

# **ANNUAL REPORT**

**CHD CHEMICALS LIMITED**

**2024-2025**

## Corporate Information

### BOARD OF DIRECTORS

MS. SANTOSH RANI  
Mr. ANKIT KOTHARI  
Mr. PAWAN KUMAR JOSHI  
Mr. SATYAVAR SINGH DANGI  
Mr. MAHTAB SINGH

### AUDITORS

MR. SIDHARTH GUPTA  
CHARTERED ACCOUNTANTS

### CHIEF FINANCIAL OFFICER:

SHRIKANT SHARMA

### SECRETARIAL AUDITOR

M/s. NEERAJ JINDAL & ASSOCIATES

### REGISTERED OFFICE

PLOT NO 45 INDUSTRIAL AREA PHASE 1 CHANDIGARH

PHONE: 0172-5070373

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

CIN No.: L46691CH2012PLC034188

### CORPORATE OFFICE:

Plot No 331, Industrial Area  
Phase II, Panchkula  
Haryana

### REGISTRARS & TRANSFER AGENT

CAMEO CORPORATE SERVICES LIMITED  
SUBMARAMANIAN BUILDING, NO.1  
CLUB HOUSE ROAD  
TAMIL NADU, CHENNAI  
PHONE: 044 -28460390  
E-MAIL: CAMEO@CAMEOINDIA.COM

Book Closure: Date: 24<sup>th</sup> September , 2025 to 30th September , 2025(both days inclusive).



## NOTICE

NOTICE is hereby given that the 12<sup>th</sup> Annual General Meeting of the Members of **CHD CHEMICALS LIMITED** will be held on **Tuesday, 30<sup>th</sup> September, 2025 at 11.30 A.M.** through video conferencing ('VC') / other audio visual means ('OAVM') facility, to transact the following business:

### ORDINARY BUSINESS

#### Item No 1: Adoption of the Audited Financial Statements as at 31<sup>st</sup> March, 2025

To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2025, the Audited Statement of Profit and Loss Account for the year ended on that date, together with Reports of Auditors and Directors thereon.

#### Item No 2: Appointment of of Mrs Santosh Rani (din no : 09155303) as a Director liable to retire by rotation:

To appoint a director in place of of Mrs Santosh Rani (din no : 09155303), who retires by rotation and being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS:

#### ITEM NO.3 - TO APPOINT M/s NEERAJ JINDAL & ASSOCIATES., PRACTICING COMPANY SECRETARIES (Firm Registration Number S2013PB212800) AS SECRETARIAL AUDITORS OF THE COMPANY FOR A PERIOD OF 5 YEARS

To consider and if thought fit, to pass, with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), other applicable laws/statutory provisions, if any, as amended from time to

time, Neeraj Jindal & Associates Practising Company Secretaries (Firm Registration Number S2013PB212800) be and are hereby appointed as Secretarial Auditors of the Company for term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, etc., to give effect to this resolution.

#### Item No 4: To Appoint Mr. Satyaveer Singh Dangi (Din: 09205556) as an Independent Director

To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as an **ORDINARY RESOLUTION**

**RESOLVED THAT** pursuant to Sections 149, 150, 152, 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), Mr. Satyaveer Singh Dangi (Din: 09205556) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective from 5<sup>th</sup> September, 2025 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the



requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 5<sup>th</sup> September, 2025 to 4<sup>th</sup> September, 2030

**Item No 5: To Appoint Mr Pawan Kumar Joshi (Din: 08809385) as an Independent Director**

To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as an **ORDINARY RESOLUTION**

**RESOLVED THAT** pursuant to Sections 149, 150, 152, 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), . **Mr Pawan Kumar Joshi (Din: 08809385)** who was appointed as an Additional Director

in the capacity of Independent Director of the Company by the Board of Directors effective from 8<sup>th</sup> September, 2025, and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 8<sup>th</sup> September, 2025 to 7<sup>th</sup> September, 2030

**By Order of the Board of Directors  
For CHD CHEMICALS LIMITED.**

SD/-  
MEHTAB SINGH  
DIRECTOR  
DIN: **10294514**

Place: Panchkula  
Dated: 8<sup>th</sup> September, 2025

## NOTES

In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') issued General Circular Nos.14/2020, 17/2020, 20/2020,02/2021, 21/2021 and 2/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 14, 2021 and May 05, 2022 respectively (collectively referred to as "MCA Circulars") permitted the holding of AGM's by Companies, through Video Conferencing / Other Audio-Visual facility (VC/OAVM), up to December 31, 2022 without the physical presence of the Members at a common venue. The Securities and Exchange Board of India ('SEBI') also issued Circular Nos . SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022 (collectively referred to as "SEBI Circulars"). In compliance with MCA Circulars, SEBI Circulars, provisions of the Act and the SEBI Listing Regulations, the AGM of the Company is being conducted through VC/OAVM Facility, which does not require the physical presence of members. The deemed venue for the AGM shall be the Registered Office of the Company

The facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

2. Members attending the AGM through VC / OAVM shall be counted to reckon the quorum under Section 103 of the Act.

3. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of AGM.

4. Mr. Neeraj Jindal, has been appointed as the Scrutinizer to scrutinize the remote e-voting/e-voting process in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the AGM of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM

5. In compliance with the Circulars, copies of Annual Report for Financial Year 2024-25, the Notice of the AGM and instructions for remote e-voting/ e-voting are being sent in electronic mode to those Shareholders whose email addresses are registered with Registrar/ Depository Participant(s). The copy of Annual Report along with the Notice is also available on Company's website at [www.chdchemicals.com](http://www.chdchemicals.com) and on website of the Stock Exchange at [www.bseindia.com](http://www.bseindia.com)

6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.

8. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

9. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

10. Members whose email addresses / Bank details are not registered/updated are requested to register/ update by contacting their respective Depository Participant(s).

11. As required under Listing Regulations and Secretarial Standards-2 on General Meetings details in respect of directors seeking reappointment at the AGM, is separately annexed. Directors seeking re-appointment have furnished requisite declarations under section 164(2) and other applicable provisions of the Companies Act, 2013 including rules framed thereunder.

12. The Register of Members of the Company shall remain closed from the Wednesday, 24<sup>th</sup> September, 2025 to Tuesday, 30<sup>th</sup> September, 2025 (both days inclusive).



13. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.

14. The cut-off date for the purpose of remote e-voting and voting at the AGM shall Tuesday, 23<sup>rd</sup> September, 2025

15. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company.

16. A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his request to the Company at least 7 days prior to the Meeting so that the required information can be made available at the Meeting.

**Instructions for attending the AGM through VC/OAVM:**

## **CDSL e-Voting System – For e-voting and Joining Virtual meetings.**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel,



the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [www.chdchemicals.com](http://www.chdchemicals.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024 or 2025, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

#### **THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 27<sup>th</sup> September, 2025, 9:00 A.M and ends on 29<sup>th</sup> September, 2025, 5:00 P.M. During this period shareholders' of the Company, holding

shares either in physical form or in dematerialized form, as on the cut-off date 23<sup>rd</sup> September, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated **09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number</li> </ol>



	<p>hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@ccichd.com](mailto:cs@ccichd.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [cs@ccichd.com](mailto:cs@ccichd.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

17.The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.chdhchemicals.com](http://www.chdhchemicals.com) and on website of CDSL e-Voting [www.evotingindia.com](http://www.evotingindia.com) within two days of the passing of the Resolutions at the Annual General Meeting of the Company and will also be communicated to BSE Limited, where the shares of the Company are listed.

For CHD CHEMICALS LIMITED.  
By Order of the Board of Directors

SD/-  
MEHTAB SINGH  
DIRECTOR  
DIN:10294514

Place: Panchkula  
Dated: 8<sup>th</sup> September, 2025

## EXPLANATORY STATEMENT (Pursuant to Section 102 (1) of the Companies Act 2013 and Secretarial Standard II on General Meetings)

### Item No. 03

The Board considered the appointment of Neeraj Jindal & Associates., Practicing Company Secretaries, a peer-reviewed firm ((Firm Registration Number S2013PB212800)), as the Secretarial Auditors of the Company.

To appoint Secretarial Auditors of the Company The Board at its meeting held on 8th September, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., 187 188 Annual Report 2024-25 has approved the appointment of Neeraj Jindal & Associates Practising Company Secretaries, a peer reviewed firm ((Firm Registration Number S2013PB212800) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Neeraj jindal & Associates. is a firm of Practicing Company Secretaries based in Mohali, Punjab. Renowned for its commitment to quality and precision, the firm has been peer-reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices. Neeraj Jindal & Associates providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency.

