

**Regd. Office :-**  
330, TRIVIA Complex, Natubhai Circle,  
Racecourse, Vadodara – 390007, Gujarat, INDIA  
Phone : +91 265 2988903 / 2984803  
Website : [www.chemcrux.com](http://www.chemcrux.com)  
Email : [girishshah@chemcrux.com](mailto:girishshah@chemcrux.com)



Date: **29<sup>th</sup> August 2025**

To  
BSE LIMITED  
Department of Corporate Services  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400 001

Dear Sir / Madam

**Subject:** Submission of Annual Report for the F.Y. 2024-25

**Ref:** BSE Scrip ID: **CHEMCRUX** BSE Scrip Code: **540395**

Pursuant to Regulation 34(1)(a) and Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of Chemcrux Enterprises Limited for the financial year 2024-25, which, inter-alia contains the Notice of the 29<sup>th</sup> Annual General Meeting of the Company to be held on Wednesday, 24<sup>th</sup> September, 2025 at 11.00 A.M. (IST) through Video Conference / Other Audio Visual Means.

Kindly note that the Annual Report is being sent today by e-mail to the Members and others entitled to receive it and the same is also available on the Company's website: [www.chemcrux.com](http://www.chemcrux.com).

Kindly take the same in your records.

Thanking you.

**For CHEMCRUX ENTERPRISES LIMITED**

**Dipika Rajpal**  
**Company Secretary & Compliance Officer**

**Enclosed: As above**

**Factory**

4712-14, GIDC, Road South - 10, Ankleshwar - 393002 (Gujarat) India.  
Ph.: +91 2646 221427, 239737 | Email : [sanjay@chemcrux.com](mailto:sanjay@chemcrux.com)



# CHEMCRUX ENTERPRISES LTD.

ISO 9001, 14001 & 50001 Certified Company



*Quality - Consistency - Reliability*

**Manufacturers of Intermediates for  
API, Dyes & Pigments since 40 years**



## ANNUAL REPORT 2024-25

### PROMOTERS & DIRECTORS :

**Girish Shah, Chairman & Whole Time Director**  
BE (Chem), D.I.I.S.C (IM)

**Sanjay Marathe, Managing Director**  
B.E (Chem), M. Tech (IIT Powai)

### REGD OFFICE :

330, TRIVIA Complex, Natubhai Circle,  
Racecourse, Vadodara 390007 GUJARAT  
Tel No. : 0265 2984803 / 2988903  
Email : girishshah@chemcrux.com  
Website : www.chemcrux.com

## CORPORATE INFORMATION

<b>BOARD OF DIRECTORS</b>	
Mr. Girishkumar Shah	Executive Chairman & Whole-Time Director
Mr. Sanjay Marathe	Managing Director
Mrs. Sidhdhi Shah	Non-Executive Director
Mr. Shailesh Patel	Independent Director
Mr. Bhanubhai Patel	Independent Director
Mr. Mukund Bakshi	Independent Director (upto 11 <sup>th</sup> February 2025)
Mr. Nayankumar Shah	Independent Director (w.e.f. 21 <sup>st</sup> December 2024)
Mr. Rohit Kothari	Independent Director (w.e.f. 12 <sup>th</sup> February 2025)
Mr. Vipul Sanghvi	Executive Director (w.e.f. 21 <sup>st</sup> December 2024)
<b>KEY MANAGERIAL PERSONNELS</b>	
Mr. Ramesh Kambariya	Chief Financial Officer (CFO)
Mrs. Dipika Rajpal	Company Secretary (CS)

<b>REGISTERED OFFICE</b>	<b>FACTORY</b>
330, TRIVIA Complex, Natubhai Circle, Racecourse, Vadodara- 390 007, Gujarat, India Ph: +91-0265-2984803/2988903	4712-14, GIDC Road South 10, Ankleshwar – 393 002, Gujarat, India

<b>BOARD COMMITTEES (as on 31<sup>st</sup> March 2025)</b>	
<b>Audit Committee</b>	Mr. Rohit Kothari (Chairperson) Mr. Bhanubhai Patel Mr. Nayankumar Shah
<b>Nomination &amp; Remuneration Committee</b>	Mr. Bhanubhai Patel (Chairperson) Mr. Shailesh Patel Mr. Rohit Kothari
<b>Stakeholders Relationship Committee</b>	Mrs. Sidhdhi Shah (Chairperson) Mr. Sanjay Marathe Mr. Shailesh Patel
<b>Corporate Social Responsibility (CSR) Committee</b>	Mr. Girishkumar Shah (Chairperson) Mrs. Sidhdhi Shah Mr. Nayankumar Shah
<b>AUDITORS</b>	
<b>Statutory Auditors</b>	<b>M/s. Naresh &amp; Co., Chartered Accountants</b> City Enclave, Opp. Polo Ground, Vadodara – 390 001
<b>Internal Auditors</b>	<b>M/s. KR &amp; Associates, Chartered Accountants</b> 113-114, Nakshtra Complex, Above SBI, Near Sangam Char Rasta, Vadodara- 390 006
<b>Secretarial Auditors</b>	<b>M/s. Kashyap Shah &amp; Co., (Practising Company Secretaries)</b> B 203, Manubhai Tower, Sayajigunj, Vadodara -390 020
<b>REGISTRAR &amp; SHARE TRANSFER AGENT (RTA)</b>	
<b>Bigshare Services Private Limited</b>	S6-2, 6 <sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai, Maharashtra-400 093 E-mail id: <a href="mailto:info@bigshareonline.com">info@bigshareonline.com</a>

<b>Bankers</b>	<b>Kotak Mahindra Bank Limited</b>
<b>Website</b>	<a href="http://www.chemcrux.com">www.chemcrux.com</a>
<b>Investor Relations Mail Id</b>	<a href="mailto:companysec@chemcrux.com">companysec@chemcrux.com</a>
<b>Corporate Identification Number (CIN)</b>	<b>L01110GJ1996PLC029329</b>
<b>Wholly Owned Subsidiary (WOS) (erstwhile Joint Venture Company)</b>	<b>Kalichem Private Limited (WOS w.e.f. 27<sup>th</sup> February 2025)</b>

## INDEX

<b>Sr. No.</b>	<b>Particulars</b>	<b>Page No.</b>
1.	Notice of the Annual General Meeting	3
2.	Explanatory Statement	16
3.	Board's Report	23
4.	Corporate Governance Report	37
5.	Management Discussion and Analysis	56
6.	Secretarial Audit Report	60
7.	AOC-1	63
8.	Annual Report of CSR Activities	64
9.	Auditor's Report on Standalone Financial Statements	68
10.	Standalone Financial Statements	79
11.	Notes to Standalone Financial Statements	84
12.	Auditor's Report on Consolidated Financial Statements	130
13.	Consolidated Financial Statements	139
14.	Notes to Consolidated Financial Statements	143



## **CHEMCRUX ENTERPRISES LIMITED**

CIN: L01110GJ1996PLC029329

**Regd. Office:** 330, TRIVIA Complex, Natubhai Circle, Racecourse, Vadodara - 390007

**Factory Office:** 4712-14, GIDC, Road South 10, Ankleshwar-393 002, (Gujarat) INDIA

**Ph:** +91-0265-2984803/2988903 **Email:** [girishshah@chemcrux.com](mailto:girishshah@chemcrux.com) **Website:** [www.chemcrux.com](http://www.chemcrux.com)

### **NOTICE**

Notice is hereby given that the Twenty-Ninth (29<sup>th</sup>) Annual General Meeting of the members of **CHEMCRUX ENTERPRISES LIMITED** ("the Company") will be held on Wednesday, 24<sup>th</sup> September, 2025 at 11:00 A.M. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") for which the Registered Office of the Company situated at 330, TRIVIA Complex, Natubhai Circle, Racecourse, Vadodara- 390007 shall be the deemed venue to transact the following business:

#### **ORDINARY BUSINESS:**

1. **A.** To receive, consider, approve and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2025, together with the reports of the Board of Directors and Auditors thereon:

**"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2025, together with the reports of the Board of Directors and the Auditors thereon be and are hereby received, considered, approved and adopted."

- B.** To receive, consider, approved and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2025, together with the reports of the Auditors thereon:

**"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2025, together with the reports of the Auditors thereon be and are hereby received, considered, approved and adopted."

2. To declare final dividend for the financial year ended 31<sup>st</sup> March 2025, at the rate of 10% (Re. 1/-) per Equity Share:

**"RESOLVED THAT** a final dividend of Re. 1/- (One only) per Equity Share @ 10% on 1,48,08,840 Equity Shares of the Company as recommended by the Board of Directors be and is hereby declared to the Equity Shareholders of the Company whose name appear in the Register of Members on 17<sup>th</sup> September 2025, out of the profits of the Company for the financial year ended on 31<sup>st</sup> March 2025."

3. To appoint a director in place of Mrs. Sidhdhi Shah (DIN: 00469138), who retires by rotation and being eligible, offers herself for re-appointment:

**"RESOLVED THAT** Mrs. Sidhdhi Shah (DIN: 00469138), Non-Executive Director of the Company, who retires by rotation at this Annual General Meeting in accordance with section 152 of the Companies Act, 2013 and being eligible for re-appointment, be and is hereby re-appointed as Non-Executive Director of the Company, liable to retire by rotation."

#### **SPECIAL BUSINESS:**

4. **To appoint Secretarial Auditors of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with 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') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. KSPS & Co LLP (LLPIN-ABC-4707), Company Secretaries; who have confirmed their eligibility to be appointed as the Secretarial Auditors of the Company in terms of Regulation 24A (1A) of the SEBI Listing Regulations, be and are hereby appointed as the

Secretarial Auditors of the Company, for a term of 5 (five) consecutive years, commencing from financial year 2025-26 till financial year 2029-30, on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

**“RESOLVED FURTHER THAT** the Board of Directors (which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) and the Company Secretary of the Company, be and are hereby severally authorised to do such acts, deeds and things as may be required and take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

**5. To approve the continuation of Mr. Girishkumar Shah’s (DIN: 00469291) term as Whole Time Director designated as Executive Chairman upon attaining the age of 70 (Seventy):**

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

**“RESOLVED THAT** pursuant to provisions of section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Board, approval of the members of the Company, be and is hereby accorded for continuation of term of Mr. Girishkumar Shah (DIN: 00469291), Whole Time Director designated as Executive Chairman, who will attain the age of 70 (Seventy) years on 29<sup>th</sup> June 2026 and his office shall be reckoned for the purpose of arriving Directors liable to retire by rotation.

**“RESOLVED FURTHER THAT** save and except as aforesaid, the Special Resolution approved and passed by the members, at the 27<sup>th</sup> Annual General Meeting held on 12<sup>th</sup> September 2023, with respect to re-appointment of Mr. Girishkumar Shah as Whole Time Director designated as Executive Chairman shall continue to remain in full force and effect.

**“RESOLVED FURTHER THAT** the continuation of his appointment beyond the age of 70 years is considered to be in the best interest of the Company, considering his vast experience, leadership and continued contribution to the Company.

**“RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**6. To approve continuation of Mr. Sanjay Marathe’s (DIN: 01316388) term as Managing Director upon attaining the age of 70 (Seventy);**

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

**“RESOLVED THAT** pursuant to provisions of section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Board, approval of the members of the Company, be and is hereby accorded for continuation of term of Mr. Sanjay Marathe (DIN: 01316388), Managing Director, who will attain the age of 70 (Seventy) years on 05<sup>th</sup> November 2026 and his office shall be reckoned for the purpose of arriving Directors liable to retire by rotation.

**“RESOLVED FURTHER THAT** save and except as aforesaid, the Special Resolution approved and passed by the members, at the 27<sup>th</sup> Annual General Meeting held on 12<sup>th</sup> September 2023, with respect to re-appointment of Mr. Sanjay Marathe as Managing Director shall continue to remain in full force and effect.

**“RESOLVED FURTHER THAT** the continuation of his appointment beyond the age of 70 years is considered to be in the best interest of the Company, considering his vast experience, leadership and continued contribution to the Company.

**“RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**7. To approve continuation of Mr. Bhanubhai Patel’s (DIN: 00727280) term as an Independent Director upon attaining the age of 75 (Seventy-Five):**

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

**“RESOLVED THAT** pursuant to provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV to the Act and Regulation 17(1A) read with Regulation 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Board, approval of the members of the Company, be and is hereby accorded for continuation of term of Mr. Bhanubhai Patel (DIN: 00727280), Independent Director, who will attain the age of 75 (Seventy-Five) years on 27<sup>th</sup> June 2026, whose office shall not be liable to retire by rotation.

**“RESOLVED FURTHER THAT** save and except as aforesaid, the Special Resolution approved and passed by the Members at the 25<sup>th</sup> Annual General Meeting held on 24<sup>th</sup> August 2021 with respect to the re-appointment of Mr. Bhanubhai Patel, Independent Director, shall continue to remain in full force and effect.

**“RESOLVED FURTHER THAT** the continuation of his appointment beyond the age of 75 years is considered to be in the best interest of the Company, considering his expertise, leadership and continued contribution to the Company.

**“RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**8. To consider and approve the Increase in Authorised Share Capital and consequential amendment to Memorandum of Association of the Company, subject to approval of shareholders:**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 13, 61 and 64 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under and as approved by the Board, the approval of the members of the Company, be and is hereby accorded, to increase the Authorised Share Capital of the Company from existing Rs. 15,00,00,000/- (Rupees Fifteen Crores) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 20,00,00,000/- (Rupees Twenty Crores) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten) each by creation of additional 50,00,000 (Fifty Lakh) Equity shares of Rs. 10/- (Rupees Ten) each.

**“RESOLVED FURTHER THAT** in accordance with the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following:

- V. The authorised share capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten) each.

**“RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**9. To approve Chemcrux Enterprises Employee Stock Option Scheme 2025 ("ESOP 2025"/"Scheme"):**

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

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations"), as amended from time to time, the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the members of the Company be and is hereby accorded for the formulation and implementation the Chemcrux Enterprises Limited ESOP Scheme 2025 ("ESOP 2025" / "Scheme"), the salient features of which are detailed in the explanatory statement to this Notice and to authorize the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the Listing Regulations to exercise its powers, including the powers, conferred by this resolution), to create, issue (including re-issue of the options that may have lapsed/cancelled/surrendered, already approved under the Scheme), offer, grant and allot (permitted under applicable laws) from time to time, in one or more tranches, aggregating up to 20,00,000 (Twenty-Lakh only) employee stock options exercisable into not more than 20,00,000 (Twenty-Lakh only) equity shares of face value of Rs. 10/- (Rupees Ten Only) each fully paid up ranking pari passu with the existing equity shares of the Company for all purposes and in all respects, to eligible employees of the Company including the employees of subsidiary companies, associate companies, joint ventures and group companies of the Company, in India or outside India including any Director, whether whole-time or not (other than employees/ Directors who are Promoters or belonging to the promoter group, Independent Directors and Directors holding directly or indirectly more than ten (10%) percent of the outstanding equity shares of the Company); subject to their eligibility as may be determined under the scheme, at such price or prices and on such terms and conditions, as may be determined by the Board /Committee in accordance with the provisions of the Scheme, SEBI (SBEB & SE) Regulations and in due compliance with other applicable laws and regulations.

**"RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, expansion of capital, change in capital structure and others, if any including preferential allotment of shares or qualified institutions placement, additional Options of the Company are to be issued to the employees for the purpose of making a fair and reasonable adjustment to the Options issued to them, the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s), in a fair and reasonable manner in accordance with Scheme.

**"RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Scheme shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- (Rupees Ten only) per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

**"RESOLVED FURTHER THAT** the Board / Committee is hereby authorised to facilitate the allotment of the equity shares as per the terms of the Scheme upon exercise of options from time to time in accordance with the Scheme and the shares so allotted shall rank pari passu in all respects with the existing equity shares of the Company.

**"RESOLVED FURTHER THAT** the Board / Committee be and is hereby also authorized to take necessary steps for listing of the equity shares allotted under the Scheme on the Stock Exchange(s), where the equity shares of the Company are listed as per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") with the concerned Stock Exchange and other applicable laws, guidelines, rules and regulations.



**“RESOLVED FURTHER THAT** the Company shall confirm to the accounting policies prescribed from time to time under the SEBI (SBEB & SE) Regulations, and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

**“RESOLVED FURTHER THAT** the Board / Committee be and is hereby also authorised to appoint a Merchant Banker who shall be involved or concerned in the exercise, issue and re-issue of options under the Scheme and such Merchant Banker will be remunerated by way of commission, brokerage, fees or the like.

**“RESOLVED FURTHER THAT** the Board / Committee be and is hereby also authorised at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to consent of the members by way of a special resolution to the extent required under the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

**“RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By order of the Board of Directors  
For CHEMCRIX ENTERPRISES LIMITED**

**Place: Vadodara  
Date: 6<sup>th</sup> August 2025**

**Sd/-  
Dipika Rajpal  
Company Secretary**

**NOTES:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item No. 4 to 9 of the accompanying Notice, is annexed hereto.
2. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular 09/2024 dated 19<sup>th</sup> September, 2024 (MCA Circulars) & Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, permitted convening the Annual General Meeting (“AGM”/ “Meeting”) through Video Conferencing /Other Audio Visual Means (“VC/OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as the 29<sup>th</sup> AGM of the Company is being held through VC / OAVM facility, the deemed venue for the AGM shall be the Registered Office of the Company.
3. Since this AGM is being held pursuant to the MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form is not annexed to this Notice. Further, Attendance Slip and Route Map are also not annexed to this Notice.
4. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. All documents referred to in the Notice will be available electronically for inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to [companysec@chemcrux.com](mailto:companysec@chemcrux.com).
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM provided by NSDL will be made available to at least 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. as they are allowed to attend the AGM without restriction on account of first come first served basis.
7. In compliance with the applicable MCA Circulars and SEBI Circulars, notice of the AGM along with the Annual Report 2024-25 is being sent through electronic mode to those Members whose e-mail address is registered with the Company/Depositories/ Depository Participants. Members may note that the Notice and Annual Report 2024-25 is available on the Company's website that is [www.chemcrux.com](http://www.chemcrux.com), website of the BSE Limited that is [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL (agency for providing the Remote e-Voting facility) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). A letter providing the web-link for accessing the Notice of the 29<sup>th</sup> Annual General Meeting and Annual Report, will be sent to those members who have not registered their e-mail address with the Company/Depositories/ Depository Participants.
8. **The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 18<sup>th</sup> September 2025 to Wednesday, 24<sup>th</sup> September 2025 (both days inclusive) for annual book closure and record date/ cut off date shall be as on Wednesday, 17<sup>th</sup> September 2025 for determining the entitlement of shareholders to the final dividend. The cut off date shall be as on Wednesday, 17<sup>th</sup> September 2025 to determine the shareholders entitled to avail the facility of e-voting.**
9. In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 issued by the Institute of Company Secretaries of India, details of director retiring by rotation & seeking re-appointment and directors whose continuation of term of appointment is proposed at the ensuing annual general meeting is given in [Annexure A](#) to this notice.
10. Subject to the provisions of section 126 of the Companies Act, 2013, final dividend as recommended by the Board of Directors for the year ended 31<sup>st</sup> March 2025, if approved and declared by the members at the ensuing AGM, will be paid to those Members within 30 days from the date of declaration, to those members whose names appear in the Register of Members as at the close of business hours on 17<sup>th</sup> September 2025 and in respect of shares held in dematerialized form, as per the list of beneficial owners furnished to the Company by NSDL/CDSL, as at the close of business hours on 17<sup>th</sup> September 2025.
11. ***In respect of shares held in electronic/demat form, beneficial owners are requested to notify any change in their address, bank account, mandate, etc. to their respective Depository Participants immediately and not to the Company. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details.***
12. ***Members holding shares in electronic form are hereby informed that bank particulars registered with their respective DPs, with whom they maintain their demat accounts, will be used by the Company for payment of dividend. Members who hold shares in electronic form and want to change/correct the bank account details should send the same immediately to their concerned DP and not to the Company.***
13. Pursuant to Finance Act, 2020, dividend income will be taxable to the shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. The shareholders are requested to update their PAN with depositories/ DPs. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. The shareholders also are requested to refer to the Finance Act, 2020 and amendments thereof.

Further, the Company is sending a separate email communication to the shareholders, informing the relevant procedure to be adopted by them/documents to be submitted for availing the applicable tax rate. The same will also be available on the website of the Company [www.chemcrux.com](http://www.chemcrux.com). The shareholders are requested to submit the requisite documents to the mail ids mentioned in the communication on or before 17<sup>th</sup> September 2025 to enable the Company to determine the appropriate TDS/withholding tax rate, as may be applicable.

14. M/s. Bigshare Services Private Limited, the Registrar and Transfer Agent (RTA) having their administrative office situated at S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai- 400093 in the State of Maharashtra, is handling registry work in respect of shares held both in physical form and in electronic/demat form.
15. **Green Initiative – Members who have not registered their e-mail addresses so far are requested to register their e-mail address with their respective DPs for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically. Members may also note that Annual Report for the F.Y. 2024-25 will also be available on the website of the Company at [www.chemcrux.com](http://www.chemcrux.com).**
16. SEBI vide its Circular dated July 31, 2023 issued guidelines for members to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal. Members are requested to first take up their grievance, if any, with Company Secretary and Compliance Officer of the Company. If the grievance is not redressed satisfactorily, the member may escalate the same through: i) SCORES Portal in accordance with the SCORES guidelines, and ii) if the member is not satisfied with the outcome, dispute resolution can be initiated through the ODR Portal at <https://smartodr.in/login>. The ODR Portal link has been placed under Quick Links section along with the relevant circular as required. The mechanism can be initiated only post exhausting all actions for resolution of complaints including those received through the SCORES Portal.

#### **17. VOTING THROUGH ELECTRONIC MEANS:**

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and relevant MCA Circulars, the Company is pleased to provide members facility of remote e-Voting to its Members in respect of the business to be transacted at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by **National Securities Depository Limited (NSDL)**.

**The instructions for members for remote e-voting and joining general meeting are as under: -**

The remote e-voting period begins on Sunday, 21<sup>st</sup> September 2025 (09:00 A.M. IST) and ends on Tuesday, 23<sup>rd</sup> September 2025 (05:00 P.M. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Wednesday, 17<sup>th</sup> September 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 17<sup>th</sup> September 2025.

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*





**Step 1: Access to NSDL e-Voting system**

#### **A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:**

In terms of SEBI circular 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.

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>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 company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>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 “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;">  App Store          Google Play       </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>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 Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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>
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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., NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	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

**B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below:

<b><u>Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical</u></b>	<b><u>Your User ID is:</u></b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?

- i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
  2. Select "EVEN" of company <CHEMCRUX ENTERPRISES LIMITED> for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
  3. Now you are ready for e-Voting as the Voting page opens.
  4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
  5. Upon confirmation, the message "Vote cast successfully" will be displayed.
  6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
  7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- ❖ You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - ❖ The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date that is **17<sup>th</sup> September 2025**.
  - ❖ Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., **17<sup>th</sup> September 2025**, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using ***"Forgot User Details/Password?"*** or ***"Physical User Reset Password?"*** option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the toll-free no. mentioned in the Notice.

- ❖ The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility during the AGM.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E-MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:**

1. In case shares are held in physical mode please provide 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 [companysec@chemcrux.com](mailto:companysec@chemcrux.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [companysec@chemcrux.com](mailto:companysec@chemcrux.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**GENERAL INSTRUCTIONS:**

- a. **The remote e-voting period commences on Sunday, 21<sup>st</sup> September 2025 (09:00 a.m. IST) and ends on Tuesday, 23<sup>rd</sup> September 2025 (5:00 p.m. IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 17<sup>th</sup> September 2025 may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter but will again be opened during the AGM. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.**
- b. Mr. Kashyap Shah, Practising Company Secretary (Membership No. FCS 7662), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- c. The Scrutinizer shall, after the conclusion of voting at the General Meeting, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make within the prescribed time period of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes, if any to the Chairman or a person authorised by him in writing, who shall countersign the same. The voting results shall be declared by the Chairman or a person authorised by him within two working days of conclusion of this AGM. The results declared along with the Scrutinizer's report, will be posted on the website of the Company [www.chemcrux.com](http://www.chemcrux.com) and on the website of NSDL immediately after the declaration of the result by the Chairman or any person authorised by him and communicated to the Stock Exchange- BSE Limited.
- d. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [kashyap.cs@gmail.com](mailto:kashyap.cs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.



- e. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- f. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through laptops for better experience.
3. Further Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/ask questions during the meeting need to register themselves as a speaker by sending a request from their registered e-mail address mentioning their name, demat account number/folio number, email id, mobile number at [companysec@chemcrux.com](mailto:companysec@chemcrux.com) at least ten (10) days advance i.e., by 14<sup>th</sup> September 2025. Those shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting.

**By order of the Board of Directors  
For CHEMCRIX ENTERPRISES LIMITED**

**Place: Vadodara**

**Date: 6<sup>th</sup> August 2025**

**Sd/-  
Dipika Rajpal  
Company Secretary**

**Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

**Special Business: Item No. 4**

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed company shall on the basis of recommendation of the Board of Directors appoint / re-appoint its Secretarial Auditors for a fixed term of five years with the approval of the members in the Annual General Meeting effective from 01<sup>st</sup> April, 2025.

Accordingly, the Board of Directors, at their meeting held on 6<sup>th</sup> August 2025, have recommended the appointment of M/s. KSPS & Co LLP, Company Secretaries (LLPIN-ABC-4707), as the Secretarial Auditors of the Company, in accordance with the provisions of Section 204 of the Companies Act, 2013 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for a term of 5 (Five) consecutive years starting from F.Y. 2025-26 to F.Y. 2029-30. The proposed remuneration payable to the Secretarial Auditor to conduct the secretarial audit for the Financial Year 2025-26 shall be Rs. 1,00,000/- (Rupees One Lakh only) plus applicable taxes and reimbursement of travel and out of pocket expenses and for subsequent year(s) of their term, such fees as may be mutually agreed with the Secretarial Auditor.

M/s. KSPS & Co LLP (LLPIN: ABC-4707), is a firm of Practising Company Secretaries and a peer reviewed firm, primarily engaged in providing Due Diligence Audit, Governance, Compliance Management and other Assurance services. The designated partners of the LLP have experience in handling the secretarial audits of listed and large unlisted companies. The recommendation is based on evaluation on various parameters such as independence, competence, technical proficiency, overall audit methodology and understanding of the Company's business.

M/s. KSPS & Co LLP have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if approved) would be within the limits specified by the ICSI. They have also confirmed their eligibility and independence and also confirmed that they are not disqualified for such appointment under applicable laws and auditing standards issued by the ICSI.

None of the Directors of the Company or Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise in the said resolution. Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set out at Item No. 4 for approval of the members of the Company.

**Special Business: Item No. 5**

Mr. Girishkumar Shah (DIN: 00469291) was re-appointed as Whole Time Director, designated as Executive Chairman of the Company, for a period of 5 years effective from 01<sup>st</sup> January 2024 and the terms of his appointment including remuneration were approved by the shareholders through a special resolution at the Annual General Meeting held on 12<sup>th</sup> September 2023. He will attain the age of 70 years on 29<sup>th</sup> June 2026. As per Section 196(3)(a) of the Companies Act, 2013, a Company shall not continue the employment of a Whole Time Director who has attained the age of 70 years unless such continuation is approved by the shareholders by way of a special resolution, with appropriate justification.

Mr. Girishkumar Shah is one of the founder promoters of the Company since inception. He has been associated with the management of the Company since long & has been holding the position of Whole Time Director since many years. He has vast experience in chemical and allied industries. In view of long-standing leadership and valuable contributions to the strategic and operational management of the Company, the Board, based on the recommendation of the Nomination and Remuneration Committee, has approved the continuation of Mr. Girishkumar Shah's appointment as Whole Time Director designated as Executive Chairman beyond the age of 70 years, on the same terms and conditions as approved by the members at the AGM held on 12<sup>th</sup> September 2023, which shall remain in force.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives except Mr. Girishkumar Shah and Mrs. Sidhdhi Girishkumar Shah, are in any way concerned or interested, in the said resolution. His relatives may deem to be interested to the extent of their shareholding. Accordingly, the Board recommends passing of the special resolution set out at Item no. 5 of this Notice by the members.

### **Special Business: Item No. 6**

Mr. Sanjay Marathe (DIN: 01316388) was re-appointed as Managing Director of the Company, for a period of 5 years effective from 01<sup>st</sup> January 2024 and the terms of his appointment including remuneration were approved by the shareholders through a special resolution at the Annual General Meeting held on 12<sup>th</sup> September 2023. He will attain the age of 70 years on 05<sup>th</sup> November 2026. As per Section 196(3)(a) of the Companies Act, 2013, a Company shall not continue the employment of a Whole Time Director who has attained the age of 70 years unless such continuation is approved by the shareholders by way of a special resolution, with appropriate justification.

Mr. Sanjay Marathe is one of the founder promoters of the Company since inception. He has been associated with the management of the Company since long & has been holding the position of Managing Director since many years. He has vast experience in chemical and allied industries. In view of long-standing leadership and valuable contributions to the strategic and operational management of the Company, the Board, based on the recommendation of the Nomination and Remuneration Committee, has approved the continuation of Mr. Sanjay Marathe's appointment as Managing Director beyond the age of 70 years, on the same terms and conditions as approved by the members at the AGM held on 12<sup>th</sup> September 2023, which shall remain in force.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives except Mr. Sanjay Marathe is in any way concerned or interested, in the said resolution. His relatives may deem to be interested to the extent of their shareholding. Accordingly, the Board recommends passing of the special resolution set out at Item no. 6 of this Notice by the members.

### **Special Business: Item No. 7**

In accordance with the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and Regulation 25 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended from time to time), Mr. Bhanubhai Patel (DIN: 00727280) was re-appointed as Non-Executive Independent Director of the Company for a second term of 5 (five) years at the 25<sup>th</sup> Annual General Meeting held on 24<sup>th</sup> August 2021 by way of a special resolution.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed entity shall appoint or continue the directorship of a non-executive director who has attained the age of 75 years unless approved by shareholders by way of a special resolution. Further, the listed entity shall ensure compliance with this requirement at the time of appointment or re-appointment or any time prior to the non-executive director attaining the age of seventy-five years. The approval of shareholders is accordingly being sought by way of a special resolution in compliance with Regulation 17(1A) of SEBI (LODR) Regulations, 2015. Mr. Bhanubhai Patel (DIN: 00727280) will attain the age of 75 years on 27<sup>th</sup> June 2026 and the Board, considering his vast experience, expertise and continued valuable contributions to the Company and on the recommendation of the Nomination and Remuneration Committee, has approved the continuation of his directorship for the remaining tenure of the second term which is up to Annual General Meeting to be held for the financial year ended 31<sup>st</sup> March 2026 (to be held in the calendar year 2026), on the same terms and conditions.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives except Mr. Bhanubhai Patel is in any way concerned or interested, in the said resolution. His relatives may deem to be interested to the extent of their shareholding, if any. Accordingly, the Board recommends passing of the special resolution set out at Item no. 7 of this Notice by the members.

### **Special Business: Item No. 8**

The current Authorised Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores) consisting of 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs 10/- (Rupees Ten) each and the paid-up share capital of the Company is Rs. 14,80,88,400/- (Rupees Fourteen Crores Eighty Lakhs Eighty-Eight Thousand Four Hundred) consisting of 1,48,08,840 (One Crore Forty-Eight Lakhs Eight Thousand Eight Hundred and Forty) Equity Shares of Rs. 10/- (Rupees Ten) each.

The Board of Directors of the Company at their meeting held on 6<sup>th</sup> August 2025, proposed that for the growth requirements of the Company and future need to raise addition capital, it is imperative that the Authorised Capital of the Company be increased. Accordingly, it is proposed to increase its authorised share capital to Rs.

20,00,00,000/- (Rupees Twenty Crores) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- (Rupees Ten) each. The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company. Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect. The approval of shareholders is accordingly being sought.

None of the Directors, Key Managerial Personnel or their relatives, is concerned or interested in this resolution. Accordingly, the Board recommends passing of ordinary resolution set out at Item no. 8 of this Notice by the members.

### **Special Business: Item No. 9**

The Company believes that equity-based compensation schemes are an effective tool to reward the talent working with the Company (present and future, if any). It provides an opportunity to employees to share the growth of the Company and to create long-term wealth in the hands of the employees. With a view to motivate employees seeking their contribution to the corporate growth, to create an employee ownership culture, to attract new talents and to retain them for ensuring sustained growth, to reward for loyalty, to link interests of employees with shareholders, the Company intends to implement employee stock option scheme namely Chemcrux Enterprises Employee Stock Option Scheme 2025 ("ESOP 2025" / "Scheme") for the eligible employees of the Company.

Based on the recommendation of the Nomination and Remuneration Committee ("Committee"), the Board of Directors ("Board") of the Company at their meeting held on 6<sup>th</sup> August, 2025; had approved the ESOP 2025, subject to the approval of members, for the benefit of the employees as defined under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB & SE Regulations"). ESOP 2025 shall be implemented by the Nomination and Remuneration Committee of the Board which will also act as Compensation Committee as per the provisions of SBEB & SE Regulations.

Main features of ESOP 2025 pursuant to the SBEB & SE Regulations are as under:

a) Brief description of the Scheme

The Scheme shall be called as Chemcrux Enterprises Employee Stock Option Scheme 2025. The Scheme contemplates grant of employee stock options ("Options") to the employees of the Company (present and future, if any). The Nomination and Remuneration Committee ("Committee") of the Company shall supervise ESOP 2025.

After vesting of Options, the employees earn a right, but not an obligation, to exercise the vested Options within the exercise period and obtain equity shares of the Company which shall be issued by the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon and other terms and conditions of the Scheme.

b) Total number of Options to be offered and granted:

The total number of Options to be granted under the Scheme shall not exceed 20,00,000 (Twenty Lakh). Each Option when exercised would be converted into one equity share of Rs. 10/- (Rupees Ten only) each fully paid-up and shall be issued by the Company to the employee.

In case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, expansion of capital, change in capital structure and others, if any including preferential allotment of shares or qualified institutions placement, additional Options of the Company are to be issued to the employees for the purpose of making a fair and reasonable adjustment to the Options issued to them, the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

In case the equity shares of the Company are either consolidated or sub-divided, then the number of equity shares to be issued by the Company and the price of acquisition payable by the Option grantees under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- (Rupees Ten only) per equity share shall bear to the revised face value of the equity shares of the Company after such consolidation or sub-division without affecting any other rights or

obligations of the said Option grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

c) Identification of classes of employees entitled to participate in the Scheme

Following classes of employees are entitled to participate in the Scheme:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a director of the Company, whether a whole-time director or not, including a non-executive director, who is not a promoter or member of the promoter group but excluding an independent director; or
- (iii) an employee as defined in sub-clauses (i) and (ii) of a subsidiary, but does not include:
  - an employee/director who is a promoter or a person belonging to the promoter group; or
  - a director who either by himself or through his relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

The Employees to whom the Stock Options would be granted and their eligibility criteria (including but not limited to performance, merit, grade, conduct and length of service of the Employee) would be determined in accordance with the ESOP 2025 by the Committee from time to time. For avoidance of doubt, no eligible employee shall be entitled to ask for a grant to be made. All grants shall be at the discretion of the Board / Committee.

Nothing in the ESOP 2025 or in any Option granted pursuant to the ESOP 2025 shall confer on any employee or Option grantee any right to continue in the employment of the company or interfere in any way with the right of the Company to terminate the employee's/Option grantee's employment at any time.

d) Requirements of vesting and period of vesting

The Options granted to any employee shall vest within the vesting period in the manner as set forth in the grant letter subject to a maximum period of 3 (three) years from the date of grant. There shall be a minimum period of 1 (one) year between the grant of Options and vesting of Options. Subject to the terms of the Scheme, the Vesting of Options shall be time based (period of service) and / or performance based (market capitalization, revenue, EBITDA, Return on capital employed, underlying sales growth, free-cash flow, underlying operating profit, market share and such other parameters as may be determined by the Committee). The exact proportion in which and the exact period over which the options would vest would be determined by the Board/Committee subject to the minimum vesting period of one year from the date of grant of options.

e) Maximum period within which the Options shall be vested

All the Options granted on any date shall vest not earlier than the minimum period of 1 (one) year & not later than maximum period of 3 (three) years from the date of grant of Options. The Committee subject to minimum and maximum ceiling of vesting period shall have the power to prescribe the vesting schedule for a particular grant.

f) Exercise price

The exercise price shall be determined by the Compensation Committee at the time of grant of Options, provided however the exercise price should neither be less than the face value of the share nor be more than the fair value of the shares. The specific exercise price shall be intimated to the option grantee in the grant letter at the time of grant.

g) Exercise period and the process of exercise

The exercise period would commence from the date of vesting and will expire on completion of maximum exercise period of 3 (three) years from the date of respective vesting or such lesser period as may be decided by the Committee at its sole discretion from time to time and mentioned in the grant letter. The Options will be exercised by the employees by submitting an exercise letter / application in the format prescribed by the Committee from time to time. The Options will lapse if not exercised within the specified exercise period.

- h) The appraisal process for determining the eligibility of the employees for the Scheme

The broad criteria for appraisal and selection may include parameters like designation, tenure with the Company, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, expected role for corporate growth and/ or any criteria that may be determined by the Committee from time to time.

- i) Maximum number of Options to be issued per employee and in aggregate under the Scheme

The maximum number of Options that may be granted under ESOP 2025 per eligible employee shall be determined by the Compensation Committee, subject to the provisions of SEBI (SBEB and SE) Regulations which shall not exceed 1% of the issued share capital (excluding outstanding warrants and conversions) of the Company as on the grant date, unless approved by the shareholders, specifically. The total number of options granted in aggregate under the Plan shall not exceed the limit specified under clause b above.

- j) Maximum quantum of benefits to be provided per Employee under the Scheme

The maximum quantum of benefits underlying the Options granted to an employee can be construed to be an amount equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Stock Options, on the basis of difference between the Options exercise price and the market price of the equity shares on the exercise date.

- k) Whether the Scheme is to be implemented and administered directly by the Company or through a trust?

The Scheme is proposed to be implemented and administered directly by the Company.

- l) Whether the Scheme involves new issue of shares by the Company or secondary acquisition or both?

The Scheme contemplates only new / fresh issue of equity shares by the Company.

- m) Amount of loan to be provided for implementation of the Scheme(s) by the Company to the Trust, its tenure, utilization, repayment terms, etc.

Not applicable as the Scheme is not implemented through Trust.

- n) Maximum percentage of secondary acquisition that can be made by the Trust for the purpose of the Scheme

Not Applicable as the Scheme is not implemented through Trust.

- o) A statement to the effect that the Company shall confirm to the accounting standards and policies specified in Regulation 15 of SBEB & SE Regulations

The Company shall comply with the disclosure and accounting standards and policies prescribed in Regulation 15 of SBEB & SE Regulations and any other authorities as applicable, from time to time.

- p) Method of valuation of Options by the Company

The Company shall use the Fair Value Method for valuation of the Options as prescribed under the Accounting Standards, as applicable and notified by appropriate authorities from time to time.

- q) The conditions under which option vested in employees may lapse:

The vested options shall lapse in case of termination of employment due to misconduct or due to breach of the Company policies or the terms of employment. Further, irrespective of employment status, in case vested options are not exercised within the prescribed exercise period, then such vested options shall lapse.

- r) The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:

All the Vested Options as on the date of resignation, termination (other than due to misconduct), etc. shall be exercisable by the option Grantee before his last working day with the Company.

s) Declaration

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Stock Options shall be disclosed in the Directors' Report and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

The said statement is not applicable to the Company since the Company is opting for the Fair Value Method.

t) Period of lock-in

The Compensation Committee may specify lock in period in accordance with the Scheme, for equity shares allotted upon exercise of Options.

u) Terms & conditions for buyback, if any, of specified securities covered under SBEB & SE Regulations

Subject to the provisions of the prevailing applicable laws, the Board shall determine the procedure for buy-back of the specified securities/ Options granted under the Scheme, if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

A draft copy of the Scheme will be available electronically for inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to [companysec@chemcrux.com](mailto:companysec@chemcrux.com).

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution, except to the extent of their respective shareholding, if any, in the Company and number of Options which may be granted to them, if any, pursuant to implementation of the Scheme. Pursuant to the applicable provisions of Section 62(1)(b) of the Companies Act, 2013 and Regulation 6 of the SBEB & SE Regulations, the Board recommends the special resolution set out in Item No. 9 of the notice for the approval of the shareholders of the Company.

**Annexure – A**

**Details of Director seeking re-appointment/ continuation at the ensuing Annual General Meeting  
(PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)  
REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON THE GENERAL MEETINGS)**

NAME OF DIRECTOR	MRS. SIDHDHI SHAH, 64 years (DIN: 00469138)	MR. GIRISHKUMAR SHAH, 69 years (DIN: 00469291)	MR. SANJAY MARATHE, 68 years (DIN: 01316388)	MR. BHANUBHAI PATEL, 74 years (DIN: 00727280)
Date of Birth (DD/MM/YYYY)	18-01-1961	29-06-1956	05/11/1956	27-06-1951
Designation	Non-Executive Director	Whole Time Director (Executive Chairman)	Managing Director	Independent Director
Date of Appointment	04-08-2023	15-04-1996 (in current term – 01-01-2024)	15-04-1996 (in current term – 01-01-2024)	30-09-2016 (in current term – 24-08-2021)
Terms and conditions of appointment/re-appointment	Re-appointment on rotation	As per shareholders resolution passed at the AGM held on 12 <sup>th</sup> September 2023	As per shareholders resolution passed at the AGM held on 12 <sup>th</sup> September 2023	As per shareholders resolution passed at the AGM held on 24 <sup>th</sup> August 2021

NAME OF DIRECTOR	MRS. SIDHDHI SHAH, 64 years (DIN: 00469138)	MR. GIRISHKUMAR SHAH, 69 years (DIN: 00469291)	MR. SANJAY MARATHE, 68 years (DIN: 01316388)	MR. BHANUBHAI PATEL, 74 years (DIN: 00727280)
Qualifications	Bachelor of Physio (MSU)	Bachelor of Engineering in Chemical (MSU) & Post-graduate in Industrial Management (IISC Bangalore)	Bachelor of Engineering in Chemical (MSU) & M. Tech from Indian Institute of Technology (IIT)	Bachelor of Science (Gujarat University) & B.Sc. (Tech.) from University Department of Chemical Technology (UDCT), Mumbai
Expertise in Specific Functional Area	Management & Administration	Marketing and Finance	Production	Started his own manufacturing unit to produce pigments in 1981 and is associated with it since then
Directorship in other companies	-	Kalichem Private Limited (WOS Company) – Nominee Director of Chemcrux Enterprises Limited	Kalichem Private Limited (WOS Company) – Nominee Director of Chemcrux Enterprises Limited	Kapil Organisers Private Limited
Membership of committees in public limited companies	<b>Chemcrux Enterprises Limited</b> Stakeholders Relationship Committee (Chairperson) CSR Committee (Member)	<b>Chemcrux Enterprises Limited</b> CSR Committee (Chairperson)	<b>Chemcrux Enterprises Limited</b> Stakeholders Relationship Committee (Member)	<b>Chemcrux Enterprises Limited</b> Audit Committee (Member) Nomination & Remuneration Committee (Chairperson)
Inter relationship	Non-Executive & Non-Independent Director, forming part of Promoter Group, Wife of Whole Time Director (Executive Chairman) Mr. Girishkumar Shah	Executive Chairman, Promoter & Director, Husband of Mrs. Sidhdhi Shah (Non-Executive & Non-Independent Director)	Promoter, Managing Director	Non-Executive Independent Director
No. & % of Equity Shares held in the Company (as on 31/03/2025)	120 (0.0008%)	5399240 (36.46%)	5399740 (36.46%)	Nil
Number of Board Meetings attended during the financial year 2024-25	5 of 5	5 of 5	4 of 5	3 of 5
Details of remuneration last drawn (F.Y. 2024-25)	Rs. 35000/- as Sitting Fees for attending Board and/or Committee meetings	Rs. 1,20,00,000/- as Salary	Rs. 1,20,00,000/- as Salary	Rs. 45000/- as Sitting Fees for attending Board and/or Committee meetings
Name of Listed Companies from which the Director resigned during last three years	Chemcrux Enterprises Limited	N.A.	N.A.	N.A.

## BOARD'S REPORT

Your Directors have pleasure in presenting the 29<sup>th</sup> Annual Report on the business and operations of the Company and the Audited Accounts for the Financial Year ended 31<sup>st</sup> March 2025.

### 1. FINANCIALS:

[Rupees in Lakhs except EPS]

PARTICULARS	2024-25	2023-24	2024-25	2023-24
	STANDALONE		CONSOLIDATED	
Revenue from Operations	7025.39	7846.53	7,000.99	7846.53
Other Income	152.96	133.54	148.74	133.54
<b>Total Revenue</b>	<b>7178.35</b>	<b>7980.07</b>	<b>7149.73</b>	<b>7980.07</b>
Less: Expenses before Interest and Depreciation	-6118.64	-6525.15	-6078.08	-6525.15
Less: (a) Interest	-163.84	-83.24	-174.55	-83.24
(b) Depreciation	-313.06	-228.52	-320.56	-228.52
Share in Profit or Loss of Joint Venture (before tax)	-	-	-0.5	-
<b>Profit Before Tax</b>	<b>582.81</b>	<b>1143.15</b>	<b>576.04</b>	<b>1143.15</b>
Less: Tax Expenses				
Current Tax	-75	-285	-75	-285
Deferred Tax	-90.06	-11.89	-110.85	-11.89
Prior year's Income Tax Adjustment	1.11	-1.83	1.11	-1.83
<b>Profit after Tax</b>	<b>418.86</b>	<b>844.43</b>	<b>391.31</b>	<b>844.43</b>
<b>Other comprehensive income</b>				
<b>i.</b> Items that will not be reclassified to profit or loss: Defined Benefit Plan	26.18	-45.09	26.18	-45.09
<b>ii.</b> Income tax relating to items that will not be re-classified to profit or loss	-6.59	11.35	-6.59	11.35
<b>iii.</b> Items that will be reclassified to profit or loss -Fair Value Gain on Investments	126.92	133.65	126.92	133.65
<b>iv.</b> Income tax relating to items that will be reclassified to profit or loss	-31.95	-33.64	-31.95	-33.64
<b>Total other comprehensive income, net of tax</b>	<b>114.57</b>	<b>66.27</b>	<b>114.57</b>	<b>66.27</b>
<b>Total comprehensive income for the year</b>	<b>533.42</b>	<b>910.70</b>	<b>505.87</b>	<b>910.70</b>
<b>Earnings per Share</b>	<b>2.83</b>	<b>5.70</b>	<b>2.64</b>	<b>5.70</b>

### 2. KEY FINANCIAL RATIOS :

Ratio	Numerator	Denominator	Mar-25	Mar-24	% Variance	Reason for variance
(a) Current ratio	Total Current Assets	Total Current Liabilities	3.18	3.85	-17.37%	Decrease in ratio is due to decrease in Current assets and increase in current liabilities
(b) Debt-equity ratio	Short Term Borrowing + Long Term Borrowing	Total Equity	0.34	0.35	-3.24%	Decrease in ratio is due to decrease in Long Term Borrowings
(c) Debt service coverage ratio	Profit Before Interest and Tax	Total Debts Service (Interest + Finance Lease Payment + Principal Repayment)	0.31	0.42	-25.69%	The decrease in the ratio is due to an increase in the borrowing upto capitalisation of work in progress cost and decrease in profit as compared to last year.

