriee Aneetha M
Company Secretary & Compliance Officer**



Registered Office: Plot No.4, Phase II, Peenya Industrial Area, Peenya, BENGALURU-560058
Tel: 080-41170134, E-Mail: contact@afdil.com, Website: www.afdil.com
CIN No.: L24230KA1923PLC010205, GST No.: 29AAACA9756E1Z