Neeraj jindal & Associates. has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by CSM & Co. as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed fees in connection with the secretarial audit plus applicable taxes and other out-of-pocket expenses for FY 2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and Neeraj Jindal & Associates. In addition to the secretarial audit, Neeraj Jindal & Associates shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

The Company has received consent and eligibility letter from the proposed auditor to act as the Secretarial Auditors of the Company, in accordance with the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014

The Board recommends the Ordinary Resolution as set out in Item No. 3 of this Notice for approval of the Members. None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 3 of this Notice

### ITEM NO 4

Pursuant to the Provisions of Section 161(1) of Companies Act, 2013, Articles of Association of Company and subject to the provisions of Section 149, 152 and schedule IV to Companies Act, 2013 and any other Provisions of the Companies Act, 2013 read with the Rules made

there under Satyaveer Singh Dangi (Din: 09205556) was appointed as an Additional (Independent) Director of the Company with effect from 5<sup>TH</sup> September, 2025 by the Board of Directors subject to the approval of the shareholders of the Company.

In terms of Section 161(1) of the Companies Act, 2013, Satyaveer Singh Dangi (Din: 09205556) holds office upto the date of this Annual General Meeting. The Company has received a Notice from a Member

in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.

Satyaveer Singh Dangi (Din: 09205556) has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

Satyaveer Singh Dangi (Din: 09205556) shall hold office for a period of upto 5 consecutive years as Independent Directors and shall not be liable to retire by rotation.

Accordingly, the Board recommends the passing of the Ordinary Resolution as set out in the Item no. 5 of the Notice for appointment of Satyaveer Singh Dangi (Din: 09205556) as an Independent Director.

Except Mr. Vijender Singh, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

Profiles of Satyaveer Singh Dangi (Din: 09205556), as required by the Regulation 36(3) of SEBI (LODR), 2015, is provided in the Annexure I to the Notice.

#### **ITEM NO 5**

Pursuant to the Provisions of Section 161(1) of

Companies Act, 2013, Articles of Association of Company and subject to the provisions of Section 149, 152 and schedule IV to Companies Act, 2013 and any other Provisions of the Companies Act, 2013 read with the Rules made there under Mr Pawan Kumar Joshi (Din: 08809385) was appointed as an Additional (Independent) Director of the Company with effect from 8th September, 2025 by the Board of Directors subject to the approval of the shareholders of the Company.

In terms of Section 161(1) of the Companies Act, 2013, Mr Pawan Kumar Joshi (Din: 08809385) holds office upto the date of this Annual General Meeting. The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.

Mr Pawan Kumar Joshi (Din: 08809385) has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

Mr Pawan Kumar Joshi (Din: 08809385) shall hold office for a period of upto 5 consecutive years as Independent Directors and shall not be liable to retire by rotation.

Accordingly, the Board recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice for appointment of Mr Pawan Kumar Joshi (Din: 08809385) as an Independent Director.

Except Mr Pawan Kumar Joshi (Din: 08809385), being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5

Profiles of Mr Pawan Kumar Joshi (Din: 08809385), as required by the Regulation 36(3) of SEBI (LODR), 2015, is provided in the Annexure I to the Notice.

## Annexure-A

Details of Directors seeking appointment/re-appointment at the 21st Annual General Meeting to be held on November 30, 2021 [Pursuant to Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director	PAWAN KUMAR JOSHI
DIN No	06883692
Age	68
Date of Births	15-10-1957
Qualification	Graduate
Date of Appointment	08-09-2025
Term of Appointment	Five years with effect from the date of appointment
Brief Profile	<p>Pawan Kumar Joshi aged 68 years is an Independent Director of our Company. He is Graduate in Commerce from Agra University. He is having more than 30 years of Experience in the various industries.</p> <p>He has been associated with various corporates including Hada Group of Industries, Transasia Carpet Ltd., Elsons Cotton Mills Ltd, Vardhman Group of Industries etc. in various capacities. As an Independent Director of our Company with corporate acumen &amp; experience, he will bring value addition to our Company.</p>
Board Membership of other Listed Company	NA
Disclosure of relationship between directors	Mr Pawan kumar Joshi is not related to any Director.
Chairmanship/membership of the Committee of other public limited company	NA
No of Equity Share held in co	NIL

Name of Director	SATYAVEER SINGH DANGI
DIN No	09205556
Age	67
Date of Birth	14-01-1958
Date of Appointment	05.09.2025
Term of Appointment	NA
Qualification	Graduation
Brief Profile	He is Bachelors in Arts. He has more than 35years of experience in the various fields..
Board Membership of other Listed Company	Nil
Disclosure of relationship between directors	Mr Satyaveer Singh Dangi is not related to any Director of the Company.
Chairmanship/membership of the Committee of other public limited company	NA
No of Equity Share held in co	NIL

## DIRECTORS' REPORT

Dear Members,

Your Directors take great pleasure in presenting the 11th Annual Report of **CHD CHEMICALS LIMITED** the "Company" on business and operations of the Company along with the audited financial statements of accounts for the financial year ended 31<sup>st</sup> March 2025.

### 1. FINANCIAL SUMMARY

The Company's financial performance, for the year ended March 31, 2025 is summarized below:

The Board's Report shall be prepared based on the stand alone financial statements of the company.

Amount in Lacs.

Particulars	2024-25	2023-24
Total Income	688.45	1623.04
Total Expenditure	729.89	1592.26
Earnings before Finance Cost, Depreciation & Amortization and Tax	23.44	58.91
Less: Finance Cost	24.69	27.87
Less: Depreciation & Amortization	18.85	22.34
Profit before tax	-20.10	34.70
Provision for Tax/ (Deferred tax)	-0.47	8.89
Comprehensive Income	-19.64	25.81

### 2. RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

- The company is engaged in the business of trading of chemicals and dyes.
- The Total revenue for the Current year is Rs. 688.45 lacs in comparison to Last year's revenue i.e. Rs. 1623.04 Lacs
- The profit in the Current year is Rs. (19.64) lacs in comparison to Rs. 25.81 Lacs last year's.

During the year under review, there has been no change in the nature of the business of the Company. Further, there were no significant and material order passed by the regulators or courts

or tribunals impacting the going concern status and Company's operations in future.

### 3. MATERIAL CHANGES AND COMMITMENTS

No material changes have occurred between Balance Sheet date and the date on which the financial statement are approved by the Board of Directors.

### 5. TRANSFER TO GENERAL RESERVES IN TERMS OF SECTION 134(3) (J) OF THE COMPANIES ACT, 2013

No amount has been transferred to the general reserve during the year under review.

### 6. SHARE CAPITAL

During the Financial Year 2024-25,

Company increased its Share Capital on following occasions:

#### (i) Authorized Share Capital

No Change in the Authorized capital of the company during the year under review.

#### (ii) Paid up Share Capital:

No change in the paid up share capital of the company during the year

#### (iii) ISSUE OF SHARES WITH DIFFERENTIAL RIGHTS

The Company has not issued any shares with differential rights during the year under review. Hence the provisions of Section 43 of the Companies Act, 2013 are not applicable.

#### (iv) ISSUE OF SWEAT EQUITY SHARE

The Company has not issued any sweat equity shares during the year under review. Hence the provisions of Section 54 of the Companies Act, 2013 are not applicable.

### 7. DEPOSITS

#### DETAILS RELATING TO DEPOSITS COVERED UNDER CHAPTER V OF THE ACT

A	Accepted during the year	:	
B	Remained unpaid or unclaimed as at the end of the year	:	
C	whether there has been any	:	

	default in repayment of deposits or payment of interest thereon during the year and if so (default), number of such cases and the total amount involved		NIL
	i. at the beginning of the year	:	
	ii. maximum during the year	:	
	iii. at the end of the year	:	

#### **DETAILS OF DEPOSITS WHICH ARE NOT IN COMPLIANCE WITH THE REQUIREMENTS OF CHAPTER V OF THE ACT**

During the Financial Year under review, the Company has not accepted any deposit under Section 73 to 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rule, 2014 as amended from time to time which are not in compliance with the requirements of Chapter V of the Act.