Ratio	Numerator	Denominator	Mar-25	Mar-24	% Variance	Reason for variance
(d) Return on equity ratio	Net Profit after Tax	Total Equity	5.65%	12.18%	-53.64%	Decrease in ratio is due to decrease in net profit
(e) Inventory turnover ratio	Net Sales	Average Inventory	7.78	6.97	11.56%	-
(f) Trade receivables turnover ratio	Net Sales	Average Trade Receivables	5.11	5.46	-6.47%	-
(g) Trade payables turnover ratio	Net Purchases	Average Trade Payable	11.56	7.17	61.24%	The ratio has improved due to decrease in average trade payable and increase in purchase as compared to last year.
(h) Net Working capital turnover ratio	Net Sales	Working Capital	2.08	2.01	3.88%	-
(i) Net profit ratio	Net Profit	Sales	5.96%	10.76%	-44.60%	Decrease in ratio is due to decrease in net profit
(j) Return on capital employed	Earning Before Interest and Tax	Capital Employed	7.07%	12.27%	-42.36%	Decrease in ratio is due to decrease in net profit
(k) Return on investment	Profit After Tax	Total Assets	3.73%	7.69%	-51.41%	Decrease in ratio is due to decrease in net profit

### 3. DIVIDEND:

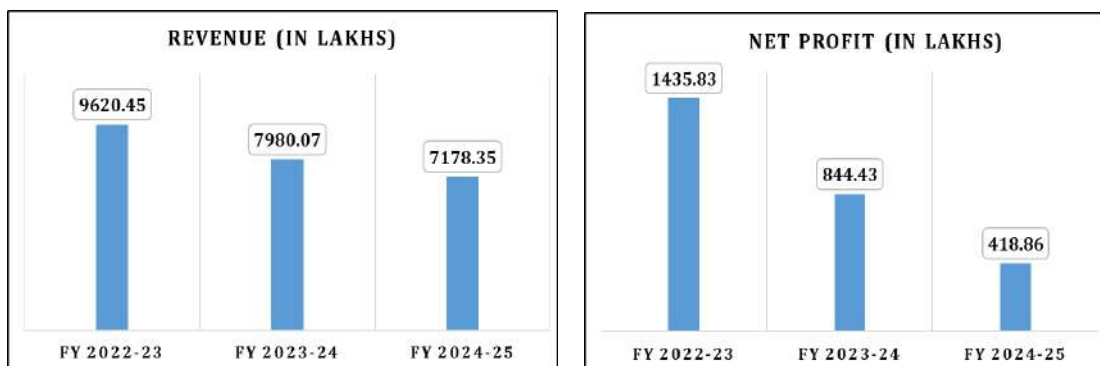
Dividend is recommended by your Board taking into consideration the factors like overall profitability, cash flow, capital requirements and other business needs of your company. Your Board of Directors are pleased to recommend a final dividend of Re. 1/- per equity share (10%) on 1,48,08,840 equity shares of Rs.10/- each subject to approval of shareholders at the forthcoming Annual General Meeting. The Dividend when approved, would result in a total outflow of Rs. 148.09 Lakhs. According to Finance Act, 2020, with effect from April 1, 2020, dividend declared and paid by the Company is taxable in the hands of shareholders and the Company is required to deduct tax at source (TDS) from dividend paid to the shareholders at the applicable rates.

### 4. OPERATIONAL HIGHLIGHTS:

Your Company's financial highlights during preceding three years period can be summarized as follows:

Rs. In Lakhs (except EPS)	FY 2022-23	FY 2023-24	FY 2024-25	% Change (1 year)	% Change (2 years)
<b>Revenue</b>	<b>9620.45</b>	<b>7980.07</b>	<b>7178.35</b>	<b>-10.05</b>	<b>-25.38</b>
<b>EBDITA</b>	<b>2250.36</b>	<b>1454.92</b>	<b>1059.71</b>	<b>-27.16</b>	<b>-52.91</b>
<b>Profit before Tax</b>	<b>1964.80</b>	<b>1143.15</b>	<b>582.81</b>	<b>-49.02</b>	<b>-70.34</b>
<b>Net Profit</b>	<b>1435.83</b>	<b>844.43</b>	<b>418.86</b>	<b>-50.40</b>	<b>-70.83</b>
<b>Networth</b>	<b>6640.58</b>	<b>7225.85</b>	<b>7611.19</b>	<b>5.33</b>	<b>14.62</b>
<b>EPS</b>	<b>9.7</b>	<b>5.7</b>	<b>2.83</b>	<b>-50.35</b>	<b>-70.82</b>

### KEY FINANCIALS CHART –3 YEARS PERIOD



#### 5. SHARE CAPITAL:

At present, the Company has only one class of share – Equity shares of face value of Rs. 10 each. The authorised share capital of the company is Rs. 15,00,00,000/- divided into 1,50,00,000 equity shares of Rs. 10 each. The paid-up share capital of the company is Rs. 14,80,88,400/- divided into 1,48,08,840 equity shares of Rs. 10 each. Further, the Company has proposed to Increase its Authorised Share Capital to Rs. 20,00,00,000 (Rupees Twenty Crores only), subject to members approval as provided under item no. 8 of the Notice accompanying this Annual Report. The Company had raised fund through Public Issue of shares in F.Y. 2016-17 and the Equity shares of your Company were listed on SME segment of BSE Limited since March, 2017. Further, equity shares of the Company have Migrated from SME Platform of BSE Limited to Main Board of BSE Limited w.e.f. 05<sup>th</sup> May 2022.

#### 6. TRANSFER TO RESERVE:

The Company does not propose to transfer any amount to the general reserve out of the amount available in reserves and surplus.

#### 7. CREDIT FACILITIES:

The Company has been optimally utilizing its fund based and non-fund based working capital requirements as tied up with Kotak Mahindra Bank Limited. The Company has taken credit facilities in nature of Term Loan and Cash credit, the details of which are available in financial statements. Effective financial measures have been continued to reduce cost of interest and bank charges.

#### 8. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

There was no amount outstanding to be transferred as unclaimed dividend to investor education and protection fund during the F.Y. 2024-25.

#### 9. MATERIAL EVENTS OCCURING AFTER THE END OF FINANCIAL YEAR AND UPTO THE DATE OF REPORT:

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company to which the financial statement relates and the date of the Board Report.

#### 10. ORDER OF AUTHORITIES/ COURT/ REGULATORS:

No order of any government, state, local or statutory authorities were received during the FY 2024-25 which could have affected the workings of the company, except the Direction under Section 31-A of the Air (Prevention and Control of Pollution) Act, 1981 levying Environment Damage Compensation of Rs. 9,00,000/- by Gujarat Pollution Control Board for gas leak incident occurred in the plant causing mainly NOx emission for few minutes. The Company has complied with the said direction and accordingly there is no litigation or legal proceedings pending against the Company.

## **11. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, 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) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished as under:

### **(A) Conservation of energy:**

#### **Steps taken / impact on conservation of energy:**

Your Company is certified with ISO 50001:2018 Certification by TUV Rheinland. Your Company is compliant with the Energy Management Systems and aims to improve energy efficiency and consumption thereby resulting in costs reduction and increase in productivity. During the F.Y. 2024-25, Energy consumption was 3995 mwh and cost incurred was Rs. 332.35 lakhs. Additionally, the Company generated 61629.6 units of power through its Diesel Generator at a cost of Rs. 18.95 Lakhs. The Steam Purchase Agreement entered in the previous year has contributed to lowering steam costs. As a result of which the Company has been able to reduce overall utility cost per Kg. of production approximately by 15% as compared to F.Y. 2023-24

#### **Steps taken by the company for utilizing alternate sources of energy including waste generated:**

The Company is not utilizing alternate energy sources. However, the Company is trying to reduce the cost of energy and improve efficiency as under:

- The Company has out sourced the steam as was available at low cost from M/s. Steam House
- Changed lightings to LED
- The numbers as well as capacity of capacitors changed to achieve improved power factor
- The consumption of Diesel is under close supervision

**Further, the Company has not made any capital investment on energy conservation equipments.**

### **(B) Technology absorption:**

#### **1. Efforts in brief, made towards technology absorption.**

The Company continuously make improvements/ upgradations to manufacturing processes, adopted advanced chemical technologies and deploys trained technical personnel to effectively utilize these innovations. These initiatives have enhanced product quality, process efficiency and competitiveness of your Company. Through indigenous in-house R&D company focuses to develop continuous process technologies in that creates significant reduction in energy consumption and less process times.

#### **2. Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc.**

Improvement in quality and better product mix.

**In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year), following information may be furnished:**

The Company has not imported any technology and hence not applicable.

#### **3. Expenditure incurred on Research and Development:**

The Company has R&D facility located at GIDC, Ankleshwar Gujarat. The Expenditure during the F.Y. 2024-25 is as under:

<b>RESEARCH AND DEVELOPMENT EXPENDITURE</b>	<b>Rs. (In Lakhs)</b>
Capital expenditure	Nil
Revenue expenditure	13.85

**(C) Foreign exchange earnings and Outgo:**

PARTICULARS	Rs. (In Lakhs)
Foreign Exchange earned in terms of actual inflows during the year	1085.17
Foreign Exchange outgo during the year in terms of actual outflows	535.92

**(D) Environment:**

Your Company is ISO 14001:2015 certified which specifies the requirements for the formulation and maintenance of an environmental management system (EMS). During the year your Company has complied with local and regulatory environment laws and regulations. We strive actively to reduce the overall impact on the environment by targeting annual reductions in our carbon intensity and the management of waste, water, vehicle emissions and energy consumption. The Board of Directors have the Environment Policy outlining our commitment to conduct operations in environment friendly and responsible way. The policy can be accessed at the website at [www.chemcrux.com](http://www.chemcrux.com).

**12. RISK MANAGEMENT:**

The Company has framed a sound Risk Management Policy to identify and evaluate business risks and opportunities and the same has become integral part of Company's Day to day operations. The key business risks identified by the Company are as follows viz. Industry Risk, Management and Operations Risk, Market Risk, Government Policy risk, Liquidity risk and Systems risk. The Company has in place adequate mitigation plans for the aforesaid risks. On account of outbreak of Covid global pandemic and uncertainty caused by it, Company adopted Risk Management Policy to minimize the impact on its operations, customers, suppliers and employees.

**13. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:**

The provisions of Section 135 of the Companies Act, 2013 read with Rule 9 of the Companies (Accounts) Rules, 2013 are applicable to the Company. In line with same, a Corporate Social Responsibility Committee has been constituted by the Board of directors. As on 31<sup>st</sup> March 2025, the Committee composition is as follows: Mr. Girishkumar Shah- Chairman of the CSR Committee, Mrs. Sidhdhi Shah & Mr. Nayankumar Shah – members of the CSR Committee. The Company has in place a Corporate Social Responsibility Policy which indicates the activities to be undertaken by the Company in areas or subjects specified in schedule VII of the Companies Act, 2013. Accordingly, during the F.Y. 2024-25 as approved by the CSR Committee, the amount for CSR expenditure amounting to Rs. 34,22,406/- was spent in areas specified under schedule VII of the Companies Act, 2013. Please refer [Annexure V](#) for further details and click on the <https://www.chemcrux.com/investor-info.php> under Investors Info/Corporate Policies (link to access the CSR Policy of Company).

**14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

The Company has granted loan to and given Corporate Guarantee for Kalichem Private Limited (erstwhile Joint Venture Company, now converted into a Wholly Owned Subsidiary of the Company) by complying with section 185 & 186 of the Companies Act, 2013 - a company where directors are interested. The details are as under:

During the year under review, the Company has granted a loan of Rs. 209 Lakhs. No fresh Corporate Guarantee has been extended during the financial year 2024-25. It may be noted that the Company had provided a Corporate Guarantee of Rs. 750 Lakhs in respect of the erstwhile Joint Venture. During the current financial year, the said Joint Venture has been converted into a Wholly Owned Subsidiary (WOS) of the Company. Consequently, the total outstanding loan of WOS amounting to Rs. 1249 Lakhs as on 31<sup>st</sup> March 2025; stands secured by the Corporate Guarantee of the Company. The details are given in the financial statements. Investments in short term UTI Mutual Fund schemes were made during the year which was within the limits approved by Board of Directors and the limits prescribed under section 186 of the Companies Act, 2013.

**15. RELATED PARTY TRANSACTIONS:**

Related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions

with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee as per the omnibus approval of Audit Committee. A statement showing particulars of contracts and arrangements with related parties in the prescribed **Form AOC-2** is annexed as **Annexure-B** which forms an integral part of this Board's Report.

The Board of Directors of the Company have adopted policy to regulate transactions between the Company and its related parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules thereunder and the Listing Regulations. This policy has been uploaded on the website of the Company at <https://www.chemcrux.com/investor-info.php> under Investor Info/Corporate Policies.

## 16. DIRECTORS & KEY MANAGERIAL PERSONNELS:

During the year, following changes were there in the directors and KMPs:

- Mr. Nayankumar Shah was appointed as an Independent Director w.e.f. 21<sup>st</sup> December 2024 by shareholders through Postal Ballot and he is not liable to retire by rotation.
- Mr. Vipul Sanghvi was appointed as a Director w.e.f. 21<sup>st</sup> December 2024 by shareholders through Postal Ballot. Further, he was designated as an executive director by the shareholders on even date.
- Mr. Mukund Bakshi resigned as Director (Non-Executive, Independent) w.e.f. close of business hours of 11<sup>th</sup> February 2025.
- Mr. Rohit Kothari was appointed an Additional (Non-Executive Non-Independent) Director w.e.f. 12<sup>th</sup> February 2025 and his appointment was regularised and he was appointed as a Non-Executive (Independent) Director for 5 years by members w.e.f. 12<sup>th</sup> February 2025 and he is not liable to retire by rotation.
- In accordance with the provisions of the Companies Act, 2013 and in terms of the Memorandum and Articles of Association of the Company, Mrs. Sidhhi Shah, Non-Executive Director shall retire by rotation in the ensuing Annual General Meeting and being eligible for re-appointment, has offered her candidature for directorship.

### ➤ BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board has carried an annual performance evaluation of its own performance, committees and the directors individually. Evaluation criteria include accountability, governance, board operations, legal responsibilities, financial overview, board management relations and personal leadership. The Board of the Company was satisfied with the functioning of the Board and its Committees as well as contribution of Directors, individually.

In the opinion of the Board, the Independent Directors appointed during the year, namely Mr. Nayankumar Shah and Mr. Rohit Kothari, possess the requisite integrity, expertise, experience and proficiency for performing their duties as Independent Directors of the Company.

### ➤ REMUNERATION POLICY:

The Board has on the recommendation of the Nomination & Remuneration Committee, formulated criteria for determining, qualifications, positive attributes and independence of a director and also a policy for remuneration of directors, key managerial personnel and senior management. The policy was last revised on 08<sup>th</sup> December 2023 and is available at the website of company at <https://www.chemcrux.com/investor-info.php> under Investor Info/Corporate Policy. Further, the salient features of the policy are available in the Corporate Governance Report which is annexed as [Annexure I](#).

### ➤ MEETINGS:

During the year under review, five Board Meetings and five Audit Committee Meetings were held. The Company has also constituted Nomination and Remuneration Committee, Stakeholders relationship committee and Corporate Social Responsibility Committee as per the provisions of the Companies Act

2013 and SEBI (LODR) Regulations, 2015. The Committee meetings are held as per the requirement of the applicable laws. The details are given in the Corporate Governance Report which is annexed as [Annexure I](#). The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and Listing Regulations.

➤ **DECLARATION BY INDEPENDENT DIRECTORS:**

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and the relevant rules. The letter of appointment to Independent Directors as provided under Companies Act, 2013 has been issued and placed on website of the Company: [www.chemcrux.com](http://www.chemcrux.com). The Independent Directors confirm that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence and that they are independent of the management.

**17. AUDIT COMMITTEE AND VIGIL MECHANISM & WHISTLE BLOWER:**

The Audit Committee as on 31<sup>st</sup> March 2025, has 3 members - Mr. Rohit Kothari –Independent Director (Chairman), Mr. Bhanubhai Patel – Independent Director and Mr. Nayankumar Shah – Independent Director. During the year five Audit Committee Meetings were held. The details of the same are given in Corporate Governance Report. In pursuance of the provisions of section 177(9) & (10) of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The revised Vigil Mechanism & Whistle Blower Policy has been uploaded on the website of the Company at <https://chemcrux.com/investor-info.php> under Investor Info/Corporate Policies.

**18. DIRECTORS RESPONSIBILITY STATEMENT:**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility statement: -

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (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 at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this 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; and
- (e) the directors, have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**19. ANNUAL RETURN**

Pursuant to Section 134(3)(a) and 92(3) of the Act, the Annual Return of the Company has been placed on the website of the Company at <https://www.chemcrux.com/investor-info.php>.

In terms of Rules 11 and 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return shall be filed with the Registrar of Companies, within the prescribed timelines.

**20. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:**

During the year, the Company acquired an additional 50% equity stake in Kalichem Private Limited. Consequently, Chemcrux Enterprises Limited now holds 100% of the shareholding in Kalichem Private Limited. With this acquisition, the erstwhile Joint Venture has ceased and Kalichem Private Limited stands converted into a Wholly Owned Subsidiary of the Company, effective 27th February 2025. Accordingly, as

on 31<sup>st</sup> March 2025, the Company has one Wholly Owned Subsidiary. The details are in form AOC-1 ([Annexure IV](#)).

## **21. DEPOSITS:**

The Company has neither accepted nor renewed any deposits during the year under review. No Unsecured loan availed from Directors during the year.

## **22. AUDITORS:**

### **➤ STATUTORY AUDITORS**

M/s. Naresh & Co., Chartered Accountants, Vadodara (FRN: 106928W) continue to act as the Statutory Auditors of the Company. Their appointment was approved by the shareholders at the 27<sup>th</sup> AGM and they hold office upto the conclusion of 32<sup>nd</sup> AGM to be held in the year 2028 (for the financial year ended 31st March 2028). As required under Listing Regulations, the auditors confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. The [report of the Statutory Auditors](#) of the Company is annexed and is forming part of the Annual Report.

### **➤ SECRETARIAL AUDITORS:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company appointed M/s. Kashyap Shah & Co., Practising Company Secretaries; to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as "[Annexure III](#)".

Further, the Board of Directors of the Company at their meeting held on 6<sup>th</sup> August 2025, have recommended the appointment of M/s. KSPS & Co LLP, Company Secretaries for conducting secretarial audit of the Company for 5 consecutive years starting from F.Y. 2025-26 to 2029-30; which is subject to approval of the shareholders (the required details are provided in Item No. 4 of the accompanying Notice). The auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Company Secretaries of India. The required consent to act as the Secretarial Auditors of the Company has been received by the Company from M/s. KSPS & Co. LLP, Company Secretaries on terms & conditions as mutually agreed upon between the Secretarial Auditors and the Board of Directors of the Company.

### **➤ INTERNAL AUDITORS:**

The Board has appointed M/s. K R & Associates, Chartered Accountants, Vadodara (FRN: 131846W) as the Internal Auditors, to conduct the Internal Audit from F.Y. 2024-25 onwards. They have carried out internal audit functions as per the scope and have submitted their reports periodically. The report of Internal Auditors is reviewed by the Audit Committee.

## **23. OBSERVATION OF AUDITORS:**

There are no qualifications, reservations or adverse remarks made by the Statutory Auditors, Internal Auditors and Secretarial Auditors. The auditors have not reported any frauds under sub section 12 of section 143 other than those which are reportable to the Central Government.

## **24. INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY:**

The Company has adequate system of internal control to safeguard and protect from loss, unauthorised use or disposition of its assets. All the transactions are properly authorised, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the company. The Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

## **25. SHARES:**

**a. BUY BACK OF SECURITIES:** The Company has not bought back any of its securities during the year

under review.

- b. SWEAT EQUITY:** The Company has not issued any Sweat Equity Shares during the year under review.
- c. BONUS SHARES:** The Company has not issued any Bonus Shares during the year under review.
- d. EMPLOYEES STOCK OPTION PLAN/ SCHEME:** During the F.Y. 2024-25, the Company has not provided any Stock Option Scheme to the employees. Further, the Company has proposed Employee Stock Option Scheme which is subject to members approval as provided under item no. 9 of the notice accompanying this Annual Report.

## 26. CORPORATE GOVERNANCE:

As per Regulation 34(3) and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate Section on Corporate Governance ([Annexure I](#) to the Board's Report) on corporate governance practices followed by the Company, together with a certificate from the Company's Secretarial Auditor confirming compliance forms an integral part of this Report.

## 27. AWARDS AND RECOGNITIONS:

The Company has following recognitions and/or awards:

- One Star Export House
- AEO - T1 Certificate
- 2019 - SKOCH order of Merit (top 200 MSMEs)
- 2020 - 4th IPF Excellence Award (fast growing SME)
- 2021 - 1st Rank in Top 50 SME Companies (Dalal Street Investment Journal June 07-20, 2021 edition)
- Recognized in FT High-Growth Companies Asia-Pacific 2024
- Company has also received "COMMITTED" badge from ECOVADIS

## 28. MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis Report is presented in a separate section forming part of this Annual Report at [Annexure II](#).

## 29. PARTICULARS OF EMPLOYEES: -

Disclosure under the provisions of Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- a) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Name of Directors	Designation	Ratio to median remuneration (i.e., Rs. 3,57,803)	Remuneration
<a href="#">Mr. Sanjay Marathe</a>	<a href="#">Managing Director</a>	33.54:1	Rs. 1,20,00,000
<a href="#">Mr. Girishkumar Shah</a>	<a href="#">WTD - Executive Chairman</a>	33.54:1	Rs. 1,20,00,000
<a href="#">Mr. Vipul Sanghvi<sup>§</sup></a>	<a href="#">WTD - Executive Director</a>	1.01:1	Rs. 3,61,689

[For other Directors](#) - Ratio is not applicable as they are remunerated by way of sitting fees only.  
<sup>§</sup> -appointed w.e.f. 21-12-2024 - Remuneration as well as ratio is calculated from that date.

- b) The percentage increase in the remuneration of each director, Chief Executive Officer, Chief Financial Officer and Company Secretary, if any, in the financial year – [During the F.Y. 2024-25, there was no increase in the remuneration of Mr. Sanjay Marathe and Mr. Girishkumar Shah. In fact, their remuneration declined by 21.88% as compared to previous financial year. For Mr. Vipul Sanghvi \(Executive Director w.e.f. 21st December, 2024\); no comparison with the previous year is available. The remuneration of the CS increased by 35.02%, while there was no change in the remuneration of the CFO.](#)
- c) The percentage increase in the median remuneration of employees in the financial year – [The Median Remuneration for F.Y. 2024-25 is Rs. 3,57,803 and it has been increased by 7.62%.](#)
- d) The number of permanent employees on the rolls of the Company as on 31.03.2025 – [102](#)
- e) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the

managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration - Average 7% increase in the salaries of employees other than the managerial personnel and remuneration of managerial personnel (Mr. Sanjay Marathe and Mr. Girishkumar Shah) decreased by 21.88%, while for Mr. Vipul Sanghvi, no comparison with is available as he is appointed during the financial year. The managerial remuneration paid is in accordance with the requisite approvals and the remuneration changes (increase/ decrease) are in accordance with the performance of the Company during the year and their continued efforts to lead the Company to greater heights.

- f) Affirmation that the remuneration is as per the remuneration policy of the company.  
The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Through the compensation package, the company endeavors to attract, retain, develop and motivate high performing staff. The Company follows a compensation mix of fixed pay, benefits and performance-based variable pay - The Company affirms that the remuneration is as per remuneration policy of the Company.
- g) Details pertaining to remuneration as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 with reference to remuneration of employees in excess of the limits prescribed -
- None of the employees were in receipt of remuneration above 8 lakh 50 thousand per month.
  - The particulars of employees in the Company drawing remuneration aggregating to Rs. 1.02 crore or above per annum are as under:

NAME	MR. GIRISHKUMAR SHAH, aged 69 years (DIN: 00469291)	MR. SANJAY MARATHE, aged 68 years (DIN: 01316388)
Designation	Whole Time Director (Executive Chairman)	Managing Director
Date of Appointment	15/04/1996	15/04/1996
Experience	4 + decades	4 + decades
Nature of Employment, whether contractual / otherwise	Whole Time Director, designated as Executive Chairman for 5 years as per appointment resolution dated 12/09/2023 w.e.f. 01/01/2024	Managing Director for 5 years as per appointment resolution dated 12/09/2023 w.e.f. 01/01/2024
Qualifications	Bachelor of Engineering in Chemical Post-graduate in Industrial Management	Bachelor of Engineering in Chemical (M. Tech) from Indian Institute of Technology (IIT)
No. & % of Equity Shares held in the company (as on 31/03/2025)	5399240 (36.46%)	5399740 (36.46%)
The last employment held by such employee before joining the Company	Self - Employed	Self - Employed
Details of remuneration last drawn (F.Y. 2024-25)	Rs. 1,20,00,000/- as Salary	Rs. 1,20,00,000/- as Salary
Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager	Husband of Mrs. Sidhdhi Shah (Non-Executive & Non- Independent Director)	NA

- h) The statement containing names of top Ten employees (excluding directors) in terms of remuneration drawn and the particulars of employees as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of managerial personnel) Rules, 2014 is furnished as below:

Sr. No.	Name	Designation	Salary (p.a.)	Nature of employment (permanent/ Contractual/ Otherwise)	Qualification	Experience (in years) as on 31.03.25	Date of joining	Age as on 31.03.25	Last employment	% of equity shares held as on 31.03.25	Whether relative of director
1	Mr. Yagnesh Dave*	Head R & D	1800000	Contractual	M.Sc. PhD	27+	01.10.2024	53	Atul India Ltd	-	No
2	Mr. Ramnaresh Yadav	Production Manager	1044000	Permanent	M. Sc.	26+	04-03-2024	51	Ipca Laboratories Limited	-	No
3	Mrs. Heena Shah	QC Manager	846664	Permanent	B.Pharm	17+	01-01-2007	48	-	0.0007	No
4	Mr. Balasaheb Bapurao Jadhav	Executive Commerce	751792	Permanent	B.Com	29+	01-03-1995	55	-	-	No
5	Mr. Rupesh Tribhuwan*	Head Quality	700000	Permanent	M.Sc	24+	01-09-2024	49	SPC Lifescience	-	No
6	Mrs. Dipika Rajpal	Company Secretary & Compliance Officer	603400	Permanent	CS, LL.B.	5+	05-03-2021	29	Anmac Associates	0.0000338	No
7	Mrs. Sunita Borade	Executive Officer	560188	Permanent	B.Com	17+	01-11-2007	55	Baroda Citizen Council	0.0000675	No
8	Mr. Ramesh Kambariya	Chief Financial Officer	530400	Permanent	M.Com, CA Inter	6+	13-09-2023	33	Kalintis Healthcare Private Limited	-	No
9	Mr. Sushil Tripathi	Assistant Manager Account	513496	Permanent	Graduate	23+	10-01-2011	52	Environ Engineering Company	0.0000338	No
10	Mrs. Swati Amrendra Sinha	Executive Officer	497970	Permanent	B.Sc	15+	15-06-2009	38	-	-	No

\* Joined during the F.Y. 2024-25 but their salaries have been adjusted to reflect full year's remuneration to ensure consistency and give accurate representation.

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

The Company has in place a Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy. An Internal complaints committee is formed to look after complaints of employees. No complaints for sexual harassment were received during the year.

Particulars	
Number of complaints of sexual harassment received in the year	Nil
Number of complaints disposed off during the year	NA
Number of cases pending for more than ninety days	NA

### 31. COMPLIANCE WITH MATERNITY BENEFIT ACT, 1961:

The Company has complied with the applicable provisions of the Maternity Benefit Act, 1961. All eligible women employees have been extended the benefits as prescribed under the Act. The Company remains committed to supporting working mothers and promoting a gender inclusive workplace.

### 32. MAINTENANCE OF COST RECORDS:

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014 dated 31/12/2014. the maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is applicable to your Company and your Company has maintained costs records for the F.Y. 2024-25. However, cost audit was not applicable for the F.Y. 2024-25.

### 33. CORPORATE GOVERNANCE AND FAIR BUSINESS PRACTICES:

The extant provisions of corporate governance prescribed under SEBI Listing Regulations were applicable to the Company for the F.Y. 2024-25 and the Company has followed the said provisions and the report on

the Corporate Governance is given in [Annexure I](#) to this Report. Company's approach to business is based upon core set of values and ethics. The management of Company is dedicated to ethical, fair and just business practices. In line with this vision, the Board of Directors of the Company have in place the Business Ethics Policy, which is available at the website of company [www.chemcrux.com](http://www.chemcrux.com).

**34. COMPLIANCE WITH APPLICABLE SECRETARIAL STANDARDS:**

The Company has complied with the provisions of Secretarial Standards (I & II) issued by the Institute of Company Secretaries of India and approved by the Central Government under section 118(10) of the Companies Act, 2013.

**35. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THE CURRENT STATUS:**

During the year under Review, neither any application was made, nor any proceedings were pending under Insolvency and Bankruptcy Code, 2016.

**36. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:** Not Applicable

**37. HUMAN RESOURCES:**

During the period under review, the personal and industrial relations with the employees remained cordial in all respects. The management has always carried out systematic appraisal of performance and imparted training at periodic intervals. The Company recognizes talent and has judiciously followed the principle of rewarding performance. The Company has in place Human Rights Policy Statement to express Company's commitment to do business with ethical values and embrace practices that supports human rights and labour laws on a continuous basis. The revised policy is available on the website of Company [www.chemcrux.com](http://www.chemcrux.com).

**38. CAUTIONARY STATEMENT:**

Statements in these reports describing company's projection statements, expectations and hopes are forward looking statements. Though, these are based on reasonable assumption, the actual results may differ.

**39. ACKNOWLEDGEMENTS:**

Your Directors place on record their sincere thanks to bankers, business associates, consultants, employees and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledge gratefully the shareholders for their relentless support and confidence reposed on the Company.

**For and on behalf of the Board of Directors  
CHEMCRUX ENTERPRISES LIMITED**

**Place : Vadodara  
Date : 6<sup>th</sup> August 2025**

**Sd/-  
GIRISHKUMAR SHAH  
CHAIRMAN  
(DIN: 00469291)**

**Annexure-B - FORM NO. AOC-2 for the F.Y. 2024-25**

(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 arm's length transactions under third proviso thereto:**

**1. Details of contracts or arrangements or transactions not at arm's length basis: Not applicable**

Sr. No.	Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN)/Passport for individuals or any other registration number	Name(s) of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of contract/arrangement/transaction	Salient terms of the contracts or arrangements or transactions including actual / expected contractual amount	Justification for entering into such contracts or arrangements or transactions	Date of approval by Board, if any:	Amount paid as advances, if any:	Date on which the resolution was passed in general meeting as required under first proviso to section 188 (DD/MM/YYYY)	SRN of MGT-14
-	-	-	-	-	-	-	-	-	-	-

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

The details of material contracts or arrangement or transactions at arm's length basis for the year ended 31<sup>st</sup> March, 2025 is as follows:

Sr. No.	Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN)/Passport for individuals or any other registration number	Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transaction	Duration of contract/arrangement/transaction	Salient terms of the contracts or arrangements or transactions including actual / expected contractual amount	Date of approval by Board, if any:	Amount paid as advances, if any:
1.	U24290GJ2021PTC124523	Kalichem Private Limited - Wholly Owned Subsidiary Company w.e.f. 27-02-2025	Loan Given	5 years from 01-04-2024 to 31-03-2029	As per shareholders' approval dated 13 <sup>th</sup> September 2024 upto Rs. 100 Cr p.a. During FY 2024-25: Rs. 209 Lakhs	30 <sup>th</sup> July 2024 & 22 <sup>nd</sup> February 2025	NA

2.	U24290GJ2021PTC124523	Kalichem Private Limited - Wholly Owned Subsidiary Company w.e.f. 27-02-2025	Interest Income	5 years from 01-04-2024 to 31-03-2029	As per shareholders' approval dated 13 <sup>th</sup> September 2024 During FY 2024-25: Rs. 49.50 Lakhs	30 <sup>th</sup> July 2024 & 22 <sup>nd</sup> February 2025	NA
3.	U24290GJ2021PTC124523	Kalichem Private Limited - Wholly Owned Subsidiary Company w.e.f. 27-02-2025	Sales	5 years from 01-04-2024 to 31-03-2029	As per shareholders' approval dated 13 <sup>th</sup> September 2024 During FY 2024-25: Rs. 85.40 Lakhs	30 <sup>th</sup> July 2024	NA
4.	U24290GJ2021PTC124523	Kalichem Private Limited - Wholly Owned Subsidiary Company w.e.f. 27-02-2025	Purchase	5 years from 01-04-2024 to 31-03-2029	As per shareholders' approval dated 13 <sup>th</sup> September 2024 During FY 2024-25: Rs. 136.69 Lakhs	30 <sup>th</sup> July 2024	NA

During the year, the Company acquired an additional 50% equity stake in Kalichem Private Limited. As a result, Chemcrux Enterprises Limited now holds 100% of the shareholding and Kalichem Private Limited, erstwhile Joint Venture Company has now been converted into a Wholly Owned Subsidiary of the Company, effective 27<sup>th</sup> February 2025.

Details of Related party transactions are also given in Note. 49 in Standalone Financial Statements and Note no. 49 in Consolidated Financial Statements.

**For and on behalf of the Board of Directors  
CHEMCRUX ENTERPRISES LIMITED**

**Place : Vadodara  
Date : 6<sup>th</sup> August 2025**

**Sd/-  
GIRISHKUMAR SHAH  
CHAIRMAN  
(DIN: 00469291)**

## **2.1 Annexure I - to the Board's Report 2024-25**

### **CORPORATE GOVERNANCE REPORT 2024-25**

#### **1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

Chemcrux, is committed to the highest standards of fair, ethical and transparent governance practices. The corporate governance policies followed by Company are intended to ensure transparency in all dealings and to maximize long-term shareholder value by selling its goods and services. Company's corporate governance conforms to regulatory and legal requirements, such as the terms of Listing Regulations. Key aspects of the Company's Governance Processes are:

1. Clear statements of Board Processes and Board Executive linkage.
2. Disclosure, accountability, transparency, adequate systems and procedures to monitor the state of affairs of the Company to enable the Board in effectively discharging its responsibilities to the stakeholders of the Company.
3. Identification and management of key risks to delivery of performance of the Company.

#### **2. BOARD OF DIRECTORS**

The Company has a balanced structure of the Board which is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations"). As on 31<sup>st</sup> March 2025, the Board comprises of Eight Directors (Five being Non-Executive Directors), of which Four are Independent Directors.

Mr. Girishkumar Shah - Whole Time Director is the Executive Chairman & Mr. Sanjay Marathe is the Managing Director. They both are promoters of the Company. Except Mr. Girishkumar Shah and Mrs. Sidhdhi Shah related as husband and wife, none of the Directors have any inter-se relation among themselves and to any employee of the Company. Out of all NEDs, only Mrs. Sidhdhi Shah hold 120 shares in the Company and rest 4 (Independent Directors) do not hold any shares in the Company.

All Independent Directors on the Board are highly experienced, competent and renowned persons in their respective fields. They actively participate in the Board and Committee Meetings. The Board and Committee Meetings are convened by giving appropriate notice at least 7 days in advance of the date of meeting. The Directors are provided with appropriate information in the form of agenda items in a timely manner to enable them to deliberate on each agenda item and to make informed decisions. All significant developments and material events are brought to the notice of the Board. The gap between any two Board Meetings did not exceed one hundred twenty (120) days as prescribed under the Companies Act, 2013 and the Listing Regulations.

During the Financial year 2024-25, Five Board Meetings were held on following dates:

<b>Date of the Meeting</b>	<b>Total Strength</b>	<b>No. of Directors' present</b>
6 <sup>th</sup> May 2024	6	5
30 <sup>th</sup> July 2024	6	4
11 <sup>th</sup> November 2024	6	6
11 <sup>th</sup> February 2025	8	8
22 <sup>nd</sup> February 2025	8	7

The Company's Internal Auditors, Statutory Auditors, Secretarial Auditors and CFO are invited to attend the meetings. The Company Secretary acts as the Secretary to the Board.

The last Annual General Meeting was held on 13<sup>th</sup> September 2024. Details of composition of the Board, attendance of Directors at the Board Meetings and last Annual General Meeting (AGM), other Directorships (excluding Private Limited Companies, Foreign Companies and Section 8 Companies), category and Committee positions as on 31<sup>st</sup> March 2025 are given below:

S R · N O ·	NAME	DESIGNA- TION	DIN	No. of BM atten ded	Attended Last AGM (13/9/24)	*No. of Director ships in other public limited compan ies	**No. of Committee positions held in other public limited companies	
							Chairman	Member
1	Mr. Girishkumar Shah	WTD-ED (Chairman-Promoter)	00469291	5 of 5	Yes	Nil	Nil	Nil
2	Mr. Sanjay Marathe	MD-ED (Promoter)	01316388	4 of 5	Yes	Nil	Nil	Nil
3	Mrs. Sidhdhi Shah	NED	00469138	5 of 5	Yes	Nil	Nil	Nil
4	Mr. Bhanubhai Patel	NED (I)	00727280	3 of 5	Yes	Nil	Nil	Nil
5	Mr. Shailesh Patel	NED (I)	02826895	4 of 5	Yes	Nil	Nil	Nil
6	Mr. Mukund Bakshi	NED (I) (upto 11 <sup>th</sup> February 2025)	00066993	4 of 4	Yes	Nil	Nil	Nil
7	Mr. Nayankumar Shah	NED (I)	10824202	2 of 2	NA	Nil	Nil	Nil
8	Mr. Vipul Sanghvi	WTD-ED	10824210	2 of 2	NA	Nil	Nil	Nil
9	Mr. Rohit Kothari	NED (I)	00090408	1 of 1	NA	Nil	Nil	Nil

\*Excluding Chemcrux Enterprises Limited

\*\* Other Board Committees mean Audit Committee and Stakeholders' Relationship Committee excluding Chemcrux Enterprises Limited committees (as on 31<sup>st</sup> March 2025)

ED- Executive Director, WTD- Whole Time Director, MD- Managing Director, NED (I)- Non-Executive Director (Independent), NED- Non-Executive Director

### 3. LIST OF DIRECTORSHIPS HELD IN COMPANIES AND CATEGORY OF DIRECTORSHIP:

Name of Director (as on 31 <sup>st</sup> March 2025)	Name of the companies in which the Director of the Company is a director	Category of Directorship in the companies
Mr. Girishkumar Shah	Chemcrux Enterprises Limited	Whole Time Director, Executive Chairman
	Kalichem Private Limited	Nominee Director of Chemcrux Enterprises Limited
Mr. Sanjay Marathe	Chemcrux Enterprises Limited	Managing Director
	Kalichem Private Limited	Nominee Director of Chemcrux Enterprises Limited
Mrs. Sidhdhi Shah	Chemcrux Enterprises Limited	Non-Executive Director- Woman Director
Mr. Bhanubhai Patel	Chemcrux Enterprises Limited	Non-Executive (Independent) Director
	Kapil Organisers Private Limited	Director
Mr. Shailesh Patel	Chemcrux Enterprises Limited	Non-Executive (Independent) Director
Mr. Nayankumar Shah	Chemcrux Enterprises Limited	Non-Executive (Independent) Director
Mr. Vipul Sanghvi	Chemcrux Enterprises Limited	Whole Time Director, Executive Director

Name of Director (as on 31 <sup>st</sup> March 2025)	Name of the companies in which the Director of the Company is a director	Category of Directorship in the companies
Mr. Rohit Kothari	Chemcrux Enterprises Limited	Non-Executive (Independent) Director
	Rohman Advisory Holdings Private Limited	Director
	Anwasha Foundation	Director
	M&R Advisory Services Private Limited	Director

#### 4. SKILL/ EXPERTISE/ COMPETENCE OF BOARD OF DIRECTORS:

The Board of Company comprises of qualified individuals who bring the required skills, competencies, expertise and diversity to the Board that allows them to contribute efficiently. The Board and Committees thereof, are committed to ensure that Company is compliant with Corporate Governance requirements. The Board has identified and briefly summarized key qualifications, skills and competence which are currently available with the Board in areas namely Leadership, Corporate Governance, Management, Finance & Taxation, Legal, Global Business, Strategic Planning & Innovation. Further, the brief introduction of Board of Directors (forming part of Board as on 31<sup>st</sup> March 2025) is as under:

##### a. Girishkumar Shah, Promoter, Executive Chairman and Whole Time Director

Girishkumar Shah is the Promoter and Whole Time Director (designated as Executive Chairman) of Chemcrux Enterprises Limited. He holds a degree in Bachelor of Engineering in Chemical from the Maharaja Sayajirao University of Baroda and postgraduate in Industrial Management from Indian Institute of Science, Bangalore (I.I.Sc. Bangalore). He has an experience of more than 4+ decades in chemical industry.

##### b. Sanjay Marathe, Promoter and Managing Director

Sanjay Marathe is the Promoter and Managing Director of Chemcrux Enterprises Limited. He holds a degree in Bachelor of Engineering in Chemical from The Maharaja Sayajirao University of Baroda and Master's degree (M. Tech) from Indian Institute of Technology (IIT), Powai. He has an experience of more than 4+ decades in chemical industry.

##### c. Shailesh Patel, Independent Director

Shailesh Patel has been appointed as Independent Director of Company with effect from September 30, 2016. He has completed his Bachelor of Commerce and Bachelor of Law from, Maharaja Sayajirao University of Vadodara. He is a leading Advocate practicing since 35 years in Vadodara.

##### d. Bhanubhai Patel, Independent Director

Bhanubhai Patel has been appointed as Independent Director of the Company with effect from September 30, 2016. He has completed his Bachelor of Science from Gujarat University and B.Sc. (Tech.) from University Department of Chemical Technology (UDCT), Mumbai, Maharashtra. He has experience of more than 35 years in the industry.

##### e. Sidhdhi Shah, Non-Executive Director

Sidhdhi Shah has been appointed as Non-Executive (Non-Independent) Director of the Company with effect from 04<sup>th</sup> August 2023. She has done Bachelor of Science (Physio) from the Maharaja Sayajirao University of Vadodara (M.S. University) & has expertise in management & administration. She is one of the subscribers of MOA of our Company.

##### f. Rohit Kothari, Independent Director

Rohit Kothari has been appointed as an Independent Director (Non-Executive) with effect from 12<sup>th</sup> February 2025. He has done Bachelor's in Commerce and is a Chartered Accountant (CA). He is in Practice since 1986, presently a Partner with M/s. Mukund & Rohit, Chartered Accountants, Vadodara. He has expertise in the areas of Risk Advisory and Management Consulting.

##### g. Nayankumar Shah, Independent Director

Nayankumar Shah has been appointed as Non-Executive Independent Director with effect from 21<sup>st</sup> December 2024. He has completed his Bachelor of Commerce and Bachelor of Law from The Maharaja Sayajirao University of Baroda (M.S. University). He is practicing as an advocate since 44 years and he is expert in handling civil matters.

#### **h. Vipul Sanghvi, Executive Director**

Vipul Sanghvi has been appointed as an Executive Director with effect from 21<sup>st</sup> December 2024. He has completed Diploma in Mechanical Engineering (DME) from The Maharaja Sayajirao University of Baroda (M.S. University). He is a Performance driven professional having 36 years of extensive experience in engineering, pharmaceuticals and chemical industries, consistently driving organizational profitability through strategic and tactical management decisions. Skilled in overseeing projects from conceptualization to execution, ensuring alignment with organizational goals and objectives. He has been recognized for delivering results in dynamic, high pressure environments.

### **5. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:**

Regulation 25 (7) of the SEBI Listing Regulations mandates the Company to familiarize the Independent Directors about the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. through various programmes. The Executive Chairman and/or Managing Director has one to one discussion with the newly appointed Directors to familiarize them with the Company's operations. The Company through its Managing Director/ Whole time Director/ Senior Managerial Personnel familiarize the Independent Directors with the strategy, business and operations of the Company. The above programme also includes the familiarization on statutory updates and compliances as a Board member including their roles, rights and responsibilities. The Familiarization programme for Independent Directors is uploaded on the website of the Company at <https://chemcrux.com/investor-info.php> under Investor Info/Corporate Policies. At the time of appointing a director, a formal letter of appointment is given to him / her, which inter alia explains the role, function, duties and responsibilities expected from him / her as a Director of the Company. The Director is also explained in detail about the Compliances required from him/ her under the Companies Act, 2013, SEBI Listing Regulations 2015 and other relevant provisions and affirmation is taken with respect to the same.

### **6. EVALUATION:**

During the year, the Board has carried out evaluation of its own performance and the performance of the committees of the Board and Independent individual Directors. The Board has evaluated the composition of Board, its committees, experience and expertise, performance of specific duties and obligations, governance matters, etc. with an aim to improve their effectiveness. Performance review of Board as a whole, individual Executive Directors and the Board Chairman was also carried out by Independent Directors at their separate meeting, inter alia covering respective attendance at Board / Committee meetings, contributions at the meetings, circulation of sufficient documents and information to the Directors, timely availability of the agenda, etc.

Further, the Board has carried out the evaluation of the Independent Directors, which included the performance of the Independent Directors and fulfilment of the independence criteria as specified in the Listing Regulations and their independence from the management. The Directors who were subject to evaluation did not participate in the proceedings of the meeting.

### **7. AUDIT COMMITTEE**

#### **TERMS OF REFERENCE:**

The powers and terms of reference of the Audit Committee are in conformity with Section 177 of the Companies Act, 2013 and Regulation 18 and Part C of Schedule II of the Listing Regulations.

The Audit Committee acts as a link between the Statutory Auditors, Internal Auditors and the Board of Directors with purpose of assisting the Board in fulfilling its overall responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's statutory and internal audit activities. The Audit Committee also oversees and reviews the functioning of a vigil mechanism and Whistle Blower Policy. All the members of the Audit Committee are financially literate and possess sound knowledge in finance and accounting practices. Besides having access to all the required information from within the Company, the Committee may obtain external professionals' advice, whenever required.

#### COMPOSITION:

The Audit Committee was constituted by the Board of Directors at its meeting held on 20<sup>th</sup> December 2016 and is reconstituted from time to time. The latest reconstitution was done at the board meeting held on 11<sup>th</sup> February 2025. The composition of the Audit Committee as on 31<sup>st</sup> March 2025 is as under:

SR. NO.	NAME	DESIGNATION	CATEGORY
1	Mr. Rohit Kothari	Chairperson cum Member	Independent Director
2	Mr. Bhanubhai Patel	Member	Independent Director
3	Mr. Nayankumar Shah	Member	Independent Director

The Audit Committee held five meetings and the time gap between any two meetings was less than 120 days. The dates of audit committee meetings and details of the attendance of the members of the committee are as under:

Name of Director	Audit Committee Meetings during F.Y. 2024-25					
	6 <sup>th</sup> May 2024	30 <sup>th</sup> July 2024	11 <sup>th</sup> November 2024	11 <sup>th</sup> February 2025	22 <sup>nd</sup> February 2025	% of attendance
Mr. Mukund Bakshi#	Yes	Yes	Yes	Yes	NA	100
Mr. Rohit Kothari*	NA	NA	NA	NA	Yes	100
Mr. Bhanubhai Patel	-	-	Yes	Yes	Yes	60
Mr. Shailesh Patel\$	Yes	Yes	Yes	Yes	NA	100
Mr. Nayankumar Shah*	NA	NA	NA	NA	Yes	100

# Resigned during the year w.e.f. close of business hours of 11<sup>th</sup> February 2025

\* Appointed to the Committee w.e.f. 12<sup>th</sup> February 2025

\$ Committee Member upto 11<sup>th</sup> February 2025

Mr. Mukund Bakshi was the Chairman of the Audit Committee till 11<sup>th</sup> February 2025 and he attended the last AGM of the Company held on 13<sup>th</sup> September 2024. With effect from 12<sup>th</sup> February 2025, Mr. Rohit Kothari has been appointed as the Chairman of the Audit Committee. All the members of Audit Committee have financial and accounting knowledge.

The Company's CFO is invited to attend the meetings. The Company Secretary acts as the Secretary to the Committee.

## 8. NOMINATION AND REMUNERATION COMMITTEE:

#### TERMS OF REFERENCE:

Committee's constitution and terms of reference are in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 and Part D of Schedule II of the Listing Regulations, as amended from time to time.

The Committee to identify the persons, who are qualified to become Directors of the Company / who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall also carry out evaluation of every director's performance. Committee formulates the criteria for determining qualifications, positive attributes, independence of the Directors and recommend to the Board a Policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.

#### COMPOSITION:

The Nomination and Remuneration Committee was constituted by the Board of Directors at its meeting held on 20<sup>th</sup> December 2016 and was last reconstituted at the board meeting held on 11<sup>th</sup> February 2025. The composition of the Nomination and Remuneration Committee as on 31<sup>st</sup> March 2025 is as under:

<b>SR. NO.</b>	<b>NAME</b>	<b>DESIGNATION</b>	<b>Category</b>
1	Mr. Bhanubhai Patel	Chairperson cum Member	Independent Director
2	Mr. Shailesh Patel	Member	Independent Director
3	Mr. Rohit Kothari	Member	Independent Director

The Nomination and Remuneration Committee held two meetings during the F.Y. 2024-25. The details of the attendance of the members of the committee are as under:

<b>Name of Director</b>	<b>Nomination and Remuneration Committee Meetings during F.Y. 2024-25</b>		
	11 <sup>th</sup> November 2024	11 <sup>th</sup> February 2025	% of attendance
Mr. Bhanubhai Patel	Yes	Yes	100
Mr. Shailesh Patel	Yes	Yes	100
Mr. Mukund Bakshi #	Yes	Yes	100

# Resigned during the year w.e.f. close of business hours of 11<sup>th</sup> February 2025

For Mr. Rohit Kothari, the Nomination and Remuneration Committee Meeting is not applicable as he is appointed during the year w.e.f. 12<sup>th</sup> February 2025.

Mr. Bhanubhai Patel is the Chairman of the Nomination and Remuneration Committee and as he was travelling abroad, he was not able attended the last Annual General Meeting held on 13<sup>th</sup> September 2024 as he was travelling abroad. The Company Secretary acts as the Secretary to the Committee.

The Board has approved the Nomination and Remuneration Policy on the recommendation of Nomination and Remuneration Committee. The main objectives of the Policy are outlined below:

- Recommending to the Board the appointment and re-appointment of Directors and senior management personnel and their remuneration.
- Specify the manner of performance evaluation of Directors.

### **Salient features of Nomination and Remuneration Policy and details of remuneration paid / payable to the Directors for the year ended 31<sup>st</sup> March 2025:**

#### **REMUNERATION OF DIRECTORS:**

##### **Non-Executive /Independent Directors:**

- The Company pays sitting fees of Rs. 5,000/- for attending the meeting of the Board of Directors and Committee Meetings (for Audit Committee Meetings, Nomination and Remuneration Committee Meetings and Stakeholders Relationship Committee Meetings) to Non-Executive Directors. The policy is available at the website of company at [www.chemcrux.com/investor-info.php](http://www.chemcrux.com/investor-info.php).
- An Independent / Non- Executive Director is also reimbursed the expenses, if any, incurred by him / her for attending the Board and / or Committee meetings.
- There are no pecuniary transactions or relationships between the Company and its Non-Executive Directors except those disclosed in the financial statements for the year ended on 31<sup>st</sup> March 2025.

##### **Executive Directors:**

- No sitting fees are paid to the Managing and Executive Directors.
- The Company pays remuneration to its Whole Time Directors (Executive Chairman and Executive Director) and Managing Director by way of salary, allowances and perquisites as per the Company's rules. The salary and other perquisites are approved by the Board of Directors on recommendation of the Nomination and Remuneration Committee and the remuneration is paid within the overall limits approved by the members of the Company.

Details of the remuneration / sitting fees paid / payable to all the Executive/ Independent / Non-Executive Directors for the F.Y. 2024-25 are given below:

(in Lakhs)				
SR. NO.	NAME	GROSS SALARY	SITTING FEES	TOTAL
1.	Girishkumar Shah	120	Nil	120
2.	Sanjay Marathe	120	Nil	120
3.	Sidhdhi Shah	Nil	0.35	0.35
4.	Bhanubhai Patel	Nil	0.45	0.45
5.	Shailesh Patel	Nil	0.50	0.50
6.	Mukund Bakshi (till 11/02/2025)	Nil	0.50	0.50
7.	Nayankumar Shah (w.e.f. 21/12/2024)	Nil	0.15	0.15
8.	Vipul Sanghvi (w.e.f. 21/12/2024)	3.62	Nil	3.62
9.	Rohit Kothari (w.e.f. 12/02/2025)	Nil	0.10	0.10

#### Linkage to Performance:

The relationship of remuneration to performance ties the part of remuneration to performance of Company and KMP. The level varies according to performance to be decided annually or at such other intervals as may be considered appropriate.

#### Evaluation Criteria:

The Board constantly evaluates the contribution of the members and re-appoints them for tenure as per Company requirement based on their performance linked to strategic objectives of the Company. Evaluation criteria include accountability, governance, board operations, legal responsibilities, financial overview, board management relations and personal leadership.

### 9. STAKEHOLDERS RELATIONSHIP COMMITTEE:

Pursuant to provisions of section 178 of the Act and regulation 20 of the Listing Regulations, Stakeholders Relationship Committee was originally formed in the Board Meeting held on 20<sup>th</sup> December 2016 and was last reconstituted at the board meeting held on 11<sup>th</sup> February 2025. The Committee specifically looks into issues relating to investors including share related matters and redressal thereof.

The role of the Stakeholders' Relationship Committee as specified in Part D of the Schedule II of the Listing Regulations has been included in the terms of reference of the Stakeholders Relationship Committee.

#### TERMS OF REFERENCE:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

#### COMPOSITION:

The Stakeholders Relationship Committee was constituted by the Board of Directors at its meeting held on 20<sup>th</sup> December 2016 and was last reconstituted at the board meeting held on 11<sup>th</sup> February 2025. The composition of the Stakeholders Relationship Committee as on 31<sup>st</sup> March 2025 is as under:

SR. NO	NAME OF DIRECTOR	DESIGNATION	CATEGORY
1	Mrs. Sidhdhi Shah	Chairperson cum Member	Director (Non-Executive)
2	Mr. Sanjay Marathe	Member	Managing Director (Executive)
3	Mr. Shailesh Patel	Member	Independent Director (Non-Executive)

The Stakeholders Relationship Committee held two meetings during the F.Y. 2024-25. The details of the attendance of the members of the committee are as under:

Name of Director	Stakeholders Relationship Committee Meeting during F.Y. 2024-25		
	6 <sup>th</sup> May 2024	11 <sup>th</sup> November 2024	% of attendance
Mrs. Sidhdhi Shah	Yes	Yes	100
Mr. Sanjay Marathe	Yes	Yes	100
Mr. Bhanubhai Patel\$	-	Yes	50

\$ Committee Member upto 11<sup>th</sup> February 2025

For Mr. Shailesh Patel details of attendance for the Stakeholders Relationship Committee are not applicable for the F.Y. 2024-25, as he has been appointed to the Committee w.e.f. 12/02/2025.

Mrs. Sidhdhi Shah is the Chairperson of the Stakeholders Relationship Committee and she was present at the last Annual General Meeting held on 13<sup>th</sup> September 2024. The Company Secretary acts as the Secretary to the Committee.

#### NO. OF COMPLAINTS:

The Company had received one complaint from the shareholder for non-receipt of Dividend through Scores. On checking the records, with Bank and Company's RTA; it was found that the status of the dividend was paid and the same was replied to the shareholder twice but he escalated the matter for 2<sup>nd</sup> level review. Further, when he was asked for information by authorities, he didn't replied and in view of non-response by him, the complaint was disposed of. There were no complaints pending as on 1<sup>st</sup> April 2024 and as on 31<sup>st</sup> March 2025. The status of Investors' Complaints as on 31<sup>st</sup> March 2025, is as follows:

No. of complaints as on 1 <sup>st</sup> April 2024	0
No. of complaints received during the F.Y. 2024-25	1
No. of complaints resolved upto 31 <sup>st</sup> March 2025	1
No. of complaints pending as on 31 <sup>st</sup> March 2025	0

#### NAME AND DESIGNATION OF THE COMPLIANCE OFFICER:

Mrs. Dipika Rajpal is the Company Secretary and Compliance Officer of the Company and the person responsible for resolution of Investor Complaints.

#### 10. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

The terms of reference of CSR Committee includes framing the CSR Policy and reviewing it from time to time to make necessary amendments so as to indicate the activities to be undertaken by the Company as specified in schedule VII of the Act and Rules made thereunder and to provide guidance on various CSR activities to be undertaken by the Company and to monitor its progress.

During the year under review, CSR Committee recommended and the Board approved the CSR Expenditure to be incurred by the Company. The CSR Policy of the Company is available on the website of the Company at [www.chemcrux.com](http://www.chemcrux.com). The details with regard to CSR, Policy, Projects, amount spent on CSR, etc. are provided in the Directors Report in [Annexure V](#) forming part of the Board Report.

The CSR Committee formulates and recommends to the Board, an annual action plan in pursuance of CSR policy which include the following activities to be carried out for implementing in the financial year:

- the list of CSR projects or programs that are approved to be undertaken in areas or subjects as specified in the Act and rules made thereunder;
- the manner of execution of such projects or programs as specified in the Act and rules made thereunder;
- the modalities of utilisation of funds and implementation schedules for the projects or programs;
- monitoring and reporting mechanism for the projects or programs; and
- details of need and impact assessment, if any, for the projects undertaken by the company.

Provided that Board may alter such plan at any time during the financial year, as per the recommendation of its CSR Committee, based on the reasonable justification to that effect.

The CSR Policy adopted by the Board of Directors has been placed on the website of the company at <https://chemcrux.com/investor-info.php> under Investor Info/Corporate Policies tab.

#### CONSTITUTION:

The CSR Committee was constituted by the Board of Directors at its meeting held on 17<sup>th</sup> August 2019 and was last reconstituted on 11<sup>th</sup> February 2025. The composition of the CSR as on 31<sup>st</sup> March 2025 is as under:

SR. NO	NAME OF DIRECTOR	DESIGNATION	CATEGORY
1	Mr. Girishkumar Shah	Chairperson	Whole Time Director (Executive Chairman)
2	Mrs. Sidhdhi Shah	Member	Director (Non-Executive)
3	Mr. Nayankumar Shah	Member	Independent Director (Non-Executive)

The CSR Committee held one meeting during the F.Y. 2024-25 on 6<sup>th</sup> May 2024. The details of the attendance of the members of the committee are as under:

Name of Director	Corporate Social Responsibility Committee Meeting during F.Y. 2024-25	
	6 <sup>th</sup> May 2024	% of attendance
Mr. Sanjay Marathe\$	Yes	100
Mrs. Sidhdhi Shah	Yes	100
Mrs. Mukund Bakshi #	Yes	100

# Resigned during the year w.e.f. close of business hours of 11<sup>th</sup> February 2025.

\$ Committee Member upto 11<sup>th</sup> February 2025

For Mr. Girishkumar Shah and Nayankumar Shah, the Corporate Social Responsibility Committee Meeting attendance is not applicable for the F.Y. 2024-25, as they have been appointed to the CSR Committee during the year w.e.f. 12/02/2025.

The Company Secretary acts as the Secretary to the committee.

#### 11. MEETING OF INDEPENDENT DIRECTORS:

The Company has complied with the definition of Independence as per Listing Regulations and according to the provisions of section 149(6) Companies Act, 2013. The Company has also obtained declarations

from all the Independent Directors pursuant to section 149 (7) of the Companies Act, 2013 and regulation 25(8) of SEBI (LODR) Regulations 2015.

#### **TRAINING OF INDEPENDENT DIRECTORS:**

Whenever new Non-Executive and Independent Director/s are appointed in the Board, they are introduced to our Company's culture and they are also introduced to Company's organization structure, business, constitution, board procedures, major risks and management strategy. The Company also conducts familiarization programme for Independent Directors as per the applicable laws. The appointment letters & terms and conditions for appointment of Independent Directors have been placed on the Company's website at <https://chemcrux.com/investor-info.php> Investor Info/Corporate Policies.

#### **PERFORMANCE EVALUATION OF NON-EXECUTIVE AND INDEPENDENT DIRECTORS:**

The Board has evaluated the performance of Non-executive and Independent Directors for the financial year ended 31<sup>st</sup> March 2025. All the Non-executive and Independent Directors are eminent personalities having wide experience in the field of business, industry, finance and administration. Their presence on the Board is advantageous and fruitful in taking business decisions.

#### **SEPARATE MEETING OF THE INDEPENDENT DIRECTORS:**

A meeting of the Independent Directors was held on 11<sup>th</sup> February 2025 during the financial year 2024-25 without the attendance of Non-Independent Directors and members of Management for:

- Reviewing the performance of Non-Independent Directors and the Board as a whole;
- Reviewing the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- Assessing the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to perform their duties effectively and reasonably.

All the Independent Directors forming the part of the Board as on 11<sup>th</sup> February 2025, attended the meeting.

## **12. GENERAL BODY MEETINGS:**

#### **ANNUAL GENERAL MEETING:**

<b>F.Y.</b>	<b>Date</b>	<b>Venue</b>	<b>Time</b>	<b>Special Resolution(s)</b>
2021-22	23 <sup>rd</sup> September 2022	AGM held Through Video Conference Hence Deemed Venue is Registered office of the Company: Chemcrux Enterprises Limited, 330, Trivia Complex, Natubhai Circle, Racecourse Road, Vadodara- 390007	02:00 P.M.	1. Regularisation of Additional Director, Mr. Mukund Bakshi (DIN: 00066993) by appointing him as an Independent Director for a term of 5 years.  The special resolution passed with requisite majority.
2022-23	12 <sup>th</sup> September 2023	AGM held Through Video Conference; hence Deemed Venue is Registered office of the Company: Chemcrux Enterprises Limited, 330, Trivia Complex, Natubhai Circle, Racecourse Road, Vadodara- 390007	02:00 P.M.	1. Re-appointment of Mr. Girishkumar Shah (DIN: 00469291), as Whole Time Director of the Company designated as Executive Chairman and approval of payment of remuneration 2. Re-appointment of Mr. Sanjay Marathe (DIN: 01316388) as Managing Director of the Company and approval of payment of remuneration

				All special resolutions passed with requisite majority.
2023-24	13 <sup>th</sup> September 2024	AGM held Through Video Conference; hence Deemed Venue is Registered office of the Company: Chemcrux Enterprises Limited, 330, Trivia Complex, Natubhai Circle, Racecourse Road, Vadodara-390007	02:00 P.M.	1. To make investments and give advances and enter into Material Related Party Transaction(s) with Kalichem Private Limited (Joint Venture Company- an entity in whom directors are interested)  The special resolution passed with requisite majority.

No Extra-Ordinary General Meeting was held during the financial year 2024-25.

#### POSTAL BALLOT:

During the F.Y. 2024-25, two Postal Ballot events were conducted. The details of the resolutions passed through Postal Ballot through remote E-voting (Voting through Electronic means) in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (the Rules) read with MCA and SEBI Circulars and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the F.Y. 2024-25 are as under:

1. Postal Ballot Notice approved by Board of Directors on 11<sup>th</sup> November 2024 had three resolutions:

- Appointment of Mr. Nayankumar Champaklal Shah (DIN: 10824202) as Non-Executive Independent Director (Special Resolution)
- Appointment of Mr. Vipul Pramodchandra Sanghvi (DIN: 10824210) as a Director (Ordinary Resolution)
- Appointment of Mr. Vipul Pramodchandra Sanghvi (DIN: 10824210) as Whole Time Director designated as Executive Director and approval of payment of remuneration (Special Resolution)

In respect of the above Postal Ballot conducted by the Company during the financial year ended 31<sup>st</sup> March 2025, the Board had appointed Mr. Kashyap Shah (Membership No.: 7662, CP No. 6672), Proprietor of M/s. Kashyap Shah & Co., Practising Company Secretaries, Vadodara, as Scrutinizer to scrutinize the postal ballot voting process in a fair and transparent manner. The remote e-voting commenced on Friday, 22<sup>nd</sup> November 2024 at 09:00 A.M. IST and ended on Saturday, 21<sup>st</sup> December, 2024 at 05:00 P.M. IST. The report on the result of the postal ballot through remote e-voting for approving the aforementioned resolutions was provided by the Scrutinizer on Monday, 23<sup>rd</sup> December 2024 and were submitted to BSE on same date. The details of the voting results are given below:

Resolu- tion No.	Particulars	Number of Votes			
		For	%	Against	%
1.	Appointment of Mr. Nayankumar Champaklal Shah (DIN: 10824202) as Non-Executive Independent Director	10872819	99.9942	633	0.0058
2.	Appointment of Mr. Vipul Pramodchandra Sanghvi (DIN: 10824210) as a Director (Non-Independent)	10872720	99.9942	633	0.0058
3.	Appointment of Mr. Vipul Pramodchandra Sanghvi (DIN: 10824210) as Whole Time Director designated as Executive Director and approval of payment of remuneration	10872593	99.9930	760	0.0070

2. Postal Ballot Notice approved by Board of Directors on 11<sup>th</sup> February 2025 had one resolution:

- Regularisation of Additional Director (Non-Executive, Independent), Mr. Rohit Kothari (DIN: 00090408), by appointing him as a Non-Executive Independent Director (special Resolution).

In respect of the above Postal Ballot conducted by the Company during the financial year ended 31<sup>st</sup> March 2025, the Board had appointed Mr. Kashyap Shah (Membership No.: 7662, CP No. 6672), Proprietor of M/s. Kashyap Shah & Co., Practising Company Secretaries, Vadodara, as Scrutinizer to scrutinize the postal ballot voting process in a fair and transparent manner. The remote e-voting commenced on Wednesday, 19<sup>th</sup> February 2025 at 09:00 A.M. IST and ended on Thursday, 20<sup>th</sup> March 2025 at 05:00 P.M. IST. The report on the result of the postal ballot through remote e-voting for approving the aforementioned resolution was provided by the Scrutinizer on Friday, 21<sup>st</sup> March 2025 and were submitted to BSE on same date. The details of the voting results are given below:

Resolu- tion No.	Particulars	Number of Votes			
		For	%	Against	%
1.	Regularisation of Additional Director (Non-Executive, Independent), Mr. Rohit Kothari (DIN: 00090408), by appointing him as a Non-Executive Independent Director	10974107	99.999	132	0.001

All the Postal Ballot resolutions have been approved by the Shareholders with requisite majority.

### 13. MEANS OF COMMUNICATIONS:

- The quarterly, half yearly and the annual audited results are disseminated to BSE Limited, where the shares of the Company are listed and on the website of the Company. The Company generally publishes the extract of results in Financial Express (English & Gujarati) newspapers.
- The Company discloses to the stock exchange regarding information required to be disclosed under regulation 30 read with Part A of Schedule III of the Listing Regulations, including material information which have a bearing on the performance / operations of the Company.
- All information is filed electronically on BSE's online portal and BSE Listing Centre.
- The annual report of the Company, quarterly, half-yearly and the annual financial statements of the Company are also placed on the Company's website at [www.chemcrux.com](http://www.chemcrux.com) and can be downloaded.
- The shareholders can visit the Company's website for financial information, shareholding information, all kinds of policies of the Company, annual reports of the previous Financial Years, etc.

### 14. GENERAL SHAREHOLDER INFORMATION:

(a)	29 <sup>th</sup> AGM Date Time Venue	Wednesday, 24 <sup>th</sup> September, 2025 11:00 A.M. IST Chemcrux Enterprises Limited, 330, Trivia Complex, Natubhai Circle, Racecourse Road, Vadodara- 390007 (AGM to be held through video conferencing/other audio-visual means)
(b)	Tentative Financial calendar for F.Y. 2025-26	April 2025 to March 2026
		1. First Quarter Results (30/06/2025) – on or before 14 <sup>th</sup> August 2025
		2. Second Quarter/ Half yearly Results (30/09/2025) – on or before 14 <sup>th</sup> November 2025
		3. Third Quarter Results (31/12/2025) – on or before 14 <sup>th</sup> February 2025
		4. Audited Results for the Fourth Quarter/ Year (31/03/2026) - on or before 30 <sup>th</sup> May 2026.
(c)	Date of Book closure	18 <sup>th</sup> September 2025 to 24 <sup>th</sup> September 2025 (both days inclusive)
(d)	Dividend Payment date	Final dividend, if approved by the shareholders in the 29 <sup>th</sup> AGM will be paid within statutory time limit of 30 days from the date of

		Annual General Meeting i.e., on or before 24 <sup>th</sup> October 2025, at the rate of 10% per equity share (Re. 1/- per share) having face value of Rs. 10/- each.
(e)	Listing on Stock Exchange	BSE Limited. Add.: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001. The Company has paid Listing Fees for the period 1 <sup>st</sup> April, 2025 to 31 <sup>st</sup> March 2026 to BSE Limited within the specified timeline.
	i. Stock Code	540395
	ii. International Securities Identification No. (ISIN)	INE298W01016
(g)	Registrar and Transfer Agents	Bigshare Services Private Limited (SEBI Registration No.: INR000001385) <b>CIN:</b> U99999MH1994PTC076534 <b>Address:</b> S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai, Maharashtra-400093 <b>Ph. No.:</b> 022 - 40430200 / 62638200 <b>E-mail:</b> <a href="mailto:info@bigshareonline.com">info@bigshareonline.com</a>
(h)	Share Transfer System	Bigshare Services Private Limited, being the Registrar & Transfer Agent (RTA) handle requests for transfer, transmission, transposition, dematerialization, rematerialization and other investor related services. These activities are handled under the supervision of and co-ordination with the Company Secretary who is also the Compliance Officer under the Listing Regulations.  *All the shares of the Company are in demat form.

#### 14. DISTRIBUTION OF SHAREHOLDINGS AS ON 31<sup>ST</sup> MARCH 2025:

Shareholding of Nominal Rs.	Rs.	Number of Shareholders	Percentage of Total	Share Amount (in Rs.)	% of Total
1	5000	25067	96.6793	15029070	10.4187
5001	10000	448	1.7279	3245840	2.1918
10001	20000	232	0.8948	3292580	2.2234
20001	30000	72	0.2777	1844200	1.2453
30001	40000	26	0.1003	902820	0.6096
40001	50000	17	0.0656	795590	0.5372
50001	100000	29	0.1118	1959910	1.3235
100001 and above		37	0.1427	121018390	81.7204
TOTAL		25928	100.00	148088400	100

#### 15. DEMATERIALIZATION OF SHARES AND LIQUIDITY:

The Company's equity shares are compulsorily traded in dematerialized form on BSE and 100% of the equity shares are in dematerialized form. ISIN number the Company is INE298W01016. The Company has demat connectivity with National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL).

#### 16. PLANT LOCATIONS:

Location	Address
Gujarat	4712-14, Road South-10, GIDC, Ankleshwar, Bharuch, Bharuch, Gujarat, 393002 (Factory)
Gujarat	307, 308 to 311/10, Ankleshwar industrial estate, GIDC, Ankleshwar, Bharuch, Gujarat, 393002 (R&D and warehouse)

## 17. ADDRESS FOR CORRESPONDENCE:

Shareholders correspondence should be addressed to the Company Secretary of the Company at registered office. Contact details: [companysec@chemcrux.com](mailto:companysec@chemcrux.com)

## 18. DISCLOSURES:

### RELATED PARTY TRANSACTIONS:

There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Disclosures relating to related party transactions are provided in the notes to the financial statements and have also been appropriately presented in other sections of this Annual Report. Company's Policy on related party transactions is uploaded on the website of the Company: <https://chemcrux.com/investor-info.php>.

### CODE OF CONDUCT:

The Company has laid down a Code of Conduct for all Board members and Senior Management. The Code of Conduct is available on the website of the Company at <https://chemcrux.com/investor-info.php>. All Board Members and the Senior Management have affirmed compliance with the Code of Conduct for the year under review. The declaration of Managing Director is [annexed](#).

### WHISTLE BLOWER POLICY/VIGIL MECHANISM:

- The Company has established a Vigil Mechanism / Whistle Blower Policy for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct. The details of establishment of such mechanism have been posted by the Company on its website. During the year under review, none of the employee was denied access to the Audit Committee.
- There was no non-compliance by the Company during the last three financial years and hence no penalties, strictures were imposed on the Company by stock exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three financial years.

## 19. MANAGEMENT:

### A. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report is set out in a separate section as [Annexure II](#) and forms a part of this Report.

### B. DISCLOSURE OF MATERIAL FINANCIAL AND COMMERCIAL TRANSACTIONS:

As per the disclosures received from all the Directors and the Senior Management, no material financial and commercial transactions that may have a potential conflict with the interest of the Company at large were reported to the Company during the year under review.

## 20. REASON FOR RESIGNATION OF INDEPENDENT DIRECTORS:

During the year under review, Mr. Mukund Bakshi has resigned from the Company due to health reasons w.e.f. close of business hours of 11<sup>th</sup> February 2025. He has also confirmed that there was no material reason other than mentioned above.

## 21. CREDIT RATINGS:

During the year Company has not obtained any credit rating.

## 22. NON-DISQUALIFICATION OF DIRECTORS:

The [certificate](#) confirming none of Directors is disqualified, is attached to Corporate Governance Report. None of the directors are debarred from being appointed as directors under applicable laws for the time being in force.

**23. FEES PAID TO THE STATUTORY AUDITORS ON A CONSOLIDATED BASIS:**

During the financial year 2024-25, the Statutory Auditors were paid total fees amounting to Rs. 3.5 Lakhs. The details are as under:

- (a) For Statutory Audit amounting to Rs. 3 Lakhs.
- (b) For Other Services amounting to Rs. 0.5 Lakhs.

The same is in line the Audit Committee and/or Board approval.

**24. DISCLOSURE REGARDING RE-APPOINTMENT OF DIRECTORS:**

The particulars about the brief resume and other information of the Directors seeking appointment/re-appointment (including continuation of term of appointment) as required to be disclosed under this section as per regulation 36 (3) of the Listing Regulations and Secretarial Standard 2 on general meetings are provided as an [Annexure A](#) to the notice convening the 29<sup>th</sup> Annual General Meeting.

**25. COMPLIANCE BY THE COMPANY:**

The Company has complied with all the mandatory requirements of the SEBI Listing Regulations and guidelines of SEBI. Further, during last three years, no penalties or strictures were imposed on the Company by the Stock Exchanges or SEBI or any Statutory Authority, on any matter related to capital markets.

**26. CEO & CFO CERTIFICATION:**

The requisite [certification](#) from the CEO (Managing Director) and the Chief Financial Officer required to be given under regulation 17(8) read with Part B of Schedule II of the Listing Regulations forms part of this Report.

**27. TRANSFER OF UNCLAIMED / UNPAID DIVIDEND AMOUNT AND SHARES TO INVESTOR EDUCATION AND PROTECTION FUND ("IEPF"):**

Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit Transfer and Refund) Rules, 2016 ("the Rules"), mandates that companies have to transfer dividend that has remained unclaimed for a period of seven years from the unpaid dividend account to the Investor Education and Protection Fund (IEPF). Further, the rules mandate that the shares on which dividend has not been paid or claimed for seven consecutive years or more be transferred to the IEPF. The Company confirms that there are no cases of unclaimed dividend with respect to past dividends and hence no such amount was required to be transferred to IEPF account during the F.Y 2024- 25.

**28. RECOMMENDATION OF THE COMMITTEES:**

Recommendations of the Committees are submitted to the Board for approval and the Board has accepted all the recommendations during the F.Y. 2024-25.

**29. OUTSTANDING GDRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY:**

The Company has not issued any GDRs/ADRs, warrants or any convertible instruments.

**30. DISCLOSURE BY LISTED ENTITY AND ITS SUBSIDIARIES OF 'LOANS AND ADVANCES' IN THE NATURE OF LOANS TO FIRMS/COMPANIES IN WHICH DIRECTORS ARE INTERESTED BY NAME AND AMOUNT:**

Name of the Company in which directors are interested	Loan Amount during the F.Y. 2024-25
Kalichem Private Limited (erstwhile Joint Venture, Wholly Owned Subsidiary w.e.f. 27/02/2025)	Rs. 209 Lakhs

**31. AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE:**

The [Auditors' Certificate on Corporate Governance](#) is attached to corporate governance report for the F.Y. 2024-25.

**32. DISCLOSURE ON COMPLIANCE:**

Company has complied with the requirements of the Regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has not adopted discretionary requirements as specified in Part E of schedule II.

**33. NON-COMPLIANCE OF REGULATIONS RELATING TO CORPORATE GOVERNANCE UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, IF ANY:**

Company is compliant with Listing Regulations and there are no non-compliances.

**34. DISCLOSURE ON MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTION THAT MAY HAVE POTENTIAL CONFLICT WITH THE INTEREST OF THE COMPANY AT LARGE:**

None of the transactions with any of the related parties were in conflict with the interest of the Company

**35. SENIOR MANAGEMENT:**

During the year, Mr. Vipul Sanghvi (who was previously designated as Factory Manager – forming part of Senior Management) has been appointed as the Executive Director w.e.f. 21<sup>st</sup> December 2024. Except as stated above, there were no changes in Senior Management. As on 31<sup>st</sup> March 2025, Mr. Ramesh Kambariya (CFO) & Mrs. Dipika Rajpal (Company Secretary) were forming part of Senior Management.

**36. AGREEMENTS ENTERED REQUIRING DISCLOSURE UNDER CLAUSE 5A TO PARA A OF PART A OF SCHEDULE III OF SEBI (LODR) REGULATIONS, 2015:**

During the F.Y. 2024-25, no such agreement entered.

**37. POLICY FOR DETERMINING MATERIAL SUBSIDIARIES:**

The policy for determining material subsidiaries is available on the Company's website at <https://www.chemcrux.com/investor-info.php> under Investor Info/Corporate Policies. This Policy was adopted by the Board of Directors of the Company at the meeting held on 22<sup>nd</sup> February 2025. For the F.Y. 2024-25, the Company is not having material subsidiary.

**38. DISCLOSURE OF COMMODITY PRICE RISKS AND COMMODITY HEDGING ACTIVITIES:**

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated 15<sup>th</sup> November, 2019 is not applicable.

**39. DISCLOSURES IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

Number of complaints filed during the financial year	Nil
Number of complaints disposed of during the financial year	Nil
Number of complaints pending as on end of the financial year	Nil

**For and on behalf of the Board of Directors  
CHEMCRUX ENTERPRISES LIMITED**

**Sd/-**

**GIRISHKUMAR SHAH  
CHAIRMAN  
(DIN: 00469291)**

**Place : Vadodara**

**Date : 6<sup>th</sup> August 2025**

**MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER CERTIFICATE UNDER REGULATION 17(8) OF SEBI (LODR) REGULATIONS 2015**

To  
The Board of Directors  
CHEMCRUX ENTERPRISES LIMITED  
330, TRIVIA Complex, Natubhai Circle  
Racecourse Vadodara-390 007

**Subject: Submission of Compliance Certificate under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

We, Sanjay Y. Marathe, Managing Director of the Company and Ramesh Kambariya, Chief Financial Officer of the Company, jointly and severally declare and certify for the Financial Results for the year ended 31<sup>st</sup> March 2025 as under:

- A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
  - [1] these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - [2] these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit committee
  - (1) There are no significant changes in internal control over financial reporting during the year;
  - (2) There are no significant changes in accounting policies during the year;
  - (3) there are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

**FOR CHEMCRUX ENTERPRISES LIMITED**

Sd/-  
**Ramesh Kambariya (Chief Financial Officer)**  
Date: 20<sup>th</sup> May 2025  
Place: Vadodara

Sd/-  
**Sanjay Marathe (Managing Director)**  
DIN: 01316388

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

I, Sanjay Marathe, Managing Director of Chemcrux Enterprises Limited, hereby declare that all the members of the Board of Directors and the Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended 31<sup>st</sup> March, 2025.

I confirm that the Company has in respect of the said financial year, received from the senior management team and the members of the Board of the Company a declaration of compliance with the Code of Conduct as applicable to them.

**FOR CHEMCRUX ENTERPRISES LIMITED**

Sd/-  
**Sanjay Marathe (Managing Director)**  
DIN: 01316388

Date: 20<sup>th</sup> May 2025  
Place: Vadodara

**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,  
CHEMCRUX ENTERPRISES LIMITED  
330, TRIVIA Complex, Natubhai Circle,  
Racecourse, Vadodara - 390007

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of CHEMCRUX ENTERPRISES LIMITED, CIN-L01110GJ1996PLC029329 and having its registered office at 330, Trivia Complex, Natubhai Circle, Race Course, Vadodara 390007. (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 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, any such other Statutory Authority except Mr. N.A.DIN- N.A. who has been debarred/disqualified by N.A. [give name of Statutory Authority and reason].

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Girishkumar Champaklal Shah	00469291	15/04/1996
2	Sanjay Yashawantrao Marathe	01316388	15/04/1996
3	Sidhdhi Girishkumar Shah	00469138	04/08/2023
4	Bhanubhai Vashrambhai Patel	00727280	30/09/2016
5	Shailesh Patel	02826895	30/09/2016
6	Nayankumar Champaklal Shah	10824202	21/12/2024
7	Vipul Pramodchandra Sanghvi	10824210	21/12/2024
8	Rohit Kothari	00090408	12/02/2025

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 on these 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 Kashyap Shah & Co.**  
**Practicing Company Secretaries**

**(Kashyap Shah)**  
**Proprietor**  
**FCS No. 7662; CP No. 6672**  
**UDIN: F007662G000947865**  
**PR No. 1378/2021**  
**Date: 06.08.2025**  
**Place: Vadodara**

**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE**

**To the Members of CHEMCRUX ENTERPRISES LIMITED**

We have examined the compliance of the conditions of Corporate Governance by CHEMCRUX ENTERPRISES LIMITED, CIN-L01110GJ1996PLC029329 and having its registered office at 330, Trivia Complex, Natubhai Circle, Race Course, Vadodara 390007 (hereinafter referred to as the Company), for the financial year ended on March 31, 2025 as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as Listing Regulations).

The compliance of conditions of Corporate Governance is the responsibility of the Management of the Company. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations during the financial year 2024-25.

We state that in respect of investor grievances received during the year ended March 31, 2025, no investor grievance is pending against the Company, as per the records maintained by the Company and presented to the Stakeholders Relationship Committee.

It is neither an audit nor an expression of opinion on the financial statements of the Company.

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

**For Kashyap Shah & Co.**  
**Practising Company Secretaries**

**(Kashyap Shah)**  
**Proprietor**  
**FCS No. 7662; CP No. 6672**  
**UDIN: F007662G000947843**  
**PR No. 1378/2021**  
**Date: 06.08.2025**  
**Place: Vadodara**

## 2.2 Annexure II - to the Board's Report 2024-25

### Management Discussion and Analysis

#### 1. ECONOMIC OVERVIEW:

##### GLOBAL:

The global economy has emerged from an enduring trial of resilience but the growth still remains uneven; exhibiting the lasting pandemic effect, compounded by geo-political disturbances and aggravated by recent tariff-related measures. These disruptions in turn led to strained logistics, elevated inflationary pressures and forced governments to adopt stringent fiscal and monetary responses. According to the IMF's World Economic Outlook Update (July 2025), the global growth is projected at 3.3% in both 2025 and 2026, below the long-term average of 3.7%. Inflationary pressures are easing, with headline inflation forecast to decline to 4.2% in 2025 and 3.5% in 2026. Major economies continue to dominate global trade. On the other hand, many developing markets continue to face unpredictability and persistent challenges.

##### INDIAN:

Indian Economy continues expanding its footprints in industrial and services sectors backed by strong demand. Investor confidence in India's long-term economic prospects, which is being fueled by reforms, demographic dividends and advancements in technology, can be seen in the record-high stock market. India is on track to become the world's third-largest economy with a projected GDP of \$7.3 trillion by 2030. India is projected to be world's fastest growing major economy (6.3% to 6.8% in 2025-26). The IMF's World Economic Outlook Update in July 2025 raised India's GDP growth forecast to 6.4% for both 2025 and 2026.

#### 2. CHEMICAL INDUSTRY OVERVIEW:

Globally, the chemical industry has witnessed significant volatility, especially in recent years. Global chemical production is projected to rise by 3.5% in 2025, following modest growth of 3.4% in 2024, representing opportunities and challenges as well. The global chemical industry experienced moderate progress in 2024. The activity remained sluggish into 2024, although signs of a rebound were noted.

Manufacturing over 80,000 different varieties of chemical products, Chemical Industry is one of the most-diverse industries in the country. India's chemical industry ranks sixth in production and 14<sup>th</sup> in exports with export reach to over 175 countries. India's chemical sector is anticipated to grow to US\$ 300 billion by 2025 and US\$ 1 trillion by 2040. It is also the second largest manufacturer and exporter of dyes. The sector is highly diversified, encompassing a broad range of sub-industries.

#### 2.1 SPECIALTY CHEMICALS INDUSTRY:

##### GLOBAL:

Rising domestic demand, coupled with global shifts toward sustainability and decarbonisation have provided enormous opportunities for growth of Specialty Chemical sector. The main reason behind this growth can be attributed to the high-performance characteristics of specialty chemicals, which enable innovation, functionality and value addition across industries. The specialty chemicals market size is expected to grow from \$641.5 billion in 2023 to \$914.4 billion in 2030.

##### INDIAN:

India's specialty chemicals sector is expanding rapidly at 12%–16% CAGR, outpacing many other industrial verticals. The specialty chemical sector accounts for 47% of the nation's domestic chemical market and is projected to increase at a CAGR of nearly 11% over the next five years. India is the second-largest market for specialty & fine chemicals in Asia Pacific. The Indian companies have invested in R&D to develop new products to cater to rising demand from domestic and overseas markets. Overall, the specialty segment is the strongest pillar of the industry.

## 2.2 ACTIVE PHARMA INGREDIENTS (API) & INTERMEDIATES INDUSTRY:

### GLOBAL:

The global active pharmaceutical ingredients market size was estimated at USD 255,007.2 million in 2024 and is projected to reach USD 359,450.1 million by 2030, growing at a CAGR of 5.8% from 2025 to 2030. Favorable government policies for API production are boosting market growth. The Global Chemical Intermediates Market is valued at USD 118.07 billion in 2024 and is projected to climb to USD 259.66 billion by 2035, expanding at a compound annual growth rate (CAGR) of 8.2% from 2025 to 2035.

### DOMESTIC:

India has the potential to expand large-scale API manufacturing, supported by advanced chemical infrastructure, skilled workforce, stringent quality standards, and cost advantages. The Indian API market stood at USD 17.77 billion in 2024 and is projected to reach USD 38.60 billion by 2033, growing at a CAGR of 8.10% during 2025–2033. India is the world's 3rd largest API producer with an 8% global share, manufacturing over 500 APIs and contributing 57% to the WHO prequalified list.

### COMPANY OVERVIEW:

From a small set up in 1983 at Ankleshwar, Gujarat - Asia's largest chemical hub - your Company has grown into a trusted manufacturer of specialty intermediates for APIs, Dyes and Pigments. Certified with ISO 9001:2015, ISO 14001:2015 and 50001:2018 and rated 'Committed' by EcoVadis your Company continues to strengthen its market presence guided by its philosophy of QUALITY, CONSISTENCY AND RELIABILITY.

The year gone by was marked with several important developments for your company. Although profit margins remained under pressure during the period, the initiatives undertaken were strategic and are expected to yield long-term benefits. The planned capacity expansion was completed successfully. Kalichem Private Limited became fully operational during the year and was subsequently converted into a wholly owned subsidiary. Particular measures to reduce energy costs undertaken during the year delivered efficiencies, while the completion of the planned expansion project positioned the Company for future growth. Further, during the F.Y. 2025-26, as the Company entered into a strategic collaboration with Deepak Nitrite Limited, to enhance supply chain efficiency and ensure sustainable, cost-competitive offerings.

## 3. STRENGTHS & OPPORTUNITIES:

Your company is key manufacturer of Chloro Nitro Benzoic acids and amide derivatives in India. This offers regular opportunities and helps the company to cater to market needs very effectively. Over the years, the company has developed strong in-house R&D systems that help sustain operations, overcome challenges and maintain its market position. Having its manufacturing facility located in Ankleshwar, one of India's leading chemical manufacturing hubs, your Company is benefitted from close proximity to both customers and suppliers thereby ensuring timesaving operations and promptly servicing the demands.

The derivatives manufactured are the building blocks for many industries & hence your company believes that this fact will continue to offer potential to grow by exploring manufacturing possibilities of derivatives.

## 4. RISKS, CONCERNS & THREATS:

Being engaged in the manufacturing of specialty chemicals, your Company faces concerns arising from industry specific and commercial challenges, as any adverse development in the global or domestic marketplace has the potential to impact operational and financial performance. Additionally, volatility in raw material prices continues to be a major threat. Furthermore, your Company is operating in a highly regulated industry that exposes the Company to evolving laws, environmental regulations and compliance requirements. Moreover, the increasing occurrences of chemical dumping, particularly from China, present a substantial threat that could have the hostile impact on the future prospects of the Company.

## 5. SEGMENT WISE PERFORMANCE:

Your Company operates in a single segment of Specialty Chemicals which includes intermediates for Bulk Drugs (APIs), Dyes and Pigment industries. These intermediates serve as critical raw materials for a wide range of applications which place the Company as a valuable link in the supply chain. The Company has also

been optimally utilising its capacities to manufacture these intermediates that enable efficient operations and consistent supply to its end-user industries.

## 6. OUTLOOK:

Chemcrux is building on its 4+ decades of its expertise and in house technical expertise to expand its presence. In the pursuit of this, the planned capacity expansion at the Ankleshwar plant has been completed with required approvals and the Company has commenced commercial production from its enhanced facilities, thereby doubling its reaction capability to 250 KL. This capacity addition is expected to cater to future demand from existing customers as well as developing markets. The Steam Purchase Agreement entered in the previous year has contributed to lowering steam costs. Additionally, overall utility cost per Kg. of production is approximately reduced by 15% as compared to F.Y. 2023-24. During F.Y. 2024-25, Kalichem Private Limited also commenced operations and it has been converted into a wholly owned subsidiary (previously, it was the Joint Venture) which further solidified the Company's overall operations.

As reflected in the financials, the Company's topline declined by 10% over F.Y. 2023-24 and 35% over F.Y. 2022-23 primarily attributable to pricing pressures that affected both revenue and margins. Despite these challenges, the Company continues to maintain healthy collections and liquidity. Favorably, sales volumes were only 4% lower than F.Y. 2023-24 and in fact 21% higher than F.Y. 2022-23, reflecting sustained market demand. Moving forward, the strategic collaboration entered with Deepak Nitrite Limited in F.Y. 2025-26, is expected to support the Company regain its earlier performance levels. The management continues to do its best under the prevailing circumstances and remains committed to performing to the best of its capacity for the benefit of all stakeholders.

## 7. ENVIRONMENT HEALTH & SAFETY:

Your Company maintains robust systems for air, liquid and solid waste management along with effluent treatment and CETP membership which ensure compliance and safe disposal. Environmental safeguards such as air scrubbers, dust filters and fire protection systems are well integrated into operations. Regular safety drills, workplace improvements and community development initiatives reflect the Company's continued commitment to sustainability.

## 8. INTERNAL CONTROL SYSTEM:

The Company has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposal. The internal control systems are supplemented by internal audits and are reviewed by management. Audits by Internal and Statutory Auditors provide a means whereby identification of areas of improvement and corrective measures taken whenever applicable. The Company has an independent internal audit system, covering evaluation of all financial & major operating system controls. The internal audit findings and recommendations are reviewed by the Audit Committee and are then reported to the Board.

## 9. FINANCIAL & OPERATIONAL PERFORMANCE:

In F.Y. 2024-25, the chemical industry faced various challenges like volatility of raw material prices, dumping from China, disrupted logistics owing to geopolitical tensions, etc. These challenges, coupled with slowdown in key markets, had continued impact on Chemcrux's performance and same was reflected during the whole year in financial results. To overcome this, the Company employed initiatives for increasing its market place, improve its product mix and drive operational excellence. The Financial Highlights of the Company are summarized in table below:

Particulars	(In Lakhs, except EPS)	
	31 <sup>st</sup> March 2025	31 <sup>st</sup> March 2024
Revenue from Operations	7025.39	7846.53
Other Income	152.96	133.54
Total Revenue	7178.35	7980.07
Profit Before Tax	582.81	1143.15
Profit after Tax	418.86	844.43
Earnings per Share	2.83	5.70

**RATIOS:** The reasons for variation are provided where variance is more than 25% compared to previous financial year:

Ratio	Numerator	Denominator	Mar-25	Mar-24	% Variance	Reason for variance
(a) Current ratio	Total Current Assets	Total Current Liabilities	3.18	3.85	-17.37%	Decrease in ratio is due to decrease in Current assets and increase in current liabilities
(b) Debt-equity ratio	Short Term Borrowing + Long Term Borrowing	Total Equity	0.34	0.35	-3.24%	Decrease in ratio is due to decrease in Long Term Borrowings
(c) Debt service coverage ratio	Profit Before Interest and Tax	Total Debts Service (Interest + Finance Lease Payment + Principal Repayment)	0.31	0.42	-25.69%	The decrease in the ratio is due to an increase in the borrowing upto capitalisation of work in progress cost and decrease in profit as compared to last year.
(d) Return on equity ratio	Net Profit after Tax	Total Equity	5.65%	12.18%	-53.64%	Decrease in ratio is due to decrease in net profit
(e) Inventory turnover ratio	Net Sales	Average Inventory	7.78	6.97	11.56%	-
(f) Trade receivables turnover ratio	Net Sales	Average Trade Receivables	5.11	5.46	-6.47%	-
(g) Trade payables turnover ratio	Net Purchases	Average Trade Payable	11.56	7.17	61.24%	The ratio has improved due to decrease in average trade payable and increase in purchase as compared to last year.
(h) Net Working capital turnover ratio	Net Sales	Working Capital	2.08	2.01	3.88%	-
(i) Net profit ratio	Net Profit	Sales	5.96%	10.76%	-44.60%	Decrease in ratio is due to decrease in net profit
(j) Return on capital employed	Earning Before Interest and Tax	Capital Employed	7.07%	12.27%	-42.36%	Decrease in ratio is due to decrease in net profit
(k) Return on investment	Profit After Tax	Total Assets	3.73%	7.69%	-51.41%	Decrease in ratio is due to decrease in net profit

For the year ended 31<sup>st</sup> March 2025, the Board of Directors have recommended dividend of Re. 1/- per equity share of face value of Rs. 10/- each, which is subject to shareholders approval at the ensuing AGM.