#### **8. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

##### **Directors**

Ms Divya Kothari appointed during the year under review on 17<sup>th</sup> July, 2024 and resigned on 3<sup>rd</sup> September, 2024

##### **KEY MANAGERIAL PERSONNEL**

No change in Key Managerial Personnel

##### **BOARD COMMITTEES**

Details of Board committees and term of reference is provided in the "Annexure V" corporate Governance report of the company.

#### **9. BOARD MEETINGS**

The details of the Number of Meetings of the Board held during the financial year 2024-25 form part of the Corporate Governance. There were 8 meetings held during the year

#### **10. DECLARATION BY INDEPENDENT DIRECTORS**

Mr Pawan Kumar Joshi and Mr Satyaveer Singh Dangi Independent Directors of the Company have given their respective declaration as required under Section 149(7) of the Companies Act, 2013 to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and that they abide by the provisions specified in Schedule IV to the Companies Act, 2013. The Board has, taken on record the declarations received from Mr Pawan Kumar Joshi and Mr Satyaveer Singh Dangi.

#### **11. DIRECTORS' RESPONSIBILITY STATEMENT**

Your Directors state that:

a) in the preparation of the annual accounts for the year ended March 31, 2025, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;

b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2025 and of the profit of the Company for the year ended on that date;

c) The Directors have taken proper and sufficient care for the 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 fraud and other irregularities;

d) The Directors have prepared the annual accounts on a 'going concern' basis;

e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### **12. CORPORATE SOCIAL RESPONSIBILITY**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the provisions of Section 135 of the Companies Act, 2013 are not applicable.

#### **13. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES**

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis, therefore, the provisions of Section 188 of the Companies Act, 2013 were not attracted.

Further, there are no materially significant related party transactions during the year under review made by the Company with Promoters, Directors,

or other designated persons which may have a potential conflict with the interest of the Company at large.

Your Directors draw attention of the members to in the Accounting Policies to the Financial Statement which sets out related party disclosures as prescribed under Accounting Standard 18.

Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in "Annexure - 1" Form AOC-2 and the same forms part of this report.

#### **14. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES**

In accordance with Section 178 of the Companies Act, 2013 the Nomination and Remuneration Committee has formulated Remuneration Policy ("the policy"). The objective of the policy is to ensure that Executive Directors and other employees are sufficiently compensated for their performance. The Policy seeks to provide criteria for determining qualifications, positive attributes and independence of a director.

#### **15. STATUTORY AUDITORS**

In the Annual General Meeting held for financial year 2021-22 Members approved appointment of D S P & Associates, Chartered Accountants (Firm Registration No. 006791N) as Statutory Auditors of the Company to hold office for from the financial year 2021-2022

#### **16. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS**

There was no qualification, reservation or adverse remark made by the statutory Auditor in their report.

There are some matter of emphasis given by the auditor board of director took the note of the esame.

Secretarial Auditor in his Secretarial made the some qualification

There were instances where company if delay in filing some forms were are taking precautions in filing the forms in due time.

Regarding the Independent director not registered on independent director database or not clear exam .

The one of our independent director was exempted from test and he was registered in database also but his membership was due for renewal.

One of director was preparing for her exams. But now after the period under review company has appointed new independent director. Mr satyaveer singh dangi has been exempted from exam and Mr pawan kumar joshi is registered on database and preparing for exam.

There were certain instance (for the quarter ended 30.09.2024), where disclosure required under Sebi (LODR), Regulations (2015) by the company was made by after due date, the regulation are: Reg 13(3) (LODR), 2015, Reg 27(2) (LODR), 2015 and Reg 31(LODR), 2015, A monetary penalty of INR 5900/- was imposed, which was paid by the company

The company was not able to file the compliances due to facing some issue on BSE listing Portal. We have paid the fine also for the same.

#### **17. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED**

Company has not granted any loans and made investments, or given guarantees or provided securities to other bodies corporate under the provisions of Section 186 the Companies Act, 2013.

#### **18. EXTRACT OF ANNUAL RETURN**

P Pursuant to Section 134(3)(a) and Section 92(3) of the Act read with Companies (Management and Administration) Rules, 2014, the draft Annual Return of the Company in Form MGT-7 for FY 2024-25 has been placed on the Company's website and can be accessed at the company website [www.chdchemicals.com](http://www.chdchemicals.com)

#### **19. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND**

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education

and Protection Fund (IEPF) during the financial year 2024-25.

## 20. STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

## 21. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS PURSUANT TO RULE 8 (5) (viii) OF COMPANIES (ACCOUNTS) RULES, 2014

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances. The Company has a strong monitoring and reporting process resulting in financial discipline and accountability.

## 22. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The information required pursuant to Section 197(12) read with Rule, 5 (1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the "Annexure-IV" of the Annual Report.

The Company has not appointed any employee(s) in receipt of remuneration exceeding the limits specified under Rule 5 (2) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

## 23. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has duly set up an Internal Complaints Committee (ICC) in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013, to redress complaints received regarding sexual harassment. The following is a summary of sexual harassment complaints received and disposed off during the year 2024-25.

No of complaints received	:	Nil
No of complaints disposed off:		Nil

## 24. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE

## EARNINGS AND OUTGO

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in **Annexure "III"**

## 25. DETAILS OF SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS / TRIBUNAL IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE

There are no significant material orders passed by the Regulators / Courts / Tribunal which would impact the going concern status of the Company and its future operations.

Hence, disclosure pursuant to Rule 8 (5) (vii) of Companies (Accounts) Rules, 2014 is not required.

## 26. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

The Company has established a vigil mechanism, through a Whistle Blower Policy, where Directors and employees can voice their genuine concerns or grievances about any unethical or unacceptable business practice. A whistle-blowing mechanism not only helps the Company in detection of fraud, but is also used as a corporate governance tool leading to prevention and deterrence of misconduct. It provides direct access to the employees of the Company to approach the CFO of the company or the Chairman of the Audit Committee, where necessary. The Company ensures that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment or victimization.

## 27. SECRETARIAL AUDIT REPORT

The Company has appointed Neeraj Jindal & Associates, a firm of Company Secretaries in Practice, to undertake the Secretarial Audit of the Company pursuant to the provisions of Section 204 of the Companies Act 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014. The Report of the Secretarial Auditor is annexed to the Board's Report as Annexure 'A'.

## 28. BOARD EVALUATION

Pursuant to applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board had adopted a formal mechanism for evaluating its own performance and as well as that of its Committees and individual Directors, including the Chairperson of the Board.

### **29. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2)(e) of the SEBI (LORD) 2015, is presented in **Annexure VI** and the same is for the part of this report.

### **30. BUSINESS RESPONSIBILITY REPORT (BRR)**

The Board of Directors of the Company hereby confirms that, according to the provisions of Regulation 34(2)(f) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation 2015, the give report on Business Responsibility Report (BRR) is not mandatorily applicable to our company, hence not annexed with Annual Report.

### **31. DISCLOSURE IN RESPECT OF SCHEME FORMULATED UNDER SECTION 67(3) OF THE COMPANIES ACT, 2013**

Since the Company has not formulated any scheme in terms of Section 67(3) of the Companies Act, 2013, therefore no disclosures are required to be made.

### **32. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:**

There has been no subsidiary/Associate/Joint Venture incorporated/ceased of your company during the financial year 2024-25

### **33. DISCLOSURES PURSUANT TO SECTION 197(14) OF THE COMPANIES ACT, 2013:**

No disclosure under section 197(14) of the Companies Act, 2013 is required. Company has no Holding or Subsidiary company as on 31<sup>st</sup> March, 2025

### **34. Dividend**

No dividend has been declared by the company during the financial year 2024-25

### **34. SHARES IN SUSPENSE ACCOUNT**

There are no shares lying in suspense account

### **35. REPORTING OF FRAUDS**

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of Act and Rules framed there under.

### **36. STATEMENT OF DEVIATION OR VARIATION**

Pursuant to Regulation 32(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, there is no deviation or variation in the use of proceeds

### **37. OTHER DISCLOSURES**

a. There was no revision of financial statements and Board's Report of the Company during the year under review

b. There has been no change in the nature of business of the Company as on the date of this report

c. No application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year is not applicable.

d. The requirement to disclose the details of the difference between the amount of valuation done at the time of onetime settlement and the valuation done while taking a loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.

### **e. CODE FOR PREVENTION OF INSIDER TRADING**

The Board has adopted a code to regulate, monitor and report trading by insiders in securities of the Company. The code inter alia requires pre-clearance for dealing in the securities of the Company and prohibits the purchase or sale of securities of the company while in possession of unpublished price sensitive information in relation to the Company and during the period when the trading window is closed.

### **38. ENVIRONMENT, HEALTH AND SAFETY**

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires the conduct of operations in such a manner to ensure the safety of all concerned, compliance with environmental regulations and preservation of natural resources.

Place: Panchkula

Dated: 8<sup>th</sup> September, 2025

### **39. COMPLIANCE WITH SECRETARIAL STANDARDS**

During the year under review, the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

### **40. REPORTING OF FRAUDS**

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and/or Board under Section 143(12) of the Act and Rules framed thereunder.

### **41. CAUTIONARY STATEMENT**

Statements in this Directors' Report and Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the Company's operations include raw material availability and its prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, Tax regimes, economic developments within India and the countries in which the Company conducts business and other ancillary factors.

### **42 ACKNOWLEDGEMENT**

The Board of Directors acknowledges with gratitude the co-operation and assistance provided to your company by its bankers, financial institutions, government and other agencies. Your Directors thank the customers, vendors and other business associates for their continued support in the company's growth.

**For and on behalf of Board of  
Directors**

SD/-

**Mehtab Singh**  
**Director**  
**DIN – 10294514**

SD/-

**Ankit kOthari**  
**Director**  
**DIN -06883692**

**FORM NO. MR-3****SECRETARIAL AUDIT REPORT****For the financial year ended March 31, 2025**

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To,

**The Members,  
CHD CHEMICAL LIMITED,  
(CIN: L46691CH2012PLC034188)  
PLOT NO 45 FIRST FLOOR,  
INDUSTRIAL AREA PHASE 1,  
Chandigarh – 160002.**

Dear Sir(s) / Madam(s),

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good Corporate Governance practice by "**CHD CHEMICAL LIMITED**" (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minutes Books, Forms and Returns filed with regulatory authorities and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year ended 31st March, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place, to the extent and subject to the reporting made hereinafter:

**We further report** that maintenance of proper and updated Books, Papers, Minutes Books, filing of Forms and Returns with applicable regulatory authorities and maintaining other records is responsibility of management including Key Managerial Personnel's (KMP) and of the Company. Our responsibility is to verify the content of the documents produced before us, make objective evaluation of the content in respect of compliance and report thereon.

We have examined on test basis, the books, papers, minute books, forms and returns filed and other records maintained by the Company and produced before us for the financial year ended 31st March, 2025, according to the provisions of:

- (i) The Companies Act, 2013 and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under (to the extent applicable to the Company);
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under restricted to Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, to the extent the same was applicable to the Company;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. (To the extent applicable);
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the company);
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 2021 (Not applicable to the company);
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2021 (Not applicable to the company);
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client ;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable to the company); and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the company);
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (vi) As we have been given to understand that considering activities, there is no specific regulator subject to whose approval company can carry on / continue business operation. We have also in-principally verified systems and mechanism which is in place and followed by the Company to ensure Compliance of other applicable Laws (in addition to the above mentioned Laws (i to v) as applicable to the Company) and we have also relied on the representation made by the Company and its Officers in respect of systems and mechanism formed / followed by the Company for compliances of other applicable Acts, Laws and Regulations and found the satisfactory operation of the same.

The compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this audit since the same have been subject to review by the statutory auditor(s) and other designated professionals.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India as applicable on date.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange (BSE).

**Except to our observations made hereunder.**

Based on the above said information provided by the Company, we report that during the financial year under report, the Company has substantially complied with the provisions of the above mentioned Act/s including the applicable provisions of the Companies Act, 2013 and Rules, Regulations, Guidelines, Standards etc. mentioned above subject to the following **observation(s)**:

- (a) The company has not filed Form MGT -7 for F.Y. Ended 31.03.2024, Form MGT 14, for approval of Financial Statements for F.Y. ended 31.03.2024, for approval of Directors Report for F.Y. ended 31.03.2024 and Form DPT -3 for F.Y. ended 31.03.2024, with Roc till the reporting date.
- (b) The Independent Director on the board of the company are either not registered in the independent Director database or have not cleared exams for being eligible in due period. So there eligibility to continue is compromised.

(c) Mr. Mahtab Singh, appointed as Additional Director on the board on 06.09.2023 was regularized in AGM held on 30.09.2023, is still showing as Additional Director and form DIR 12 for change in Designation is still not filed.

(d) There were certain instance wherein the Company has delayed in filing the returns / disclosures with Registrar of Companies and the Company has paid additional fees for the same.

(e) There were certain instance (for the quarter ended 30.09.2024), where disclosure required under Sebi (LODR), Regulations (2015) by the company was made by after due date, the regulation are: Reg 13(3) (LODR), 2015, Reg 27(2) (LODR), 2015 and Reg 31 (LODR), 2015, A monetary penalty of INR 5900/- was imposed, which was paid by the company.

**We further report that:**

Subject to our qualification/ observation in this regard, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

We also report that adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance (or shorter notice compliance was made) and a reasonable system exists for Board Members for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and proper system is in place which facilitates / ensure to capture and record, the dissenting member's views, if any, as part of the minutes.

Based on the representation made by the Company and its Officers explaining us in respect of internal systems and mechanism established by the Company which ensures compliances of other Acts, Laws and Regulations applicable to the Company, we report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the year under report, the Company has not undertaken any major event / action having a material bearing on the Company's statutory compliance and affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

**Note:**

1. We have relied on the financial statements as approved by the Board of Directors and submitted to the Statutory Auditors and we have also relied on the report of Statutory Auditors.
2. This Report is to be read along with attached Letter provided as "Annexure - A"

**For Neeraj Jindal & Associates  
Company Secretaries**

**Date: 29.08.2025  
Place: Mohali.**

**Sd/-  
CS. Neeraj Jindal  
M.No. F8270  
CP. No. 9056**

**(Peer Review Certificate No. 2258/2022)  
UDIN: F008270G001109062**



**CHD CHEMICALS LIMITED**

**'ANNEXURE A'**

**To**  
**The Members,**  
**The CHD CHEMICAL LIMITED.**  
**PLOT NO 45, FIRST FLOOR INDUSTRIAL AREA,**  
**PHASE I, CHANDIGARH – 160001.**

**Sub: Our Report of even date is to be read along with this letter.**

Dear Sir / Madam,

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 (by verifying records as was made available to us) to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company and we rely on Auditors Independent Assessment on the same.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of process followed by Company to ensure adequate Compliance.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

***For Neeraj Jindal & Associates***  
***Company Secretaries***  
***Sd/-***

**Date: 29.08.2025**  
**Place: Mohali.**

**CS. Neeraj Jindal**  
**M.No. F8270**  
**CP. No. 9056**  
**UDIN: F008270G001109062**

Annexure – I

**FORM NO. AOC -2**

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

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

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	<p style="text-align: center;"><b>NOT REQUIRED AS THERE ARE NO TRANSACTIONS FALLING UNDER THIS SECTION</b></p>
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	<b>Muskaan Bhadu (wife of Director)</b>
b)	Nature of contracts/arrangements/transaction	<b>Remuneration</b>
c)	Duration of the contracts/arrangements/transaction	<b>Agreement for 5years</b>
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	<b>Agreement for 5years</b>
e)	Date of approval by the Board	<b>30-12-2023</b>
f)	Amount paid as advances, if any	<b>Na</b>

FOR CHD CHEMICALS LIMITED

SD/-

**Mehtab Singh**  
**Director**  
**DIN – 10294514**

SD/-

**Ankit kOthari**  
**Director**  
**DIN -06883692**

**Annexure "III" to Directors' Report for the year ended 31st March, 2025****Particulars required under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014****[A] CONSERVATION OF ENERGY:**

(a) Energy Conservation Measures Taken:

Energy utilisation is primarily for domestic use and assembly activities which is optimised and further steps are being taken by management to emphasise on conservation of energy with all employees.