#### 10. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:

Human capital has always been the Company's greatest strength and central to its success. As on 31<sup>st</sup> March 2025, the total team of 102, worked with collaboration and harmony across all levels. Further, the seasoned professionals were added in Production as well as in QA & R&D team, strengthening technical leadership. Moving forward, an ESOP proposal has been placed for shareholders approvals in the accompanying Notice of this Annual Report to retain and attract talents. Regular trainings are imparted to employees to ensure skill upgradation and future-readiness. With continuous emphasis on safety, wellbeing and ethical conduct, the Company is committed to providing a positive workplace that drives long-term progress.

#### 11. CAUTIONARY STATEMENTS:

This Management Discussion and Analysis section includes forward-looking statements based on certain assumptions and expectations. Actual results may differ materially and the Company gives no assurance of their accuracy or realization owing to everchanging scenarios. These assumptions and expectations may not materialize and the Directors provide no assurance in this regard.

**For and on behalf of the Board of Directors  
CHEMCRUX ENTERPRISES LIMITED**

**Place : Vadodara  
Date : 6<sup>th</sup> August 2025**

**Sd/-  
GIRISHKUMAR SHAH  
CHAIRMAN  
(DIN: 00469291)**

### **2.3 Annexure- III to the Board's Report 2024-25**

#### **Secretarial Audit Report**

**(For the Financial year ended on 31<sup>st</sup> March, 2025)**

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

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by CHEMCRUX ENTERPRISES LIMITED, CIN-L01110GJ1996PLC029329 (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 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 audit period covering the financial year ended on 31<sup>st</sup> 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, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31<sup>st</sup> March, 2025, according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder.
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings.
5. 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.
  - 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.
  - D. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. - Not Applicable to the Company during the Audit Period.
  - E. The Securities and Exchange Board of India (Issue and Listing of Non Convertible Securities) Regulations, 2021. - Not Applicable to the Company during the Audit Period.
  - 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 during the Audit Period. and
  - H. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. - Not Applicable to the Company during the Audit Period.

We have also examined compliance with the applicable clauses of the following: (i) The mandatory Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India. (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

Further, as per representation of management letter, considering its nature of business, process and location, the following Acts are specifically applicable to the Company.

1. The Water (prevention and control of pollution) Act, 1974 & Rules.
2. Air (Prevention & Control of Pollution) Act, 1981 & Rules.
3. Environment Protection Act, 1986 & Rules.
4. Hazardous Waste (Management & Handling) Rules, 1989.
5. Indian Boiler Regulations, 1950.

There are adequate systems and processes in the company to monitor and ensure compliance.

**We further report that;**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least 7 days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

During the Audit period, all the decisions were taken by the Board of Directors or Committee of the Board without any dissent by any of the Directors of the Company as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further 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 audit period;

- (a) The shareholders at Annual General Meeting dated 13<sup>th</sup> September, 2024 passed special resolution for entering into material related party transactions with Kalichem Private Limited.
- (b) The shareholders passed special resolutions through postal ballot process for (i) appointment of Mr. Nayankumar Shah as Independent Director and the appointment of Mr. Vipul Sanghvi as Director and Whole Time Director on 21.12.2024 (ii) appointment of Mr. Rohit Kothari as Independent director on 20.03.2025.
- (c) The Company acquired the entire equity share capital of Kalichem Private Limited with effect from February 27, 2025, thereby making it a wholly owned subsidiary.

**For Kashyap Shah & Co.**  
**Practising Company Secretaries**

**Place: Vadodara**  
**Date: 06.08.2025**

**(Kashyap Shah)**  
**Proprietor**  
**FCS No. 7662, CP No. 6672**  
**UDIN:- F007662G000947810**  
**PR NO. 1378/2021**

Note: This report is to be read with our letter of even date which is annexed as Annexure and forms an integral part of this report.

## ANNEXURE TO SECRETARIAL AUDIT REPORT

To,  
The Members,  
CHEMCRUX ENTERPRISES LIMITED  
330, TRIVIA Complex, Natubhai Circle,  
Racecourse,  
Vadodara - 390007

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and the practices, we followed provided 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.
4. Wherever 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 procedures on test basis.
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 Kashyap Shah & Co.**  
**Practising Company Secretaries**

**(Kashyap Shah)**  
**Proprietor**  
**FCS No. 7662. CP No. 6672**

**Place: Vadodara**  
**Date: 06.08.2025**

## 2.4 Annexure- IV to the Board's Report 2024-25

### Form AOC-1

#### Statement containing salient features of the financial statement of Subsidiaries or Associate Companies or Joint Ventures

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

#### Part A: Subsidiaries

As on 31<sup>st</sup> March 2025 Company had one Subsidiary (WOS), the details are as under:

(amounts are in INR Lakhs)

1. Name of the subsidiary: - Kalichem Private Limited\*
2. The date since when subsidiary was acquired: -27<sup>th</sup> February 2025
3. Reporting period for the subsidiary concerned, if different from the holding company's reporting period: - Same as holding company (01.04.2024 – 31.03.2025)
4. Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries: NA
5. Share capital: 1
6. Reserves and surplus: (148.93)
7. Total assets: 2,184.40
8. Total Liabilities: 2332.33
9. Investments: Nil
10. Turnover: 136.71
11. Profit before taxation: (128.15)
12. Provision for taxation: 20.78
13. Profit after taxation: (148.93)
14. Proposed Dividend: NA
15. Extent of shareholding (in percentage): 100%

Notes:

1. Name of subsidiaries which are yet to commence operations: NA
2. Names of subsidiaries which have been liquidated or sold during the year: NA

#### Part B Associates and Joint Ventures

#### Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

**Name of Associates or Joint Ventures:** Nil (other than the above, which is now a WOS)

1. Latest audited Balance Sheet Date: NA
2. Date on which the Associate or Joint Venture was associated or acquired: NA
3. Shares of Associate or Joint Ventures held by the company on the year end: NA
  - a. No. of Shares: NA
  - b. Amount of Investment in Associates or Joint Venture: NA
  - c. Extent of Holding (in percentage): NA
4. Description of how there is significant influence: NA
5. Reason why the associate/joint venture is not consolidated: NA
6. Net worth attributable to shareholding as per latest audited Balance Sheet: NA.
7. Profit or (Loss) for the year
  - a. Considered in Consolidation –N.A.
  - b. Not Considered in Consolidation – N.A.

\* Kalichem Private Limited, erstwhile a Joint Venture of the Company, became its Wholly Owned Subsidiary with effect from 27<sup>th</sup> February, 2025, pursuant to the acquisition of an additional 50% equity stake. Accordingly, the Company now holds 100% of the shareholding in Kalichem Private Limited.

**For and on behalf of the Board of Directors  
CHEMCRUX ENTERPRISES LIMITED**

Sd/-

**GIRISHKUMAR SHAH  
CHAIRMAN (DIN: 00469291)**

**Place: Vadodara  
Date: 6<sup>th</sup> August 2025**

## 2.5 Annexure-V to the Board's Report 2024-25

### ANNUAL REPORT ON CSR ACTIVITIES FOR FY 2024-25

- Brief outline on CSR Policy of the Company: The Company's CSR Policy containing inter-alia the specified areas for proposed CSR activity and is available on the website of Company at the link - [www.chemcrux.com/investor-info.php](http://www.chemcrux.com/investor-info.php) under Investor Info/Corporate Policies.
- Composition of CSR Committee as on 31<sup>st</sup> March 2025:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year (dated 06/05/2024)	Number of meetings of CSR Committee attended during the year
1	Mr. Girishkumar Shah*	Chairperson (Executive Chairman, Whole Time Director)	NA	NA
2	Mrs. Sidhdhi Shah	Member (Non-Executive Director)	1	1
3	Mr. Nayankumar Shah *	Member (Independent Director)	NA	NA

\* Mr. Girishkumar Shah and Mr. Nayankumar Shah have been appointed as to CSR Committee w.e.f. 12<sup>th</sup> February 2025, upon changes in Directors. The CSR Committee stands reconstituted w.e.f. 12<sup>th</sup> February 2025. Before that, the CSR committee composition was as under:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year (dated 06/05/2024)	Number of meetings of CSR Committee attended during the year
1	Mr. Sanjay Marathe\$	Chairperson (Managing Director)	1	1
2	Mrs. Sidhdhi Shah	Member	1	1
3	Mr. Mukund Bakshi#	Member (Independent Director)	1	1

\$ Committee Member upto 11<sup>th</sup> February 2025.

# Resigned w.e.f. close of business hours of 11<sup>th</sup> February 2025.

- Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company: [www.chemcrux.com/investor-info.php](http://www.chemcrux.com/investor-info.php) under Investor Info/Corporate Policies.
- Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: N.A.
- Average net profit of the company as per sub-section (5) of section 135: Rs. 17,08,68,821/-
  - Two percent of average net profit of the company as per sub-section (5) of section 135: Rs. 34,17,376/-
  - Surplus arising out of the CSR Projects or programmes or activities of the previous financial years: Nil
  - Amount required to be set-off for the financial year, if any: Nil
  - Total CSR obligation for the financial year [(b)+(c)-(d)]: Rs. 34,17,376/-
- Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): Rs. 34,22,405/-

Details of CSR amount spent against on ongoing projects for the financial year: Nil

Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent for the project (In Rs.)	Mode of implementation-Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number
1.	Contributed in classrooms renovation at Jalampura Primary School	Promoting Education	Yes	Gujarat	Vadodara	6,14,927/-	Yes	-	-
2.	Contributed in development of Residential School Facility	Promoting Education	Yes	Gujarat	Vadodara	5,11,000/-	No	Muni Seva Ashram	CSR00 00468
3.	Contributed in development of a facility at Sports Complex	Promoting Sports	Yes	Gujarat	Bharuch (Ankleshwar)	7,00,000/-	No	Ankleshwar Industrial Development Society	CSR000 03724
4	Contributed in development of classrooms at Chemical Engineering Department of MS University	Promoting Education	Yes	Gujarat	Vadodara	15,96,478/-	Yes	-	-
<b>Total</b>						34,22,405/-			

(b) Amount spent in Administrative Overheads: Nil

(c) Amount spent on Impact Assessment, if applicable: N.A.

(d) Total amount spent for the Financial Year [(a)+(b)+(c)]: Rs. Rs. 34,22,405/-

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount.	Date of transfer
Rs. 34.22 Lakhs	Nil	N.A.	N.A.	Nil	N.A.

(f) Excess amount for set-off, if any: Nil

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years: N.A.

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Yes ☐ No ☒

If yes, enter the number of Capital assets created/ acquired: N.A.

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub section (5) of section 135: N.A.

**Sd/-**  
**Girishkumar Shah**  
**Whole Time Director (Chairman of CSR Committee)**  
**(DIN: 00469291)**

**Sd/-**  
**Sidhdhi Shah**  
**Director (CSR Committee Member)**  
**(DIN: 00469138)**

## GLIMPSES OF CORPORATE SOCIAL RESPONSIBILITY FOR THE F.Y. 2024-25

### Development of a Residential School Facility at Muni Seva Ashram



### Development of a facility at Sports Complex (Ankleshwar Industrial Development Society)

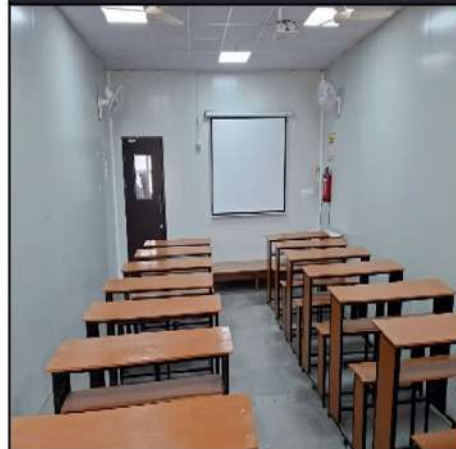




Classrooms  
renovation  
at  
Jalampura  
Primary  
School



Development of classrooms  
at Chemical Engineering  
Department of MS University



## INDEPENDENT AUDITOR'S REPORT

To,  
**The Members of Chemcrux Enterprises Limited**

### Report on the Standalone Financial Statements

#### Opinion

We have audited the accompanying Financial Statements of **CHEMCRUX ENTERPRISES LIMITED ("the Company")** which comprise the Balance sheet as at **31<sup>st</sup> March, 2025**, the Statement of Profit & Loss (Including the Statement of Other Comprehensive Income), the Statement of Cash Flow and Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Financial Statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and the profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

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

#### Key Audit Matters

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

#### Description of the Key Audit Matter

During the course of our audit, a significant area of focus was the identification and bifurcation of certain expenses incurred of similar nature between Revenue and Capital nature. This was particularly relevant due to the ongoing expansion and modernization activities at the plant, which involved substantial expenditures. As such, since the Company operates as Chemical Plant, the expenditure on Repairs and Maintenance is routinely incurred. There is a lot of similarity in the nature of expenditure incurred for both the above purposes i.e. expansion and repairs. Hence, the assessment of whether these expenses should be classified as revenue or capital expenditures involves complex judgments.

The classification of expenses as either revenue or capital in nature is critical because it directly affects the financial position and performance of the company. Revenue expenditures are expensed in the period they are incurred, impacting the profit or loss for the year, while capital expenditures are capitalized and depreciated over time, affecting both the balance sheet and future income statements. Given the significant judgment involved in this area and the potential impact on the financial statements, we considered this to be a key audit matter.

## Auditor's Response

Our audit procedures included, but were not limited to, the following:

- **Evaluation of Management's Process:** We assessed the process used by management to identify and bifurcate and segregate the expenses related to the expansion and modernization activities from expenses of similar nature incurred for repairs. This included evaluating the criteria set by management for classifying expenses as capital or revenue in nature.
- **Testing of Sample Transactions:** We selected a sample of expenses and traced them to supporting documentation to verify whether the classification as revenue or capital expenditures was appropriate. This included verifying the nature of the expenditure, the timing of the incurrence, and its alignment with the company's capitalization policy.
- **Review of Significant Contracts:** We reviewed contracts related to major capital expenditure to understand the nature of the work performed and the related expenses to ensure proper classification.
- **Discussion with Management:** We held discussions with management to understand the rationale behind their judgments, particularly for expenses that were difficult to classify.
- **Assessment of Consistency:** We examined whether the approach to classifying expenses as revenue or capital was consistent with prior periods and with applicable accounting standards.

Based on the procedures performed, we found that the management's classification of expenses between revenue and capital nature was reasonable and in accordance with the applicable financial reporting framework.

## Information Other than Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance, Shareholder's Information and Other Information included in the Company's Annual Report, but does not include the consolidated financial statements, standalone financial statements and our auditor's reports thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Account) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

### **Auditor's Responsibility for Audit of the Standalone Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be

communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditors Report) Order, 2020 ("the Order") issued by the Central Government in terms of section 143 (11) of the Companies Act, 2013, we enclose in the Annexure-A, a statement on the matters specified in paragraph 3 & 4 of the said Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations, which, to the best of our knowledge and belief, were necessary for the purpose of our Audit;
  - b) In our opinion, proper books of accounts as required by the law have been kept by the Company, so far as appears from our examination of the said books;
  - c) The Balance Sheet, Statement of Profit & Loss including Other Comprehensive Income, Statement of Changes in Equity and Cash Flow Statement dealt with by this report are in agreement with the books of accounts of the Company;
  - d) In our opinion, the Standalone Financial Statements comply with the Ind AS specified under Section 133 of the Act.
  - e) On the basis of written representations received from the directors, as on 31<sup>st</sup> March, 2025, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31<sup>st</sup> March, 2025 from being appointed as a director of the Company in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls; refer to our separate report in Annexure – B attached herewith.
  - g) With respect to the matter to be included in the Auditors Report u/s. 197(16) of the Act, in our opinion and according to information and explanations given to us, the remuneration paid by company to its directors is in accordance with the provisions of Section 197 of the Act read with Schedule V in terms of requisite approvals obtained as mandated therein and is not in excess of the limits specified therein.
  - h) With respect to the other matters to be included in our Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - (i) There are no pending litigations.
    - (ii) There are no long-term contracts for which there were material foreseeable losses for which provision is required
    - (iii) There were no amounts which were required to be transferred to the Investor Protection Fund by the Company.
    - (iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or

invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

(v) The Dividend declared and paid during the year by the Company is in compliance with Section 123 of the Act.

(vi) Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements under Rule 3(1) of the Companies (Accounts) Rules, 2014.

**FOR, NARESH & CO**  
**CHARTERED ACCOUNTANTS**  
**(F.R.N. 106928W)**

**DATE: 20.05.2025**  
**PLACE: VADODARA**

*Sd/-*  
**CA HARIN PARIKH**  
**PARTNER**  
**(M R N: 107606)**  
**UDIN: 25107606BMOJDV5387**

## “ANNEXURE – A” TO THE INDEPENDENT AUDITORS’ REPORT

**(Referred to in Paragraph 1 under “Report on Other Legal and Regulatory Requirement’s” section of our Report of even date for the year ended 31<sup>st</sup> March 2025 on the Standalone Financial Statements of Chemcrux Enterprises Limited)**

- (i) (a) (A) The Company has maintained proper records of Property Plant & Equipments purchases. However, as informed to us the Company is in the process of updating its old records and Property Plant & Equipments Register showing full particulars including quantitative details and the situation of Property Plant & Equipments.
- (B) The Company has maintained proper records showing full particulars of the Intangible Assets.
- (b) The Company has a regular program of physical verification of its Property, Plant and Equipment by which the Property, Plant and Equipment are verified in phased manner over a period of time. In accordance with its program, certain Property, Plant and Equipment were verified during the year and as informed to us, no material discrepancies were noticed on such verification. In our opinion, the program of verification is reasonable having regard to the size of the Company and the nature its Assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, we report that the title deeds of immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the Financial Statements are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment or Intangible Assets during the year.
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) The physical verification of inventories has been conducted at reasonable intervals by the management of the Company and in our opinion, and to the best of our knowledge and belief, the coverage and procedure for such verification by the management is appropriate. On the basis of our examination of the records of physical verification of inventory, we are of the opinion that no discrepancies of 10% or more in aggregate for each class of inventory were noticed. The discrepancies noticed on verification between the physical stocks and the book records were not material and have been properly dealt with in the books of accounts.
- (b) The Company has not been obtained sanction of working capital limits in excess of Rs. 5 Crores, in aggregate, from banks or financial institutions on the basis of security of current assets, at any point of time of the year. Hence, no comments are required on Paragraph 3 (ii)(b) of the Order.
- (iii) During the year, the Company provided an additional unsecured loan to Kalichem Private Limited of Rs. 209 Lacs and also made additional investments of Rs. 0.50 Lacs in Equity Shares of Kalichem Private Limited.

Kalichem Private Limited was a 50:50 Joint Venture of the Company with Kalintis Healthcare Private Limited till 27<sup>th</sup> February, 2025 on which date the Company acquired balance 50% stake of the Co-Venturer making Kalichem a 100% subsidiary of the Company.

Apart from the above the Company has not made any Investments in, provided any guarantee of security or granted any loans or advances in the nature of loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships or any other parties during the year.

- (a) Loans granted to Kalichem Private Limited in preceding years were also subsisting as at the end of the year under report.

The details of the loan granted and persisting as at the year end are as under :

Aggregate amount of loan granted during the year – Rs. 209 Lacs

Balance outstanding as at the Balance Sheet Date – Rs. 559 Lacs

The Company is also a Corporate Guarantor for Bank Finances obtained by the said M/s. Kalichem Private Limited.

The details of the sums guaranteed are as under :

Term Loan and Working Capital Limits sanction to Kalichem Private Limited

Rs. 1346.19 Lacs

Balance of Term Loan and Working Capital limits utilized as at the Balance Sheet Date

Rs. 1249.03 Lacs

Apart from the above the Company has not granted any loans or provided advances in the nature of loans, or stood guarantee, or provided security, to any other entity.

- (b) The Investments made in Kalichem Private Limited, the guarantee provided and the terms and conditions of the grant of the loans and guarantees provided are not prejudicial to the interests of the Company.
- (c) In respect of the loan granted, the schedule of repayment of principal and payment of interest has been stipulated. No repayments or receipts were due during the year.
- (d) No amount was overdue against the loan granted.
- (e) The loan granted had not fallen due during the year. Hence, there are no comments required regarding renewal or extension of the same.
- (f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying the period of repayment.
- (iv) The Loans, Investments, Guarantees and Security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable have been complied with by the Company.
- (v) The Company has not accepted any deposits or amounts deemed to be deposits within the meaning of Section 2(31) of the Companies Act 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and hence the compliance to the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act and the Rules framed there under are not applicable. No order has been passed by Company Law Tribunal or Reserve Bank of India or any court or any other tribunal
- (vi) We have broadly reviewed the cost records maintained by the company for its products pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government for the maintenance of cost records under Section 148(1) of the Companies Act, 2013 and we are of the opinion that *prima facie* the prescribed cost records have been made and maintained. However, we have not made a detailed examination of these records with a view to determine whether they are accurate or complete
- (vii) (a) According to the records of the Company, the Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employee's State Insurance, Income Tax, Goods and Service Tax, Custom Duty, Cess and other material statutory dues applicable to it to the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to the Company were outstanding, as at 31<sup>st</sup> March, 2025 for a period of more than six months from the date they became payable.

- (b) According to the records of the company, there are no dues of Provident Fund, Employee's State Insurance, Income Tax, Goods and Service Tax, Custom Duty, Cess and other material statutory dues applicable to it which have not been deposited on account of any dispute.
- (viii) There are no transactions not recorded in the books of accounts that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961. Hence no further comments are required under Para 3(viii) of the Order.
- (ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender. Hence no further comments are required under Para 3(ix)(a) of the Order.
- (b) The Company has not been declared Willful Defaulter by and bank or financial institution or another lender.
- (c) The Term Loans raised during the year were applied for the purpose for which they were obtained.
- (d) On the basis of review of utilization of funds which is based on an overall examination of the balance sheet of the Company, related information as made available to us and as represented to us by the Management, we report that in general funds raised on short-term basis have not been used for long-term purposes.
- (e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its Wholly Owned Subsidiary Kalichem Private Limited (which was a Joint Venture till 27<sup>th</sup> Feb 2025).
- (f) The Company has not raised any loans during the year on the pledge of securities held in its Wholly Owned Subsidiary Kalichem Private Limited (which was a Joint Venture till 27<sup>th</sup> Feb 2025).
- (x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year.
- (b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.
- (xi) (a) There has been no fraud by the Company or any fraud on the Company that has been noticed or reported during the year.
- (b) No report under Sub-section (12) of S. 143 of the Act has been filed by the Auditors in Form ADT-4 as prescribed under Rule 12 of the Companies (Audit and Auditors) Rule, 2014 with the Central Government.
- (c) As per the information and explanation given to us, no whistle-blower complaints, were received by the Company during the year.
- (xii) The Company is not a "Nidhi" Company. Hence, Para (xi) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards
- (xiv) (a) The Company has an internal audit system commensurate with the size of the Company and nature of its business.

- (b) The Reports of the Internal Auditor for the period under Audit were considered by the Statutory Auditors.
  - (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, Paragraph 3(xv) of the Order is not applicable.
  - (xvi) (a) As per information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 [2 of 1934].
  - (b) The Company has not conducted any Non-Banking Financial or Housing Finance Activities during the year.
  - (c) The Company or any member Company of the Group is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Hence, no comments are required on Paragraph (xvi) (c) & (d) of the Order.
  - (xvii) The Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.
  - (xviii) There has been no resignation of the Statutory Auditor during the year.
  - (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) The Company has spent the amount required to meet its Corporate Social Responsibility (CSR) obligations as per S. 135 of the Act. The Company does not have any ongoing CSR Projects. Hence no further comments are required under Para (xx) of the Order.
  - (xxi) These being standalone financial statements, no comments are required under Paragraph (xxi) of the Order since the same is related to Consolidated Financial Statements.

**FOR, NARESH & Co**  
**CHARTERED ACCOUNTANTS**  
**(F.R.N. 106928W)**

*Sd/-*  
**CA HARIN PARIKH**  
**PARTNER**  
**(M R N: 107606)**

**UDIN: 25107606BMOJDV5387**

**DATE: 20.05.2025**  
**PLACE: VADODARA**

## **“Annexure – B” to the Independent Auditor’s Report**

**(Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”))**

**(Referred to in Paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirement’s” section of our Report of even date for the year ended 31<sup>st</sup> March 2025 on the Standalone Financial Statements of Chemcrux Enterprises Limited)**

We have audited the internal financial controls over financial reporting of CHEMCRUX ENTERPRISES LIMITED (“the Company”), as on 31<sup>st</sup> March, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### **Management’s Responsibility for Internal Financial Controls**

The Respective Board of Directors of the Company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

### **Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

**FOR, NARESH & CO**  
**CHARTERED ACCOUNTANTS**  
**(F.R.N. 106928W)**

**DATE: 20.05.2025**  
**PLACE: VADODARA**

*Sd/-*  
**CA HARIN PARIKH**  
**PARTNER**  
**(M R N: 107606)**  
**UDIN: 25107606BMOJDV5387**

**CHEMCRUX ENTERPRISES LIMITED- STANDALONE BALANCESHEET AS AT 31<sup>ST</sup> MARCH 2025**

(In Lakhs)

	Particulars	Note No.	As at 31st March, 2025	As at 31st March, 2024
<b>I.</b>	<b>ASSETS</b>			
<b>(1)</b>	<b>Non - Current Assets</b>			
	(a) Property, Plant and Equipment	4	5,639.86	3,182.84
	(b) Capital Work In Progress	5	161.08	2,105.78
	(c) Investment Property	6	67.78	67.78
	(d) Right of Use Assets	7	44.23	56.57
	(e) Other Intangible Assets	8	2.84	1.54
	(f) Financial Assets			
	(i) Investments	9	5.70	5.17
	(ii) Loans	10	559.00	350.00
	(iii) Others	11	275.47	234.04
	(g) Other Non - Current Assets	12	-	-
<b>(2)</b>	<b>Current Assets</b>			
	(a) Inventories	13	964.89	841.06
	(b) Financial Assets			
	(i) Investments	9	1,978.15	1,977.41
	(ii) Trade Receivables	14	1,221.30	1,529.98
	(iii) Cash and Cash Equivalents	15	101.38	7.09
	(iv) Other Bank Balances	16	12.88	511.14
	(v) Loans	17	23.48	23.02
	(vi) Others	18	6.21	6.18
	(c) Other Current Assets	19	150.28	87.07
	<b>Total Assets</b>		<b>11,214.51</b>	<b>10,986.68</b>
<b>II.</b>	<b>EQUITY AND LIABILITIES</b>			
<b>(1)</b>	<b>Equity</b>			
	(a) Equity Share Capital	20	1,480.88	1,480.88
	(b) Other Equity	21	6,130.30	5,744.97
	<b>Liabilities</b>			
<b>(2)</b>	<b>Non - Current Liabilities</b>			
	(a) Financial Liabilities			
	(i) Long Term Borrowings	22	1,787.74	2,152.68
	(ii) Lease Liabilities	23	60.70	77.24
	(iii) Other Financial Liabilities	24	-	-
	(b) Provisions	25	5.57	17.56
	(c) Deferred Tax Liability (net)	26	346.46	217.86
<b>(3)</b>	<b>Current Liabilities</b>			
	(a) Financial liabilities			
	(i) Short Term Borrowings	27	816.02	401.96
	(ii) Lease Liabilities	23	16.54	13.35
	(iii) Trade Payables	28		
	a) Total Outstanding Dues of Micro Enterprises and Small Enterprises		26.44	264.41
	b) Total Outstanding Dues of Creditors Others than Micro Enterprises and Small Enterprises		374.66	333.61
	(iv) Other Financial Liabilities	24	60.42	159.69
	(c) Other Current Liabilities	29	108.77	106.96
	(b) Provisions	25	-	-
	(d) Current Tax Liabilities (Net)	30	-	15.52
	<b>Total Equity and Liabilities</b>		<b>11,214.51</b>	<b>10,986.68</b>
	The accompanying notes 1 to 67 are an integral part of the Financial Statements.			
	<b>As per our report of even date attached.</b>			

For Naresh & Co  
Chartered Accountants  
FRN: 106928W

Sd/-  
CA Harin Parikh  
Partner  
Membership No: 107606  
UDIN: 25107606BMOJDV5387  
Place: Vadodara  
Dated: 20.05.2025

For and on behalf of the Board of Directors  
For Chemcrux Enterprises Limited

Sd/-  
Girishkumar Shah  
Whole-Time Director  
DIN: 00469291  
Sd/-  
Ramesh Kambariya  
CFO  
Place: Vadodara

Sd/-  
Sanjay Marathe  
Managing Director  
DIN: 01316388  
Sd/-  
Dipika Rajpal  
CS  
Dated: 20.05.2025

**STANDALONE OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2025**

(In Lakhs)

	Particulars	Note No.	Year ended 31st March, 2025	Year ended 31st March, 2024
I.	Revenue from Operations	31	7,025.39	7,846.53
II.	Other Income	32	152.96	133.55
<b>III.</b>	<b>Total Income (I+II)</b>		<b>7,178.35</b>	<b>7,980.07</b>
<b>IV.</b>	<b>Expenses:</b>			
	Cost of Materials Consumed	33	3,042.21	2,533.25
	Purchase of Stock in Trade	34	-	-
	Changes in Inventories of Finished Goods and Work in Progress	35	(236.26)	579.79
	Employee Benefits Expense	36	852.68	882.91
	Finance Costs	37	163.84	83.24
	Depreciation and Amortization Expense	4,7,8	313.06	228.52
	Other Expenses	38	2,460.01	2,529.21
	<b>Total Expenses (IV)</b>		<b>6,595.54</b>	<b>6,836.92</b>
<b>V.</b>	<b>Profit Before Tax (III-IV)</b>		<b>582.81</b>	<b>1,143.15</b>
<b>VI.</b>	<b>Tax Expense :</b>			
	Current Tax		75.00	285.00
	Deferred Tax		90.06	11.89
	Income Tax relating to Earlier Years		(1.11)	1.83
			<b>163.96</b>	<b>298.72</b>
<b>VII.</b>	<b>Profit for The Year</b>		<b>418.86</b>	<b>844.43</b>
<b>VIII.</b>	<b>Other Comprehensive Income</b>			
	(i) Items that will not be reclassified to profit or loss			
	- Defined Benefit Plan		26.18	(45.09)
	(ii) Income tax relating to items that will not be reclassified to profit or loss		6.59	(11.35)
	(iii) Items that will be reclassified to profit or loss			
	- Fair Value Gain on Investments		126.92	133.65
	(iv) Income tax relating to items that will be reclassified to profit or loss		31.95	33.64
	<b>Total Other Comprehensive Income, Net of Tax</b>		<b>114.57</b>	<b>66.27</b>
<b>IX.</b>	<b>Total Comprehensive Income for The Year</b>		<b>533.42</b>	<b>910.70</b>
<b>X.</b>	<b>Earnings per Equity Share (Nominal value per share Rs. 10/-)</b>			
	- Basic (Rs.)		<b>2.83</b>	<b>5.70</b>
	- Diluted (Rs.)		<b>2.83</b>	<b>5.70</b>
	The accompanying notes 1 to 67 are an integral part of the financial statements.			
<b>As per our report of even date attached.</b>				

For Naresh & Co  
Chartered Accountants  
FRN: 106928W

Sd/-  
CA Harin Parikh  
Partner  
Membership No: 107606  
UDIN: 25107606BMOJDV5387  
Place: Vadodara  
Dated: 20.05.2025

For and on behalf of the Board of Directors  
For Chemcrux Enterprises Limited

Sd/-  
Girishkumar Shah  
Whole-Time Director  
DIN: 00469291  
Sd/-  
Ramesh Kambariya  
CFO  
Place: Vadodara

Sd/-  
Sanjay Marathe  
Managing Director  
DIN: 01316388  
Sd/-  
Dipika Rajpal  
CS  
Dated: 20.05.2025

**STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

(In Lakhs)

Sr.	Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
<b>A.</b>	<b>Cash flow from Operating Activities :</b>		
	<i>Net Profit before Tax &amp; Extra Ordinary Items</i>	582.81	1,143.15
	Adjustment for :		
	Depreciation & Write-offs	313.06	228.52
	Loss/(Profit) on Sale of PPE	(5.98)	16.84
	Interest Expense	163.84	83.24
	Interest Income	(74.67)	(39.17)
	Gain on Mutual Funds	(23.81)	(34.38)
	Gratuity Expense	14.20	7.22
	<b>Operating Profit before Working Capital Changes</b>	<b>969.45</b>	<b>1,405.43</b>
	Adjustments for :		
	(Increase)/Decrease in Trade Receivables	308.69	(186.06)
	(Increase)/Decrease in Inventories	(123.83)	568.01
	(Increase)/Decrease in Loans & Advances	(0.49)	(12.55)
	(Increase)/Decrease in other current assets	4.71	280.76
	Increase/(Decrease) in Trade Payable	(196.91)	(205.21)
	Increase/(Decrease) in Other Current Liabilities	(112.98)	35.43
	Increase/(Decrease) in Long term provisions	-	17.56
	<b>Cash Generated from Operating Activities</b>	<b>848.64</b>	<b>1,903.36</b>
	Direct Taxes Paid	(141.82)	(269.48)
	<i>Cash Flow before Extra Ordinary Items</i>	706.82	1,633.88
	Prior Period Items ( being cash items )	-	-
	<b>Net Cash Flow from Operating Activities</b>	<b>706.82</b>	<b>1,633.88</b>
<b>B.</b>	<b>Cash Flow from Investing Activities</b>		
	Purchase of PPE	(825.35)	(2,428.51)
	Net Proceeds from Sale of PPE	17.00	110.00
	Dividend Received	-	-
	Investments (Net)	149.48	(239.76)
	Loan Given to Related Parties	(209.00)	(70.00)
	Interest Received	74.67	39.17
	<b>Net Cash used in Investment Activities</b>	<b>(793.21)</b>	<b>(2,589.10)</b>
<b>C.</b>	<b>Cash Flow from Financing Activities</b>		
	Interest Paid	(163.84)	(83.24)
	(Increase)/Decrease in Financial and Other - Non Current Assets	(41.43)	(59.07)
	Increase/(Decrease) in Short Term Borrowings	414.06	86.07
	Increase/(Decrease) in Lease Liabilities	(13.35)	(10.57)
	Increase/(Decrease) in Long Term Borrowings	(364.94)	1,127.04
	Dividend Paid	(148.09)	(296.18)
	<b>Net Cash used in Financing Activities</b>	<b>(317.59)</b>	<b>764.05</b>
<b>D.</b>	<b>Net Increase/(Decrease) in Cash and Bank Balance</b>	<b>(403.97)</b>	<b>(191.17)</b>
	Cash & Bank Balance at beginning of the year	518.24	709.41
	<b>Cash &amp; Bank balances at the end of the year</b>	<b>114.26</b>	<b>518.24</b>
	<b>Details of Cash &amp; Bank Balance</b>		
	Balances with Banks	99.75	5.09
	Cash on hand	1.97	2.46
	Deposits held as Margin Money	12.54	10.68
	Other Fixed Deposits with Bank	-	500.00

For Naresh & Co  
Chartered Accountants  
FRN: 106928W

Sd/-  
CA Harin Parikh  
Partner  
Membership No: 107606  
UDIN: 25107606BMOJDV5387  
Place: Vadodara  
Dated: 20.05.2025

For and on behalf of the Board of Directors  
For Chemcrux Enterprises Limited

Sd/-  
Girishkumar Shah  
Whole-Time Director  
DIN: 00469291  
Sd/-  
Ramesh Kambariya  
CFO  
Place: Vadodara

Sd/-  
Sanjay Marathe  
Managing Director  
DIN: 01316388  
Sd/-  
Dipika Rajpal  
CS  
Dated: 20.05.2025

## RECONCILIATION OF LIABILITIES FROM FINANCIAL ACTIVITIES

(In Lakhs)

Particulars		Lease Liabilities	Long Term Borrowings	Short Term Borrowings
Opening Balance (FY 2024-25)		90.59	2,152.68	401.96
Opening Balance (FY 2023-24)		101.16	1,025.64	315.89
Cash inflow / (Outflow) (FY 2024-25)	-	20.13	- 364.94	414.06
Cash inflow / (Outflow) (FY 2023-24)	-	18.30	1,127.04	86.07
Non Cash Changes (FY 2024-25)		6.78	-	-
Non Cash Changes (FY 2023-24)		7.73	-	-
Closing Balance (FY 2024-25)		77.24	1,787.74	816.02
Closing Balance (FY 2023-24)		90.59	2,152.68	401.96

**STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2025:**

**(a) Equity Share capital**

(In Lakhs)

	Balance at the beginning of the year	Changes in equity share capital during the year	Balance at the end of the year
For the year ended 31st March, 2024	1,480.88	-	1,480.88
For the year ended 31st March, 2025	1,480.88	-	1,480.88

**(b) Other Equity**

(In Lakhs)

	Reserves and Surplus				Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings	Other Comprehensive Income	
<b>Balance as at 1st April, 2023</b>	-	-	5,121.79	37.90	5,159.70
Profit for the year	-	-	844.43	-	844.43
Other Comprehensive Income (net of tax)					
- Remeasurement of Defined Benefit Plan				(33.74)	(33.74)
- Fair Value Impact of Investment to be routed through OCI				100.01	100.01
Less: Re-Classified to Statement of Profit and Loss for the Year	-	-	-	(29.25)	(29.25)
Dividends paid including dividend tax thereon	-	-	(296.18)	-	(296.18)
<b>Balance as at 31st March, 2024</b>	-	-	5,670.04	74.92	5,744.97
<b>Balance as on 1st April, 2024</b>	-	-	5,670.04	74.92	5,744.97
Profit for the year	-	-	418.86	-	418.86
Other Comprehensive Income (net of tax)					
- Remeasurement of Defined Benefit Plan	-			19.59	19.59
- Fair Value Impact of Investment to be routed through OCI				94.98	94.98
(Net of Re-Classified to Statement of Profit and Loss for the Year)					
Dividends paid including dividend tax thereon	-	-	(148.09)	-	(148.09)
<b>Balance as at 31st March, 2025</b>	-	-	5,940.81	189.49	6,130.30

**For Naresh & Co**  
**Chartered Accountants**  
**FRN: 106928W**

**Sd/-**  
**CA Harin Parikh**  
**Partner**  
**Membership No: 107606**  
**UDIN: 25107606BMOJDV5387**

**Place: Vadodara**  
**Dated: 20.05.2025**

**For and on behalf of the Board of Directors**  
**For Chemcrux Enterprises Limited**

**Sd/-**  
**Girishkumar Shah**  
**Whole-Time Director**  
**DIN: 00469291**

**Sd/-**  
**Sanjay Marathe**  
**Managing Director**  
**DIN: 01316388**

**Sd/-**  
**Ramesh Kambariya**  
**CFO**

**Sd/-**  
**Dipika Rajpal**  
**CS**

**Place: Vadodara**  
**Dated: 20.05.2025**

**NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS ANNEXED THERETO FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2025**

**1. General Information of the Company:**

Chemcrux Enterprises Limited (“the company”) was incorporated in April 1996 under erstwhile Companies Act, 1956 to undertake the business of manufacturing or processing of Bulk Drug Intermediates like Para Chloro Benzoic, Ortho Benzoic Acid, and Lasamide etc.

The Company started its business activities in the year 2000-01 by taking over the running business of M/s. Chemcrux, a partnership firm of the promoters, as a going concern. It manufactures Bulk Drug Intermediates and caters Domestic and International markets and has a healthy track record.

The Equity Shares of Company were listed on the BSE SME exchange 28<sup>th</sup> March 2017. Thereafter the Company has successfully migrated to the Main Board of the BSE from 5<sup>th</sup> May, 2022.

**2. Basis of Preparation:**

**a. Statement of Compliance**

These financial statements are the separate financial statements of the Company (also called standalone financial statements) and comply in all material aspects with the Indian Accounting Standards (“Ind AS”) notified under section 133 of the Companies Act, 2013 (“the Act”), read together with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time, relevant provisions of the Act and other accounting principles generally accepted in India. The accounting policies have been consistently applied except where a newly issued accounting standard initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

**b. Basis of Preparation, Presentation and Measurement**

These Financial Statements are presented in Indian Rupees (₹), which is also the Company’s functional currency. All amounts have been rounded-off to two decimal places to the nearest Lakhs, unless otherwise indicated.

These financial statements have been prepared on an accrual basis and under the historical cost basis except as under:

- a) certain financial assets and liabilities are measured at fair value or amortized cost (refer accounting policy regarding financial instruments)
- b) defined benefit liability is measured as per actuarial valuation

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis and measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 or value in use in Ind AS 36.

**c. Significant accounting judgements, estimates and assumptions**

The preparation of the company’s financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, the

accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

#### **d. Critical accounting estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the company. Such changes are reflected in the assumptions when they occur.

##### **i. Taxes**

Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

##### **ii. Employee Benefit Plans**

The cost of the defined benefit gratuity plan, other post-employment benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate; future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

##### **iii. Contingencies**

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal, contractor and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgement and the use of estimates regarding the outcome of future events.

##### **iv. Property, Plant and Equipment**

Useful lives and residual values are determined by the management at the time the asset is acquired and reviewed at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technical or commercial obsolescence arising from changes or improvements in production or from a change in market demand of the product or service output of the asset.

#### **e. Amendments to Existing Accounting Standards**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS – 117 "Insurance Contracts" and amendments to Ind AS 116 – "Leases", relating to sale and leaseback transactions, applicable w.e.f. April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that the Company has not entered into transactions covered under Ind 117 & amendments to Ind AS 116 and therefore, there is no impact on the financial statements'.

### **3. Significant Accounting Policies:**

#### **3.1 Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current / non- current classification as per Company's normal operating cycle. The operating cycle is the time between the acquisition of assets and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

### **3.2 Property, Plant & Equipments**

#### **Recognition and initial measurement**

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use but are net of tax credits (GST) availed, including borrowing costs capitalized on qualifying assets. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company.

All other repair and maintenance costs are recognized in statement of profit or loss as incurred.

#### **Subsequent measurement (depreciation and useful lives)**

Property, Plant and Equipment are subsequently measured at cost less accumulated depreciation and impairment losses, if any.

Depreciation on property, plant and equipment has been provided using straight line method using rates determined based on management's assessment of useful economic lives of the asset upon the asset being put to use.

Followings are the estimated useful lives of various category of assets used which are aligned with useful lives defined in schedule II of Companies Act, 2013:

Office Building	30 Years
Factory Building	30 Years
Furniture & Fixture	10 Years
Vehicles	8 Years
Plant & Machinery	15 Years
Office Equipment	5 Years
Computers	3 Years
Pollution Control System	15 Years

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

## **Derecognition**

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in the statement of profit and loss, when the asset is de-recognized.

## **Capital work-in-progress (CWIP)**

Cost of property, plant and equipment not ready for use as at the reporting date are disclosed as capital work-in progress. At the point when a item is started to be operated for its intended use, the accumulated cost are transferred to appropriate category of Property Plant and Equipment & Depreciation is commenced.

## **Investment property**

Property that is held for long term rental yield or for capital appreciation or both, and that is not occupied by the Company, is classified as Investment property. Investment properties measured initially at cost including related transitions cost and where applicable borrowing cost. Subsequent expenditure is capitalised to the assets carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the entity and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

### **3.3 Intangible assets**

#### **Recognition and Measurement**

Intangible assets are recognised when the asset is identifiable, is within the control of the company, it is probable that the future economic benefits that are attributable to the asset will flow to the company and cost of the asset can be reliably measured.

Expenditure on research activities is recognised in the statement of profit and loss as incurred. Development expenditure is capitalised only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the company intends to and has sufficient resources to complete development and to use or sell the asset.

Intangible assets acquired by the company that have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses. Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level.

#### **Subsequent Measurement**

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates.

#### **Amortisation**

Amortisation is calculated over the cost of the asset, or other amount substituted for cost, less its residual value. Amortisation is recognised in statement of profit and loss on a straight-line basis over the estimated useful lives of intangible assets from the date that they are available for use, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset.

The estimated useful lives for current and comparative periods are as follows:

Operating Software	10 Years
--------------------	----------

### 3.4 Leases

The Company determines whether an arrangement contains a lease by assessing whether the fulfilment of a transaction is dependent on the use of a specific asset and whether the transaction conveys the right to control the use of that asset to the Company in return for payment.

#### **The Company as lessee**

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components. The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception comprises of the amount of initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date.

Certain lease arrangements include options to extend or terminate the lease before the end of the lease term. The right-of-use assets and lease liabilities include these options when it is reasonably certain that such options would be exercised.

The right-of-use assets are subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any re-measurement of the lease liability. The right-of-use assets are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

Lease liability is measured at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications. The Company recognises the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

Variable lease payments not included in the measurement of the lease liabilities are expensed to the statement of profit and loss in the period in which the events or conditions which trigger those payments occur.

In a sale and lease back transaction, the Company measures right-of-use asset arising from the leaseback as the proportion of the previous carrying amount of the asset that relates to the right-of-use retained. The gain or loss that the company recognises in the statement of profit and loss is limited to the proportion of the total gain or loss that relates to the rights transferred to the buyer.

#### **The Company as lessor**

##### **Operating lease:**

Rental income from operating leases is recognised in the statement of profit and loss on a straight-line basis over the term of the relevant lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset is diminished. Initial direct costs incurred

in negotiating and arranging an operating lease are added to the carrying value of the leased asset and recognised on a straight-line basis over the lease term.

### **Finance lease**

When assets are leased out under a finance lease, the present value of minimum lease payments is recognised as a receivable. The difference between the gross receivable and the present value of receivable is recognised as unearned finance income. Lease income is recognised over the term of the lease using the net investment method before tax, which reflects a constant periodic rate of return.

### **3.5 Impairment of non-financial assets**

At each reporting date, the Company reviews the carrying amounts of its non-financial assets to determine whether there is any indication of impairment. If any such indication of impairment exists, then the asset's recoverable amount is estimated. For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash generating units (CGUs).

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

### **3.6 Provisions, Contingent Liabilities and Contingent Assets**

#### **Provisions:**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost in respective expense.

#### **Contingent Liabilities and Contingent Assets:**

Contingent liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

### **3.7 Income Tax**

#### **Current Tax:**

Provision for current tax is made as per the provisions of the Income Tax Act, 1961. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation

authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

#### **Deferred tax:**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxation authority.

### **3.8 Employee Benefits**

#### **Short-term Employee Benefits:**

Employee benefit liabilities such as salaries, wages and bonus, etc. that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at an undiscounted amount expected to be paid when the liabilities are settled.

#### **Post-employment benefit plans:**

##### **Defined Contribution Plans**

State governed Provident Fund Scheme and Employees State Insurance Scheme are defined contribution plans. The contribution paid / payable under the schemes is recognised during the period in which the employees render the related services.

##### **Defined Benefit Plans**

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's gratuity scheme is a defined benefit plan. The Company recognises the defined benefit liability in Balance sheet. The present value of the obligation under such defined benefit plan and the related current service cost and, where applicable past service cost is determined based on an actuarial valuation done using the Projected Unit Credit Method by an independent actuary, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures

each unit separately to build up the final obligation. The obligations are measured at the present value of the estimated future cash flows.