(b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy: **NIL**

(c) Impact of the measures at (a) & (b) above for reduction of energy consumption & consequent impact on the cost of production of goods: **NIL**

(d) Steps taken by company to use alternate source of energy, if any: **NIL**

(e) Capital investment on energy conservation equipments: **NIL**

(f) Power and Fuel Consumption: **N.A**

	Current Year	Previous Year
--	--------------	---------------

**Electricity:**

Purchased  
Unit (million)  
Total Amount  
(Rs.million)  
Rate/Unit

**Furnace Oil:**

Purchased  
Unit (million)  
Qty (Kilo Ltrs)  
Total Amount (Rs.  
Millions)  
Rate/Unit

**[B] TECHNOLOGY ABSORPTION: (N.A)****[C] RESEARCH & DEVELOPMENT: (N.A)**

a. Specific areas in which R & D was carried out by the Company: **(N.A)**

b. Benefits derived as a result of the above R & D: **(N.A)**

Expenditure on R&D: <b>(N.A)</b>	Current Year (Rs. Lakhs)	Previous Year (Rs.Lakhs)
-------------------------------------	--------------------------------	-----------------------------

- a) Capital  
b) Recurring  
c) Total  
d) Total as % of  
Turnover  
Rate/Unit

**(D) FOREIGN EXCHANGE EARNINGS AND OUTGO: NIL**

Details of earnings in foreign exchange: nil

Particulars	Current Year 01.04.24- 31.03.25	Previous Year 01.04.23- 31.03.24
Export of Goods calculated on FOB Basis		
Interest and dividend		
Royalty		
Know-how	<b>NIL</b>	<b>NIL</b>
Professional and Consultancy fees		
Other Income		
Total earning in foreign exchange		

Details of expenditure in foreign exchange: nil

Particulars	Current Year 01.04.24- 31.03.25	Previous Year 01.04.23- 31.03.24
Import of Capital Goods calculated on CIF Basis:		
(i) raw material		
(ii) component and spare parts		
(iii) capital goods – Software Purchase		
Expenditure on account of:	<b>NIL</b>	<b>NIL</b>
Royalty		
Know-how		
Professional and Consultancy fees		
Interest		
Other matters		
Dividend paid		
Total expenditure in foreign exchange		

**“ANNEXURE-IV”**  
**DETAILS PERTAINING TO EMPLOYEES AS REQUIRED UNDER SECTION**  
**197(12) OF THE COMPANIES ACT 2013**

**STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO PROVISIONS OF SECTION 197(12) OF THE COMPANIES ACT 2013 READ WITH COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

**(1) Ratio of the remuneration of each director to the median remuneration of all the employees of the Company for the financial year;**

S.No	Name of Directors	Remuneration	% Increase in Remuneration	Ratio of remuneration of each Director/ to Median remuneration of employees
1	Ankit Kothari(Director)	NIL	NIL	NIL
2	Subhash Chander (Director)	NIL	NIL	NIL
3	Mehtab Singh (Director)	NIL	NIL	NIL
4	Vijender Singh (Independent Director)	NIL	NIL	NIL
6	Santosh Rani (Independent Director)	NIL	NIL	NIL

**(2) The median remuneration of employees of the Company during the financial year** was Rs. 324000/-

**(3) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:**

S.No	Name of Directors	Designation	Remuneration	% Increase in Remuneration
1.	Shrikant Sharma	CFO	NIL	nNA
2.	Kartik Bhatik	Company Secretary	264000	No change

**(4) The number of permanent employees on the rolls of company as on 31st March, 2025 was 8.**

**(5) Relationship between average increase in remuneration and company performance:**

Profit Before Tax decrease by 7.27% and Profit After Tax decrease by 31.42% in the financial year 2024-25, compared to profit in previous financial year. The average decrease of 37.04% in the median remuneration of the comparable employees during the financial year. During the year there was no change in

the remuneration of the employees. average decrease in remuneration is due to decrease in number of employees.

**(6) The percentage increase in median remuneration of employees in the financial year:**

Median remuneration of employees during the financial year 2024-2025 is 3,24,000 as compared to 4,44,000 resulting in decrease in the average remuneration of the employees.

The payment of managerial remuneration was as per the remuneration approved by the shareholders of the Company and within the limit specified under the Companies Act 2013.

**(7) Variations in the market capitalization of the Company:**

(a) The market capitalization as on March 31, 2025 was Rs. 581.27 Lacs .

(b) Price Earnings ratio of the Company was 25.5 as at March 31, 2024 and as on March 31, 2025 it was 30.26

Closing date of Financial Year	Issued Capital (shares)	Closing Market Price Per Shares	EPS	PE Ratio	Mrket Capitaliza tion (Rs Lacs)
31.03.2024	10109080	6.3	0.26	25.5	636.87
31.03.2025	10109080	5.75	-0.19	30.26	581.27
Increase/ Decrease	0.00	-0.55	0.07	-4.76	-55.6
% Increase/ Decrease	0.00	0.38%	3.33%	-66.37%	0.38%

**(8) Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:**

The total remuneration of Key personnel is 2.64 Lakhs . where as the Profit Before Tax decrease by 7.27% and Profit After Tax decreased by 31.42% in the financial year 2024-25 compared to profit in previous financial year

**(9) Comparison of average percentile increase in the salaries of employees other than the managerial personnel and managerial personnel:**

There was no change in salary of he employees during the year under review .

**(10)Comparison of each remuneration of key Managerial Personnel against the performance of the company:**

S.no	Name of KMP	Remuneration	Comparison of the Remuneration of the KMP against the performance of the Company
1	Shrikant Sharma	-	Thereis no change in the remuneration of kmp this year but Profit Before Tax decrease by 7.27% and Profit After Tax decreased by 31.42% in the financial year 2024-25, compared to profit in previous financial year
2.	Kartik Bhatia	264000	

**(11) The key parameters for the variable component of remuneration availed by the directors :**

There is no variable component of remuneration availed by the directors of the company. Directors of the company received fixed remuneration during the year under review.

**(12) Ratio of Remuneration of the highest paid director to that of employees who are not director but receive remuneration in excess of the highest paid director during the year: None**

**(13) Remuneration is as per the remuneration policy of the company.**

## ANNEXURE V

### CORPORATE GOVERNANCE

Our company stands committed to good corporate governance practices based on the principle such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting.

The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under Law.

Our corporate governance philosophy is based on the following principles:

- ❖ Satisfy the spirit of the law and not just the letter of the law. Corporate governance standards should go beyond the law.
- ❖ Be transparent and maintain a high degree of disclosure levels. When in doubt, disclose.
- ❖ Make a clear distinction between personal conveniences and corporate resources.
- ❖ Communicate externally, in a truthful manner, about how the Company is run internally.
- ❖ Have a simple and transparent corporate structure driven solely by business needs.
- ❖ The Management is the trustee of the shareholders' capital and not the owner.

The Company believes that corporate governance is about creating organizations that succeed in the marketplace with the right approach and values. This will enhance the value for all its stakeholders.

#### (1) BOARD OF DIRECTORS

##### COMPOSITION OF THE BOARD

- A) The Board of Directors of the Company (Board) has optimum combination of Executive and Non Executive Directors

The following is the Composition of the Board as at 31st March, 2025:

Category	Name of the Directors	Designation	No of Shares held
<b>Promoter/director</b>	Mehtab Singh	Director	NIL
	Ankit Kothari	Director	NIL
	Subhash Chander	Director	NIL
<b>Independent Director</b>	Santosh Rani	Director	NIL
	Vijender Singh	Director	NIL

**(b) NO. OF BOARD MEETING HELD AND DATES**

<b>1</b>	<b>29-05-2024</b>
<b>2</b>	<b>17-07-2024</b>
<b>3</b>	<b>14-08-2024</b>
<b>4</b>	<b>04-09-2024</b>
<b>5</b>	<b>05-09-2024</b>
<b>6</b>	<b>07-11-2024</b>

<b>7</b>	<b>13-11-2024</b>
<b>8</b>	<b>14-02-2025</b>

The details of directors and their attendance record at the Board Meeting held during the Year under review are as follows:

S.No	Name of Directors	Category	Attendance Of Board Meetings	Attended last AGM	No. Of Other Directorship / Committees Membership/ Chairmanship		
					O.D	C.M	C.C
1.	Mehtab Singh	EXECUTIVE DIRECTOR	8	Yes	-	1	-
2.	Ankit Kothari	NON EXECUTIVE DIRECTOR	8	Yes	1	1	-
3.	Subhash Chander	NON EXECUTIVE DIRECTOR	8	Yes	NA	2	-
4.	Santosh Rani	NON EXECUTIVE INDEPENDENT DIRECTOR	8	Yes	1	3	-
5.	VIJENDER SINGH	NON EXECUTIVE INDEPENDENT DIRECTOR	8	Yes	NA	-	1
6	DIVYA KOTHARI	NON EXECUTIVE DIRECTOR		Yes	NA	-	-

**(O.D.)** Directorship in other Company

**(C.M.)** Committee Membership

**(C.C.)** Committee Chairmanship

**(2) COMMITTEES OF THE BOARD**

The Board of Directors has constituted 3 Committees of the Board viz.

- Audit Committee
- Nomination & Remuneration Committee

- Stakeholder Relationship Committee

## AUDIT COMMITTEE

The Audit Committee of the Company comprises of 3 directors out of which one is Executive Director and two are Non Executive Independent Director.

Composition: Meetings and attendance during the year.

S.NO	Name of Directors	Designation	Number of Meetings During The year	
			Held	Attended
1	MR. VIJENDER SINGH	CHAIRMAN	7	7
3	Mr. Mehtab Singh	MEMBER	1	1
4	Mrs Santosh Rani	Member	3	3

The dates on which the meetings were held are as follows:

<b>1</b>	<b>29-05-2024</b>
<b>2</b>	<b>14-08-2024</b>
<b>3</b>	<b>05-09-2024</b>
<b>4</b>	<b>07-11-2024</b>
<b>5</b>	<b>13-11-2024</b>
<b>6</b>	<b>14-02-2025</b>
<b>7</b>	<b>31-03-2025</b>

## ROLE OF AUDIT COMMITTEE

The terms of reference of the Audit Committee are given below:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
6. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
7. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
8. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section (3) of section 134 of the Companies Act, 2013.
  - b. Changes, if any, in accounting policies and practices and reasons for the same

- c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions
  - g. Qualifications in the draft audit report.
9. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
  10. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
  11. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
  12. Review and monitor the auditor's independence and performance, and effectiveness of audit process
  13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
  14. Discussion with internal auditors any significant findings and follow up there on.
  15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
  16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
  17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
  18. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
  19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
  20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
  21. Mandatorily reviews the following information:
    - a. Management discussion and analysis of financial condition and results of operations;
    - b. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
    - c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
    - d. Internal audit reports relating to internal control weaknesses; and

- e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee

22. Review the Financial Statements of its subsidiary company, if any.
23. Review the composition of the Board of Directors of its Subsidiary Company, if any.
24. Review the Vigil mechanism (whistle blowing) policy.
25. Examination of the financial statement and the auditors' report thereon;
26. Approval or any subsequent modification of transactions of the company with related parties;
27. Scrutiny of inter-corporate loans and investments;
28. Valuation of undertakings or assets of the company, wherever it is necessary;
29. Evaluation of internal financial controls and risk management systems;
30. Monitoring the end use of funds raised through public offers and related matters.
31. Review the use/application of funds raised through an issue (public issues, right issues, preferential issues etc) on a quarterly basis as a part of the quarterly declaration of financial results. Further, review on annual basis statements prepared by the Company for funds utilized for purposes other than those stated in the offer document.

In addition, to carry out such other functions/powers as may be delegated by the Board to the Committee from time to time.

## STAKEHOLDERS RELATIONSHIP COMMITTEE

During the year ended on 31st March, 2025, the composition of Stakeholders relationship Committee / Investors Grievance committee has been as under:

S.NO	Name of Directors	Designation	Number of Meetings During The year	
			Held	Attended
1	MR. VIJENDER SINGH	CHAIRMAN	6	6
2	MR. Santosh rani	MEMBER	6	6
5	Subhash sharma	MEMBER	2	2

During the year under review Stakeholders relationship Committee / Investors Grievance committee meeting was held one time during the year. The necessary quorum was preset in the meeting. The dates of meetings are as follow:

<b>1</b>	<b>29-05-2024</b>
<b>2</b>	<b>14-08-2024</b>
<b>3</b>	<b>05-09-2024</b>
<b>4</b>	<b>07-11-2024</b>
<b>5</b>	<b>13-11-2024</b>
<b>6</b>	<b>14-02-2025</b>
<b>7</b>	<b>31-03-2025</b>

## ROLE OF STAKEHOLDER RELATIONSHIP COMMITTEE

The Stakeholder Relationship Committee of our Board look into:

- The redressal of investors complaints viz. non-receipt of annual report, dividend payments etc.
- Matters related to share transfer, issue of duplicate share certificate, dematerializations.
- Also delegates powers to the executives of our Company to process transfers etc.

## NAME AND DESIGNATION OF COMPLIANCE OFFICER:

The Board has appointed MR Karthik Bhatia, being Company Secretary, as Compliance Officer of the Company pursuant to Listing Regulations.

## NO. OF SHAREHOLDERS COMPLAINTS RECEIVED AND NOT RESOLVED TO THE SATISFACTION OF THE SHAREHOLDERS:

The total number of complaints received and resolved to the satisfaction of Shareholders during the year under review were as under :

No. of complaints outstanding as on 31-03-2024 - Nil

No. of complaints received during the year under review - Nil

No. of complaints disposed off during the year under review - Nil

No. of complaints outstanding as on 31-03-2025 - Nil

The Company interacts with Cameo Corporate Services Limited, Registrar & Transfer Agent and takes effective steps/actions for resolving queries/complaints of the shareholders.

## NOMINATION AND REMUNERATION COMMITTEE

The committee currently comprises of three (3) Directors. Mr. Vijender Singh is the Chairman of the Nomination and Remuneration Committee.

During the year under review Stakeholders relationship Committee / Investors Grievance committee meeting was held four times during the year. The necessary quorum was preset in the meeting. The dates of meetings are as follow:

<b>1</b>	<b>29-05-2024</b>
<b>2</b>	<b>17-07-2024</b>
<b>3</b>	<b>14-08-2024</b>
<b>4</b>	<b>04-09-2024</b>
<b>5</b>	<b>05-09-2024</b>
<b>6</b>	<b>07-11-2024</b>
<b>7</b>	<b>13-11-2024</b>
<b>8</b>	<b>14-02-2025</b>
<b>9</b>	<b>31-03-2025</b>

S.NO	Name of Directors	Designation	Number of Meetings During The year	
			Held	Attended
1	MR. VIJENDER SINGH	CHAIRMAN	6	6
2	MR. Santosh rani	MEMBER	6	6
3	Subhash sharma	MEMBER	2	2

The terms of reference of the nomination and remuneration committee are as follows:

- The remuneration committee recommends to the board the compensation terms of the executive directors.
- The committee to carry out evolution of every director's performance and recommend to the board his/her appointment and removal based on the performance.
- The committee to identify persons who may be appointed in senior management in accordance with the criteria laid down.
- Framing and implementing on behalf of the Board and on behalf of the shareholders, a credible and transparent policy on remuneration of executive directors including ESOP, Pension Rights and any compensation payment.
- Considering approving and recommending to the Board the changes in designation and increase in salary of the executive directors.
- Ensuring the remuneration policy is good enough to attract, retain and motivate directors.
- Bringing about objectivity in deeming the remuneration package while striking a balance between the interest of the Company and the shareholders.

### (3) INDEPENDENT DIRECTOR MEETINGS

#### (a) Performance evaluation criteria for independent directors.

- Evaluation of the performance of the Non – Independent Directors and Board of Directors as a whole;
- Evaluation of the performance of the Chairperson of the Company, taking into account the views of the Executive and Non –Executive Directors;
- Evaluation of the quality, content and timeline of flow of information between the management and the board that is necessary for the board to effectively and reasonably perform its duties.

#### (b) Composition

- Mrs Santosh rani
- Mr. Vijender Singh

#### (4) GENERAL BODY MEETINGS

(a) Details of Annual General Meetings (AGMs)

YEAR	VENUE	DATE	TIME
2018	Hotel Solitaire, Chandigarh	29 <sup>th</sup> September, 2018	11.30 A.M
2019	Hotel Solitaire, Chandigarh	30 <sup>th</sup> September, 2019	11.30 A.M
2020	Registered Office	30 <sup>th</sup> December, 2020	11.30 A.M
2021	Video Conferencing	30 <sup>th</sup> September, 2021	12.00 P.M
2022	Video Conferencing	30 <sup>th</sup> September, 2022	11.30 A.M
2023	Video Conferencing	30 <sup>th</sup> September, 2023	11.30 A.M
2024	Video Conferencing	30 <sup>th</sup> September, 2024	11.30A.M

(b) Details of Special Resolutions passed in previous Annual General Meetings:

DATE OF AGM	NUMBER OF SPECIAL RESOLUTION PASSED	DETAILS OF SPECIAL RESOLUTION PASSED
30 <sup>TH</sup> SEPTEMBER, 2015	Two	Conversion of the company to Public company  Alteration of the Articles of Association of the company pursuant to conversion into public company
30 <sup>TH</sup> SEPTEMBER, 2016	One	Appointment of Ms Divya Kothari as Managing Director
30 <sup>TH</sup> SEPTEMBER, 2023	One	Appointment of Mrs. Santosh Rani (DIN 09155303) as a Non-Executive, Independent Director of the Company:

#### (5) GENERAL INFORMATION TO SHARE HOLDERS

##### i. ANNUAL GENERAL MEETING:

##### Remote E-voting for Annual General Meeting

To allow the shareholders to vote on the resolutions proposed at the AGM, the Company has arranged remote e-voting facility. The Company has engaged CDSL to provide e-voting facility to all the members. Members whose name will appear on the register of members as on Saturday, 30<sup>th</sup> day of September, 2023 shall be eligible to participate in the e-voting.