Re-measurements, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) is reflected immediately in Other Comprehensive Income in the Statement of Profit and loss. All other expenses related to defined benefit plans are recognised in Statement of Profit and Loss as employee benefit expenses. Re-measurements recognised in Other Comprehensive Income will not be reclassified to Statement of Profit and Loss hence it is treated as part of retained earnings in the Statement of Changes in Equity.

### **3.9 Fair Value Measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or Liability
- The principal or the most advantageous market must be accessible to/ by the Company

#### **Fair value hierarchy**

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole;

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: valuation techniques for which the lowest level input that has a significant effect on the fair value measurement are observable, either directly or indirectly.

Level 3: valuation techniques for which the lowest level input which has a significant effect on the fair value measurement is not based on observable market data.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

### **3.10 Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### **Financial assets**

##### **Initial recognition and measurement:**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

##### **Subsequent measurement:**

For purposes of subsequent measurement, financial assets are measured in their entirety at either amortized cost or fair value, depending on the classification of financial asset.

► **Financial Assets at amortized cost:**

A Financial Asset is measured at the amortized cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR.

The EIR amortization and losses arising from impairment are recognized in the Statement of Profit & Loss. The amortized cost of the financial asset is also adjusted for loss allowance, if any

► **Financial Assets at FVTOCI:**

A Financial Asset is measured at fair value through other comprehensive income if both the following conditions are met:

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at fair value and changes therein are recognized directly in other comprehensive income, net of applicable taxes.

► **Financial Assets at FVTPL:**

FVTPL is a residual category for Financial Assets.

Any Financial Asset, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the company may elect to designate a Financial Instrument which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Financial Assets included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit & Loss.

**Presentation in Financial Statements:**

The company has made an election for classification and subsequent measurement for its investments based on its business model and is disclosed in relevant note of investments respectively.

**Derecognition of Financial Assets:**

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. Any gain or loss on de-recognition is recognized in the Statement of Profit and Loss.

### **Impairment of financial assets:**

In accordance with Ind AS 109, the company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e. g. Loans and trade receivables.
- The company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables that do not contain a significant financing component.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

### **Financial liabilities**

#### **Initial recognition and measurement:**

All financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

All financial liabilities are initially measured at fair value deducted by, in the case of financial liabilities not recorded at fair value through profit or loss, transaction costs that are attributable to the liability.

#### **Subsequent measurement:**

Financial liabilities are classified as measured at amortised cost using the effective interest method. The Company's financial liabilities include trade payables, borrowings and other financial liabilities.

Under the effective interest method, the future cash payments are exactly discounted to the initial recognition value using the effective interest rate. The cumulative amortization using the effective interest method of the difference between the initial recognition amount and the maturity amount is added to the initial recognition value (net of principal repayments, if any) of the financial liability over the relevant period of the financial liability to arrive at the amortized cost at each reporting date. The corresponding effect of the amortization under effective interest method is recognized as expense over the relevant period of the financial liability in the Statement of Profit and Loss.

#### **Derecognition:**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the Derecognition of the original liability and the recognition of a new liability. The difference between the carrying amount of the financial liability derecognized and the consideration paid is recognized in the Statement of Profit and Loss.

#### **Offsetting of financial instruments:**

Financial assets and financial liabilities are offset and the net amount presented in the Balance Sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the assets and settle the liabilities simultaneously.

### **3.11 Investments in subsidiaries, associates and joint ventures**

Investments in subsidiaries, associates and joint ventures are carried at cost/deemed cost applied on transition to Ind AS, less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of investment is assessed and an impairment provision is recognised, if required immediately to its recoverable amount. On disposal of such investments, difference between the net disposal proceeds and carrying amount is recognised in the statement of profit and loss.

### **3.12 Cash and Cash Equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short- term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

### **3.13 Inventories**

Inventories are stated at lower of cost and net realizable value. Costs comprise the direct materials and includes all duties, taxes and other expenses incurred to bring the inventories to their present location and condition except those taxes which are subsequently recoverable from the taxing authorities. Net realizable value is the price at which the Inventories can be realized in the ordinary course of business after allowing for the cost of conversion from their existing state to a finished condition and for the cost of marketing, selling and distribution.

Raw Materials are valued 'at Cost' or Net Realisable whichever is lower on FIFO basis.

Finished products are valued at lower of cost determined by reducing a standard margin of profit from the expected sales price or net realizable value whichever is lower

Semi-Finished Goods have been valued at Raw Material cost increased by a proportion of overheads and semi-finished goods of job work valued at cost of own raw materials involved in the process increased by overheads in consonance with the stage of completion as certified by the management.

### **3.14 Foreign currency**

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Foreign currency denominated monetary assets and liabilities are re-measured into the functional currency at the exchange rate prevailing on the balance sheet date.

Exchange differences arising on settlement of transactions and translation of monetary items are recognized in the statement of Profit or Loss except to the extent, exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings, are capitalized as part of borrowing costs.

### **3.15 Revenue Recognition**

#### **Sale of Products**

Revenue is recognized on transfer of property in goods or on transfer of significant risks and rewards of ownership to the buyer, for a consideration, without the seller retaining any effective control over the goods. This occurs when the products have been shipped or delivered to the specific location as the case may be, the risks of loss has been transferred, and either the customer has accepted the products in accordance with the sales contract, or the Company has objective evidence that all criteria for acceptance have been satisfied. Sale of products include related ancillary services, if any.

Revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. A liability is recognised for expected volume discounts payable to customers in relation to sales made until the end of the reporting period. Any obligation to provide a refund is recognised as a provision. A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price, the Company considers the effects of variable consideration, the existence of significant financing component and consideration payable to the customer like return and trade discounts.

#### **Domestic Sales**

Domestic sales are recognized at transaction prices & consideration receivable in terms of above net of

sales returns and Goods and Service Tax (GST).

#### **Sale of Scrap**

Revenue from sale of scrap is recognized as and when scrap is sold.

#### **Interest Income**

Interest Income is recognized on a time proportionate basis including interest accrued based on the amount outstanding and rate applicable and shown under "Other Income".

#### **Export Benefits**

The benefits accrued under the duty drawback scheme and other schemes as per the Import and export Policy in respect of Exports under the said scheme are recognized when there is a reasonable assurance that the benefit will be received and the company will comply with all attached conditions. The above benefits have been included under the head 'Export Incentives'.

#### **Dividend income**

Revenue is recognized when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

#### **Insurance Claims:**

Insurance claims are accounted on accrual basis when there is reasonable certainty of realisability of the claim amount.

#### **Other Non-Operating Income :**

Other Items of Income not connected directly with the operations of the Company are disclosed under "Other Non Operational Income" under the head "Other Income" depending on certainty of accrual / realization of the same.

### **3.16 Earnings Per Share**

Basic earnings per share is computed using the net profit for the year attributable to the shareholders' and weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed using the net profit for the year attributable to the shareholders' and weighted average number of equity shares.

### **3.17 Dividends**

Any dividend declared by Chemcrux Enterprises Limited is based on the profits available for distribution as reported in the statutory financial statements of Chemcrux Enterprises Limited (standalone) prepared in accordance with Generally Accepted Accounting Principles in India or Indian GAAP or Ind AS. Indian law permits the declaration and payment of dividend out of profits for the year or previous financial year(s) as stated in the statutory financial statements of Chemcrux Enterprises Limited (Standalone) prepared in accordance with Generally Accepted Accounting Principles in India, or Ind AS after providing for depreciation in accordance with the provisions of Schedule II to the Companies Act.

However, in the absence or inadequacy of the said profits, it may declare dividend out of free reserves, subject to certain conditions as prescribed under the Companies (Declaration and Payment of Dividend) Rules, 2014. Accordingly, in certain years the net income reported in these financial statements may not be fully distributable.

### **3.18 Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

### **3.19 Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets up to the assets are substantially ready for their intended use. The loan origination costs directly attributable to the acquisition of borrowings (e.g. loan processing fee, upfront fee) are amortised in the year in which they occur.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred.

### **3.20 Segment Reporting**

With respect (Ind AS - 108 Segment Reporting), the Management of the Company is of the view that the products offered by the Company are in the nature of Bulk Drug Intermediates and its related products, having the same risks and returns, same type and class of customers and regulatory environment. Hence, the business of production and sale of Bulk Drug Intermediates and its related products belong to one business segment only.

### **3.21 Government grants**

Government grants are recognised at its fair value, where there is a reasonable assurance that such grants will be received and compliance with the conditions attached therewith have been met.

Government grants related to expenditure on property, plant and equipment are credited to the statement of profit and loss over the useful lives of qualifying assets or other systematic basis representative of the pattern of fulfilment of obligations associated with the grant received. Grants received less amounts credited to the statement of profit and loss at the reporting date are included in the balance sheet as deferred income.

### **3.22 Goods and Services Tax :**

GST is a destination-based tax and is levied at the point of supply. It is collected on sale of goods and services on behalf of Government and is remitted by way of payment or adjustment of credit on input goods or services.

Accordingly, Purchases & Sales are accounted net of GST. Similarly, other items of expenditure on which credit for GST is available or items or revenue on which GST is chargeable are also accounted net of GST elements.

GST Accounts are created under Balance Sheet Groupings for liability towards GST collected on Sales / Other Revenue and asset towards GST paid on purchases or other expenditure for which credit is available. For Each month, as applicable, the GST liability is worked out after offsetting the credit available against the GST collected and balance is reflected as an Asset or Liability.

**NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

**4 PROPERTY, PLANT & EQUIPMENT AND TANGIBLE ASSETS:**

(In Lakhs)

Sl. No.	Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK
		As at 1 <sup>st</sup> April, 2024	Additions During the year	Adjustment / Deduction during the year	As at 31st March, 2025	Upto 1st April, 2024	Change for the year	Adjustment / Deduction During the year	Upto 31st March, 2025	As at 31st March, 2025
	<b>Tangible Assets</b>									
1	Land	201.31	-	-	201.31	-	-	-	-	201.31
2	Factory Building	1,465.57	641.77	3.31	2,104.04	180.73	58.01	-	238.74	1,865.30
3	Office Premises	6.67	-	-	6.67	6.22	-	-	6.22	0.45
4	Furniture & Fixtures	35.28	37.97	-	73.25	14.25	3.89	-	18.14	55.10
5	Computer	25.98	5.98	-	31.96	21.08	1.36	(1.53)	23.97	7.99
6	Motor Car	76.94	53.81	31.77	98.99	29.35	-	-	29.35	69.64
7	Office Equipment	36.16	6.76	-	42.92	23.25	3.79	-	27.05	15.87
8	Plant & Machinery	2,437.51	2,027.06	-	4,464.58	877.21	222.98	-	1,100.19	3,364.39
9	Pollution Control System	89.32	-	-	89.32	39.82	10.45	20.75	29.52	59.80
	<b>Total</b>	<b>4,374.75</b>	<b>2,773.36</b>	<b>35.08</b>	<b>7,113.03</b>	<b>1,191.90</b>	<b>300.49</b>	<b>19.22</b>	<b>1,473.17</b>	<b>5,639.86</b>
Sl. No.	Particulars	As at 1 <sup>st</sup> April, 2023	Additions During the year	Adjustment / Deduction during the year	As at 31st March, 2024	Upto 1st April, 2023	Change for the year	Adjustment / Deduction During the year	Upto 31st March, 2024	As at 31st March, 2024
	<b>Tangible Assets</b>									
1	Land	201.31	-	-	201.31	-	-	-	-	201.31
2	Factory Building	1,236.99	228.58	-	1,465.57	136.07	44.67	-	180.73	1,284.84
3	Office Premises	6.67	-	-	6.67	6.22	-	-	6.22	0.45
4	Furniture & Fixtures	33.84	1.43	-	35.28	11.25	3.00	-	14.25	21.03
5	Computer	22.36	3.61	-	25.98	18.78	2.30	-	21.08	4.90
6	Motor Car	76.94	-	-	76.94	20.19	9.16	-	29.35	47.60
7	Office Equipment	35.29	0.87	-	36.16	18.99	4.26	-	23.25	12.90
8	Plant & Machinery	2,457.77	118.74	139.00	2,437.51	736.67	152.70	12.16	877.21	1,560.31
9	Pollution Control System	89.32	-	-	89.32	39.82	-	-	39.82	49.51
	<b>Total</b>	<b>4,160.51</b>	<b>353.24</b>	<b>139.00</b>	<b>4,374.75</b>	<b>987.99</b>	<b>216.07</b>	<b>12.16</b>	<b>1,191.90</b>	<b>3,182.84</b>

\* The company has elected to continue with the carrying value of all of its Property, Plant and Equipment and Intangible assets recognised as of April 1, 2021 (transition date) measured as per the previous GAAP and use that carrying value.

**5 CAPITAL WORK IN PROGRESS:**

(In Lakhs)

	Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>1</b>	<b><u>Projects Work In Progress</u></b>		
	Opening Balance	2,105.78	30.52
	Add: Addition	557.42	2,075.27
	Less: Capitalised During the year	2,502.12	-
	Closing Balance	161.08	2,105.78
<b>2</b>	<b><u>Projects Temporarily Suspended</u></b>		
	Opening Balance	-	-
	Add: Addition	-	-
	Less: Capitalised During the year	-	-
	Closing Balance	-	-
	<b>Total</b>	<b>161.08</b>	<b>2,105.78</b>

5.1 Capital work in progress includes borrowing cost of Rs 80,13,888 (PY 1,23,26,845)

## 6 INVESTMENT PROPERTY:

(In Lakhs)

Sl. No.	Particulars	GROSS BLOCK				AMORTISATION				NET BLOCK
		As at 1 <sup>st</sup> April, 2024	Additions During the Year	Adjustment / Deduction during the Year	As at 31st March, 2025	As at 1 <sup>st</sup> April, 2024	For the year	Adjustment / Deduction During the year	Upto 31st March, 2025	As at 31st March, 2025
1	Office Premises at GIFT City, Gandhinagar	67.78	-	-	67.78	-	-	-	-	67.78
		<b>67.78</b>	<b>-</b>	<b>-</b>	<b>67.78</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>67.78</b>
	Particulars	As at 1 <sup>st</sup> April, 2023	Additions During the Year	Adjustment / Deduction during the Year	As at 31st March, 2024	As at 1 <sup>st</sup> April, 2023	For the year	Adjustment / Deduction During the year	Upto 31st March, 2024	As at 31st March, 2024
1	Office Premises at GIFT City, Gandhinagar	67.78	-	-	67.78	-	-	-	-	67.78
		<b>67.78</b>	<b>-</b>	<b>-</b>	<b>67.78</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>67.78</b>

## 7 RIGHT OF USE ASSETS:

(In Lakhs)

Sl. No.	Particulars	GROSS BLOCK				AMORTISATION				NET BLOCK
		As at 1 <sup>st</sup> April, 2024	Additions During the Year	Adjustment / Deduction during the Year	As at 31st March, 2025	As at 1 <sup>st</sup> April, 2024	For the year	Adjustment / Deduction during the Year	Upto 31st March, 2025	As at 31st March, 2025
1	Office Building	123.43	-	-	123.43	66.86	12.34	-	79.20	44.23
		<b>123.43</b>	<b>-</b>	<b>-</b>	<b>123.43</b>	<b>66.86</b>	<b>12.34</b>	<b>-</b>	<b>79.20</b>	<b>44.23</b>
	Particulars	As at 1 <sup>st</sup> April, 2023	Additions During the Year	Adjustment / Deduction during the Year	As at 31st March, 2024	As at 1 <sup>st</sup> April, 2023	For the year	Adjustment / Deduction during the Year	Upto 31st March, 2024	As at 31st March, 2024
1	Office Building	123.43	-	-	123.43	54.51	12.34	-	66.86	56.57
		<b>123.43</b>	<b>-</b>	<b>-</b>	<b>123.43</b>	<b>54.51</b>	<b>12.34</b>	<b>-</b>	<b>66.86</b>	<b>56.57</b>

## 8 OTHER INTANGIBLE ASSETS:

(In Lakhs)

Sl. No.	Particulars	GROSS BLOCK				AMORTISATION				NET BLOCK
		As at 1 <sup>st</sup> April, 2024	Additions During the Year	Adjustment / Deduction during the Year	As at 31st March, 2025	As at 1 <sup>st</sup> April, 2024	For the year	Adjustment / Deduction during the Year	Upto 31st March, 2025	As at 31st March, 2025
1	Computer Software	5.88	-	-	5.88	4.34	0.23	1.53	3.04	2.84
		<b>5.88</b>	<b>-</b>	<b>-</b>	<b>5.88</b>	<b>4.34</b>	<b>0.23</b>	<b>1.53</b>	<b>3.04</b>	<b>2.84</b>
	Particulars	As at 1 <sup>st</sup> April, 2023	Additions During the Year	Adjustment / Deduction during the Year	As at 31st March, 2024	As at 1 <sup>st</sup> April, 2023	For the year	Adjustment / Deduction during the Year	Upto 31st March, 2024	As at 31st March, 2024
1	Computer Software	5.88	-	-	5.88	4.23	0.11	-	4.34	1.54
		<b>5.88</b>	<b>-</b>	<b>-</b>	<b>5.88</b>	<b>4.23</b>	<b>0.11</b>	<b>-</b>	<b>4.34</b>	<b>1.54</b>

## 9 INVESTMENTS:

(Rs. In Lakhs)					
Particulars	Face Value	As at 31st March, 2025		As at 31st March, 2024	
		Units	Rs.	Units	Rs.
<b>Non-Current</b>					
<b>Investment in Equity Instruments (At Cost)</b>					
<b>In Joint Venture (Un-quoted)</b>					
Kalichem Private Limited	10	-	-	5,000	0.50
(Fully paid up equity share of 10 each)					
Proportion of Ownership/Voting Rights					
March 31, 2025 - Nil, March 31, 2024 - 50%					
<b>In Subsidiary (Un-quoted) *</b>					
Kalichem Private Limited	10	10,000	1.00	-	-
(Fully paid up equity share of 10 each)					
<b>In Others (Un-quoted)</b>					
Narmada Clean Tech Ltd	10	36,703	3.67	36,703	3.67
(Previously known as Bharuch Eco-Acqua Inf. Ltd)					
Ankleshwar Research & Analytical Infrastructure Ltd.	10	10,000	1.00	10,000	1.00
Navsarjan Industrial Co-Operative Bank Ltd	25	100	0.03	-	-
<b>Total</b>			<b>5.70</b>		<b>5.17</b>

\* During the year ended March 31, 2025, the Company acquired the remaining 50% equity stake in Kalichem Private Limited, making it a wholly owned subsidiary effective from 27<sup>th</sup> February 2025. Accordingly, the investment previously classified under 'Joint Venture' has been reclassified under 'Subsidiary' in the current year. The investment in the subsidiary is carried at cost and consolidated as per Ind AS 110 – Consolidated Financial Statements.

Aggregate amount of Quoted Investment & Market Value thereof - Nil (PY Nil)  
 Aggregate value of Unquoted Investment is Rs. 5.70 Lakhs (PY: Rs. 5.17 Lakhs)  
 Aggregate amount of Impairment in value of Investment is Nil (PY: Nil)

Particulars	Face Value	As at 31st March, 2025		As at 31st March, 2024	
		Units	Rs.	Units	Rs.
<b>Current</b>					
Investment in Debt Mutual Funds (At Fair Value through OCI)					
Quoted, Non Trade					
UTI Money Market Fund		64,632	1,978.15	69,696	1,977.41
<b>Total</b>			<b>1,978.15</b>		<b>1,977.41</b>

Aggregate amount of Quoted Investment & Market Value thereof : Rs. 1978.15 Lakhs (PY: Rs. 1977.41 Lakhs)  
 Aggregate value of Unquoted Investment is Nil (PY: Nil)  
 Aggregate amount of Impairment in value of Investment is Nil (PY : Nil)

**10 LOANS:**

(In Lakhs)

Particulars				As at 31st March, 2025	As at 31st March, 2024
	<b>Unsecured - Considered Good</b>				
	<b>Loans To Related Party</b>			559.00	350.00
	Joint Venture / Subsidiary Company - Kalichem Private Limited (The loan repayment will commence after the completion of the moratorium period, which will conclude in the year following the start of commercial production. The interest rate will align with the rate at which the company has obtained long-term borrowings from other financial institutions.)				
	<b>Other Loans</b>			-	-
				<b>559.00</b>	<b>350.00</b>

**11 OTHER FINANCIAL ASSETS - NON-CURRENT  
(UNSECURED, CONSIDERED GOOD):**

(In Lakhs)

Particulars				As at 31st March, 2025	As at 31st March, 2024
	Security deposits			184.51	187.63
	Interest Receivable On Loan to Kalichem			90.96	46.41
				<b>275.47</b>	<b>234.04</b>

**12 OTHER NON-CURRENT ASSETS  
(UNSECURED, CONSIDERED GOOD):**

(In Lakhs)

Particulars				As at 31st March, 2025	As at 31st March, 2024
	Capital Advances			-	-
	Excess of Fair Value of Plan Assets over Present value of Gratuity Obligation			-	-
				-	-

### 13 INVENTORIES:

(In Lakhs)

Particulars				As at 31st March, 2025	As at 31st March, 2024
	Raw materials			99.11	216.74
	Stores and Spares			8.60	3.40
	Work-in-progress			575.10	227.95
	Finished goods			282.08	392.97
				<b>964.89</b>	<b>841.06</b>
	(At cost or net realizable value whichever is lower, unless otherwise stated)				
	Refer Note 3.13 for details of valuation.				

### 14 TRADE RECEIVABLES – CURRENT:

(In Lakhs)

Particulars				As at 31st March, 2025	As at 31st March, 2024
	<b><u>Unsecured, considered good</u></b>				
	Due from Related Parties			43.24	-
	Due from Others			1,178.06	1,529.98
	<b>Total Trade Receivables</b>			<b>1,221.30</b>	<b>1,529.98</b>
	<b>TRADE RECEIVABLES AGEING SCHEDULE</b>				
	<b><u>Undisputed Trade Receivables, considered good</u></b>				
	- less than 6 months			1,197.68	1,494.78
	- 6 months to 1 year			14.31	34.98
	- 1 year to 2 years			9.08	0.12
	- 2 year to 3 years			0.12	0.10
	- More than 3 years			0.11	0.00
	Total			1,221.30	1,529.98
	<b><u>Undisputed Trade Receivables, which have significant increase in credit risk and Credit</u></b>				
	- not yet due			-	-
	- less than 6 months			-	-
	- 6 months to 1 year			-	-
	- 1 year to 2 years			-	-
	- 2 year to 3 years			-	-
	- More than 3 years			-	-
	Total			-	-
	<b><u>Disputed Trade Receivables, considered good</u></b>				
	- not yet due			-	-
	- less than 6 months			-	-
	- 6 months to 1 year			-	-
	- 1 year to 2 years			-	-
	- 2 year to 3 years			-	-
	- More than 3 years			-	-
	Total			-	-

	<b><u>Disputed Trade Receivables, which have significant increase in credit risk and Credit</u></b>			
	- not yet due		-	-
	- less than 6 months		-	-
	- 6 months to 1 year		-	-
	- 1 year to 2 years		-	-
	- 2 year to 3 years		-	-
	- More than 3 years		-	-
	Total		-	-
	<b>Total</b>		<b>1,221.30</b>	<b>1,529.98</b>

**15 CASH AND CASH EQUIVALENTS:**

(In Lakhs)

Particulars				As at 31st March, 2025	As at 31st March, 2024
	Balances with Banks				
	- In Current Accounts			99.41	4.63
	Cash on hand			1.97	2.46
				<b>101.38</b>	<b>7.09</b>

**16 OTHER BANK BALANCES:**

(In Lakhs)

Particulars				As at 31st March, 2025	As at 31st March, 2024
	Other Bank Balances				
	- Deposits held as Margin Money			12.54	10.68
	- Other Fixed Deposits with Bank (Less than 12 Months Maturity)			-	500.00
	- Balances held in Unpaid Dividend Accounts			0.34	0.46
				<b>12.88</b>	<b>511.14</b>

**17 LOANS:**

(In Lakhs)

Particulars				As at 31st March, 2025	As at 31st March, 2024
	<b>Unsecured - Considered Good</b>				
	Loans to Staff			23.48	23.02
				<b>23.48</b>	<b>23.02</b>

**18 OTHER FINANCIAL ASSETS - CURRENT:**

(In Lakhs)

Particulars				As at 31st March, 2025	As at 31st March, 2024
	<b>Unsecured - Considered Good</b>				
	Accrued Interest Income			6.21	6.18
				<b>6.21</b>	<b>6.18</b>

**19 OTHER CURRENT ASSETS:**

(In Lakhs)

Particulars				As at 31st March, 2025	As at 31st March, 2024
	<b>(Unsecured, considered good)</b>				
	- Advances to Suppliers			16.98	4.89
	- Prepaid Expenses			20.92	23.62
	- Balances with Government Authorities			40.11	53.69
	- Current Tax Assets (Net of Tax Provision)			67.92	-
	- Other Advances			4.34	4.85
				<b>150.28</b>	<b>87.07</b>

**20 EQUITY SHARE CAPITAL:**

(No. of shares in actual and amount In Lakhs)

Particulars		As at 31st March, 2025		As at 31st March, 2024	
		No. of shares	Amount	No. of shares	Amount
<b>(a) Authorised</b>					
	Equity shares of par value <b>Rs 10/-</b> each	1,50,00,000	1,500.00	1,50,00,000	1,500.00
		<b>1,50,00,000</b>	<b>1,500.00</b>	<b>1,50,00,000</b>	<b>1,500.00</b>
<b>(b) Issued, subscribed and fully paid up</b>					
	Equity shares of par value <b>Rs 10/-</b> each at the beginning of the year	1,48,08,840	1,480.88	1,48,08,840	1,480.88
	Changes during the year	-	-	-	-
	<b>At the end of the year</b>	<b>1,48,08,840</b>	<b>1,480.88</b>	<b>1,48,08,840</b>	<b>1,480.88</b>

(No. of shares in actual and amount In Lakhs)

Particulars		As at 31st March, 2025		As at 31st March, 2024	
		No. of shares	Amount	No. of shares	Amount
<b>(c) Reconciliation of Number of Shares</b>					
	Shares at the beginning of the year	1,48,08,840	1,480.88	1,48,08,840	1,480.88
	Add: Bonus Shares issued	-	-	-	-
	Shares at the close of the year	<b>1,48,08,840</b>	<b>1,480.88</b>	<b>1,48,08,840</b>	<b>1,480.88</b>

(d) The Company has not issued any shares for a consideration other than cash during the period of five years immediately preceding the reporting date except 98,72,560 Equity Share of Rs. 10/- each allotted as fully paid-up Bonus Shares in the ratio of 2:1 by Capitalisation of Security Premium and balance out of the Free Reserve being Surplus in the Statement of Profit & Loss during FY 2021-22.

- (e) The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. The holders of Equity Shares are entitled to receive dividends as declared from time to time. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**(f) SHAREHOLDING OF PROMOTERS:**

(No. of shares in actual)

<u>Name of shareholder</u>	As at 31st March, 2025		As at 31st March, 2024	
	No. of shares held	% of holding	No. of shares held	% of holding
<b>Promoters:</b>				
Girish C Shah	53,99,240	36.46	53,99,240	36.46
Sanjay Y Marathe	53,99,740	36.46	53,99,740	36.46
<b>Change During the Year</b>		<b>% of Change</b>		<b>% of Change</b>
Girish C Shah				-0.01
Sanjay Y Marathe				#
# Less than 0.01%				

**(g) SHARES HELD BY SHAREHOLDERS EACH HOLDING MORE THAN 5% OF THE SHARES:**

(No. of shares in actual)

<u>Name of shareholder</u>	As at 31st March, 2025		As at 31st March, 2024	
	No. of shares held	% of holding	No. of shares held	% of holding
Girish C Shah	53,99,240	36.46	53,99,240	36.47
Sanjay Y Marathe	53,99,740	36.46	53,99,740	36.47
<b>Change During the Year</b>		<b>% of Change</b>		<b>% of Change</b>
Girish C Shah				-0.01
Sanjay Y Marathe				#
# Less than 0.01%				

**21 OTHER EQUITY:**

(In Lakhs)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
<b>(a) Retained earnings</b>				
Balance as per Last Account	5,670.04		5,121.79	
Add : Surplus as per Statement of Profit and Loss	418.86		844.43	
Amount available for appropriation	6,088.90		5,966.22	
Less : Appropriations:				
Dividend on equity shares	148.09		296.18	
Utilized for issuance of Bonus Shares	-		-	
Transfer to general reserve	-		-	
Balance at the end of the year		5,940.81		5,670.04
<b>(b) Securities Premium Reserve</b>				
Balance as per last account	-		-	
Add: Securities Premium received during the year	-		-	
Less: Utilised For issuance of Bonus Shares	-		-	
Balance at the end of the year		-		-
<b>(c) Other Comprehensive Income (OCI)</b>				
Balance as per Last Account	74.92		37.90	
Add: Other comprehensive income for the year	114.57		66.27	
Less: Re-Classified to Statement of Profit and Loss for the Year	-		29.25	
Balance at the end of the year		189.49		74.92
<b>Total other equity</b>		<b>6,130.30</b>		<b>5,744.97</b>

## 22 NON-CURRENT FINANCIAL LIABILITY:

(In Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
<b>Long Term Borrowings</b>			
<b>Secured Loans</b>			
Term Loan From Bank		1,787.74	2,152.68
(Repayable in 84 monthly instalments from March 23 having moratorium period of 13 month during which only interest payable and from April 24 both interest and principal payable.)			
(Net of Principle due in 12 Months)			
		1,787.74	2,152.68
<b>Unsecured Loans</b>			
Loan from Directors		-	-
		-	-
<b>Total</b>		<b>1,787.74</b>	<b>2,152.68</b>

### Balances of Term Loans from Kotak Mahindra Bank Ltd include:

Term Loans from Kotak Mahindra Bank were secured against all existing and future receivables, current assets and movable property plant and equipments. Rate of Interest is RPRR 6.50% (as per latest sanction) + 2.75% (spread) i.e. 9.25%. The company had been given a 13-month moratorium during which only interest was to be paid. Principle repayment started from April 2024.

The above facilities were further secured by collateral security of Factory Land, Building at GIDC, Ankleshwar and hypothecation of existing Plant & Machinery and also personal guarantee of two Directors.

## 23 LEASE LIABILITIES:

(In Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
<b>NON CURRENT</b>			
Lease Liability Payable beyond 12 months		60.70	77.24
<b>CURRENT</b>			
Lease Liability Payable within 12 months		16.54	13.35
<b>Total Lease Liabilities</b>		<b>77.24</b>	<b>90.59</b>
The Movement in Lease liabilities is as follows:			
Balance as at beginning of the year		90.59	101.16
Add: Addition			
Accretion of interest		6.78	7.73
Less: Payments		20.13	18.30
<b>Closing balance as at 31st March</b>		<b>77.24</b>	<b>90.59</b>

**24 OTHER FINANCIAL LIABILITIES:**

(In Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
	NON CURRENT	-	-
	Total Non Current Other Financial Liabilities	-	-
	CURRENT		
	Unpaid Dividends	0.35	0.28
	Interest Payable	20.08	18.65
	Other Current Liabilities	31.69	35.99
	Creditors for Capital Goods	8.30	104.77
		<b>60.42</b>	<b>159.69</b>

**25 PROVISIONS:**

(In Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
	NON CURRENT		
	Provision for Employee Benefits: - Provision for Gratuity	5.57	17.56
	Total Non Current Provisions	5.57	17.56
	CURRENT		
	Provision for Employee Benefits: - Provision for Leave Encashment	-	-
	- Provision for Others	-	-
	Total Current Provisions	-	-

(Refer note no 51)

**26 DEFERRED TAX ASSETS/LIABILITY (NET):**

(In Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
	Deferred Tax Asset	11.56	21.42
	Deferred Tax Liabilities	358.02	239.28
	Deferred Tax Liability (Net)	346.46	217.86

Deferred tax (asset)/liabilities in relation to:

		(In Lakhs)	
Particulars		As at 31.03.2025	As at 31.03.2024
<b>Opening balance</b>			
Non deductible expenses for tax purpose		(12.98)	-
Property, plant and equipment		205.64	180.77
Investments carried at FVTOCI		33.64	
Fair Value Gain/Loss on Defined Benefit Plan		(8.44)	
<b>Total</b>		<b>217.86</b>	<b>180.77</b>
<b>Recognised in Profit or loss</b>			
Non deductible expenses for tax purpose		3.02	(12.98)
Property, plant and equipment		87.05	24.87
<b>Total</b>		<b>90.06</b>	<b>11.89</b>
<b>Recognised in Other comprehensive income</b>			
Investments carried at FVTOCI		31.95	33.64
Remeasurement of Defined benefit plans (OCI)		-	-
Fair Value Gain/Loss on Defined Benefit Plan		6.59	- 8.44
<b>Total</b>		<b>38.54</b>	<b>25.20</b>
Loss allowances on trade receivables (Expected Credit Loss)		-	-
Non deductible expenses for tax purpose		(9.97)	(12.98)
Property, plant and equipment		292.69	205.64
Investments carried at FVTOCI		65.59	33.64
Fair Value Gain/Loss on Defined Benefit Plan		(1.85)	(8.44)
<b>Closing balance</b>		<b>346.46</b>	<b>217.86</b>

## 27 SHORT - TERM BORROWINGS:

(In Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
<b>SECURED</b>			
<b>From Bank</b>			
Cash Credit Facility (Loan Repayable on Demand)		353.01	1.85
<b>Current Maturities of Long Term Debts</b> (Principal due in 12 Months)			
Plant & Machinery Term Loan-Kotak Bank		308.57	308.57
Civil Construction Term Loan-Kotak Bank		154.44	91.54
		<b>816.02</b>	<b>401.96</b>

The Company has obtained sanction of Cash Credit Limits of Rs 500 Lacs against First and Exclusive Charges on all existing and future current assets. The Facilities are further secured by way of mortgage of immovable property of the Company as a Collateral as well as personal guarantees of the two directors i.e. Girish Shah and Sanjay Marathe. The applicable Rate of Interest is RPRR 6.50% (as per latest sanction) + 2.75% (spread) i.e. 9.25%.

**28 TRADE PAYABLES – CURRENT:**

(In Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
	<b><u>Total outstanding dues of creditors</u></b>		
	Due to Micro and Small Creditors	26.44	264.41
	Due to Other Creditors	374.66	333.61
		401.10	598.01
	Sundry Creditors are as per books and have not been corroborated by circulation / confirmation of balances.		
	<b><i>TRADE PAYABLES AGEING SCHEDULE(Outstanding for following periods from due date of payment)</i></b>		
	<b><u>Micro and small enterprises</u></b>		
	- less than 1 year	26.44	264.41
	- 1 year to 2 years	-	-
	- 2 year to 3 years	-	-
	- More than 3 years	-	-
		<b>26.44</b>	<b>264.41</b>
	<b><u>OTHERS</u></b>		
	- less than 1 year	374.66	333.61
	- 1 year to 2 years	-	-
	- 2 year to 3 years	-	-
	- More than 3 years	-	-
		<b>374.66</b>	<b>333.61</b>

**NOTE: Refer Note No.52 for Dues to Micro and Small Enterprises**

**Dues to Micro and Small Enterprises:**

With reference to amounts shown as payable to Micro, Small and Medium Enterprises, the information has been compiled in respect of parties to the extent they could be identified as Micro, Small and Medium Enterprises on the basis of information collected and available with the Company and same has been relied upon by the auditors.

**29 OTHER CURRENT LIABILITIES:**

(In Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
	Advance's from Customers	1.45	0.06
	Statutory Liabilities	19.09	24.06
	Others Expenses Payable	88.24	82.84
		<b>108.77</b>	<b>106.96</b>

**30 CURRENT TAX LIABILITIES (NET):**

(In Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
	Provision for Current Taxation (Net of Advance Tax)	-	15.52
		-	15.52

**31 REVENUE FROM OPERATIONS:**

(In Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
	Sale Of Goods		
	- Domestic Sales	4,577.25	4,296.74
	- Export Sales	1,209.61	1,437.79
	Other Operating Revenues		
	- Job Work	1,238.54	2,112.00
		<b>7,025.39</b>	<b>7,846.53</b>

**32 OTHER INCOME:**

(In Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
	<b><u>Interest Income</u></b>		
	Fixed Deposits With Banks	1.77	1.01
	Interest On Advances	2.95	2.82
	Interest on Deposits	69.95	35.34
	<b>Net Gain on Sale of Investments</b>	23.81	34.38
	<b>Duty Drawback / Advance License /MEIS License</b>	23.25	25.68
	<b>Exchange rate difference</b>	18.79	21.27
	<b><u>Other Non- Operating Income</u></b>		
	Profit On Sales Of Asset	5.98	-
	Miscellaneous Income	6.47	13.04
		<b>152.96</b>	<b>133.55</b>

**33 COST OF MATERIAL CONSUMED:**

(In Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
	<b>Raw Material</b>		
	Balance as per last account	216.74	205.43
	Add: Purchases during the year	2,888.44	2,512.36
	Less: Balance at the end of the year	99.11	216.74
	<b>TOTAL (A)</b>	<b>3,006.07</b>	<b>2,501.06</b>
	<b>Packing Material Consumed</b>	36.13	32.19
	<b>TOTAL (B)</b>	<b>36.13</b>	<b>32.19</b>
	<b>Total Consumption (A+B)</b>	<b>3,042.21</b>	<b>2,533.25</b>

**34 PURCHASE OF STOCK IN TRADE:**

Particulars		As at 31st March, 2025	As at 31st March, 2024
	Purchases	-	-
		-	-

**35 CHANGES IN INVENTORY OF FINISHED GOODS, WORK IN PROGRESS & STOCK-IN-TRADE:**

(In Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
	<b>(Increase)/ Decrease in Stocks</b>		
	Stock at the end of the Year:		
	Finished Goods	575.10	392.97
	Work In Progress	282.08	227.95
	<b>TOTAL(A)</b>	<b>857.18</b>	<b>620.92</b>
	<b>Less: Stock at the Beginning of the year:</b>		
	Finished Goods	392.97	774.92
	Work In Progress	227.95	425.79
	<b>TOTAL(B)</b>	<b>620.92</b>	<b>1,200.71</b>
	<b>TOTAL (B-A)</b>	<b>(236.26)</b>	<b>579.79</b>

**36 EMPLOYEE BENEFIT EXPENSES:**

(In Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
	Salaries, Wages and Bonus & other allowances	762.33	809.91
	Contributions to Provident Fund and Other Funds	32.61	32.93
	Gratuity Expenses	14.20	7.22
	Staff Welfare Expenses	43.55	32.86
		<b>852.68</b>	<b>882.91</b>

**37 FINANCE COSTS:**

(In Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
	Interest Expenses on Borrowings	156.26	56.97
	Bank Charges & Other Borrowing Cost	0.80	12.65
	Finance Charges on Lease Liability	6.78	7.73
	Discount Charges	-	5.90
		<b>163.84</b>	<b>83.24</b>

**38 OTHER EXPENSES:**

(In Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
	Consumable Stores and Spares Consumed	149.47	105.82
	Power and Fuel	643.84	727.35
	Labour Charges	208.72	169.77
	Freight Inward, Octroi & Transportation	66.26	116.85
	Other Factory Expense	766.31	781.69
	Repairs & Maintenance: Plant & Machinery	109.96	132.38
	Repairs & Maintenance: Building	8.81	-
	Office & General Administration Expenses	18.82	16.28
	Rent, Rates and Taxes	5.35	10.90
	Insurance	60.65	61.16
	Legal and Professional Fees	82.99	70.12
	Security charges	34.41	37.03
	Prior Period Expense	-	10.56
	Sundry Balance Written Off (Net)	-	1.45
	Payments to Auditors (Please refer note 48)	3.50	1.50
	Travelling Expense	13.42	9.88
	Commission & Brokerage	16.25	5.40
	Donation	0.40	10.89
	Vehicle Exp	7.75	9.11
	Freight Outward & Custom Charges for Exports	212.70	193.48
	Advertisement Exp	7.16	6.25
	Loss on sale of Asset	-	16.84
	CSR Activity	34.22	34.51
	GPCB Penalty	9.00	-
		<b>2,460.01</b>	<b>2,529.21</b>

**39 OTHER COMPREHENSIVE INCOME:**

(In Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
<b>(i) Items that will not be reclassified to profit or loss</b>			
	Defined Benefit Plan on Gratuity	26.18	(45.09)
	Income tax relating to items that will not be reclassified to profit or loss	6.59	(11.35)
<b>(ii) Items that will be reclassified to profit or loss</b>			
	Fair Value Gain on Investments	126.92	133.65
	Less: Income tax relating to items that will not be reclassified to profit or loss	31.95	33.64
		<b>114.57</b>	<b>66.27</b>

**40 DISCLOSURE REQUIRED BY SECTION 186(4) OF THE COMPANIES ACT, 2013:**

(In Lakhs)

Particulars			Year Ended	
			March 31, 2025	March 31, 2024
<b>Investment in Equity Shares</b>				
	Kalichem Private Limited *		1.00	0.50
	* (Refer Note No 9)			
<b>Loan Provided to Subsidiary Company</b>				
	Kalichem Private Limited		559.00	350.00
Total			559.00	350.00

- 41** Trade Payables and Trade Receivables are as per books and have been corroborated by circulation / confirmation of balances / reconciliation of accounts in case of few major parties. Confirmations of other parties concerned, for the amount receivable / due to them as per accounts of the company, are under process and any reconciliation and adjustments required, will be made thereupon.
- 42** In the opinion of the Board, the Current Assets, Loans and Advances which are considered good are expected to realize at least the amount at which they are stated, if realized in the ordinary course of business. Further, in the opinion of the Board, provision of all known liabilities has been adequately made in the accounts.
- 43** Company has used the borrowing from Bank for the specific purpose for which it was taken at Balance sheet date.

#### 44 CONTINGENT LIABILITIES AND COMMITMENTS:

(In Lakhs)

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
<b>Contingent Liabilities</b>		
Claims against the Company not acknowledged as debt		
Guarantees (Bank Guarantee) (Sanction Limit is 1500 Lakhs)	1,249.03	750.00
<b>Total</b>	<b>1,249.03</b>	<b>750.00</b>
<b>Commitments</b>		
Estimated amounts of contracts remaining to be executed on capital account and not provided for	-	700.00
Uncalled liability on shares or investments partly paid		
Other Commitments		
<b>Total</b>	<b>-</b>	<b>700.00</b>

#### 45 LEASES:

The Company has entered into lease arrangements for Vadodara Office Premises that are renewable on a periodic basis with approval of both lessor and lessee.

Lease liabilities are presented in the statement of financial position as follows

(In Lakhs)

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
Current	16.54	13.35
Non Current	60.70	77.24

Future Minimum Lease Payments are as follow

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
Within 1 Year	16.54	13.35
1-5 Year	60.70	77.24
More than 5 Year	-	-

The following are amounts recognised in profit or loss:

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
Depreciation expense of right-of-use assets	12.34	12.34
Interest expense on lease liabilities	6.78	7.73

#### 46 DIRECTOR'S REMUNERATION:

Directors' remuneration paid during the year is in accordance with the approval of the Shareholders sanctioned to the Company under Section 197 of the Companies Act, 2013 for giving the Remuneration above the limits prescribed by Section 197 read with Section II of Part-II of Schedule V of the Companies Act, 2013. The amounts paid includes the following:

(In Lakhs)

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
Remuneration	243.62	240.00
Performance Bonus	-	67.20
Total	243.62	307.20

**47 AUDITORS REMUNERATION:**

(In Lakhs)

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
Audit Fees	3.00	1.00
In other Capacity	0.50	0.55
Total	3.50	1.55

**48 INCOME TAX EXPENSE:**

The major component of Income Tax expenses for the year ended March 31, 2025 and March 31, 2024 are as under:

Tax Expense reported in the Statement of Profit and Loss

(In Lakhs)

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
<b>Current income tax</b>		
Current income tax	75.00	285.00
Adjustment for previous year taxes	- 1.11	1.83
<b>Total current income tax</b>	73.89	286.83
<b>Deferred tax</b>		
Relating to origination and reversal of temporary differences	90.06	11.89
<b>Tax Expense reported in the Statement of Profit and Loss</b>	163.96	298.72
<b>Tax on Other Comprehensive Income</b>		
Deferred tax related to items recognised in OCI during the year	38.54	22.29
<b>Total tax expense</b>	202.49	321.01

**Balance Sheet Section**

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
<i>Other Current Assets (Current Tax Assets (Net of Tax Provision))</i>	67.92	-
Current Tax Liabilities (Net of Advance Tax)	-	15.52
Deferred Tax Liabilities	346.46	217.86

**Reconciliation of tax expenses and the accounting profit multiplied by India's domestic tax rate for March 31, 2025 and March 31, 2024**

<i>Particulars</i>	<b>Year Ended</b>	
	<b>March 31, 2025</b>	<b>March 31, 2024</b>
<b>Accounting profit before tax</b>	582.81	1,143.15
Income tax expense @25.17%	146.69	287.73
Tax effect of the amounts which are not deductible / (taxable) in calculating taxable income	- 72.49	- 6.19
Effect of origination and reversal of deferred tax	90.06	11.89
Income tax relating to earlier years	- 1.11	1.83
Other	0.79	3.46
<b>Tax expense as per Statement of Profit and Loss</b>	<b>163.96</b>	<b>298.72</b>
<b>Effective tax rate</b>	<b>28.13%</b>	<b>26.13%</b>

**49 RELATED PARTY TRANSACTIONS:**

The Company has identified all the related parties having transactions during the year in line with Indian Accounting Standard (Ind AS)- 24. Details of the same are as under:

**List of Related Parties:**

<b>Name of Related Party</b>	<b>Nature of Relationship</b>
Mr. Sanjay Y Marathe	Managing Director
Mr. Girishkumar C Shah	Chairman & Whole-Time Director
Mr. Vipul Sanghvi	Whole-Time Director wef. 21.12.2024
Mrs. Sidhdhi G Shah	Non- Executive Director
Mr Shailesh Patel	Independent Director
Mr Bhanubhai Patel	Independent Director
Mr. Mukund Bakshi	Independent Director till 11.02.2025
Mr. Rohit Kothari	Independent Director w.e.f. 12.02.2025
Mr. Nayankumar Shah	Independent Director w.e.f. 21.12.2024
Mr. Ramesh Kambariya	Chief Financial Officer
Mrs. Dipika Rajpal	Company Secretary
Kalichem Private Limited	Joint Venture till 26.02.2025
	Wholly Owned Subsidiary w.e.f. 27.02.2025
Ms. Payal Girish Shah	Relative of Chairman & Wholetime Director
Mrs. Nikita Swapnil Marathe	Relative of Managing Director
Mr. Swapnil Sanjay Marathe	Relative of Managing Director
Mrs. Neela Marathe	Relative of Managing Director

**Transactions with Related Parties**

**(In Lakhs)**

Name of Related Party	Nature of Transaction	During The Year	
		March 31, 2025	March 31, 2024
Mr. Sanjay Y Marathe	Remuneration	120.00	120.00
	Bonus	-	33.60
	Dividend	54.00	108.00
Mr. Girishkumar C Shah	Remuneration	120.00	120.00
	Bonus	-	33.60
	Dividend	53.99	107.99
Mrs. Neela Marathe	Rent Paid	9.66	9.15
	Sitting Fees	-	0.15
	Dividend*	0.00	0.00
Mrs. Sidhdhi G Shah	Rent Paid	9.66	9.15
	Sitting Fees	0.35	0.15
	Dividend*	0.00	0.00
Mr. Vipul Sanghvi	Remuneration	3.62	-
Mr. Bhanubhai Patel	Sitting Fees	0.45	0.70
Mr. Mukund Bakshi	Sitting Fees	0.50	0.40
Mr. Rohit Kothari	Sitting Fees	0.10	-
Mr. Nayan Shah	Sitting Fees	0.15	-
Mr. Shailesh Patel	Sitting Fees	0.50	0.35
Mr. Ramesh Kambariya	Salary	5.46	2.82
Mrs. Dipika Rajpal	Salary	6.02	4.41
	Dividend*	0.00	0.00
Kalichem Private Limited	Loan Given	209.00	70.00
	Interest Income	49.50	31.12
	Sales	85.40	-
	Purchase	136.69	-
Ms. Payal Girish Shah	Dividend*	0.00	0.00
Mrs. Nikita Swapnil Marathe	Dividend*	0.03	0.06
Mr. Swapnil Sanjay Marathe	Dividend*	0.00	0.00

\* Certain amounts of related party transactions, when converted and presented in lakhs, have been rounded off to "0.00" due to immateriality on account of rounding. However, these amounts are not nil in absolute terms

Related Party Balance Outstanding at the end of the year	Nature of Transaction	Year Ended	
		March 31, 2025	March 31, 2024
Mr. Sanjay Y Marathe	Balance Outstanding	6.60	6.60
Mr. Girishkumar C Shah	Balance Outstanding	6.60	6.60
Mr. Vipul Sanghvi	Balance Outstanding	1.54	-
Mr. Ramesh Kambariya	Balance Outstanding	0.44	0.56
Mrs. Dipika Rajpal	Balance Outstanding	0.50	0.37
Kalichem Private Limited	Balance Outstanding (Principal Amount of Loan)	559.00	350.00
	Balance Outstanding (Interest on Loan)	90.96	46.41
	Balance Outstanding (Sales)	43.24	-

## 50 EARNINGS PER SHARE:

Particulars			Year Ended	
			March 31, 2025	March 31, 2024
Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (In lakhs)			418.86	844.43
Weighted Average number of equity shares used as (In Lakhs)				
denominator for calculating EPS			148.09	148.09
Basic and Diluted Earnings per share (In Rs.)			2.83	5.70
Face Value per equity share (In Rs.)			10.00	10.00

## 51 EMPLOYEE BENEFIT:

Provident Fund dues amounting to Rs. 30.51 Lakhs (P.Y. Rs. 30.29 Lakhs) paid during the year/period being defined contributions have been charged to the Statement of Profit and Loss.