Date	Time	Venue
30 <sup>th</sup> September, 2025	11.30 A.M	<b>Video conferencing</b>

## ii. FINANCIAL CALANDER

<b>Financial Year</b>	April 1, 2024 to March 31, 2025
<b>Book Closure</b>	The Register of Members of the Company shall remain closed from the, Wednesday, 24 <sup>th</sup> September, 2025 to Tuesday, 30 <sup>th</sup> September, 2025(both days inclusive).

## iii DEMATERIALIZATION OF SHARES AND LIQUIDITY:

As on March 31, 2025 99.24% of the Company's shares were held in dematerialized form and the remaining 0.76 % in physical form. The break up is listed below:

Category	No Of Shares Held	Shareholding(%)
<b>PHYSICAL</b>	<b>76870</b>	<b>0.76%</b>
<b>ELECTRONIC IN NSDL</b>	<b>3191040</b>	<b>31.56%</b>
<b>ELECTRONIC IN CDSL</b>	<b>6841170</b>	<b>67.67%</b>
	<b>10109080</b>	<b>100%</b>

## iv DISTRIBUTION OF SHAREHOLDINGS

SHARE OR DEBENTURE HOLDINGS				
Shares	Number	% of total	Shares	% of total
10-5000	6417	74.84%	8294720	8.20%
5001-10000	966	11.26%	8155910	8.06%
10001-20000	531	6.19%	8138810	8.05%
20001-30000	208	2.4%	5374890	5.31%
30001-40000	106	1.23%	3756260	3.71%
40001-50000	107	1.24%	5071790	5.01%
50001-100000	135	1.57%	9790720	9.68%
100001- and above	104	1.21%	52507700	51.94%
<b>Total</b>	<b>8574</b>	<b>100%</b>	<b>10109080</b>	<b>100</b>

#### v CATEGORIES OF SHAREHOLDING:

Categories	No of shares held	Percentage of shareholding
PROMOTER	1728511	17.09%
BODY CORPORATE	1179363	11.66%
RESIDENT	7112220	70.35%
NRI	68855	00.68%
Bank	20131	0.19%
TOTAL	10109080	100%

#### Vi STOCK CODE AND ROC CODE

BSE CODE: 539800

ISIN No.: INE043U01010

The Company is registered in the Union Territory of Chandigarh, India

Having Corporate Identity Number (CIN) is: L46691CH2012PLC034188

#### VII DISCLOSURES

##### 1. Related Party Transaction

The company has no material significant transaction with its related parties which may have potential conflict with the interest of the Company at large. The details of the transaction with the company and related parties are given for information under notes to the Accounts

##### 2. Statutory compliances, penalties and structures:

The company has complied with the statutory compliances as required under the SEBI(LODR), regulation, 2015 for .there was no penalty by the Stock Exchange or Securities Exchange Board of India, any other statutory authority on any matter related to the capital market during the last year.

##### 3. Whistle blower Policy

Pursuant to section 177(9) and (10) of Companies Act, 2013 and Regulation 22 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated Whistle Blower Policy/Vigil Mechanism for Directors and Employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The policy is available at company website [www.chdchemicals.com](http://www.chdchemicals.com)

##### 4. Disclosure of Accounting Treatment In the preparation of the Financial Statement

The Company has followed the Indian Accounting Standards referred to in section 133 of the Companies Act, 2013. The Significant Accounting Policies which are consistently applied are set out in the Notes to the Financial Statements.

5. Non-mandatory requirements

Adoption of Non-mandatory requirements of Listing Regulations is being reviewed by the Board from time-to-time.

6. Risk Management:

Business risk evaluation and management is ongoing process within the Company. The Assessment is periodically examined by the Board.

7. Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The details of number of complaints filed and disposed of during the year and pending as on March 31, 2023 is given in the Director's Report.

8. Where the board had not accepted any recommendation of any committee of the board, which is mandatorily required, in the relevant financial year.: - Not Applicable

**9. The Disclosures of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46(2) of Listing Regulations**

The Company has complied with all the mandatory corporate governance requirements under the Listing Regulations. The Company confirms compliance with corporate governance requirements specified in Regulation 17 to 27 and sub regulation (2) of Regulation 46 of the Listing Regulations.

#### **viii LISTING ON STOCK EXCHANGE**

With effect from Thursday, 27<sup>th</sup> August, 2019, the equity shares of CHD CHEMICAS LIMITED which were already listed under BSE SME Platform migrated & admitted to dealings on the Main board Platform of BSE

#### **ix REGISTRAR AND SHARE TRANSFER AGENT**

**CAMEO CORPORATE SERVICES LIMITED**

SUBRAMANIAN BUILDING, NO.1

CLUB HOUSE ROAD

TAMIL NADU, CHENNAI

PHONE: 044 -28460390

E-MAIL: [cameo@cameoindia.com](mailto:cameo@cameoindia.com)

#### **x REGISTERED OFFICE**

PLOT NO45 INDUSTRIAL AREA PHASE I

CHANDIGARH

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

CIN No.: L46691CH2012PLC034188

#### **XI CORPORATE ADDRESS**

PLOT NO 331, INDUSTRIAL AREA

PHASE II, PANCHKULA-134113

## XII MEANS OF COMMUNICATION

The Company's half yearly and yearly financial results were taken on record and approved by the Board of Directors after reviewed by Audit Committee and submitted to the Stock Exchange in terms of the requirements of Listing Regulations. These were uploaded on the web-site of the Company.

In pursuance of Regulation 33 (3) read with Schedule V of Listing Regulations, the Company is maintaining its website [www.chdchemicals.com](http://www.chdchemicals.com) contains basic information about the company e.g. details of its business, financial information, shareholding pattern, etc. The company also agrees to ensure that the contents of the said website are updated at any given point of time.

The Company's Annual Report is also available in down loadable form. The Company has total 8502 Shareholders as on 31st March, 2025. The main channel of communication to the shareholders is through its web-site as mentioned above and Annual Report, which includes inter alia, the Director's Report, Management Discussions & Analysis and Report on Corporate Governance and Audited Financial Results. The Annual Report is also posted on the web-site of the Company viz. [www.chdchemicals.com](http://www.chdchemicals.com).

### xi. MARKET PRICE DATA

The data on price of equity shares of the Company are as under: High, Low during each month in last financial year

Month	High Price	Low Price	No.of Shares
Apr-24	7.43	6.01	328779
May-24	7.94	6.62	443293
Jun-24	8.04	6.54	394383
Jul-24	7.64	6.1	259984
Aug-24	7.14	5.56	206450
Sep-24	7	6.05	215979
Oct-24	7.2	6.03	150925
Nov-24	8.2	6.09	189995
Dec-24	7.9	6.57	240568
Jan-25	8	6.35	113676
Feb-25	8.19	5.07	317068
Mar-25	7.15	5.2	171432

## **XII. INSIDER TRADING**

The Company has formulated Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders including therein Code of Conduct for fair disclosures of price sensitive information of the Company, in terms of provisions of SEBI (Prohibition of Insider Trading) Regulation, 1992/2015.

The same has also been uploaded on the web-site of the Company viz. [www.chdchemicals.com](http://www.chdchemicals.com). The policy lays down guidelines and procedure to be followed and disclosures to be made while dealing with the Shares of the Company.

During the year under review, the Company has revised the following policies under Insider Trading Regulations :-

1. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI),
2. Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders

### **DECLARATION REGARDING CODE OF CONDUCT**

This is to certify that the Company had laid down code of conduct for all the board members and senior management personnel of the Company. Further certified that the members of the board of directors and senior management personnel have affirmed the compliance with the code applicable to them during the year ended 31st March 2024.

**By Order of the Board of Directors  
For CHD CHEMICALS LIMITED.**

**SD/-**

**Place: PANCHKULA  
Dated: 8<sup>th</sup> September, 2025.**

**MEHTAB SINGH  
DIRECTOR**

## ANNEXURE VI

### MANAGEMENT DISCUSSION & ANALYSIS

#### Industry Overview

##### OVERVIEW OF CHEMICAL INDUSTRY IN INDIA

The Indian chemical industry is one of the oldest industries in India and has made immense contribution to the industrial and agricultural development of India. It encompasses both large and small-scale units. The fiscal incentives granted to the small-scale units in the mid-1980s provided the thrust to the growth of MSMEs in the sector. The chemical industry serves the needs of sectors such as textiles, leather, plastics, paper, printing inks and food stuffs, among others.

The sector covers over 70,000 commercial products, and provides the feedstock to many downstream industries such as finished drugs, dyestuffs, paper, synthetic rubber, plastics, polyester, paints, pesticides, fertilizers and detergents. Over the years, the industry has been evolving with a shift towards product innovation, brand building and environmental friendliness. Besides, customer focus is gaining significance in the industry.

##### Leading Position Globally

Chemical industry in India is the third largest producer in Asia and sixth largest in the world.

The Indian chemical industry is expected to surge to USD 226 billion by 2020, up by nearly 35 percent from USD 147 billion in 2015.

Indian chemical industry is expected to double its share in global chemical industry to 5-6% by 2021 registering growth of 8-9% in the next decade.

##### High GDP Share

The chemical industry in India is a key constituent of Indian economy, accounting for about 2.11 per cent of the GDP

##### Global Dye Supplier

India accounts for approximately 11 per cent of the world production of dyestuff and dye intermediates, particularly for reactive acid and direct dyes

##### CHARACTERISTICS OF THE INDIAN CHEMICAL INDUSTRY

- The industry has changed over time to meet the dynamic needs of an emerging economy
- Strong economic growth and rise in per-capita income has meant a steady increase in demand for chemicals
- Expected to clock a growth of 14 per cent over the next decade
- The industry has left behind a low-growth and regulated environment to emerge more mature
- There is strong government support towards R&D; this would benefit the sector

##### Business Overview

Our Company was originally incorporated at Chandigarh as "CHD Chemicals Private Limited" on 5th November, 2012 under the provisions of the Companies Act, 1956.

Our Company was converted in to a Public Limited Company and consequently the name was changed to "CHD Chemicals Limited" vide fresh certificate of incorporation dated 12th November, 2015 issued by the Registrar of Companies, Punjab and Chandigarh.

Our company is engaged in the business of trading and distribution of high quality chemicals and dyes for textiles industry, leather, and paper industries. We also deal in Construction Chemicals.

We are a chemicals and dyes trading and distribution company with a diverse product portfolio. We are in the trading business since our inception.

We are a professionally managed and growing organization which aims at strengthening and establishing itself as the foremost trader of chemicals and dyes for textile and auxiliary. We also aim at achieving greater and long-term growth.

We are engaged in the business of trading in high quality chemicals & dyes for Textile Industry.

The main suppliers of the Company are Huntsman International (India) Pvt. Ltd. and Fine Organic Industries, Mumbai.

**Huntsman International (India) Pvt. Ltd being a United States base company.**

## SWOT

### Strengths

- Diversified product portfolio
- Strong managerial capability
- Cordial relations with Customers
- Adaptability of company in the fast changing environment
- Sound structured facilities
- Reputed suppliers
- Efficient supply chain management

### Weaknesses

- Higher taxes
- Dependence on suppliers for products availability
- Working capital intensive due to payment delays from customers

### Opportunities

- Large Potential.
- Increasing interest of foreign players in India
- Increasing demand

### Threats

- Competition from other developing countries especially from China
- Rising prices of materials
- Formation of cartels
- Government & regulatory norms
- Fluctuations in the material prices

### Outlook

The long term objective of the Company is to remain strong player in the market with strong emphasis on product and market development. Your Company is also continuously improving its operational efficiency, and cost control which alone can improve the bottom line in future in highly competitive environment. Further, your Company is hopeful to get advantage of this overall boom likely to happen for the Indian markets and will do all out efforts to secure the bigger share of the increasing market in future.

### Internal Control Systems and Their Adequacy

The Company has proper and adequate systems of internal controls. Regular internal audits and checks are carried out to ensure that the responsibilities are executed effectively and that adequate systems are in place.

### Human Resources

The number of employees in the Company as on the 31<sup>st</sup> March, 2025 was 8. The Company enjoys cordial and harmonious industrial relations. Training programs and various initiatives are being taken to create an environment to enhance individual and team performance.

### FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The turnover of the Company during the year is Rs 1623.04 lacs/- as against Rs. 1907.30 /- in the previous year.

The profit from operations before depreciation and tax is Rs 23.44 LACS as against Rs 58.91 /- in the previous year. The net profit after depreciation, taxation is Rs. -19.64 lacs as against Rs. 8.89lacs /- in the previous year.

Particulars	2024-25	2023-24
Total Income	688.45	1623.04
Total Expenditure	729.89	1592.26
Earnings before Finance Cost, Depreciation & Amortization and Tax	23.44	58.91
Less: Finance Cost	24.69	27.87
Less: Depreciation & Amortization	18.85	22.34
Profit before tax	-20.10	34.70
Provision for Tax/ (Deferred tax)	-19.64	8.89
Comprehensive Income	-19.64	25.81

# NEERAJ JINDAL & ASSOCIATES.

COMPANY SECRETARIES (A Peer Reviewed Firm)

# 1970, FIRST FLOOR, TDI CITY  
SAPPHIRE FLOORS, SECTOR 110,  
MOHALI - 140307.

Mobilr: +91 9855030581.

E-Mail: neerajjindalcs@gmail.com

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## CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

**[Pursuant to paragraph E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

To,

The Members,

**CHD CHEMICAL LIMITED,  
(CIN: L46691CH2012PLC034188)  
PLOT NO 45 FIRST FLOOR,  
INDUSTRIAL AREA PHASE 1,  
Chandigarh – 160002.**

We have examined the compliance of the conditions of Corporate Governance by **CHD CHEMICALS LIMITED** ('the Company') for the year ended on 31st March 2025, as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub- regulation (2) of Regulation 46 and Para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India .we certify that the **(subject to our observation)** Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on 31st March 2025.

### **Observation:**

**(a) Disclosure as required by regulation 27(2) of (Listing Obligations and Disclosure Requirements) Regulations, 2015 was made after due date and a monetary penalty of INR 2360/- was imposed, which was paid by the company.**

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Neeraj Jindal & Associate  
Company Secretaries

CS. Neeraj Jindal. Proprietor  
(Membership No.: FCS 8270)  
(Certificate of Practice No.: 9056)  
Peer Review Certificate No. 2258/2022)



**UDIN: F008270G001186425**

Place: Mohali

Date:05.09.2025.

# NEERAJ JINDAL & ASSOCIATES.

COMPANY SECRETARIES (A Peer Reviewed Firm)

# 1970, FIRST FLOOR, TDI CITY

SAPPHIRE FLOORS, SECTOR 110,

MOHALI - 140307.

Mobilr: +91 9855030581.

E-Mail: neerajjindalcs@gmail.com

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of

**CHD CHEMICAL LIMITED,**  
**(CIN: L46691CH2012PLC034188)**  
**PLOT NO 45 FIRST FLOOR,**  
**INDUSTRIAL AREA PHASE 1,**  
**Chandigarh – 160002.**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of CHD CHEMICALS LIMITED having CIN: **L46691CH2012PLC034188** and having registered office at PLOT NO 45 FIRST FLOOR, INDUSTRIAL AREA PHASE 1, Chandigarh – 160002 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal ( [www.mca.gov.in](http://www.mca.gov.in) ) as considered necessary and explanations furnished to me/us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Neeraj Jindal & Associates**

**Company Secretaries**

CS. Neeraj Jindal. Proprietor

(Membership No.: FCS 8270)

(Certificate of Practice No.: 9056)

Peer Review Certificate No. 2258/2022.

**UDIN: F008270G001186513**

Place : Mohali

Date: 05.09.2025