The Company has a policy of providing leave salary to its employees, under which an employee may accumulate earned leave up to a maximum of 50 days. Any accumulated leave in excess of this limit lapses. The accumulated leave is eligible for encashment only at the time of an employee's separation from the Company.

The obligation towards leave encashment is classified as short-term compensated absences and is determined on the basis of the accumulated leave entitlement of employees as at the year-end, valued at current salary levels. Accordingly, a sum of Rs. 43,913 (Previous year Rs.1,28,048) has been recognised as liability towards leave encashment and charged to the Statement of Profit and Loss.

The Company has a defined benefit gratuity plan. Every employee who has completed five or more years of service is eligible for gratuity @ 15 days salary (last drawn) for every completed year of service with a overall ceiling of Rs. 20 lakhs. The Company has taken a Group Gratuity cum Life Insurance Policy from Life Insurance Corporation of India (a qualifying policy) and makes annual contributions to the same to create a fund to meet this defined benefit gratuity obligation.

**(In Lakhs)**

Method Used	Projected Unit Credit Method	
	100% (IALM) (2012-14)	LIC (1994-96)
Mortality Rate		
Discount Rate	6.75%	7.25%
Salary Escalation Rate	6.75%	7.00%
Major Categories of Plan Assets	Insurer Managed Funds – 100%	
	<b>31st, March 2025</b>	<b>31st, March 2024</b>
Change in Present Value of Defined Benefit Obligation		
Present Value of Obligations as at the beginning of the Year	216.64	166.87
Interest Cost	15.41	12.10
Current Service Cost	12.90	8.59
Benefits Paid	- 0.51	- 16.02
Actuarial (gains) / losses on obligation	- 26.98	45.09
<b>Present Value of Obligations as at the end of the Year</b>	<b>217.45</b>	<b>216.64</b>
Change in Fair Value of Plan Assets		
Fair Value of Plan Assets as at the beginning of the Year	199.07	178.42
Expected Return on Plan Assets	14.11	13.46
Contributions	-	23.20
Benefits Paid	- 0.51	- 16.02
Actuarial (gains) / losses on Plan Assets	- 0.80	-
<b>Fair Value of Plan Assets as at the end of the Year</b>	<b>211.87</b>	<b>199.07</b>

Defined Benefit Obligation as recognized in Balance Sheet		
Present Value of Obligations as at the Year end	217.45	216.64
Unrecognised Past Service Cost	-	-
Fair Value of Plan Assets as at the Year end	211.87	199.07
Net (Asset) / Liability recognized in Balance Sheet	5.58	17.57
Net Gratuity Benefit Expenditure Recognised in P&L Account		
Current Service Cost	12.90	8.59
Interest Cost	15.41	12.10
Expected Return on Plan Assets	- 14.11	- 13.46
<b>Net Expense Recognised in Statement of Profit &amp; loss</b>	<b>14.20</b>	<b>7.22</b>
Net Actuarial (Gain) / Loss Recognised in the Year	- 26.98	45.09
<b>Net Expense Recognised in Statement of Other Comprehensive Income</b>	<b>- 26.98</b>	<b>59.54</b>

The estimates of rate escalation in salary is considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

The expected contributions for Defined Benefit Plan for the next financial year will be in line with FY 2024-25.

The plan typically exposes the Company to actuarial risks such as: interest rate risk, liquidity risk, salary escalation risk and regulatory risk.

#### **Interest Rate Risk:**

The plan exposes the Company to the risk off all in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements).

#### **Liquidity Risk:**

This is the risk that the Company is not able to meet the short-term gratuity pay outs. This may arise due to non-availability of enough cash/cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

#### **Salary Escalation Risk:**

The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase in salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

#### **Regulatory Risk:**

Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 ( as amended from time to time). There is a risk of change in regulations requiring higher gratuity pay-outs (e.g. Increase in the maximum limit on gratuity of Rs. 20,00,000)

## **52 DUES TO MICRO & SMALL ENTERPRISES:**

Information as required under Section 22 of MSME Act, 2006 is given below:

(In Lakhs)

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
a) The principal amount remaining unpaid to any supplier at the end of the year	26.44	264.41
b) Interest due remaining unpaid to any supplier at the end of the year	-	-
c) The amount of interest paid by the buyer in terms of section 16 of MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
e) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of the deductible expenditure under section 23 of the MSMED Act, 2006	-	-
<b>Total</b>	<b>26.44</b>	<b>264.41</b>

The Company deals with various Micro and Small Enterprises on mutually accepted terms and conditions. Accordingly, no interest is payable if the terms are adhered to by the Company. Consequently, no interest has been paid or is due and no provision for interest payable to such units is required or has been made under Micro, Small and Medium Enterprises Development Act, 2006.

### 53 ADDITIONAL REGULATORY INFORMATION:

- There are no immovable properties (other than properties where the Company is a lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the Company
- The Company has not revalued any of its Property, Plant and Equipment (including Right-of-Use Assets) during the year.
- The Company has not granted any Loans or Advances in the nature of loans to Promoters, Directors, KMPs and Related Parties either severally or jointly with other persons that are repayable on demand or without specifying any terms or period of repayment.
- The Capital Work-in-Progress ageing schedule for the year ended on March 31, 2025 and March 31, 2024 is as follows:

(In Lakhs)

CWIP	Year Ended	
	March 31, 2025	March 31, 2024
Amount in CWIP for a period of		
Less than 1 Year	151.73	2,075.27
1-2 Years	-	30.52
2-3 Years	8.10	-
More than 3 Years	-	-
<b>Total</b>	<b>159.83</b>	<b>2,105.78</b>

As on date of the balance sheet, there are no capital work-in-progress projects whose completion is overdue or has exceeded the cost, based on approved plan.

Project Temporarily Suspended	Year Ended	
	March 31, 2025	March 31, 2024
Amount in CWIP for a period of		
Less than 1 Year	-	-
1-2 Years	-	-
2-3 Years	-	-
More than 3 Years	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

- v. The Intangible Assets under Development as at the ended on March 31, 2025 and March 31, 2024 is as follows:

(In Lakhs)

CWIP	Amount in CWIP for a period of	Year Ended	
		March 31, 2025	March 31, 2024
Less than 1 Year		1.25	-
1-2 Years		-	-
2-3 Years		-	-
More than 3 Years		-	-
Total		1.25	-

Projects Temporarily Susupended	Amount in CWIP for a period of	Year Ended	
		March 31, 2025	March 31, 2024
Less than 1 Year		-	-
1-2 Years		-	-
2-3 Years		-	-
More than 3 Years		-	-
Total		-	-

- vi. The Company does not have any Benami property and no proceeding has been initiated or pending against the Company for holding any Benami property.
- vii. The Company is not declared as wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- viii. The Company has not entered into any transactions with Struck-off Companies.
- ix. There are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period or otherwise.
- x. The Company has a direct investment in it's Subsidiary which does not have any further downstream investment. Hence, it is in compliance with the number of layers prescribed under Section 2 (87) of the Companies Act, 2013 read with Companies (Restriction on Number of Layers ) Rules, 2017.
- xi. There was no Scheme of Arrangements during the year.
- xii. The Company has not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- xiii. The Company has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- xiv. The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- xv. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- 54 The Company has been sanctioned Working Capital Limits of Rs 500 Lakhs which are inter-alia against security of current assets. The Company has filed the Statements of Current Assets on monthly basis. Quarterly statement of current assets submitted by company with Banks are in agreement with books of accounts.

55 There are no amounts pending to be transferred to the Investors Education and Protection Fund as at the end of the year.

**56 IMPAIRMENT OF ASSETS:**

In absence of any indications, external or internal, as to any probable impairment of assets, no provision has been made for same during the year under report.

**57 CORPORATE SOCIAL RESPONSIBILITY EXPENSES:**

(In Lakhs)

Particulars	31-03-2025	31-03-2024
Gross Amount Required to be spent by the Company during the year ( as per the provisions of S. 135 of the Companies Act, 2013 read with rules thereon)	34.17	344.43
Amount of Expenditure Incurred	34.22	34.51
Shortfall, if any, at the end of the year	-	-
Total of Previous Years Shortfall	-	-
Reason for Shortfall	NA	NA
Details of Related Party Transactions in CSR	None	None
Provision Made for CSR and Movements therein	None	None

**NATURE OF CSR ACTIVITIES:**

(In Lakhs)

Name of the Project	Item from the list of activities in schedule VII to the Act	Year Ended	
		March 31, 2025	March 31, 2024
Provided training Equipment's (bicycle and gears) to National Level Player	Item II Promoting Sports	-	1.75
Contributed in development of Science college facility to Ankleshwar Environmental Preservation Society	Item II Promoting Education	-	10.00
Supported for Education of Children of S R Rotary Institute of Chemical Technology through Ankleshwar Rotary Education Society	Item II Promoting Education	-	6.00
Contributed in development of Sports Complex facility through Ankleshwar Industrial Development Society	Item II Promoting Sports	-	7.00
Contributed for Hearse Vehicle (funeral vehicle) and biers through Shri Hari Seva Trust	Item I Promoting preventive health care	-	3.10
Provided support to purchase Healthcare Equipment's in Muni Seva Ashram	Item I Promoting preventive health care	-	6.66
Contributed in development of Residential School Facility to Muni Seva Asharam	Item II Promoting Education	5.11	-
Contributed in development of classrooms at Chemical Engineering Department of MS University	Item II Promoting Education	15.96	-
Contributed in development of facility at Sports Complex through Ankleshwar Industrial Development Society	Item VII Promoting Sports	7.00	-
Contributed in renovation of classrooms at Jalampura Primary School	Item II Promoting Education	6.15	-
<b>Total</b>		<b>34.22</b>	<b>34.51</b>

## 58 CAPITAL MANAGEMENT:

For the purpose of the Company's Capital Management, Capital includes issued Equity Capital and all Other Reserves attributable to the Equity shareholders of the Company. The Primary objective of the Company's Capital Management is to maximise the shareholders' value. The Company's Capital Management objectives are to maintain equity including all reserves to protect economic viability and to finance any growth opportunities that may be available in future so as to maximise shareholder's value. The Company is monitoring Capital using debt equity ratio as its base, which is total debt divided by total equity.

(In Lakhs)

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
Gross Debt (Long Term and Short Term Borrowings) (A)	2,603.76	2,554.64
Total Equity (B)	7,611.19	7,225.85
Net Debt to Equity Ratio (A/B)	0.34	0.35

## 59 FINANCIAL INSTRUMENTS DISCLOSURES:

This section gives an overview of the significance of financial instruments for the Company and provides additional information on balance sheet items that contain financial instruments

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 3.10 to the financial statements

### A. Classification of Financial Assets and Liabilities:

(In Lakhs)

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
<b>Financial assets</b>		
<b>Measured fair value through Other Comprehensive Income</b>		
Investment in Mutual Funds	1,978.15	1,977.41
<b>Measured at Amortized Cost</b>		
Investment in Equity Instrument (At Cost)	5.70	5.17
Cash and Cash Equivalent	101.38	7.09
Other Bank Balances	12.88	511.14
Trade Receivables	1,221.30	1,529.98
Loans	582.48	373.02
Other Financial assets	281.68	240.22
	-	-
<b>Financial liabilities</b>		
<b>Measured at Amortized Cost</b>		
Trade Payables	401.10	598.01
Borrowings	2,603.76	2,554.64
Lease Liabilities	77.24	90.59
Other Financial Liabilities	60.42	159.69

### B. Fair Value Measurement:

This note provides information about how the Company determines fair values of various financial assets

Some of the Company's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined

Financial Assets at fair value through Other Comprehensive Income

(In Lakhs)

Particulars	As At	Fair Value		
		Level 1	Level 2	Level 3
<b>Financial assets</b>				
<b>Measured fair value through Other Comprehensive Income</b>				
Investment in Mutual Fund	March 31, 2025	1,978.15		
<b>Financial assets</b>				
<b>Measured fair value through Other Comprehensive Income</b>				
Investment in Mutual Fund	March 31, 2024	1,977.41		

Valuation technique and key input: NAV declared by respective Asset Management Companies.

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

There has been no transfers between level 1, level 2 and level 3 for the year ended March 31, 2025 and year March 31, 2024.

## 60 CLASSIFICATION OF EXPENDITURES BETWEEN REVENUE AND CAPITAL NATURE AND CAPITALIZATION OF INTEGRATED PLANT COMPONENTS:

Refer to Note 3.2 of Property, Plant and Equipment (PPE)

During the year, the Company has undertaken significant expansion and modernization activities involving integrated plant components such as steel structures, gratings, piping systems, civil construction works, electrification, and modifications or additions of chemical processing vessels.

Given the nature of the chemical plant, the physical segregation or identification of these components becomes impractical after installation. Consequently, management has applied significant judgment in determining whether such expenditures should be classified as capital in nature and recognized as part of PPE or expensed as revenue expenditures.

The classification assessment involves technical evaluations regarding the functional enhancements, assessment of whether future economic benefits are expected to flow to the Company, and adherence to the capitalization criteria defined in the Company's accounting policy and Ind AS 16 – Property, Plant and Equipment. Where individual identification is not feasible, the expenditure is aggregated and capitalized based on management's technical assessment.

Management believes that the judgments applied are reasonable and consistent with the applicable accounting framework.

## 61 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES:

The company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade and other receivables and cash and cash equivalents that are derived directly from its operations.

The Company's financial risk management is an internal part of how to plan and execute its business strategies. The company is exposed to market risk, credit risk and liquidity risk.

The Company's senior management oversees the management of financial risks. Senior professionals responsible for managing these risks operate within an established financial risk governance framework and are accountable to the Board of Directors and the Audit Committee. This framework ensures that financial risk-taking activities are governed by appropriate policies and procedures, and that financial risks are identified, measured, and managed in alignment with the Company's policies and risk management objectives. In times of financial stress or uncertainty, the management assesses the recoverability of assets and the maturity profile of liabilities to factor these into cash flow forecasts, ensuring adequate liquidity is maintained through internal and external sources of funds. These forecasts and underlying assumptions are reviewed and approved by the Board of Directors.

### **1. Risk Management Framework**

The Company's board of directors has overall responsibility for establishment and Oversight of the company's risk management framework. The board of directors has established the processes to ensure that executive management controls risks through the Mechanism of property defined framework. The Company's risk management policies are established to identify and analyse the risks faced by the company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed by the board annually to reflect changes in market conditions and company's activities. The company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

### **2. Credit Risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the company's receivables from customers. The carrying amount of financial assets represents the maximum credit exposure. The Company monitor credit risk very closely both in domestic and export market. The management impact analysis shows credit risk and impact assessment as low.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate. The company management has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's review includes market check, industry feedback, past financials and external ratings, if they are available, and in some cases bank references. Sale limits are established for each customer and reviewed quarterly. Any sales exceeding those limits require approval from the Directors of the company. Most of the Company's customers have been transacting with the company for over Five to Ten years against those customers. In monitoring customer credit risk, Customers are reviewed according to their credit characteristics, including whether they are an individual or a legal entity, their geographic location, industry and existence of previous financial difficulties. The company has not written off any amount in recent past for impairment in receivables. In view of the same no provision for impairment is done in current financial year. Management uses practical experience for deriving expected credit losses based on historical credit loss experience & adjustment for forward looking assumptions. Financial instruments that are subject to concentrations of credit risk, principally consist of balance with banks, trade receivables and loans and advances.

Balances with banks were not past due or impaired as at the year end. In other financial assets that are not past dues and not impaired, there were no indication of default in repayment as at the year end.

### **3. Liquidity Risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The following are the contractual maturities of the financial liabilities, including estimated interest payments as at 31st March 2025:

(In Lakhs)

Particulars	Carrying Amount	Upto 1 Year	1-5 Years	More than 5 Years
Borrowings (including current maturities)	2,603.76	816.02	1,787.74	-
Trade Payables	401.10	401.10	-	-
Lease Liabilities	77.24	16.54	60.70	-
Other Financial Liabilities	60.42	60.42	-	-

The following are the contractual maturities of the financial liabilities, including estimated interest payments as at 31st March 2024:

(In Lakhs)

Particulars	Carrying Amount	Upto 1 Year	1-5 Years	More than 5 Years
Borrowings (including current maturities)	2,554.64	401.96	1,600.42	552.26
Trade Payables	598.01	598.01	-	-
Lease Liabilities	90.59	13.35	77.24	-
Other Financial Liabilities	159.69	159.69	-	-

#### 4. Market Risk

Market risk is the risk that changes in market prices- such as foreign exchange rates, interest rates and equity prices- will affect the Company's income or the value of its holdings of financial instrument. The objective of market risk management is to manage and control market risk exposures within acceptable parameters while optimising the return. The major components of market risk are foreign currency risk, interest rate risk and price risk.

##### i. Interest Rate Risk

It is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates.

##### ii. Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise.

The carrying amount of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

(In Lakhs)

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
Account Receivable		
USD (Equivalent in INR)	124.44	501.96
Account Payable		
USD (Equivalent in INR)	65.06	108.41

Company has not entered in any Forward Contract to hedge above foreign exposure and there are no outstanding Forward Contracts are at the end of the year.

### Foreign Currency Sensitivity

The Company is principally exposed to foreign currency risk against USD. Sensitivity of profit or loss arises mainly from USD denominated receivables and payables.

As per management's assessment of reasonable possible changes in the exchange rate of +/- 5% between USD-INR, EURO-INR currency pair, sensitivity of profit or loss only on outstanding foreign currency denominated monetary items at the period end is presented below:

(In Lakhs)

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
<b>Assets:</b>		
Weakening of INR by 5%	6.22	25.10
Strengthening of INR by 5%	- 6.22	- 25.10
<b>Liabilities</b>		
Weakening of INR by 5%	- 3.25	- 5.42
Strengthening of INR by 5%	3.25	5.42

### iii. Price Risk

The Company has deployed its surplus funds into units of mutual fund. The Company is exposed to NAV (net asset value) price risks arising from investments in these funds. The value of these investments is impacted by movements in liquidity and credit quality of underlying securities.

#### NAV price sensitivity analysis

The Sensitivity analyses below have been determined based on the exposure to NAV price risks at the end of the reporting period. If NAV prices had been 1% higher/lower :

Profit for the year ended 31<sup>st</sup> March 2025 would increase/decrease by Rs. 19.78 lakhs (Previous Year Rs. 19.77 Lakhs).

### 62 DIVIDENDS PAID:

(In Lakhs)

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
Equity Shares		
Final Dividend paid of Rs 1 per each 1,48,08,840 equity share (For FY 23-24)	148.09	
Final Dividend paid of Rs 2 per each 1,48,08,840 equity share (For FY 22-23)		296.18

The Board of Directors of the Company in its meeting held on May 20, 2025 has approved and recommended final dividend of Re. 1/- i.e., (10%) per equity share of the Company having face value of Rs 10/- each amounting to 148.09 Lakhs for the financial year 2024-2025, subject to approval from shareholders

### 63 BORROWING COST:

During the year, the company capitalized borrowing costs amounting to Rs. 80.14 Lakhs (PY Rs. 123.27 Lakhs).

### 64 SEGMENT REPORTING:

The products offered by the Company are in the nature of Bulk Drug Intermediates and its related products, having the same risks and returns, same type and class of customers and regulatory environment. Hence, the Company effectively has a single reportable business segment. Hence, segment-wise disclosure of information is not applicable.

## 65 KEY FINANCIAL RATIOS:

Ratio	Numerator	Denominator	Mar-25	Mar-24	% Variance	Reason for variance
(a) Current ratio	Total Current Assets	Total Current Liabilities	3.18	3.85	-17.37%	Decrease in ratio is due to decrease in Current assets and increase in current liabilities
(b) Debt-equity ratio	Short Term Borrowing + Long Term Borrowing	Total Equity	0.34	0.35	-3.24%	Decrease in ratio is due to decrease in Long Term Borrowings
(c) Debt service coverage ratio	Profit Before Interest and Tax	Total Debts Service (Interest + Finance Lease Payment + Principal Repayment)	0.31	0.42	-25.69%	The decrease in the ratio is due to an increase in the borrowing upto capitalisation of work in progress cost and decrease in profit as compared to last year.
(d) Return on equity ratio	Net Profit after Tax	Total Equity	5.65%	12.18%	-53.64%	Decrease in ratio is due to decrease in net profit
(e) Inventory turnover ratio	Net Sales	Average Inventory	7.78	6.97	11.56%	-
(f) Trade receivables turnover ratio	Net Sales	Average Trade Receivables	5.11	5.46	-6.47%	-
(g) Trade payables turnover ratio	Net Purchases	Average Trade Payable	11.56	7.17	61.24%	The ratio has improved due to decrease in average trade payable and increase in purchase as compare to last year.
(h) Net Working capital turnover ratio	Net Sales	Working Capital	2.08	2.01	3.88%	-
(i) Net profit ratio	Net Profit	Sales	5.96%	10.76%	-44.60%	Decrease in ratio is due to decrease in net profit
(j) Return on capital employed	Earning Before Interest and Tax	Capital Employed	7.07%	12.27%	-42.36%	Decrease in ratio is due to decrease in net profit
(k) Return on investment	Profit After Tax	Total Assets	3.73%	7.69%	-51.41%	Decrease in ratio is due to decrease in net profit

66 The figures in respect of previous year have been re-grouped / recast wherever necessary to confirm to the current year's classification.

67 The Standalone financial Statements for the year ended 31<sup>st</sup> March 2025 were approved by the Board of Directors in their meeting held on 20<sup>th</sup> May 2025.

**For Naresh & Co**  
**Chartered Accountants**  
**FRN: 106928W**

**Sd/-**  
**CA Harin Parikh**  
**Partner**  
**Membership No: 107606**

**UDIN: 25107606BMOJDV5387**  
**Place: Vadodara**  
**Dated: 20.05.2025**

**For and on behalf of the Board of Directors**  
**For Chemcrux Enterprises Limited**

**Sd/-**  
**Girishkumar Shah**  
**Whole-Time Director**  
**DIN: 00469291**

**Sd/-**  
**Sanjay Marathe**  
**Managing Director**  
**DIN: 01316388**

**Sd/-**  
**Ramesh Kambariya**  
**CFO**  
**Place: Vadodara**

**Sd/-**  
**Dipika Rajpal**  
**CS**  
**Dated: 20.05.2025**

## INDEPENDENT AUDITOR'S REPORT

**To,  
The Members of Chemcrux Enterprises Limited**

### **Report on the Consolidated Financial Statements**

#### **Opinion**

We have audited the accompanying Consolidated Financial Statements of **CHEMCRUX ENTERPRISES LIMITED ("the Company" or "the Holding Company")** and its Subsidiary (the Company and its Subsidiary together referred to as "the Group") which comprises the Consolidated Balance Sheet **as at 31<sup>st</sup> March, 2025**, the Consolidated Statement of Profit & Loss including Consolidated Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Consolidated Financial Statements")

In our opinion and to the best of our information and according to the explanations given to us the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the Consolidated State of Affairs of the Group as at March 31, 2025, their Consolidated Profit including Consolidated Other Comprehensive Income, their Consolidated Cash Flows and the Consolidated Statement of Changes in Equity for the year ended on that date.

#### **Basis for Opinion**

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

#### **Key Audit Matters**

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

#### **Description of the Key Audit Matter**

In the previous year, we identified the classification of expenditures between revenue and capital nature, particularly for repairs and maintenance, as a key audit matter due to the Holding Company's ongoing expansion and modernization activities at its chemical manufacturing plant and the inherent complexities in distinguishing between routine repairs and capital enhancements.

During the current year, this area has continued to be significant and has further evolved in complexity owing to a major plant expansion undertaken by the Holding Company. Given the Holding Company's nature of operations as a chemical plant, expenditures on Repairs and Maintenance are routinely incurred and often exhibit characteristics similar to those incurred for plant expansion purposes. Additionally, during expansion projects, there are complexities surrounding the identification of specific components of Property, Plant and Equipment (PPE) in cases of expenditure on steel structures, gratings, piping networks, civil construction works, electrification and chemical processing vessels. Due to the interwoven and integrated nature of these components, modifications, demolitions, and additions occur frequently, making it practically impossible to physically identify or segregate individual items once they become part of the larger plant infrastructure.

Consequently, such expenditures are either expenses or aggregated as part of the overall plant value. This requires the management to exercise significant judgment in determining whether such expenditures should be capitalized as additions to PPE or expensed as revenue expenditures. The assessment involves technical evaluations, review of the functional enhancement brought about by such activities, and an evaluation of whether the benefits of the expenditure extend beyond the current reporting period.

The classification of these expenditures is critical as it has a direct impact on the Holding Company's financial statements, influencing both the statement of profit and loss and the balance sheet. The significant judgment, technical complexity, and materiality of these expenditures in the context of the Company's financial reporting make this an area of key audit focus for the current year.

Accordingly, this matter has been identified as a key audit matter in the current year and was also considered a key audit matter in the previous year also.

### **Auditor's Response**

Our audit procedures included, among others:

- ⇒ Evaluating the design and operating effectiveness of internal controls over the identification and classification of expenditures between capital and revenue nature, with a specific focus on expansion-related activities involving integrated plant components such as structural steel, gratings, piping networks and related civil structural works used both in expansion and repair activities.
- ⇒ Testing a sample of expenditures to supporting documents such as invoices, work orders, and technical evaluations to verify the appropriateness of their classification in accordance with the Holding Company's capitalization policy and applicable accounting standards.
- ⇒ Reviewing significant contracts, engineering designs, and project reports related to expansion activities to understand the nature and scope of work performed, particularly in relation to modifications and additions of steel structures, piping, civil construction, and chemical processing vessels.
- ⇒ Engaging in discussions with management and technical personnel to understand the rationale behind judgments applied in cases where physical identification of assets was impracticable.
- ⇒ Assessing whether the Holding Company's approach to capitalization, including aggregation of certain expenditures where individual identification is not feasible, was reasonable, consistently applied, and in line with applicable financial reporting framework.
- ⇒ Evaluating the adequacy of disclosures made in the financial statements regarding the critical accounting estimates and judgments applied in relation to these expenditures.

Based on the audit procedures performed, we found that the management's classification of expenditures between revenue and capital nature, including the treatment of integrated plant components, was reasonable and in accordance with the applicable financial reporting framework.

The above Key Audit Matters pertain solely to the Holding Company, and no Key Audit Matters have been reported for the Subsidiary Company.

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

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance, Shareholder's Information and Other Information included in the Company's Annual Report, but does not include the Consolidated Financial Statements, our Auditor's Reports thereon.

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

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the

Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

### **Management's Responsibility for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Account) Rules, 2014.

The respective Board of Directors of the Companies included in the group are responsible for maintaining adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the respective financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of Consolidated Financial Statements by the Directors of the Holding Company as aforesaid.

In preparing the Consolidated Financial Statements, the respective managements of the Companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective managements either intends to liquidate the respective companies to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Companies included in the Group are also responsible for overseeing the Group's financial reporting process.

### **Auditor's Responsibility**

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

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

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls. The said section 143(3)(i) is not applicable to the Subsidiary Company, and accordingly, while we are the auditors for both the Holding and the Subsidiary Company, our opinion on internal financial controls is expressed only in respect of the Holding Company.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of all entities included in the consolidated financial statements to express our opinion thereon.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Other Matters**

- a) The Holding Company initially held 50% stake in Kalichem Private Limited making it a Joint Venture. The Holding Company acquired balance 50% stake in Kalichem Private Limited from the co-venturer M/s. Kalintis Healthcare Private Limited on 27th February, 2025. As a result of the acquisition, Kalichem Private Limited became a wholly-owned subsidiary of the Holding Company from that date.
- b) The Company has Consolidated the Financial Results of Kalichem Private Limited as a Joint Venture under the Equity Method in accordance with Ind AS 28 till 27th February, 2025 i.e. the date on which Kalichem Private Limited became a wholly-owned subsidiary. For the subsequent period, i.e. from 27th February, 2025 to 31st March, 2025, the Consolidation has been done as a Wholly Owned Subsidiary under Ind AS 110 following the principles of Ind AS 103 Business Combinations
- c) M/s. Kalichem had commenced commercial production on 26th November 2024 and had incurred losses till 27th February, 2025 i.e. the date on which it became a wholly owned subsidiary. As a co-venturer holding 50% equity in the Joint Venture till that date, the Company was required to recognise its share of the losses. However, since the cost of total investment of the Company in the Joint Venture was less than the share of loss, it has recognized the loss the extent of Rs. 0.50 lakh only, i.e. to the extent of investment, in accordance with Ind AS 28 in the third quarter of the current year itself. Further, the acquisition of the balance stake at par value of Rs. 0.50 lacs would have resulted in a Goodwill but the same has been treated as impaired due to losses of Kalichem Private Limited. Upon conversion to a wholly owned subsidiary, the Company has consolidated the subsequent transactions as per Ind AS 110 and also recognised its total share of losses of Kalichem Private Limited in its own Reserves and Surplus.
- d) The Consolidated Financials Statement includes the figures relating to the year ended 31st March, 2024 for which the financial results of M/s. Kalichem Private Limited were audited by other auditors and at which time M/s. Kalichem Private Limited was a Joint Venture and Consolidated under the Equity Method. As such, Kalichem had not commenced operations till 31<sup>st</sup> March, 2024 and had no profits or losses. Our

opinion on the Consolidated Financial Statements and our report on Other Legal and Regulatory relating to the year ended 31<sup>st</sup> March, 2024 was not modified in respect of the same with respect to our reliance on the work done and the reports of the other auditor.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditors Report) Order, 2020 (“the Order”) issued by the Central Government in terms of section 143 (11) of the Companies Act, 2013, we enclose in the Annexure-A, a statement on the matters specified in paragraph 3 & 4 of the said Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations, which, to the best of our knowledge and belief, were necessary for the purpose of our Audit of the aforesaid Consolidated Financial Statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit & Loss including Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
  - d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors of the Holding Company and its Subsidiary Company as on 31st March, 2025, and taken on record by the respective Boards of Directors, we report that none of the directors of the companies included in the Group are disqualified as on 31st March, 2025, from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls in the Group; refer to our separate report in Annexure – B attached herewith.
  - g) With respect to the matter to be included in the Auditors Report u/s. 197(16) of the Act, in our opinion and according to information and explanations given to us, the remuneration paid by the Holding Company to its directors is in accordance with the provisions of Section 197 of the Act read with Schedule V in terms of requisite approvals obtained as mandated therein and is not in excess of the limits specified therein. The Subsidiary being a Private Limited Company, the provisions of S. 197(16) were not applicable and as such also no remuneration was paid by it to any of its Directors.
  - h) With respect to the other matters to be included in our Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - (i) There are no pending litigations having impact on the Consolidated Financial Position of the Group.
    - (ii) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts for which provision is required.
    - (iii) There were no amounts which were required to be transferred to the Investor Protection Fund by the Holding Company.
    - (iv) (a) The Respective Managements of the Group have represented that, as disclosed in the Note 53 (xii) to the Consolidated Financial Statements, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by

the Company or Subsidiary to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or Subsidiary ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Respective Managements of the Group have represented, that, as disclosed in the note 53 (xiii) to the Consolidated Financial Statements, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or Subsidiary from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or Subsidiary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Group, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- (v) The Dividend declared and paid during the year by the Holding Company is in compliance with Section 123 of the Act.
- (vi) Based on our examination, which included test checks, the Group has used accounting software for maintaining its books of accounts which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the Group as per the statutory requirements of record retention under Rule 3(1) of the Companies (Accounts) Rules, 2014

**FOR, NARESH & CO.**  
**CHARTERED ACCOUNTANTS**  
**(F.R.N. 106928W)**

**Sd/-**

**CA Harin Parikh**  
**PARTNER**

**(M R N : 107606)**

**UDIN: 25107606BMOJDX7564**

**Date: 20.05.2025**

**Place: Vadodara**

**"ANNEXURE – A" TO THE INDEPENDENT AUDITORS' REPORT**

**(Referred to in Paragraph 1 under 'Report on Other Legal and Regulatory Requirement's" section of our Report of even date for the year ended 31<sup>st</sup> March 2025 on the Consolidated Financial Statements of the Group)**

- (i) The Independent Auditors Report being a Report on Consolidated Financial Statements, Paragraph (i) to (xx) of the Order are not applicable.
- (ii) There are no qualifications or adverse remarks by us as the Auditors of the Company and Subsidiary in our report / statement on the matters specified in Paragraph 3 & 4 of the Order issued on the Financial Statements of the Company and Subsidiary.

**FOR, NARESH & Co.  
CHARTERED ACCOUNTANTS  
(F.R.N. 106928W)**

**DATE: 20.05.2025  
PLACE: VADODARA**

*Sd/-*  
**CA HARIN PARIKH  
PARTNER  
(M R N : 107606)  
UDIN: 25107606BMOJDX7564**

## **"ANNEXURE – B" TO THE INDEPENDENT AUDITOR'S REPORT**

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

**(Referred to in Paragraph 2(f) under 'Report on Other Legal and Regulatory Requirement's" section of our Report of even date for the year ended 31<sup>st</sup> March 2025 on the Consolidated Financial Statements of the Group)**

We have audited the internal financial controls over financial reporting with reference to the Consolidated Financial Statements of **CHEMCRUX ENTERPRISES LIMITED ("the Company" or "the Holding Company")** as on **31<sup>st</sup> March, 2025** in conjunction with our audit of the Consolidated Financial Statements of the Company for the year ended on that date. Reporting on internal financial controls over financial reporting is not applicable to the Subsidiary Company, and accordingly, our report in this regard is restricted to the Holding Company only.

### **Management's Responsibility for Internal Financial Controls**

The Board of Directors of the Holding Company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting with reference to the consolidated financial statement based on our audit conducted for the same in respect of the Holding Company and based on Management Representation in respect of the Subsidiary Company, since the Subsidiary Company was exempt from obtaining an Audit Opinion on the same, as mentioned in the Other Matter section of this Report.

We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained during our Audit in respect of the Holding Company and the Management Representation in respect of the Subsidiary Company is sufficient appropriate to provide a basis for our audit opinion on the Group's internal financial controls system over financial reporting with reference to the consolidated financial statements.

### **Meaning of Internal Financial Controls Over Financial Reporting**

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

A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Holding Company and Subsidiary Company have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2025, based on the internal control over financial reporting criteria established by the Holding Company and Subsidiary Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

#### **Other Matter:**

Our aforementioned opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to the Consolidated Financial Statements is based on our audit of the same in respect of the Holding Company. In respect of the Subsidiary Company, our reporting is based on management representations, as the Subsidiary Company is exempt from obtaining an audit opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting in accordance with notification G.S.R. 583(E) dated June 13, 2017 issued by the Ministry of Corporate Affairs.

FOR, NARESH & CO.  
CHARTERED ACCOUNTANTS  
(F.R.N. 106928W)

Sd/-  
CA HARIN PARIKH  
PARTNER  
(M R N : 107606)

UDIN: 25107606BMOJDX7564

DATE: 20.05.2025  
PLACE: VADODARA

**CHEMCRUX ENTERPRISES LIMITED- CONSOLIDATED BALANCESHEET AS AT 31ST MARCH 2025**

(In Lakhs)

	Particulars	Note No.	As at 31st March, 2025	As at 31st March, 2024
<b>I.</b>	<b>ASSETS</b>			
<b>(1)</b>	<b>Non - Current Assets</b>			
	(a) Property, Plant and Equipment	4	7,580.93	3,182.84
	(b) Capital Work In Progress	5	161.08	2,105.78
	(c) Investment Property	6	67.78	67.78
	(d) Right of Use Assets	7	44.23	56.57
	(e) Other Intangible Assets	8	12.84	1.54
	(f) Financial Assets			
	(i) Investments	9	4.70	5.17
	(ii) Loans	10	-	350.00
	(iii) Others	11	200.70	234.04
	(g) Other Non - Current Assets	12	-	-
<b>(2)</b>	<b>Current Assets</b>			
	(a) Inventories	13	1,001.66	841.06
	(b) Financial Assets			
	(i) Investments	9	1,978.15	1,977.41
	(ii) Trade Receivables	14	1,178.08	1,529.98
	(iii) Cash and Cash Equivalents	15	101.64	7.09
	(iv) Other Bank Balances	16	12.88	511.14
	(v) Loans	17	23.48	23.02
	(vi) Others	18	7.19	6.18
	(c) Other Current Assets	19	329.38	87.07
	<b>Total Assets</b>		<b>12,704.71</b>	<b>10,986.68</b>
<b>II.</b>	<b>EQUITY AND LIABILITIES</b>			
<b>(1)</b>	<b>Equity</b>			
	(a) Equity Share Capital	20	1,480.88	1,480.88
	(b) Other Equity	21	5,981.37	5,744.97
	<b>Liabilities</b>			
<b>(2)</b>	<b>Non - Current Liabilities</b>			
	(a) Financial Liabilities			
	(i) Long Term Borrowings	22	2,804.79	2,152.68
	(ii) Lease Liabilities	23	60.70	77.24
	(iii) Other Financial Liabilities	24	-	-
	(b) Provisions	25	5.57	17.56
	(c) Deferred Tax Liability (net)	26	367.25	217.86
<b>(3)</b>	<b>Current Liabilities</b>			
	(a) Financial liabilities			
	(i) Short Term Borrowings	27	1,348.00	401.96
	(ii) Lease Liabilities	23	16.54	13.35
	(iii) Trade Payables	28		
	a) Total Outstanding Dues of Micro Enterprises and Small Enterprises		45.02	264.41
	b) Total Outstanding Dues of Creditors Others than Micro Enterprises and Small Enterprises		403.53	333.61
	(iv) Other Financial Liabilities	24	72.55	159.69
	(c) Other Current Liabilities	29	118.50	106.96
	(b) Provisions	25	-	-
	(d) Current Tax Liabilities (Net)	30	-	15.52
	<b>Total Equity and Liabilities</b>		<b>12,704.71</b>	<b>10,986.68</b>
	The accompanying notes 1 to 69 are an integral part of the Financial Statements.			
	<b>As per our report of even date attached.</b>			

For Naresh & Co  
Chartered Accountants  
FRN: 106928W  
Sd/-  
CA Harin Parikh  
Partner  
Membership No: 107606  
UDIN: 25107606BMOJDX7564  
Place: Vadodara  
Dated: 20.05.2025

For and on behalf of the Board of Directors  
For Chemcrux Enterprises Limited  
Sd/-  
Girishkumar Shah  
Whole-Time Director  
DIN: 00469291  
Sd/-  
Ramesh Kambariya  
CFO  
Place: Vadodara  
Sd/-  
Sanjay Marathe  
Managing Director  
DIN: 01316388  
Sd/-  
Dipika Rajpal  
CS  
Dated: 20.05.2025

**CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2025**

(In Lakhs)

	Particulars	Note No.	Year ended 31st March, 2025	Year ended 31st March, 2024
I.	Revenue from Operations	31	7,000.99	7,846.53
II.	Other Income	32	148.74	133.55
III.	<b>Total Income (I+II)</b>		<b>7,149.73</b>	<b>7,980.07</b>
IV.	<b>Expenses:</b>			
	Cost of Materials Consumed	33	2,978.53	2,533.25
	Purchase of Stock in Trade	34	-	-
	Changes in Inventories of Finished Goods and Work in Progress	35	(236.26)	579.79
	Employee Benefits Expense	36	856.44	882.91
	Finance Costs	37	174.55	83.24
	Depreciation and Amortization Expense	4,7,8	320.56	228.52
	Other Expenses	38	2,479.38	2,529.21
	<b>Total Expenses (IV)</b>		<b>6,573.19</b>	<b>6,836.92</b>
	<b>Profit Before Share in profit of Joint Venture (III-IV)</b>		576.54	1,143.15
	<b>Share in Profit/(Loss) of Joint Venture (Net of Tax)</b>		(0.50)	-
V.	<b>Profit Before Tax (III-IV)</b>		<b>576.04</b>	<b>1,143.15</b>
VI.	<b>Tax Expense :</b>			
	Current Tax		75.00	285.00
	Deferred Tax		110.85	11.89
	Income Tax relating to Earlier Years		(1.11)	1.83
			<b>184.74</b>	<b>298.72</b>
VII.	<b>Profit for The Year</b>		<b>391.31</b>	<b>844.43</b>
VIII.	<b>Other Comprehensive Income</b>			
	(i) Items that will not be reclassified to profit or loss			
	- Defined Benefit Plan		26.18	(45.09)
	(ii) Income tax relating to items that will not be reclassified to profit or loss		6.59	(11.35)
	(iii) Items that will be reclassified to profit or loss			
	- Fair Value Gain on Investments		126.92	133.65
	(iv) Income tax relating to items that will be reclassified to profit or loss		31.95	33.64
	<b>Total Other Comprehensive Income, Net of Tax</b>		<b>114.57</b>	<b>66.27</b>
IX.	<b>Total Comprehensive Income for The Year</b>		<b>505.87</b>	<b>910.70</b>
X.	<b>Earnings per Equity Share (Nominal value per share Rs. 10/-)</b>			
	- Basic (Rs.)		2.64	5.70
	- Diluted (Rs.)		2.64	5.70
	The accompanying notes 1 to 69 are an integral part of the financial statements.			

As per our report of even date attached.

For Naresh & Co  
Chartered Accountants  
FRN: 106928W  
Sd/-  
CA Harin Parikh  
Partner  
Membership No: 107606  
UDIN: 25107606BMOJDX7564  
Place: Vadodara  
Dated: 20.05.2025

For and on behalf of the Board of Directors  
For Chemcrux Enterprises Limited  
Sd/-  
Girishkumar Shah  
Whole-Time Director  
DIN: 00469291  
Sd/-  
Ramesh Kambariya  
CFO  
Place: Vadodara  
Sd/-  
Sanjay Marathe  
Managing Director  
DIN: 01316388  
Sd/-  
Dipika Rajpal  
CS  
Dated: 20.05.2025

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

(In Lakhs)

Sr.	Particulars	Year ended 31st March , 2025	Year ended 31st March , 2024
<b>A.</b>	<b>Cash flow from Operating Activities :</b>		
	<i>Net Profit before Tax &amp; Extra Ordinary Items</i>	576.54	1,143.15
	Adjustment for :	-	-
	Depreciation & Write-offs	320.56	228.52
	Loss/(Profit) on Sale of PPE	(5.98)	16.84
	Interest Expense	174.55	83.24
	Interest Income	(74.67)	(39.17)
	Gain on Mutual Funds	(23.81)	(34.38)
	Gratuity Expense	14.20	7.22
	<b>Operating Profit before Working Capital Changes</b>	<b>981.39</b>	<b>1,405.43</b>
	Adjustments for :	-	-
	(Increase)/Decrease in Trade Receivables	351.92	(186.06)
	(Increase)/Decrease in Inventories	(79.10)	568.01
	(Increase)/Decrease in Loans & Advances	(1.21)	(12.55)
	(Increase)/Decrease in other current assets	17.78	280.76
	Increase/(Decrease) in Trade Payable	(268.15)	(205.21)
	Increase/(Decrease) in Other Current Liabilities	(0.02)	35.43
	Increase/(Decrease) in Long term provisions	(101.51)	17.56
	<b>Cash Generated from Operating Activities</b>	<b>901.12</b>	<b>1,903.36</b>
	Direct Taxes Paid	(141.82)	(269.48)
	<b>Cash Flow before Extra Ordinary Items</b>	<b>759.30</b>	<b>1,633.88</b>
	Prior Period Items ( being cash items )	-	-
	<b>Net Cash Flow from Operating Activities</b>	<b>759.30</b>	<b>1,633.88</b>
<b>B.</b>	<b>Cash Flow from Investing Activities</b>	-	-
	Purchase of PPE	(839.60)	(2,428.51)
	Net Proceeds from Sale of PPE	17.00	110.00
	Investments (Net)	149.48	(239.76)
	Loan Given to Related Parties	350.00	(70.00)
	Interest Received	74.67	39.17
	-	-	-
	<b>Net Cash used in Investment Activities</b>	<b>(248.46)</b>	<b>(2,589.10)</b>
<b>C.</b>	<b>Cash Flow from Financing Activities</b>	-	-
	Interest Paid	(174.55)	(83.24)
	(Increase)/Decrease in Financial and Other - Non	(41.43)	(59.07)
	Current Assets	-	-
	Increase/(Decrease) in Short Term Borrowings	399.12	86.07
	Increase/(Decrease) in Lease Liabilities	(13.35)	(10.57)
	Increase/(Decrease) in Long Term Borrowings	(937.22)	1,127.04
	Dividend Paid	(148.09)	(296.18)
	-	-	-
	<b>Net Cash used in Financing Activities</b>	<b>(915.52)</b>	<b>764.05</b>
<b>D.</b>	<b>Net Increase/(Decrease) in Cash and Bank Balance</b>	<b>(404.68)</b>	<b>(191.17)</b>
	Cash & Bank Balance at beginning of the year	518.24	709.41
	Cash & Bank Balance of Subsidiary on date of acquisition	0.97	-
	<b>Cash &amp; Bank balances at the end of the year</b>	<b>114.52</b>	<b>518.24</b>
	<b>Details of Cash &amp; Bank Balance</b>	-	-
	Balances with Banks	99.75	5.09
	Cash on hand	2.23	2.46
	Deposits held as Margin Money	12.54	10.68
	Other Fixed Deposits with Bank	-	500.00

For Naresh & Co  
Chartered Accountants  
FRN: 106928W  
Sd/-  
CA Harin Parikh  
Partner  
Membership No: 107606  
UDIN: 25107606BMOJDX7564  
Place: Vadodara  
Dated: 20.05.2025

For and on behalf of the Board of Directors  
For Chemcrux Enterprises Limited  
Sd/-  
Girishkumar Shah  
Whole-Time Director  
DIN: 00469291  
Sd/-  
Ramesh Kambariya  
CFO  
Place: Vadodara  
Sd/-  
Sanjay Marathe  
Managing Director  
DIN: 01316388  
Sd/-  
Dipika Rajpal  
CS  
Dated: 20.05.2025

## RECONCILIATION OF LIABILITIES FROM FINANCIAL ACTIVITIES

(In Lakhs)

Particulars		Lease Liabilities	Long Term Borrowings	Short Term Borrowings
Opening Balance (FY 2024-25)		90.59	2,152.68	401.96
Opening Balance (FY 2023-24)		101.16	1,025.64	315.89
Cash inflow / (Outflow) (FY 2024-25)		(20.13)	652.10	946.04
Cash inflow / (Outflow) (FY 2023-24)		(18.30)	1,127.04	86.07
Non Cash Changes (FY 2024-25)		6.78	-	-
Non Cash Changes (FY 2023-24)		7.73	-	-
Closing Balance (FY 2024-25)		77.24	2,804.79	1,348.00
Closing Balance (FY 2023-24)		90.59	2,152.68	401.96

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2025**

**(a) Equity Share capital**

(In Lakhs)

	Balance at the beginning of the year	Changes in equity share capital during the year	Balance at the end of the year
For the year ended 31st March, 2024	1,480.88	-	1,480.88
For the year ended 31st March, 2025	1,480.88	-	1,480.88

**(b) Other Equity**

(In Lakhs)

	Reserves and Surplus				Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings	Other Comprehensive Income	
<b>Balance as at 1st April, 2023</b>	-	-	5,121.79	37.90	5,159.70
Profit for the year	-	-	844.43	-	844.43
Other Comprehensive Income (net of tax)					
- Remeasurement of Defined Benefit Plan				(33.74)	(33.74)
- Fair Value Impact of Investment to be routed through OCI				100.01	100.01
Less: Re-Classified to Statement of Profit and Loss for the Year	-	-	-	(29.25)	(29.25)
Dividends paid including dividend tax thereon	-	-	(296.18)	-	(296.18)
<b>Balance as at 31st March, 2024</b>	-	-	5,670.04	74.92	5,744.97
<b>Balance as on 1st April, 2024</b>	-	-	5,670.04	74.92	5,744.97
Profit for the year	-	-	391.31	-	391.31
Other Comprehensive Income (net of tax)					
- Remeasurement of Defined Benefit Plan	-	-	-	19.59	19.59
- Fair Value Impact of Investment to be routed through OCI	-	-	-	94.98	94.98
(Net of Re-Classified to Statement of Profit and Loss for the Year)					
Share of Loss of Subsidiary on date of takeover	-	-	(121.38)	-	(121.38)
Dividends paid including dividend tax thereon	-	-	(148.09)	-	(148.09)
<b>Balance as at 31st March, 2025</b>	-	-	5,791.88	189.49	5,981.37

**For Naresh & Co**  
**Chartered Accountants**  
**FRN: 106928W**

**Sd/-**  
**CA Harin Parikh**  
**Partner**  
**Membership No: 107606**  
**UDIN: 25107606BMOJDX7564**

**Place: Vadodara**  
**Dated: 20.05.2025**

**For and on behalf of the Board of Directors**  
**For Chemcrux Enterprises Limited**

**Sd/-**  
**Girishkumar Shah**  
**Whole-Time Director**  
**DIN: 00469291**

**Sd/**  
**Sanjay Marathe**  
**Managing Director**  
**DIN: 01316388**

**Sd/-**  
**Ramesh Kambariya**  
**CFO**

**Sd/-**  
**Dipika Rajpal**  
**CS**

**Place: Vadodara**

**Dated: 20.05.2025**

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS ANNEXED THERETO FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2025**

**1. General Information of the Group:**

Chemcrux Enterprises Limited (“the Company or “the Holding Company”) was incorporated in April 1996 under erstwhile Companies Act, 1956 to undertake the business of manufacturing or processing of Bulk Drug Intermediates like Para Chloro Benzoic, Ortho Benzoic Acid, and Lasamide etc.

The Company started its business activities in the year 2000-01 by taking over the running business of M/s. Chemcrux, a partnership firm of the promoters, as a going concern. It manufactures Bulk Drug Intermediates & caters to the Domestic & International market.

The Equity Shares of Company were listed on the BSE SME exchange 28<sup>th</sup> March 2017. Thereafter the Company has successfully migrated to the Main Board of the BSE from 5<sup>th</sup> May, 2022. The Company has a healthy track record in terms of Turnover and Profitability.

M/s. Kalichem Private Limited (“the Subsidiary”) was incorporated in July, 2021 as a 50:50 Joint Venture between the Company and M/s. Kalintis Healthcare Private Limited to undertake similar business of business of manufacturing or processing of Bulk Drug Intermediates with focus on certain key intermediates having substantial potential.

M/s. Kalichem Ltd. started its operations in the 3<sup>rd</sup> quarter of the year and has ended the year in a loss due to low initial revenues and higher financial costs and depreciation.

During the year, the Company acquired the balance 50% stake of M/s. Kalichem Private Limited to make it a wholly owned subsidiary of the Company w.e.f 27<sup>th</sup> February, 2025.

These Consolidated Financial Statements comprise of the financial statements of **CHEMCRUX ENTERPRISES LIMITED** (“the Company or “the Holding Company”) and its Subsidiary **M/s. KALICHEM PRIVATE LIMITED** (collectively referred to as “the group”) as at 31<sup>st</sup> March, 2025.

**2. Statement of compliance and basis of preparation and presentation:**

**a. Statement of Compliance**

The Consolidated Financial Statements has been prepared to comply in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] as amended from time to time, relevant provisions of the Act and other accounting principles generally accepted in India. The accounting policies have been consistently applied except where a newly issued accounting standard initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

**b. Basis of Preparation, Presentation and Measurement**

These Consolidated Financial Statements are presented in Indian Rupees (₹), which is also the Group’s functional currency. All amounts have been rounded-off to two decimal places to the nearest Lakhs, unless otherwise indicated.

These Consolidated financial statements have been prepared on an accrual basis and under the historical cost basis except as under:

- a) certain financial assets and liabilities are measured at fair value or amortized cost (refer accounting policy regarding financial instruments)
- b) defined benefit liability is measured as per actuarial valuation

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or

a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these Consolidated Financial Statements is determined on such a basis and measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 or value in use in Ind AS 36.

### c. Basis of Consolidation

#### Subsidiary

Subsidiary includes the entity over which the Group has control. The Group controls an entity when it is exposed or has right to variable return from its involvement with the entity, and has the ability to affect those returns through its power (that is, existing rights that give it the current ability to direct the relevant activities) over the entity. Subsidiary is fully consolidated from the date on which control is transferred to the Group, and they are deconsolidated from the date when control ceases

The consolidated financial statements of subsidiary are fully consolidated on a line-by-line basis. Intragroup balances and transactions, and income and expenses arising from intra-group transactions, are eliminated while preparing the said consolidated financial statements. The un-realised gains resulting from intra-group transactions are also eliminated. Similarly, the un-realised losses are eliminated, unless the transaction provides evidence as to impairment of the asset transferred.

#### Joint Venture

A joint venture is an agreement in which the Group has joint control and has right to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities. Interest in joint ventures are accounted for using the equity method. They are initially recognised at cost which includes the transaction costs. Subsequent to initial recognition, the consolidated financial statements includes the Group's share of Profit and Loss and Other Comprehensive Income (OCI) of investee until the date on which significant influence or joint control ceases. Where the group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity

#### Entities Consolidated :

The Entities considered in the consolidated financial statements in the year are listed below:

Sr No	Name of Entity	Country of Incorporation	Nature of Interest	% of Ownership 31/03/2025
1	Kalichem Private Limited	India	Subsidiary (w.e.f. 27/02/2025)	100%
2	Kalichem Private Limited	India	Joint Venture (till 27/02/2025)	50%

#### Principles of Consolidation :

The Holding Company initially held a 50% stake in Kalichem Private Limited and was treated as a Joint Venture. On February 27, 2025, the Holding Company acquired the remaining 50% stake from the co-venturer, M/s. Kalintis Healthcare Private Limited. This acquisition resulted in Kalichem Private Limited becoming a wholly-owned subsidiary of the Holding Company from that date.

Consequently, the consolidation of Kalichem Private Limited's financial results has been performed using two distinct accounting treatments during the year ended March 31, 2025:

- Period up to February 27, 2025: The Company consolidated the financial results of Kalichem Private Limited as a Joint Venture under the Equity Method, in accordance with Ind AS 28, 'Investments in Associates and Joint Ventures'.
- Period from February 27, 2025, to March 31, 2025: For this subsequent period, the consolidation was carried out as a wholly-owned subsidiary under Ind AS 110, 'Consolidated Financial Statements', following the principles of Ind AS 103, 'Business Combinations'.

The Financial statements of Kalichem Private Limited used in consolidation are drawn up to the same reporting date as that of the holding Company i.e. 31st March, 2025

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If an entity of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

**d. Significant Accounting Judgements, Estimates and Assumptions**

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

**e. Critical Accounting Estimates and Assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

**i. Taxes**

Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

**ii. Employee Benefit Plans**

The cost of the defined benefit gratuity plan, other post-employment benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate; future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions reviewed at each reporting date.

**iii. Contingencies**

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Group, including legal, contractor and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgement and the use of estimates regarding the outcome of future events.

**iv. Property, Plant and Equipment**

Useful lives and residual values are determined by the management at the time the asset is acquired and reviewed at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technical or commercial obsolescence arising from changes or improvements in production or from a change in market demand of the product or service output of the asset.

**f. Amendments to Existing Accounting Standards**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS – 117 "Insurance Contracts" and amendments to Ind AS 116 – "Leases",

relating to sale and leaseback transactions, applicable w.e.f. April 1, 2024. The Group has reviewed the new pronouncements and based on its evaluation has determined that the Group has not entered into transactions covered under Ind 117 & amendments to Ind AS 116 and therefore, there is no impact on the financial statements.

### 3. **Significant Accounting Policies:**

#### 3.1 **Current versus non-current classification**

The Group presents assets and liabilities in the balance sheet based on current / non-current classification as per Group's normal operating cycle. The operating cycle is the time between the acquisition of assets and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

#### 3.2 **Property, Plant & Equipments**

##### **Recognition and initial measurement**

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use but are net of tax credits (GST) availed, including borrowing costs capitalized on qualifying assets. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group.

All other repair and maintenance costs are recognized in statement of profit or loss as incurred.

##### **Expenditures on Expansion, Modernization and Integrated Plant Components**

The Company undertakes regular expansion and modernization activities involving structural steel frameworks, gratings, piping systems, civil construction works, electrification, and modifications or additions of chemical processing vessels.

Expenditures incurred on such activities are capitalized as part of PPE when they:

- Result in an enhancement of the plant's capacity, operational efficiency, or future economic benefits extending beyond the current reporting period;
- Are directly attributable to bringing new assets to their intended use or enhancing the existing assets' service potential;
- Cannot be individually identified or segregated due to their integrated nature but are evaluated through technical assessments for their capital nature.

Routine repairs and maintenance costs that do not meet the above criteria are charged to the Statement of Profit and Loss in the period they are incurred.

In cases where existing components of PPE are replaced or modified during expansion projects, the carrying amount of the replaced components is derecognized if identifiable, and the cost of the new component is capitalized. Where individual identification is not feasible, the cost is aggregated and capitalized based on management's assessment and technical evaluations of the nature of the expenditure

#### **Subsequent measurement (depreciation and useful lives)**

Property, Plant and Equipment are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Depreciation on property, plant and equipment has been provided using straight line method using rates determined based on management's assessment of useful economic lives of the asset upon the asset being put to use.

Followings are the estimated useful lives of various category of assets used which are aligned with useful lives defined in schedule II of Companies Act, 2013:

Office Building	30 Years
Factory Building	30 Years
Furniture & Fixture	10 Years
Vehicles	8 Years
Plant & Machinery	15 Years
Office Equipment	5 Years
Computers	3 Years
Pollution Control System	15 Years

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

#### **Derecognition**

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in the statement of profit and loss, when the asset is de-recognized.

#### **Capital work-in-progress (CWIP)**

Cost of property, plant and equipment not ready for use as at the reporting date are disclosed as capital work-in progress. At the point when a item is started to be operated for its intended use, the accumulated cost are transferred to appropriate category of Property Plant and Equipment & Depreciation is commenced.

#### **Investment property**

Property that is held for long term rental yield or for capital appreciation or both, and that is not occupied by the Group, is classified as Investment property. Investment properties measured initially at cost including related transitions cost and where applicable borrowing cost. Subsequent expenditure is capitalised to the assets carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the entity and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

### **3.3 Intangible assets**

#### **Recognition and Measurement**

Intangible assets are recognised when the asset is identifiable, is within the control of the Group, it is probable that the future economic benefits that are attributable to the asset will flow to the Group and cost of the asset can be reliably measured.

Expenditure on research activities is recognised in the statement of profit and loss as incurred. Development expenditure is capitalised only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Group intends to and has sufficient resources to complete development and to use or sell the asset.

Intangible assets acquired by the Group that have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses. Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level.

### **Subsequent Measurement**

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates.

### **Amortisation**

Amortisation is calculated over the cost of the asset, or other amount substituted for cost, less its residual value. Amortisation is recognised in statement of profit and loss on a straight-line basis over the estimated useful lives of intangible assets from the date that they are available for use, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset.

The estimated useful lives for current and comparative periods are as follows:

Operating Software	10 Years
--------------------	----------

## **3.4 Leases**

The Group determines whether an arrangement contains a lease by assessing whether the fulfilment of a transaction is dependent on the use of a specific asset and whether the transaction conveys the right to control the use of that asset to the Group in return for payment.

### **The Group as lessee**

The Group accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components. The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception comprises of the amount of initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date.

Certain lease arrangements include options to extend or terminate the lease before the end of the lease term. The right-of-use assets and lease liabilities include these options when it is reasonably certain that such options would be exercised.

The right-of-use assets are subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any re-measurement of the lease liability. The right-of-use assets are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

Lease liability is measured at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications. The Group recognises the amount of the re-measurement of lease liability as an

adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the re-measurement in statement of profit and loss.

Variable lease payments not included in the measurement of the lease liabilities are expensed to the statement of profit and loss in the period in which the events or conditions which trigger those payments occur.

In a sale and lease back transaction, the Group measures right-of-use asset arising from the leaseback as the proportion of the previous carrying amount of the asset that relates to the right-of-use retained. The gain or loss that the Group recognises in the statement of profit and loss is limited to the proportion of the total gain or loss that relates to the rights transferred to the buyer.

### **The Group as lessor**

#### **Operating lease:**

Rental income from operating leases is recognised in the statement of profit and loss on a straight-line basis over the term of the relevant lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset is diminished. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying value of the leased asset and recognised on a straight-line basis over the lease term.

#### **Finance lease**

When assets are leased out under a finance lease, the present value of minimum lease payments is recognised as a receivable. The difference between the gross receivable and the present value of receivable is recognised as unearned finance income. Lease income is recognised over the term of the lease using the net investment method before tax, which reflects a constant periodic rate of return.

### **3.5 Impairment of non-financial assets**

At each reporting date, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication of impairment. If any such indication of impairment exists, then the asset's recoverable amount is estimated. For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash generating units (CGUs).

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

### **3.6 Provisions, Contingent Liabilities and Contingent Assets**

#### **Provisions:**

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost in respective expense.

**Contingent Liabilities and Contingent Assets:**

Contingent liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

### 3.7 Income Tax

**Current Tax:**

Provision for current tax is made as per the provisions of the Income Tax Act, 1961. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**Deferred tax:**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxation authority.

### 3.8 Employee Benefits

**Short-term Employee Benefits:**

Employee benefit liabilities such as salaries, wages and bonus, etc. that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at an undiscounted amount expected to be paid when the liabilities are settled.

**Post-employment benefit plans:**

**Defined Contribution Plans**

State governed Provident Fund Scheme and Employees State Insurance Scheme are defined

contribution plans. The contribution paid / payable under the schemes is recognised during the period in which the employees render the related services.

### **Defined Benefit Plans**

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's gratuity scheme is a defined benefit plan. The Group recognises the defined benefit liability in Balance sheet. The present value of the obligation under such defined benefit plan and the related current service cost and, where applicable past service cost is determined based on an actuarial valuation done using the Projected Unit Credit Method by an independent actuary, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligations are measured at the present value of the estimated future cash flows.

Re-measurements, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) is reflected immediately in Other Comprehensive Income in the Statement of Profit and loss. All other expenses related to defined benefit plans are recognised in Statement of Profit and Loss as employee benefit expenses. Re-measurements recognised in Other Comprehensive Income will not be reclassified to Statement of Profit and Loss hence it is treated as part of retained earnings in the Statement of Changes in Equity.

## **3.9 Fair Value Measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or Liability
- The principal or the most advantageous market must be accessible to/ by the Group

### **Fair value hierarchy**

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole;

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: valuation techniques for which the lowest level input that has a significant effect on the fair value measurement are observable, either directly or indirectly.

Level 3: valuation techniques for which the lowest level input which has a significant effect on the fair value measurement is not based on observable market data.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

## **3.10 Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### **Financial assets**

#### **Initial recognition and measurement:**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded

at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

**Subsequent measurement:**

For purposes of subsequent measurement, financial assets are measured in their entirety at either amortized cost or fair value, depending on the classification of financial asset.

► **Financial Assets at amortized cost:**

A Financial Asset is measured at the amortized cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR.

The EIR amortization and losses arising from impairment are recognized in the Statement of Profit & Loss. The amortized cost of the financial asset is also adjusted for loss allowance, if any

► **Financial Assets at FVTOCI:**

A Financial Asset is measured at fair value through other comprehensive income if both the following conditions are met:

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at fair value and changes therein are recognized directly in other comprehensive income, net of applicable taxes.

► **Financial Assets at FVTPL:**

FVTPL is a residual category for Financial Assets.

Any Financial Asset, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a Financial Instrument which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Financial Assets included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit & Loss.

**Presentation in Financial Statements:**

The Group has made an election for classification and subsequent measurement for its investments based on its business model and is disclosed in relevant note of investments respectively.

**Derecognition of Financial Assets:**

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership

and it does not retain control of the financial asset. Any gain or loss on de-recognition is recognized in the Statement of Profit and Loss.

#### **Impairment of financial assets:**

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e. g. Loans and trade receivables.
- The Group follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables that do not contain a significant financing component.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

#### **Financial liabilities**

##### **Initial recognition and measurement:**

All financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

All financial liabilities are initially measured at fair value deducted by, in the case of financial liabilities not recorded at fair value through profit or loss, transaction costs that are attributable to the liability.

##### **Subsequent measurement:**

Financial liabilities are classified as measured at amortised cost using the effective interest method. The Group's financial liabilities include trade payables, borrowings and other financial liabilities.

Under the effective interest method, the future cash payments are exactly discounted to the initial recognition value using the effective interest rate. The cumulative amortization using the effective interest method of the difference between the initial recognition amount and the maturity amount is added to the initial recognition value (net of principal repayments, if any) of the financial liability over the relevant period of the financial liability to arrive at the amortized cost at each reporting date. The corresponding effect of the amortization under effective interest method is recognized as expense over the relevant period of the financial liability in the Statement of Profit and Loss.

##### **Derecognition:**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the Derecognition of the original liability and the recognition of a new liability. The difference between the carrying amount of the financial liability derecognized and the consideration paid is recognized in the Statement of Profit and Loss.

##### **Offsetting of financial instruments:**

Financial assets and financial liabilities are offset and the net amount presented in the Balance Sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the assets and settle the liabilities simultaneously.

### **3.11 Cash and Cash Equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short- term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

### **3.12 Investments in subsidiaries, associates and Joint Ventures**

Investments in subsidiaries, associates and Joint Ventures are carried at cost/deemed cost applied on transition to Ind AS, less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of investment is assessed and an impairment provision is recognised, if required immediately to its recoverable amount. On disposal of such investments, difference between the net disposal proceeds and carrying amount is recognised in the statement of profit and loss.

### **3.13 Inventories**

Inventories are stated at lower of cost and net realizable value. Costs comprise the direct materials and includes all duties, taxes and other expenses incurred to bring the inventories to their present location and condition except those taxes which are subsequently recoverable from the taxing authorities. Net realizable value is the price at which the Inventories can be realized in the ordinary course of business after allowing for the cost of conversion from their existing state to a finished condition and for the cost of marketing, selling and distribution.

Raw Materials are valued 'at Cost' or Net Realisable whichever is lower on FIFO basis.

Finished products are valued at lower of cost determined by reducing a standard margin of profit from the expected sales price or net realizable value whichever is lower

Semi-Finished Goods have been valued at Raw Material cost increased by a proportion of overheads and semi-finished goods of job work valued at cost of own raw materials involved in the process increased by overheads in consonance with the stage of completion as certified by the management.

### **3.14 Foreign currency**

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Foreign currency denominated monetary assets and liabilities are re-measured into the functional currency at the exchange rate prevailing on the balance sheet date. Exchange differences arising on settlement of transactions and translation of monetary items are recognized in the statement of Profit or Loss except to the extent, exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings, are capitalized as part of borrowing costs.

### **3.15 Revenue Recognition**

#### **Sale of Products:**

Revenue is recognized on transfer of property in goods or on transfer of significant risks and rewards of ownership to the buyer, for a consideration, without the seller retaining any effective control over the goods. This occurs when the products have been shipped or delivered to the specific location as the case may be, the risks of loss has been transferred, and either the customer has accepted the products in accordance with the sales contract, or the Group has objective evidence that all criteria for acceptance have been satisfied. Sale of products include related ancillary services, if any.

Revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. A liability is recognised for expected volume discounts payable to customers in relation to sales made until the end of the reporting period. Any obligation to provide a refund is recognised as a provision. A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price, the Group considers the effects of variable consideration, the existence of significant financing component and consideration payable to the customer like return and trade discounts

#### **Domestic Sales**

Domestic sales are recognized at transaction prices & consideration receivable in terms of above net of sales returns and Goods and Service Tax (GST)

### **Sale of Scrap**

Revenue from sale of scrap is recognized as and when scrap is sold.

### **Interest Income**

Interest Income is recognized on a time proportionate basis including interest accrued based on the amount outstanding and rate applicable and shown under "Other Income".

### **Export Benefits**

The benefits accrued under the duty drawback scheme and Merchandise Export from India Scheme (MEIS) as per the Import and export Policy in respect of exports under the said scheme are recognized when there is a reasonable assurance that the benefit will be received and the Group will comply with all attached conditions. The above benefits have been included under the head 'Export Incentives.'

Duty free imports of raw materials under Advance License for imports as per the Import and Export Policy are matched with the exports made against the said licenses and the net benefit/obligation is accounted by making suitable adjustments in raw material consumption.

### **Dividend income**

Revenue is recognized when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

### **Insurance Claims:**

Insurance claims are accounted on accrual basis when there is reasonable certainty of realisability of the claim amount.

### **Other Non-Operating Income :**

Other Items of Income not connected directly with the operations of the Group are disclosed under "Other Non Operational Income" under the head "Other Income" depending on certainty of accrual / realization of the same.

## **3.16 Earnings Per Share**

Basic earnings per share is computed using the net profit for the year attributable to the shareholders' and weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed using the net profit for the year attributable to the shareholders' and weighted average number of equity shares.

## **3.17 Dividends**

Any dividend declared by Chemcrux Enterprises Limited is based on the profits available for distribution as reported in the statutory financial statements of Chemcrux Enterprises Limited (standalone) prepared in accordance with Generally Accepted Accounting Principles in India or Indian GAAP or Ind AS. Indian law permits the declaration and payment of dividend out of profits for the year or previous financial year(s) as stated in the statutory financial statements of Chemcrux Enterprises Limited (Standalone) prepared in accordance with Generally Accepted Accounting Principles in India, or Ind AS after providing for depreciation in accordance with the provisions of Schedule II to the Companies Act.

However, in the absence or inadequacy of the said profits, it may declare dividend out of free reserves, subject to certain conditions as prescribed under the Companies (Declaration and Payment of Dividend) Rules, 2014. Accordingly, in certain years the net income reported in these financial statements may not be fully distributable.

### **3.18 Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

### **3.19 Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets up to the assets are substantially ready for their intended use. The loan origination costs directly attributable to the acquisition of borrowings (e.g. loan processing fee, upfront fee) are amortised in the year in which they occur.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred.

### **3.20 Segment Reporting**

With respect (Ind AS - 108 Segment Reporting), the Management of the Group is of the view that the products offered by the Group are in the nature of Bulk Drug Intermediates and its related products, having the same risks and returns, same type and class of customers and regulatory environment. Hence, the business of production and sale of Bulk Drug Intermediates and its related products belong to one business segment only.

### **3.21 Government Grants**

Government grants are recognised at its fair value, where there is a reasonable assurance that such grants will be received and compliance with the conditions attached therewith have been met.

Government grants related to expenditure on property, plant and equipment are credited to the statement of profit and loss over the useful lives of qualifying assets or other systematic basis representative of the pattern of fulfilment of obligations associated with the grant received. Grants received less amounts credited to the statement of profit and loss at the reporting date are included in the balance sheet as deferred income.

### **3.22 Goods and Services Tax :**

GST is a destination-based tax and is levied at the point of supply. It is collected on sale of goods and services on behalf of Government and is remitted by way of payment or adjustment of credit on input goods or services.

Accordingly, Purchases & Sales are accounted net of GST. Similarly, other items of expenditure on which credit for GST is available or items or revenue on which GST is chargeable are also accounted net of GST elements.

GST Accounts are created under Balance Sheet Groupings for liability towards GST collected on Sales / Other Revenue and asset towards GST paid on purchases or other expenditure for which credit is available. For Each month, as applicable, the GST liability is worked out after offsetting the credit available against the GST collected and balance is reflected as an Asset or Liability.

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

**4 PROPERTY, PLANT & EQUIPMENT AND TANGIBLE ASSETS:**

(In Lakhs)

Sl. No.	Particulars	GROSS BLOCK					DEPRECIATION				NET BLOCK
		As at 1 <sup>st</sup> April, 2024	Additions During the year	Adjustment / Deduction during the year	Acquisition of Subsidiary	As at 31st March, 2025	Upto 1st April, 2024	Change for the year	Adjustment / Deduction During the year	Upto 31st March, 2025	As at 31st March, 2025
	<b>Tangible Assets</b>										
1	Land	201.31	-	-	251.61	452.92	-	-	-	-	452.92
2	Factory Building	1,465.57	641.77	3.31	582.72	2,686.76	180.73	59.51	-	240.24	2,446.52
3	Office Premises	6.67	-	-	-	6.67	6.22	-	-	6.22	0.45
4	Furniture & Fixtures	35.28	37.97	-	10.84	84.09	14.25	3.97	-	18.22	65.87
5	Computer	25.98	5.98	-	0.87	32.83	21.08	1.38	-1.53	23.99	8.84
6	Motor Car	76.94	53.81	31.77	-	98.99	29.35	-	-	29.35	69.64
7	Office Equipment	36.16	6.76	-	5.24	48.16	23.25	3.87	-	27.13	21.03
8	Plant & Machinery	2,437.51	2,027.06	-	1,097.28	5,561.86	877.21	228.79	-	1,106.00	4,455.86
9	Pollution Control System	89.32	-	-	-	89.32	39.82	10.45	20.75	29.52	59.80
	<b>Total</b>	<b>4,374.75</b>	<b>2,773.36</b>	<b>35.08</b>	<b>1,948.57</b>	<b>9,061.60</b>	<b>1,191.90</b>	<b>307.98</b>	<b>19.22</b>	<b>1,480.67</b>	<b>7,580.93</b>

	Particulars	As at 1 <sup>st</sup> April, 2023	Additions During the year	Adjustment / Deduction during the year	As at 31st March, 2024	Upto 1st April, 2023	Change for the year	Adjustment / Deduction During the year	Upto 31st March, 2024	As at 31st March, 2024
	<b>Tangible Assets</b>									
1	Land	201.31	-	-	201.31	-	-	-	-	201.31
2	Factory Building	1,236.99	228.58	-	1,465.57	136.07	44.67	-	180.73	1,284.84
3	Office Premises	6.67	-	-	6.67	6.22	-	-	6.22	0.45
4	Furniture & Fixtures	33.84	1.43	-	35.28	11.25	3.00	-	14.25	21.03
5	Computer	22.36	3.61	-	25.98	18.78	2.30	-	21.08	4.90
6	Motor Car	76.94	-	-	76.94	20.19	9.16	-	29.35	47.60
7	Office Equipment	35.29	0.87	-	36.16	18.99	4.26	-	23.25	12.90
8	Plant & Machinery	2,457.77	118.74	139.00	2,437.51	736.67	152.70	12.16	877.21	1,560.31
9	Pollution Control System	89.32	-	-	89.32	39.82	-	-	39.82	49.51
	<b>Total</b>	<b>4,160.51</b>	<b>353.24</b>	<b>139.00</b>	<b>4,374.75</b>	<b>987.99</b>	<b>216.07</b>	<b>12.16</b>	<b>1,191.90</b>	<b>3,182.84</b>

\* The company has elected to continue with the carrying value of all of its Property, Plant and Equipment and Intangible assets recognised as of April 1, 2021 (transition date) measured as per the previous GAAP and use that carrying value.

**5 CAPITAL WORK IN PROGRESS:**

(In Lakhs)

	Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>1</b>	<b><u>Projects Work In Progress</u></b>		
	Opening Balance	2,105.78	30.52
	Add: Addition	557.42	2,075.27
	Less: Capitalised During the year	2,502.12	-
	Closing Balance	161.08	2,105.78
<b>2</b>	<b><u>Projects Temporarily Suspended</u></b>		
	Opening Balance	-	-
	Add: Addition	-	-
	Less: Capitalised During the year	-	-
	Closing Balance	-	-
	<b>Total</b>	<b>161.08</b>	<b>2,105.78</b>

5.1 Capital work in progress includes borrowing cost of Rs. 186.55 Lakhs (P.Y. Rs. 230.54 Lakhs)

## 6 INVESTMENT PROPERTY:

(In Lakhs)

Sl. No.	Particulars	GROSS BLOCK				AMORTISATION				NET BLOCK
		As at 1 <sup>st</sup> April, 2024	Additions During the Year	Adjustment / Deduction during the Year	As at 31st March, 2025	As at 1 <sup>st</sup> April, 2024	For the year	Adjustment / Deduction during the Year	Upto 31st March, 2025	As at 31st March, 2025
1	Office Premises at GIFT City, Gandhinagar	67.78	-	-	67.78	-	-	-	-	67.78
		67.78	-	-	67.78	-	-	-	-	67.78
	Particulars	As at 1 <sup>st</sup> April, 2023	Additions During the Year	Adjustment / Deduction during the Year	As at 31st March, 2024	As at 1 <sup>st</sup> April, 2023	For the year	Adjustment / Deduction during the Year	Upto 31st March, 2024	As at 31st March, 2024
1	Office Premises at GIFT City, Gandhinagar	67.78	-	-	67.78	-	-	-	-	67.78
		67.78	-	-	67.78	-	-	-	-	67.78

## 7 RIGHT OF USE ASSETS:

(In Lakhs)

Sl. No.	Particulars	GROSS BLOCK				AMORTISATION				NET BLOCK
		As at 1 <sup>st</sup> April, 2024	Additions During the Year	Adjustment / Deduction during the Year	As at 31st March, 2025	As at 1 <sup>st</sup> April, 2024	For the year	Adjustment / Deduction during the Year	Upto 31st March, 2025	As at 31st March, 2025
1	Office Building	123.43	-	-	123.43	66.86	12.34	-	79.20	44.23
		123.43	-	-	123.43	66.86	12.34	-	79.20	44.23
	Particulars	As at 1 <sup>st</sup> April, 2023	Additions During the Year	Adjustment / Deduction during the Year	As at 31st March, 2024	As at 1 <sup>st</sup> April, 2023	For the year	Adjustment / Deduction during the Year	Upto 31st March, 2024	As at 31st March, 2024
1	Office Building	123.43	-	-	123.43	54.51	12.34	-	66.86	56.57
		123.43	-	-	123.43	54.51	12.34	-	66.86	56.57

## 8 OTHER INTANGIBLE ASSETS:

(In Lakhs)

Sl. No.	Particulars	GROSS BLOCK					AMORTISATION				NET BLOCK
		As at 1 <sup>st</sup> April, 2024	Additions During the Year	Adjustment / Deduction during the Year	Acquisition of Subsidiary	As at 31st March, 2025	As at 1 <sup>st</sup> April, 2024	For the year	Adjustment / Deduction during the Year	Upto 31st March, 2025	As at 31st March, 2025
1	Computer Software	5.88	-	-		5.88	4.34	0.23	1.53	3.04	2.84
2	Goodwill	-	-	-	10.00	10.00	-	-	-	-	10.00
		5.88	-	-		15.88	4.34	0.23	1.53	3.04	12.84
	Particulars	As at 1 <sup>st</sup> April, 2023	Additions During the Year	Adjustment / Deduction during the Year	As at 31st March, 2024	As at 1 <sup>st</sup> April, 2023	For the year	Adjustment / Deduction during the Year	Upto 31st March, 2024	As at 31st March, 2024	
1	Computer Software	5.88	-	-	5.88	4.23	0.11	-	4.34	1.54	
		5.88	-	-	5.88	4.23	0.11	-	4.34	1.54	

## 9 INVESTMENTS:

(In Lakhs)

Particulars	Face Value	As at 31st March, 2025		As at 31st March, 2024	
		Units	Rs.	Units	Rs.
<b>Non-Current</b>					
<b>Investment in Equity Instruments (At Cost)</b>					
<b>In Joint Venture (Un-quoted)</b>					
Kalichem Private Limited	10	-	-	5,000	0.50
(Fully paid up equity share of 10 each)					
Proportion of Ownership/Voting Rights					
March 31, 2025 - Nil, March 31, 2024 - 50%					
<b>In Others (Un-quoted)</b>					
Narmada Clean Tech Ltd	10	36,703	3.67	36,703	3.67
(Previously known as Bharuch Eco-Acqua Inf. Ltd)					
Ankleshwar Research & Analytical Infrastructure Ltd.	10	10,000	1.00	10,000	1.00
Navsarjan Industrial Co-Operative Bank Ltd	25	100	0.03	-	-
<b>Total</b>			<b>4.70</b>		<b>5.17</b>

During the financial year 2024-25, the Holding Company acquired the remaining equity interest in Kalichem Private Limited, which was previously classified as a joint venture with 50% ownership as at 31<sup>st</sup> March, 2024. Upon acquiring control on 27<sup>th</sup> February, 2025, Kalichem Private Limited became a wholly-owned subsidiary.

Consequently, the investment in Kalichem Private Limited, earlier classified under "Investment in Joint Venture", has been derecognised from non-current investments and the subsidiary's financial statements have been consolidated from 27<sup>th</sup> February, 2025, in accordance with Ind AS 110 – Consolidated Financial Statements.

Aggregate amount of Quoted Investments & Market Value thereof - Nil (PY Nil)

Aggregate value of Unquoted Investments is Rs. 4.70 Lakhs (PY: Rs. 5.17 Lakhs)

Aggregate amount of Impairment in value of Investment is Nil (PY: Nil)

Particulars	Face Value	As at 31st March, 2025		As at 31st March, 2024	
		Units	Rs.	Units	Rs.
<b>Current</b>					
Investment in Debt Mutual Funds (At Fair Value through OCI)					
<b>Quoted Non Trade</b>					
UTI Money Market Fund		64,632	1,978.15	69,696	1,977.41
<b>Total</b>			<b>1,978.15</b>		<b>1,977.41</b>

Aggregate amount of Quoted Investments & Market Value thereof : Rs. 1,978.14 Lakhs (PY Rs. 1,977.41 Lakhs)

Aggregate value of Unquoted Investments is Nil (PY: Nil)

Aggregate amount of Impairment in value of Investments is Nil (PY : Nil)

**10 LOANS:**

(In Lakhs)

Particulars				As at 31st March, 2025	As at 31st March, 2024
	<b>Unsecured - Considered Good</b>				
	<b>Loans To Related Party</b>			-	350.00
	Joint Venture - Kalichem Private Limited (Till 27.02.2025)				
	(The loan repayment will commence after the completion of the moratorium period, which will conclude in the year following the start of commercial production. The interest rate will align with the rate at which the company has obtained long-term borrowings from other financial institutions.)				
	During the year ended 31st March, 2025, the Holding Company acquired the remaining equity interest in Kalichem Private Limited, previously a joint venture, thereby obtaining control and converting it into a subsidiary with effect from 27th February, 2025. Consequently, from 27th February, 2025, the financial statements of Kalichem Private Limited have been consolidated in accordance with Ind AS 110 – Consolidated Financial Statements.				
	Accordingly, the loan outstanding to the erstwhile joint venture as on 31.03.2025 has been eliminated on consolidation.				
	<b>Other Loans</b>			-	-
				-	<b>350.00</b>

**11 OTHER FINANCIAL ASSETS - NON CURRENT (UNSECURED, CONSIDERED GOOD):**

(In Lakhs)

Particulars				As at 31st March, 2025	As at 31st March, 2024
	Security Deposits			200.70	187.63
	Interest Receivable On Loan to Joint Venture			-	46.41
				<b>200.70</b>	<b>234.04</b>

During the year ended 31st March, 2025, the Holding Company acquired the remaining equity interest in Kalichem Private Limited, previously a joint venture, thereby obtaining control and converting it into a subsidiary with effect from 27th February, 2025. Consequently, from 27th February, 2025, the financial statements of Kalichem Private Limited have been consolidated in accordance with Ind AS 110 – Consolidated Financial Statements. Accordingly, interest receivable on unsecured loan from the erstwhile joint venture, has been eliminated on consolidation.

**12 OTHER NON-CURRENT ASSETS  
(UNSECURED, CONSIDERED GOOD):**

(In Lakhs)

Particulars				As at 31st March, 2025	As at 31st March, 2024
	Capital Advances			-	-
	Excess of Fair Value of Plan Assets over Present value of Gratuity Obligation			-	-
				-	-

**13 INVENTORIES:**

(In Lakhs)

Particulars				As at 31st March, 2025	As at 31st March, 2024
	Raw materials			133.75	216.74
	Stores and Spares			10.72	3.40
	Work-in-progress			575.10	227.95
	Finished goods			282.08	392.97
				<b>1,001.66</b>	<b>841.06</b>
	(At cost or net realizable value whichever is lower, unless otherwise stated)				
	Refer Note 3.13 for details of valuation.				

**14 TRADE RECEIVABLES – CURRENT:**

(In Lakhs)

Particulars			As at 31st March, 2025	As at 31st March, 2024
<b><u>Unsecured, considered good</u></b>				
Due from Related Parties			-	-
Due from Others			1,178.08	1,529.98
<b>Total Trade Receivables</b>			<b>1,178.08</b>	<b>1,529.98</b>
<b>TRADE RECEIVABLES AGEING SCHEDULE</b>				
<b><u>Undisputed Trade Receivables, considered good</u></b>				
- less than 6 months			1,154.47	1,494.78
- 6 months to 1 year			14.31	34.98
- 1 year to 2 years			9.08	0.12
- 2 year to 3 years			0.12	0.10
- More than 3 years			0.11	0.00
Total			1,178.08	1,529.98
<b><u>Undisputed Trade Receivables, which have significant increase in credit risk and Credit Impaired</u></b>				
- less than 6 months			-	-
- 6 months to 1 year			-	-
- 1 year to 2 years			-	-
- 2 year to 3 years			-	-
- More than 3 years			-	-
Total			-	-
<b><u>Disputed Trade Receivables, considered good</u></b>				
- less than 6 months			-	-
- 6 months to 1 year			-	-
- 1 year to 2 years			-	-
- 2 year to 3 years			-	-
- More than 3 years			-	-
Total			-	-
<b><u>Disputed Trade Receivables, which have significant increase in credit risk and Credit</u></b>				
- not yet due			-	-
- less than 6 months			-	-
- 6 months to 1 year			-	-
- 1 year to 2 years			-	-
- 2 year to 3 years			-	-
- More than 3 years			-	-
Total			-	-
<b>Total</b>			<b>1,178.08</b>	<b>1,529.98</b>

**15 CASH AND CASH EQUIVALENTS:**

(In Lakhs)

Particulars				As at 31st March, 2025	As at 31st March, 2024
	Balances with Banks				
	- In Current Accounts			99.41	4.63
	Cash on hand			2.23	2.46
				<b>101.64</b>	<b>7.09</b>

**16 OTHER BANK BALANCES:**

(In Lakhs)

Particulars				As at 31st March, 2025	As at 31st March, 2024
	Other Bank Balances				
	- Deposits held as Margin Money			12.54	10.68
	- Other Fixed Deposits with Bank (Less than 12 Months Maturity)			-	500.00
	- Balances held in Unpaid Dividend Accounts			0.34	0.46
				<b>12.88</b>	<b>511.14</b>

**17 LOANS:**

(In Lakhs)

Particulars				As at 31st March, 2025	As at 31st March, 2024
	<b>Unsecured - Considered Good</b>				
	Loans to Staff			23.48	23.02
				<b>23.48</b>	<b>23.02</b>

**18 OTHER FINANCIAL ASSETS – CURRENT:**

(In Lakhs)

Particulars				As at 31st March, 2025	As at 31st March, 2024
	<b>Unsecured - Considered Good</b>				
	Accrued Interest Income			7.19	6.18
				<b>7.19</b>	<b>6.18</b>

## 19 OTHER CURRENT ASSETS:

(In Lakhs)

Particulars				As at 31st March, 2025	As at 31st March, 2024
<b>(Unsecured, considered good)</b>					
- Advances to Suppliers				16.98	4.89
- Prepaid Expenses				21.70	23.62
- Balances with Government Authorities				218.44	53.69
- Current Tax Asset (Net of Income Tax Provision)				67.92	-
- Other Advances				4.34	4.85
				<b>329.38</b>	<b>87.07</b>

## 20 EQUITY SHARE CAPITAL:

(No. of shares in actual and amount In Lakhs)

Equity Share capital				
Particulars		As at 31st March, 2025		As at 31st March, 2024
		No. of shares	Amount	No. of shares
				Amount
<b>(a) Authorised</b>				
Equity shares of par value <b>Rs 10/-</b> each		1,50,00,000	1,500.00	1,50,00,000
				1,500.00
		1,50,00,000	<b>1,500.00</b>	1,50,00,000
				<b>1,500.00</b>
<b>(b) Issued, subscribed and fully paid up</b>				
Equity shares of par value <b>Rs 10/-</b> each at the beginning of the year		1,48,08,840	1,480.88	1,48,08,840
Changes during the year		-	-	-
<b>At the end of the year</b>		<b>1,48,08,840</b>	<b>1,480.88</b>	<b>1,48,08,840</b>
				<b>1,480.88</b>

(No. of shares in actual and amount In Lakhs)

Particulars		As at 31st March, 2025		As at 31st March, 2024	
		No. of shares	Amount	No. of shares	Amount
<b>(c) Reconciliation of Number of Shares</b>					
Shares at the beginning of the year		1,48,08,840	1,480.88	1,48,08,840	1,480.88
Add: Bonus Shares issued		-	-	-	-
Shares at the close of the year		<b>1,48,08,840</b>	<b>1,480.88</b>	<b>1,48,08,840</b>	<b>1,480.88</b>

- vi. The Holding Company has not issued any shares for a consideration other than cash during the period of five years immediately preceding the reporting date except 98,72,560 Equity Share of Rs. 10/- each allotted as fully paid-up Bonus Shares in the ratio of 1 Bonus Share of Rs. 10 each for each Equity Share of Rs. 10 allotted by the Holding Company by Capitalisation of Security Premium and balance out of the Free Reserve being Surplus in the Statement of Profit & Loss during FY 2021-22.
- vii. The Holding Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. The holders of Equity Shares are entitled to receive dividends as declared from time to time. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive remaining assets of the Holding Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

viii. **SHAREHOLDING OF PROMOTERS:**

(No. of shares in actual)

<u>Name of shareholder</u>	As at 31st March, 2025		As at 31st March, 2024	
	No. of shares held	% of holding	No. of shares held	% of holding
<b>Promoters:</b>				
Girish C Shah	53,99,240	36.46	53,99,240	36.46
Sanjay Y Marathe	53,99,740	36.46	53,99,740	36.46
<b>Change During the Year</b>		<b>% of Change</b>		<b>% of Change</b>
Girish C Shah				-0.01
Sanjay Y Marathe				#
# Less than 0.01%				

ix. **SHARES HELD BY SHAREHOLDERS EACH HOLDING MORE THAN 5% OF THE SHARES IN THE COMPANY:**

(No. of shares in actual)

<u>Name of shareholder</u>	As at 31st March, 2025		As at 31st March, 2024	
	No. of shares held	% of holding	No. of shares held	% of holding
Girish C Shah	53,99,240	36.46	53,99,240	36.47
Sanjay Y Marathe	53,99,740	36.46	53,99,740	36.47
<b>Change During the Year</b>		<b>% of Change</b>		<b>% of Change</b>
Girish C Shah				-0.01
Sanjay Y Marathe				#
# Less than 0.01%				

**21 OTHER EQUITY:**

(In Lakhs)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
<b>(a) Retained earnings</b>				
Balance as per Last Account	5,670.04		5,121.79	
Add : Surplus as per Statement of Profit and Loss	391.31		844.43	
Amount available for appropriation	6,061.35		5,966.22	
Less : Appropriations:				
Dividend on equity shares	148.09		296.18	
Share of Loss of Subsidiary on date of takeover	121.38		-	
Transfer to General Reserve	-		-	
Balance at the end of the year		5,791.883		5,670.045
<b>(b) Other Comprehensive Income (OCI)</b>				
Balance as per Last Account	74.92		37.90	
Add: Other comprehensive income for the year	114.57		66.27	
Less: Re-Classified to Statement of Profit and Loss for the Year	-		29.25	
Balance at the end of the year		189.49		74.92
<b>Total other equity</b>		<b>5,981.37</b>		<b>5,744.97</b>

## 22 NON-CURRENT FINANCIAL LIABILITY:

(In Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
<b>Long Term Borrowings</b>			
<b>Secured Loans</b>			
Term Loan From Kotak Mahindra Bank		1,787.74	2,152.68
(Repayable in 84 monthly instalments from March 23 having moratorium period of 13 month during which only interest payable and from April 24 both interest and principal payable.)			
(Net of Principal due in 12 months reported under Short Term Borrowings)			
Term Loan From AU Small Finance Bank		1,017.05	-
(Repayable in 96 monthly instalments from March 23 having moratorium period of 13 month during which only interest payable and from April 24 both interest and principal payable.)			
(Net of Principal due in 12 months reported under Short Term Borrowings)			
		2,804.79	2,152.68
<b>Unsecured Loans</b>			
		-	-
<b>Total</b>		<b>2,804.79</b>	<b>2,152.68</b>

### Balances of Term Loans from Kotak Mahindra Bank Ltd include:

Term Loans from Kotak Mahindra Bank were secured against all existing and future receivables, current assets and movable property plant and equipments of the Company. Rate of Interest is RPRR 6.50% (as per latest sanction) + 2.75% (spread) i.e. 9.25%. The company has been given a 13-month moratorium. Only interest will be paid during the moratorium period and principal started from April 2024.

Loan from Kotak Mahindra Bank were further secured by collateral security of Factory Land, Building at GIDC, Ankleshwar and hypothecation of existing Plant & Machinery of the Company and also personal guarantee of its two Directors

Term Loans from AU Small Finance Bank are secured against all existing and future receivables, current assets, and movable property, plant and equipment of the Subsidiary. The rate of interest is RPRR 6.00% (as per latest sanction) + 4.0% (spread), totaling 10.00%. The company has been granted a 13-month moratorium, during which only interest was paid, and principal repayments began from April 2024.

Loan from AU Small Finance Bank are further secured by a collateral security of Industrial Property belonging to Kalichem Private Limited, located at Plot No 436/2, 437, Mokshi Village, Savli Vadodara. Additionally, they are secured by the hypothecation of existing Plant & Machinery, personal guarantees of its two Directors, and a Corporate Guarantee from the Holding Company.

**23 LEASE LIABILITIES:**

(In Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
	NON CURRENT		
	Lease Liability Payable beyond 12 months	60.70	77.24
	CURRENT		
	Lease Liability Payable within 12 months	16.54	13.35
	<b>Total Lease Liabilities</b>	<b>77.24</b>	<b>90.59</b>
	The Movement in Lease liabilities is as follows:		
	Balance as at beginning of the year	90.59	101.16
	Add: Addition		
	Accretion of interest	6.78	7.73
	Less: Payments	20.13	18.30
	<b>Closing balance as at 31st March</b>	<b>77.24</b>	<b>90.59</b>

**24 OTHER FINANCIAL LIABILITIES:**

(In Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
	NON CURRENT	-	-
	Total Non Current Other Financial Liabilities	-	-
	CURRENT		
	Unpaid Dividends	0.35	0.28
	Interest Payable	29.63	18.65
	Other Expenses Payable	34.27	35.99
	Creditors for Capital Goods	8.30	104.77
		<b>72.55</b>	<b>159.69</b>

**25 PROVISIONS:**

(In Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
	NON CURRENT		
	Provision for Employee Benefits:		
	- Provision for Gratuity	5.57	17.56
	Total Non Current Provisions	5.57	17.56
	CURRENT		
	Provision for Employee Benefits:		
	- Provision for Leave Encashment	-	-
	- Provision for Others	-	-
	Total Current Provisions	-	-

(Refer note no. 51)

**26 DEFERRED TAX ASSETS/LIABILITY (NET):**

(In Lakhs)

Deferred tax assets/liability (net)			
Particulars		As at 31st March, 2025	As at 31st March, 2024
	Deferred Tax Asset	11.56	21.42
	Deferred Tax Liabilities	378.81	239.28
		367.25	217.86

Deferred tax (asset)/liabilities in relation to:

(In Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
<b>Opening balance</b>		
Non deductible expenses for tax purpose	(12.98)	-
Property, plant and equipment	205.64	180.77
Investments carried at FVTOCI	33.64	
Fair Value Gain/Loss on Defined Benefit Plan	(8.44)	
<b>Total</b>	<b>217.86</b>	<b>180.77</b>
<b>Recognised in Profit or loss</b>		
Non deductible expenses for tax purpose	3.02	(12.98)
Property, plant and equipment	107.83	24.87
<b>Total</b>	<b>110.85</b>	<b>11.89</b>
<b>Recognised in Other comprehensive income</b>		
Investments carried at FVTOCI	31.95	33.64
Remeasurement of Defined benefit plans (OCI)	-	-
Fair Value Gain/Loss on Defined Benefit Plan	6.59	- 8.44
<b>Total</b>	<b>38.54</b>	<b>25.20</b>
Loss allowances on trade receivables (Expected Credit Loss)	-	-
Non deductible expenses for tax purpose	(9.97)	(12.98)
Property, plant and equipment	313.47	205.64
Investments carried at FVTOCI	65.59	33.64
Fair Value Gain/Loss on Defined Benefit Plan	(1.85)	(8.44)
<b>Closing balance</b>	<b>367.25</b>	<b>217.86</b>

**27 SHORT - TERM BORROWINGS:**

(In Lakhs)

Short - Term Borrowings			
Particulars		As at 31st March, 2025	As at 31st March, 2024
	<b>SECURED</b>		
	<b>From Bank</b>		
	Cash Credit Facility (Loan Repayable on Demand) *	353.01	1.85
	Cash Credit Facility (Loan Repayable on Demand) #	79.51	-
	<b>Current Maturities of Long Term Debts</b> (Principal due in 12 Months)		
	Plant & Machinery Term Loan-Kotak Bank	308.57	308.57
	Civil Construction Term Loan-Kotak Bank	154.44	91.54
	Term Loan from AU Small Finance Bank	152.48	-
	<b>UNSECURED</b>		
	Current Maturities of Unsecured Loan	300.00	
		<b>1,348.00</b>	<b>401.96</b>

\* The Holding Company has obtained sanction of Cash Credit Limits of Rs 500 Lakhs against First and Exclusive Charges on all its existing and future current assets. The Facilities are further secured by way of mortgage of immovable property of the Company as a Collateral as well as personal guarantees of its two directors .The applicable Rate of Interest is RPRR 6.50% (as per latest sanction) + 2.75% (spread) i.e. 9.25%.

# The Subsidiary Company has obtained Overdraft Limits of Rs 200 Lakhs. These limits are secured by a First and Exclusive Charge on all its existing and future current assets. The facilities are further secured by a mortgage of its immovable property as collateral, as well as personal guarantees from two directors and a corporate guarantee from the Holding Company. The applicable Rate of Interest is RPRR 6.00% (as per latest sanction) + 4.00% (spread), totalling 10.00%.

Unsecured loan by Subsidiary Company from Kalintis Healthcare Private Limited (a co-venturer until 27th February 2025) has been reclassified as short-term borrowing, as the same has to be repaid in the next financial year. No Interest is Payable. Interest charged earlier has been reversed during the year.

## 28 TRADE PAYABLES – CURRENT:

(In Lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b><u>Total outstanding dues of creditors</u></b>		
Due to Micro and Small Creditors	45.02	264.41
Due to Other Creditors	403.53	333.61
	448.55	598.01
Sundry Creditors are as per books and have not been corroborated by circulation / confirmation of balances.		
<b><i>TRADE PAYABLES AGEING SCHEDULE(Outstanding for following periods from due date of payment)</i></b>		
<b><u>Micro and small enterprises</u></b>		
- less than 1 year	45.02	264.41
- 1 year to 2 years	-	-
- 2 year to 3 years	-	-
- More than 3 years	-	-
	45.02	264.41
<b><u>OTHERS</u></b>		
- less than 1 year	397.58	333.61
- 1 year to 2 years	5.45	-
- 2 year to 3 years	-	-
- More than 3 years	0.50	-
	403.53	333.61

**NOTE: Refer Note No.52 for Dues to Micro and Small Enterprises**

### **Dues to Micro and Small Enterprises:**

With reference to amounts shown as payable to Micro, Small and Medium Enterprises, the information has been compiled in respect of parties to the extent they could be identified as Micro, Small and Medium Enterprises on the basis of information collected and available with the Company and same has been relied upon by the auditors.

**29 OTHER CURRENT LIABILITIES:**

(In Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
	Advance's from Customers	1.45	0.06
	Statutory Liabilities	24.84	24.06
	Other Expenses Payable	92.21	82.84
		<b>118.50</b>	<b>106.96</b>

**30 CURRENT TAX LIABILITIES (NET):**

(In Lakhs)

Current Tax Liabilities (Net)			
Particulars		As at 31st March, 2025	As at 31st March, 2024
	Provision for Current Taxation (Net of Advance Tax)	-	15.52
		<b>-</b>	<b>15.52</b>

**31 REVENUE FROM OPERATIONS:**

(In Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
	Sale Of Goods		
	- Domestic Sales	4,552.85	4,296.74
	- Export Sales	1,209.61	1,437.79
	Other Operating Revenues		
	- Job Work	1,238.54	2,112.00
		<b>7,000.99</b>	<b>7,846.53</b>

**32 OTHER INCOME:**

(In Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
	<b><u>Interest Income</u></b>		
	Fixed Deposits With Banks	1.77	1.01
	Interest On Advances	2.95	2.82
	Interest on Deposits	65.73	35.34
	<b>Net Gain on Sale of Investments</b>	<b>23.81</b>	<b>34.38</b>
	<b>Duty Drawback / Advance License /MEIS License</b>	<b>23.25</b>	<b>25.68</b>
	<b>Exchange rate difference</b>	<b>18.79</b>	<b>21.27</b>
	<b><u>Other Non- Operating Income</u></b>		
	Profit On Sales Of Asset	5.98	-
	Miscellaneous Income	6.47	13.04
		<b>148.74</b>	<b>133.55</b>

**33 COST OF MATERIAL CONSUMED:**

(In Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
	<b>Raw Material</b>		
	Balance as per last account	298.16	205.43
	Add: Purchases during the year	2,779.29	2,512.36
	Less: Balance at the end of the year	135.75	216.74
	<b>TOTAL (A)</b>	<b>2,941.70</b>	<b>2,501.06</b>
	<b>Packing Material Consumed</b>	36.83	32.19
	<b>TOTAL (B)</b>	<b>36.83</b>	<b>32.19</b>
	<b>Total Consumption (A+B)</b>	<b>2,978.53</b>	<b>2,533.25</b>

**34 PURCHASE OF STOCK IN TRADE:**

Particulars		As at 31st March, 2025	As at 31st March, 2024
	Purchases	-	-
		-	-

**35 CHANGES IN INVENTORY OF FINISHED GOODS, WORK IN PROGRESS & STOCK-IN-TRADE:**

(In Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
	<b>(Increase)/ Decrease in Stocks</b>		
	Stock at the end of the Year:		
	Finished Goods	575.10	392.97
	Work In Progress	282.08	227.95
	<b>TOTAL(A)</b>	<b>857.18</b>	<b>620.92</b>
	<b>Less: Stock at the Beginning of the year:</b>		
	Finished Goods	392.97	774.92
	Work In Progress	227.95	425.79
	<b>TOTAL(B)</b>	<b>620.92</b>	<b>1,200.71</b>
	<b>TOTAL (B-A)</b>	<b>(236.26)</b>	<b>579.79</b>

**36 EMPLOYEE BENEFIT EXPENSES:**

(In Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
	Salaries, Wages and Bonus & other allowances	765.73	809.91
	Contributions to Provident Fund and Other Funds	32.61	32.93
	Gratuity Expenses	14.20	7.22
	Staff Welfare Expenses	43.90	32.86
		<b>856.44</b>	<b>882.91</b>

**37 FINANCE COSTS:**

(In Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
	Interest Expenses on Borrowings	166.97	56.97
	Bank Charges & Other Borrowing Cost	0.80	12.65
	Finance Charges on Lease Liability	6.78	7.73
	Discount Charges	-	5.90
		<b>174.55</b>	<b>83.24</b>

**38 OTHER EXPENSES:**

(In Lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Consumable Stores and Spares Consumed	149.47	105.82
Power and Fuel	648.19	727.35
Labour Charges	215.83	169.77
Freight Inward, Octroi & Transportation	66.45	116.85
Other Factory Expense	768.60	781.69
Repairs & Maintenance: Plant & Machinery	110.00	132.38
Repairs & Maintenance: Building	8.93	-
Office & General Administration Expenses	19.38	16.28
Rent, Rates and Taxes	5.35	10.90
Insurance	60.65	61.16
Legal and Professional Fees	85.37	70.12
Security charges	35.19	37.03
Prior Period Expense	-	10.56
Sundry Balance Written Off (Net)	-	1.45
Payments to Auditors (Please refer note 48)	4.00	1.50
Preliminary Expenses Written Off	0.57	-
Travelling Expense	13.42	9.88
Commission & Brokerage	16.25	5.40
Donation	0.40	10.89
Vehicle Exp	7.75	9.11
Freight Outward & Custom Charges for Exports	213.19	193.48
Advertisement Exp	7.16	6.25
Loss on sale of Asset	-	16.84
CSR Activity	34.22	34.51
GPCB Penalty	9.00	-
	<b>2,479.38</b>	<b>2,529.21</b>

**39 OTHER COMPREHENSIVE INCOME:**

(In Lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>(i) Items that will not be reclassified to profit or loss</b>		
Defined Benefit Plan on Gratuity	26.18	(45.09)
Income tax relating to items that will not be reclassified to profit or loss	6.59	(11.35)
<b>(ii) Items that will be reclassified to profit or loss</b>		
Fair Value Gain on Investments	126.92	133.65
Less: Income tax relating to items that will not be reclassified to profit or loss	31.95	33.64
	<b>114.57</b>	<b>66.27</b>

**40 DISCLOSURE REQUIRED BY SECTION 186(4) OF THE COMPANIES ACT, 2013:**

(In Lakhs)

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
<b>Investment in Equity Shares</b>		
Kalichem Private Limited *	1.0	0.50
* (Refer Note No 9)		
<b>Loan Provided to Subsidiary Company</b>		
Kalichem Private Limited	-	350
Total	-	350

**41** The Trade Payables and Trade Receivables presented in the consolidated financial statements are as per the books of the group entities and represent balances with parties external to the group. These have been corroborated through balance confirmations and/or reconciliation of accounts in respect of select major parties. The process of obtaining confirmations from other parties is ongoing, and necessary adjustments, if any, arising from such confirmations or reconciliations will be effected in due course.

**42** In the opinion of the Board of Directors, the Current Assets, Loans and Advances of the Group, to the extent considered good, are expected to realize at least the amount at which they are stated, if realized in the ordinary course of business. Further, in the opinion of the Board, adequate provision has been made in the consolidated financial statements for all known liabilities as at the reporting date.

**43** The Group has used the borrowings from Bank for the specific purpose for which it was taken at Balance sheet date.

**44 CONTINGENT LIABILITIES AND COMMITMENTS:**

(In Lakhs)

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
<b>Contingent Liabilities</b>		
Claims against the Company not acknowledged as debt		
Guarantees (Bank Guarantee)	-	750
The Holding Company has Provided a Bank Guarantee on behalf of its subsidiary company in connection with borrowing facilities availed by the Subsidiary. For further details of the underlying loan, refer to Note 22 and Note 27. As the related loan is already consolidated and recognised as a liability in these Consolidated Financial Statements, the Group does not disclose the Bank Guarantee separately as a contingent liability in the Consolidated Financial Statements.		
Total	-	750
<b>Commitments</b>		
Estimated amounts of contracts remaining to be executed on capital account and not provided for	-	700
Uncalled liability on shares or investments partly paid		
Other Commitments		
Total	-	700

**45 LEASES:**

The Group has entered into lease arrangements for Vadodara Office Premises that are renewable on a periodic basis with approval of both lessor and lessee.

Lease liabilities are presented in the consolidated statement of financial position as follows

(In Lakhs)

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
Current	16.54	13.35
Non Current	60.70	77.24

Future Minimum Lease Payments are as follow

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
Within 1 Year	16.54	13.35
1-5 Year	60.70	77.24
More than 5 Year	-	-

The following are amounts recognised in profit or loss:

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
Depreciation expense of right-of-use assets	12.34	12.34
Interest expense on lease liabilities	6.78	7.73

#### 46 DIRECTOR'S REMUNERATION:

Remuneration paid during the year to the Group's Directors has been paid in accordance with approvals granted by the shareholders. In the case of the Holding Company, remuneration exceeding the limits prescribed under Section 197 of the Companies Act, 2013 has been paid in compliance with the provisions of Section 197 read with Section II of Part II of Schedule V to the said Act. Remuneration to directors of other Group entities has been paid in accordance with the applicable regulatory frameworks in their respective jurisdictions. The amounts paid include the following:

(In Lakhs)

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
Remuneration	243.62	240.00
Performance Bonus	-	67.20
Total	243.62	307.20

#### 47 AUDITORS REMUNERATION:

(In Lakhs)

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
Audit Fees	3.50	1.00
In other Capacity	0.50	0.50
Total	4.00	1.50

#### 48 INCOME TAX EXPENSE:

The following disclosures present the major components of income tax expense of the Group for the years ended March 31, 2025, and March 31, 2024, including tax expense recognized in the Statement of Profit and Loss, Other Comprehensive Income, and tax balances reported in the Consolidated Balance Sheet. These figures include current and deferred tax of the Holding Company and its subsidiaries, and are presented on a consolidated basis in accordance with Ind AS 12 – Income Taxes.:

**Tax Expense reported in the Statement of Profit and Loss**

(In Lakhs)

<i>Particulars</i>	<b>Year Ended</b>	
	<b>March 31, 2025</b>	<b>March 31, 2024</b>
<b>Current income tax</b>		
Current income tax	75.00	285.00
Adjustment for previous year taxes	(1.11)	1.83
<b>Total current income tax</b>	<b>73.89</b>	<b>286.83</b>
<b>Deferred tax</b>		
Relating to origination and reversal of temporary differences	110.85	11.89
<b>Tax Expense reported in the Statement of Profit and Loss</b>	<b>184.74</b>	<b>298.72</b>
<b>Tax on Other Comprehensive Income</b>		
Deferred tax related to items recognised in OCI during the year	38.54	22.29
<b>Total tax expense</b>	<b>223.27</b>	<b>321.01</b>

**Balance Sheet Section**

<i>Particulars</i>	<b>Year Ended</b>	
	<b>March 31, 2025</b>	<b>March 31, 2024</b>
Other Current Assets (Current Tax Assets (Net))	67.92	-
Current Tax Liabilities (Net of Advance Tax)	-	15.52
Deferred Tax Liabilities	367.25	217.86

**Reconciliation of tax expenses and the accounting profit multiplied by India's domestic tax rate for March 31, 2025 and March 31, 2024**

<i>Particulars</i>	<b>Year Ended</b>	
	<b>March 31, 2025</b>	<b>March 31, 2024</b>
<b>Accounting profit before tax</b>	<b>576.04</b>	<b>1,143.15</b>
Income tax expense @25.17%	144.99	287.73
Tax effect of the amounts which are not deductible / (taxable) in calculating taxable income	(70.60)	(6.19)
Effect of origination and reversal of deferred tax	110.85	11.89
Income tax relating to earlier years	(1.11)	1.83
Other	0.61	3.46
<b>Tax expense as per Statement of Profit and Loss</b>	<b>184.74</b>	<b>298.72</b>
<b>Effective tax rate</b>	<b>32.07%</b>	<b>26.13%</b>

**49 RELATED PARTY TRANSACTIONS:**

The Company has identified all the related parties having transactions during the year in line with Indian Accounting Standard (Ind AS)- 24. Details of the same are as under:

**List of Related Parties**

Name of Related Party	Nature of Relationship
Mr. Sanjay Marathe	Managing Director
Mr. Girishkumar Shah	Chairman & Whole-Time Director
Mr. Vipul Sanghvi	Whole-Time Director wef. 21.12.2024
Mrs. Sidhdhi Shah	Non- Executive Director
Mr Shailesh Patel	Independent Director
Mr Bhanubhai Patel	Independent Director
Mr. Mukund Bakshi	Independent Director till 11.02.2025
Mr. Rohit Kothari	Independent Director wef. 12.02.2025
Mr. Nayankumar Shah	Independent Director wef. 21.12.2024
Mr. Ramesh Kambariya	Chief Financial Officer
Mrs. Dipika Rajpal	Company Secretary
Ms. Payal Girish Shah	Relative of Chairman & Wholetime Director
Mrs. Nikita Swapnil Marathe	Relative of Managing Director
Mr. Swapnil Sanjay Marathe	Relative of Managing Director
Mrs. Neela Marathe	Relative of Managing Director

### Transactions with Related Parties

(In Lakhs)

Name of Related Party	Nature of Transaction	During The Year	
		March 31, 2025	March 31, 2024
Mr. Sanjay Marathe	Remuneration	120.00	120.00
	Bonus	-	33.60
	Dividend	54.00	108.00
Mr. Girishkumar Shah	Remuneration	120.00	120.00
	Bonus	-	33.60
	Dividend	53.99	107.99
Mrs. Neela Marathe	Rent Paid	9.66	9.15
	Sitting Fees	-	0.15
	Dividend*	0.00	0.00
Mrs. Sidhdhi Shah	Rent Paid	9.66	9.15
	Sitting Fees	0.35	0.15
	Dividend*	0.00	0.00
Mr. Vipul Sanghvi	Remuneration	3.62	-
Mr. Bhanubhai Patel	Sitting Fees	0.45	0.70
Mr. Mukund Bakshi	Sitting Fees	0.50	0.40
Mr. Rohit Kothari	Sitting Fees	0.10	-
Mr. Nayan Shah	Sitting Fees	0.15	-
Mr. Shailesh Patel	Sitting Fees	0.50	0.35
Mr. Ramesh Kambariya	Salary	5.46	2.82
Mrs. Dipika Rajpal	Salary	6.02	4.41
	Dividend*	0.00	0.00
Ms. Payal Girish Shah	Dividend*	0.00	0.00
Mrs. Nikita Swapnil Marathe	Dividend*	0.00	0.06
Mr. Swapnil Sanjay Marathe	Dividend	0.03	0.00

\*Certain amounts of related party transactions, when converted and presented in lakhs, have been rounded off to "0.00" due to immateriality on account of rounding. However, these amounts are not nil in absolute terms.

Related Party Balance Outstanding at the end of the year	Nature of Transaction	Year Ended	
		March 31, 2025	March 31, 2024
Mr. Sanjay Marathe	Balance Outstanding	6.60	6.60
Mr. Girishkumar Shah	Balance Outstanding	6.60	6.60
Mr. Vipul Sanghvi	Balance Outstanding	1.54	-
Mr. Ramesh Kambariya	Balance Outstanding	0.44	0.56
Mrs. Dipika Rajpal	Balance Outstanding	0.50	0.37

## 50 EARNINGS PER SHARE:

Particulars			Year Ended	
			March 31, 2025	March 31, 2024
Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (In Lakhs)			391.31	844.43
Weighted Average number of equity shares used as denominator for calculating EPS (In Lakhs)			148.09	148.09
Basic and Diluted Earnings per share (In Rs.)			2.64	5.70
Face Value per equity share (In Rs.)			10.00	10.00

## 51 EMPLOYEE BENEFIT:

Provident Fund dues amounting to Rs. 30.51 Lakhs (Previous Year: Rs. 30.29 Lakhs) have been paid during the year by the Holding Company. These amounts represent defined contributions and have been charged to the Consolidated Statement of Profit and Loss .

The holding company has a policy of leave salary whereby an employee cannot carry forward more than 50 days of accumulated leave. Leave encashment is payable either during employment, subject to the policy, or at the time of separation from the holding company. The obligation towards leave encashment in the holding company is classified as short-term compensated absences and is determined on the basis of the accumulated leave entitlement of employees as at the year-end, valued at current salary levels. Accordingly, a sum of Rs. 43,913 (Previous year Rs. 1,28,048) has been recognised as a liability towards leave encashment and charged to the Statement of Profit and Loss in the holding company.

The subsidiary company does not have any policy of leave encashment for its employees and accordingly, no liability is recognised in this regard.

The Holding Company has a defined benefit gratuity plan for its eligible employees. Under this plan, employees who have completed five or more years of service are entitled to gratuity at 15 days' salary (last drawn) for each completed year of service, subject to an overall ceiling of Rs. 20 Lakhs. The Holding Company has entered into a Group Gratuity cum Life Insurance Policy with the Life Insurance Corporation of India (a qualifying insurance policy) and makes annual contributions to the said policy to fund the defined benefit obligation. The Subsidiary Company does not have any gratuity plan for its employees.

**(In Lakhs)**

Method Used	Projected Unit Credit Method	
	100% (IALM) (2012-14)	LIC (1994-96)
Mortality Rate		
Discount Rate	6.75%	7.25%
Salary Escalation Rate	6.75%	7.00%
Major Categories of Plan Assets	Insurer Managed Funds – 100%	
	<b>31st, March 2025</b>	<b>31st, March 2024</b>
Change in Present Value of Defined Benefit Obligation		
Present Value of Obligations as at the beginning of the Year	216.64	166.87
Interest Cost	15.41	12.10
Current Service Cost	12.90	8.59
Benefits Paid	(0.51)	(16.02)
Actuarial (gains) / losses on obligation	(26.98)	45.09
<b>Present Value of Obligations as at the end of the Year</b>	<b>217.45</b>	<b>216.64</b>
Change in Fair Value of Plan Assets		
Fair Value of Plan Assets as at the beginning of the Year	199.07	178.42
Expected Return on Plan Assets	14.11	13.46
Contributions	-	23.20
Benefits Paid	(0.51)	(16.02)
Actuarial (gains) / losses on Plan Assets	(0.80)	-
<b>Fair Value of Plan Assets as at the end of the Year</b>	<b>211.87</b>	<b>199.07</b>

Defined Benefit Obligation as recognized in Balance Sheet		
Present Value of Obligations as at the Year end	217.45	216.64
Unrecognised Past Service Cost	-	-
Fair Value of Plan Assets as at the Year end	211.87	199.07
Net (Asset) / Liability recognized in Balance Sheet	<b>5.58</b>	<b>17.57</b>
Net Gratuity Benefit Expenditure Recognised in P&L Account		
Current Service Cost	12.90	8.59
Interest Cost	15.41	12.10
Expected Return on Plan Assets	(14.11)	(13.46)
<b>Net Expense Recognised in Statement of Profit &amp; loss</b>	<b>14.20</b>	<b>7.22</b>
Net Actuarial (Gain) / Loss Recognised in the Year	(26.98)	45.09
<b>Net Expense Recognised in Statement of Other Comprehensive Income</b>	<b>(26.98)</b>	<b>59.54</b>

The estimate of future salary escalation considered in the actuarial valuation takes into account various factors such as inflation, seniority, promotion, and other market-driven conditions including supply and demand dynamics in the employment market. This information is based on a valuation certified by an independent actuary.

The expected contributions for Defined Benefit Plan for the next financial year will be in line with FY 2024-25.

The plan typically exposes the Company to actuarial risks such as interest rate risk, liquidity risk, salary escalation risk & regulatory risk.

#### Interest Rate Risk:

The plan exposes the Group to the risk off all in interest rates. A fall in the interest rates used to discount the defined benefit obligations increases the present value of the liability, thereby increasing the plan obligation recognized in the consolidated financial statements.

**Liquidity Risk:**

This refers to the risk that the Group may not be able to meet short-term gratuity payouts as they fall due. This may arise due to insufficient cash or liquid assets, or delays in converting non-liquid assets to cash.

**Salary Escalation Risk:**

The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase in salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

**Regulatory Risk:**

Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 ( as amended from time to time). There is a risk of change in regulations requiring higher gratuity pay-outs (e.g. Increase in the maximum limit on gratuity of Rs. 20.00 Lakhs)

## 52 DUES TO MICRO & SMALL ENTERPRISES:

Information as required under Section 22 of MSMED Act, 2006 is given below:

Dues to Micro and Small Enterprises	(In Lakhs)	
	Year Ended	
	March 31, 2025	March 31, 2024
a) The principal amount remaining unpaid to any supplier at the end of the year	45.02	264.41
b) Interest due remaining unpaid to any supplier at the end of the year	-	-
c) The amount of interest paid by the buyer in terms of section 16 of MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
e) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of the deductible expenditure under section 23 of the MSMED Act, 2006	-	-
<b>Total</b>	<b>45.02</b>	<b>264.41</b>

The Group deals with various Micro and Small Enterprises on mutually accepted terms and conditions. Accordingly, no interest is payable if the terms are adhered to by the Group. Consequently, no interest has been paid or is due and no provision for interest payable to such units is required or has been made under Micro, Small and Medium Enterprises Development Act, 2006.

## 53 ADDITIONAL REGULATORY INFORMATION:

- There are no immovable properties (other than properties where the Company is a lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the Group.
- The Group has not revalued any of its Property, Plant and Equipment (including Right-of-Use Assets) during the year.
- The Company has not granted any Loans or Advances in the nature of loans to Promoters, Directors, KMPs and Related Parties either severally or jointly with other persons that are repayable on demand or without specifying any terms or period of repayment.
- The Capital Work-in-Progress ageing schedule for the year ended on March 31, 2025 and March 31, 2024 is as follows:

CWIP	(In Lakhs)	
	Year Ended	
Amount in CWIP for a period of	March 31, 2025	March 31, 2024
Less than 1 Year	152.98	2,075.27
1-2 Years	-	370.76
2-3 Years	8.10	-
More than 3 Years	-	-
<b>Total</b>	<b>161.08</b>	<b>2,446.03</b>

As on date of the balance sheet, there are no capital work-in-progress projects whose completion is overdue or has exceeded the cost, based on approved plan.

Project Temporarily Suspended	Year Ended	
	March 31, 2025	March 31, 2024
Amount in CWIP for a period of		
Less than 1 Year	-	-
1-2 Years	-	-
2-3 Years	-	-
More than 3 Years	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

- v. The Intangible Assets under Development as at the ended on March 31, 2025 and March 31, 2024 is as follows:

CWIP	Year Ended	
Amount in CWIP for a period of	March 31, 2025	March 31, 2024
Less than 1 Year	1.25	-
1-2 Years	-	-
2-3 Years	-	-
More than 3 Years	-	-
Total	1.25	-

Projects Temporarily Susupended	Year Ended	
Amount in CWIP for a period of	March 31, 2025	March 31, 2024
Less than 1 Year	-	-
1-2 Years	-	-
2-3 Years	-	-
More than 3 Years	-	-
Total	-	-

- vi. The Group does not have any Benami property and no proceedings has been initiated or pending against the Group for holding any Benami property.
- vii. The Group is not declared as wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- viii. The Group has not entered into any transactions with Struck-off Companies.
- ix. There are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period or otherwise.
- x. The Group has a direct investment in Subsidiary which does not have any further downstream investment. Hence, it is in compliance with the number of layers prescribed under Section 2 (87) of the Companies Act, 2013 read with Companies (Restriction on Number of Layers ) Rules, 2017.
- xi. There was no Scheme of Arrangements during the year.
- xii. The Group has not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- xiii. The Group has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- xiv. The Group does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- xv. The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- 54 The Group has been sanctioned Working Capital Limits of Rs 700 Lakhs which are inter-alia against security of current assets. The holding company's portion of this limit is Rs 500 Lakhs, while the subsidiary's is Rs 200 Lakhs. The Holding Company has filed the Statements of Current Assets on monthly basis. Quarterly statement of current assets submitted by company with Banks are in agreement with books of accounts. However the subsidiary company does not file the statements of current assets on monthly basis.

55 There are no amounts pending to be transferred to the Investors Education and Protection Fund as at the end of the year.

**56 IMPAIRMENT OF ASSETS:**

In absence of any indications, external or internal, as to any probable impairment of assets, no provision has been made for same during the year under report.

**57 CORPORATE SOCIAL RESPONSIBILITY EXPENSES:**

**(In Lakhs)**

Particulars	31-03-2025	45,382.00
Gross Amount Required to be spent by the Holding Company during the year ( as per the provisions of S. 135 of the Companies Act, 2013 read with rules thereon)	34.17	34.43
Amount of Expenditure Incurred	34.22	34.51
Shortfall, if any, at the end of the year	-	-
Total of Previous Years Shortfall	-	-
Reason for Shortfall	NA	NA
Details of Related Party Transactions in CSR	None	None
Provision Made for CSR and Movements therein	None	None

**NATURE OF CSR ACTIVITIES:**

Name of the Project	Item from the list of activities in schedule VII to the Act	Year Ended	
		March 31, 2025	March 31, 2024
Provided training Equipment's (bicycle and gears) to National Level Player	Item II Promoting Sports	-	1.75
Contributed in development of Science college facility to Ankleshwar Environmental Preservation Society	Item II Promoting Education	-	10.00
Supported for Education of Children of S R Rotary Institute of Chemical Technology through Ankleshwar Rotary Education Society	Item II Promoting Education	-	6.00
Contributed in development of Sports Complex facility through Ankleshwar Industrial Development Society	Item II Promoting Sports	-	7.00
Contributed for Hearse Vehicle (funeral vehicle) and biers through Shri Hari Seva Trust	Item I Promoting preventive health	-	3.10
Provided support to purchase Healthcare Equipment's in Muni Seva Ashram	Item I Promoting preventive health	-	6.66
Contributed in development of Residential School Facility to Muni Seva Asharam	Item II Promoting Education	5.11	-
Contributed in development of classrooms at Chemical Engineering Department of MS University	Item II Promoting Education	15.96	-
Contributed in development of Sports Complex facility through Ankleshwar Industrial Development Society	Item VII Promoting Sports	7.00	-
Contributed in renovation of classrooms at Jalampura Primary School	Item II Promoting Education	6.15	-
<b>Total</b>		<b>34.22</b>	<b>34.51</b>

## 58 CAPITAL MANAGEMENT:

For the purpose of the Group's Capital Management, Capital includes issued Equity Capital and all other Reserves attributable to the equity shareholders of the Holding Company. The primary objective of the Group's Capital Management is to maximize the shareholders' value. The Group's Capital Management objectives are to maintain equity including all reserves to protect economic viability and to finance any growth opportunities that may be available in the future so as to maximize shareholder's value. The Group is monitoring Capital using the debt-equity ratio as its base, which is total debt divided by total equity.

(In Lakhs)

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
Gross Debt (Long Term and Short Term Borrowings) (A)	4,152.79	2,554.64
Total Equity (B)	7,462.26	7,225.85
Net Debt to Equity Ratio (A/B)	0.56	0.35

## 59 FINANCIAL INSTRUMENTS DISCLOSURES:

This section gives an overview of the significance of financial instruments for the Group and provides additional information on balance sheet items that contain financial instruments.

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 3.10 to the consolidated financial statements.

### A. Classification of Financial Assets and Liabilities:

(In Lakhs)

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
<b>Financial assets</b>		
<b>Measured fair value through Other Comprehensive Income</b>		
Investment in Mutual Funds	1,978.15	1,977.41
<b>Measured at Amortized Cost</b>		
Investment in Equity Instrument (At Cost)	4.70	5.17
Cash and Cash Equivalent	101.64	7.09
Other Bank Balances	12.88	511.14
Trade Receivables	1,178.08	1,529.98
Loans	23.48	373.02
Other Financial assets	207.89	240.22
	-	-
<b>Financial liabilities</b>		
<b>Measured at Amortized Cost</b>		
Trade Payables	448.55	598.01
Borrowings	4,152.79	2,554.64
Lease Liabilities	77.24	90.59
Other Financial Liabilities	72.55	159.69

### B. Fair Value Measurement

This note provides information about how the Group determines fair values of various financial assets.

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined.

Financial Assets at fair value through Other Comprehensive Income.

(In Lakhs)

Particulars	As At	Fair Value		
		Level 1	Level 2	Level 3
<b>Financial assets</b>				
<b>Measured fair value through Other Comprehensive Income</b>				
Investment in Mutual Fund	March 31, 2025	1,978.15		
<b>Financial assets</b>				
<b>Measured fair value through Other Comprehensive Income</b>				
Investment in Mutual Fund	March 31, 2024	1,977.41		

Valuation technique and key input: NAV declared by respective Asset Management Companies.

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

There has been no transfers between level 1, level 2 and level 3 for the year ended March 31, 2025 and year March 31, 2024.

## 60 CLASSIFICATION OF EXPENDITURES BETWEEN REVENUE AND CAPITAL NATURE AND CAPITALIZATION OF INTEGRATED PLANT COMPONENTS:

### Refer to Note 3.2 of Property, Plant and Equipment (PPE)

During the year, the Company has undertaken significant expansion and modernization activities involving integrated plant components such as steel structures, gratings, piping systems, civil construction works, electrification, and modifications or additions of chemical processing vessels.

Given the nature of the chemical plant, the physical segregation or identification of these components becomes impractical after installation. Consequently, management has applied significant judgment in determining whether such expenditures should be classified as capital in nature and recognized as part of PPE or expensed as revenue expenditures.

The classification assessment involves technical evaluations regarding the functional enhancements, assessment of whether future economic benefits are expected to flow to the Company, and adherence to the capitalization criteria defined in the Company's accounting policy and Ind AS 16 - Property, Plant and Equipment. Where individual identification is not feasible, the expenditure is aggregated and capitalized based on management's technical assessment.

Management believes that the judgments applied are reasonable and consistent with the applicable accounting framework.

## 61 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES:

The Group's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include trade and other receivables and cash and cash equivalents that are derived directly from its operations.

The Group's financial risk management is an internal part of how to plan and execute its business strategies. The Group is exposed to market risk, credit risk, and liquidity risk.

The Group's senior management oversees the management of financial risks. Senior professionals responsible for managing these risks operate within an established financial risk governance framework and are accountable to the Board of Directors and the Audit Committee. This framework ensures that financial risk-taking activities are governed by appropriate policies and procedures, and that financial risks are identified, measured, and managed in alignment with the Group's policies and risk management objectives. In times of financial stress or uncertainty, the management assesses the recoverability of assets and the maturity profile of liabilities to factor these into cash flow forecasts, ensuring adequate liquidity is maintained through internal and external sources of funds. These forecasts and underlying assumptions are reviewed and approved by the Board of Directors.

### **1. Risk Management Framework**

The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The board of directors has established the processes to ensure that executive management controls risks through the mechanism of a properly defined framework. The Group's risk management policies are established to identify and analyze the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed by the board annually to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

### **2. Credit Risk**

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers. The carrying amount of financial assets represents the maximum credit exposure. The Group monitors credit risk very closely both in the domestic and export market. The management impact analysis shows credit risk and impact assessment as low.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate. The Group management has established a credit policy under which each new customer is analyzed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's review includes market check, industry feedback, past financials and external ratings, if they are available, and in some cases bank references. Sale limits are established for each customer and reviewed quarterly. Any sales exceeding those limits require approval from the Directors of the Holding Company. Most of the Group's customers have been transacting with the Group for over five to ten years against those customers. In monitoring customer credit risk, customers are reviewed according to their credit characteristics, including whether they are an individual or a legal entity, their geographic location, industry, and existence of previous financial difficulties. The Group has not written off any amount in the recent past for impairment in receivables. In view of the same, no provision for impairment is done in the current financial year. Management uses practical experience for deriving expected credit losses based on historical credit loss experience and adjustment for forward-looking assumptions. Financial instruments that are subject to concentrations of credit risk principally consist of balances with banks, trade receivables and loans and advances.

Balances with banks were not past due or impaired as at the year end. In other financial assets that are not past due and not impaired, there were no indication of default in repayment as at the year end

### **3. Liquidity Risk**

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The following are the contractual maturities of the financial liabilities, including estimated interest payments as at 31st March 2025:

(In Lakhs)

Particulars	Carrying Amount	Upto 1 Year	1-5 Years	More than 5 Years
Borrowings (including current maturities)	4,152.79	1,348.00	2,570.83	233.96
Trade Payables	448.55	448.55	-	-
Lease Liabilities	77.24	16.54	60.70	-
Other Financial Liabilities	72.55	72.55	-	-

The following are the contractual maturities of the financial liabilities, including estimated interest payments as at 31st March 2024:

(In Lakhs)

Particulars	Carrying Amount	Upto 1 Year	1-5 Years	More than 5 Years
Borrowings (including current maturities)	2,554.64	401.96	1,600.42	552.26
Trade Payables	598.01	598.01	-	-
Lease Liabilities	90.59	13.35	77.24	-
Other Financial Liabilities	159.69	159.69	-	-

#### 4. Market Risk

Market risk is the risk that changes in market prices—such as foreign exchange rates, interest rates, and equity prices—will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters while optimizing the return. The major components of market risk are foreign currency risk, interest rate risk, and price risk

##### (i) Interest Rate Risk

It is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with floating interest rates

##### (ii) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Holding Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise.

The carrying amount of the Holding Company's foreign currency-denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

(In Lakhs)

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
Account Receivable		
USD (Equivalent in INR)	124.44	501.96
Account Payable		
USD (Equivalent in INR)	65.06	108.41

The Holding Company has not entered in any Forward Contract to hedge above foreign exposure and there are no outstanding Forward Contracts at the end of the year.

### Foreign Currency Sensitivity

The Holding Company is principally exposed to foreign currency risk against USD. Sensitivity of profit or loss arises mainly from USD-denominated receivables and payables.

As per management's assessment of reasonable possible changes in the exchange rate of +/- 5% between USD-INR, EURO-INR currency pairs, sensitivity of profit or loss only on outstanding foreign currency-denominated monetary items at the period end is presented below:

(In Lakhs)

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
<b>Assets:</b>		
Weakening of INR by 5%	6.22	25.10
Strengthening of INR by 5%	(6.22)	(25.10)
<b>Liabilities</b>		
Weakening of INR by 5%	(3.25)	(5.42)
Strengthening of INR by 5%	3.25	5.42

### (iii) Price Risk

The Holding Company has deployed its surplus funds into units of mutual fund. The Holding Company is exposed to NAV (net asset value) price risks arising from investments in these funds. The value of these investments is impacted by movements in liquidity and credit quality of underlying securities.

### NAV price sensitivity analysis

The Sensitivity analyses below have been determined based on the exposure to NAV price risks at the end of the reporting period. If NAV prices had been 1% higher/lower :

In case of Holding Company, Profit for the year ended 31st March 2025 would increase/decrease by Rs. 19.78 Lakhs (Previous Year Rs. 19.77 Lakhs).

## 62 DIVIDENDS PAID:

(In Lakhs)

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
Equity Shares of the Holding Company		
Final Dividend paid of Rs 1 per each 1,48,08,840 equity share (for FY 23-24)	148.09	
Final Dividend paid of Rs 2 per each 1,48,08,840 equity share (for FY 22-23)		296.18

The Board of Directors of the Company in its meeting held on May 20, 2025 has approved and recommended final dividend of Re. 1/- i.e. (10%) per equity share of the Company having face value of Rs 10/- each amounting to 148.09 Lakhs for the financial year 2024-2025, subject to approval from shareholders.

**63 ADDITIONAL INFORMATION PURSUANT TO PARAGRAPH 2 OF DIVISION II OF SCHEDULE III TO THE COMPANIES ACT 2013 - 'GENERAL INSTRUCTIONS FOR THE PREPARATION OF CONSOLIDATED FINANCIAL INFORMATION' OF DIVISION II OF SCHEDULE III:**

Name of entity in the group	Net Assets (Total assets - Total liabilities)		Share in profit after tax.		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of Consolidated Net Assets	Amount	As % of Consolidated Net Profit	Amount	As % of Consolidated Other Comprehensive Income	Amount	As % of Consolidated Total Comprehensive Income	Amount
<b>As at 31 March 2025</b>								
<b>Parent</b>								
Chemcrux Enterprises Limited	102.00%	7,611.19	107.04%	418.86	100.00%	114.57	105.45%	533.42
<b>Subsidiary (wef 27/02/2025)</b>								
Kalichem Prite Limited	-1.98%	(147.93)	-6.91%	(27.05)	-	-	-	-
<b>Joint Venture (Till 27/02/2025)</b>								
Kalichem Prite Limited								
<b>Adjustment arising out of consolidation</b>	-0.01%	(1.00)	-0.13%	(0.50)	0.00	0.00	-5.45%	(27.55)
<b>Total</b>	<b>100.00%</b>	<b>7,462.26</b>	<b>100.00%</b>	<b>391.31</b>	<b>100.00%</b>	<b>114.57</b>	<b>100.00%</b>	<b>505.87</b>
<b>As at 31 March 2024</b>								
<b>Parent</b>								
Chemcrux Enterprises Limited	100.00%	7,225.85	100.00%	844.43	100.00%	66.27	100.00%	910.70
<b>Joint Venture (Investment as per Equity Method)</b>								
Kalichem Private Limited	0.01%	0.50	-	-	-	-	-	-
<b>Adjustment arising out of Consolidation</b>	-0.01%	(0.50)	-	-	-	-	-	-
<b>Total</b>	<b>100.00%</b>	<b>7,225.85</b>	<b>100.00%</b>	<b>844.43</b>	<b>100.00%</b>	<b>66.27</b>	<b>100.00%</b>	<b>910.70</b>

The Holding Company initially held 50% stake in Kalichem Private Limited making it a Joint Venture which was the position as at 31st March, 2024. The Holding Company acquired balance 50% stake in Kalichem Private Limited from the co-venturer M/s. Kalintis Healthcare Private Limited on 27th February, 2025. As a result of the acquisition, Kalichem Private Limited became a wholly-owned subsidiary of the Holding Company from that date. Figures for the year ended 31st March, 2024 and 31st March, 2025 have been presented as per the status at the respective year ends.

**64 KEY FINANCIAL RATIOS:**

Ratio	Numerator	Denominator	Mar-25	Mar-24	% Variance	Reason for variance
(a) Current ratio	Total Current Assets	Total Current Liabilities	2.31	3.85	-39.91%	The ratio has decreased due to long term unsecured loan reclassified as current liabilities since it is due in next year.
(b) Debt-equity ratio	Short Term Borrowing + Long Term Borrowing	Total Equity	0.56	0.35	-57.41%	The ratio has decreased due to increase in consolidated borrowings.
(c) Debt service coverage ratio	Profit Before Interest and Tax	Total Debts Service (Interest + Finance Lease Payment + Principal Repayment)	0.20	0.42	-52.51%	The decrease in the ratio is due to an increase in the borrowing cost upon capitalisation of WIP and decrease in profit as compared to last year.
(d) Return on equity ratio	Net Profit after Tax	Total Equity	5.33%	12.18%	-56.25%	Decrease in ratio is due to decrease in net profit

Ratio	Numerator	Denominator	Mar-25	Mar-24	% Variance	Reason for variance
(e) Inventory turnover ratio	Net Sales	Average Inventory	7.60	6.97	8.95%	-
(f) Trade receivables turnover ratio	Net Sales	Average Trade Receivables	5.17	5.46	-5.31%	-
(g) Trade payables turnover ratio	Net Purchases	Average Trade Payable	10.62	7.17	48.11%	The ratio has improved due to decrease in average trade payable and increase in purchase as compared to last year.
(h) Net Working capital turnover ratio	Net Sales	Working Capital	2.22	2.01	10.52%	-
(i) Net profit ratio	Net Profit	Sales	5.59%	10.76%	-48.06%	Decrease in ratio is due to decrease in net profit of Holding Company and losses of Subsidiary Company.
(j) Return on capital employed	Earning Before Interest and Tax	Capital Employed	6.26%	12.27%	-48.93%	Decrease in ratio is due to decrease in net profit of Holding Company and losses of Subsidiary Company.
(k) Return on investment	Profit After Tax	Total Assets	3.08%	7.69%	-59.93%	Decrease in ratio is due to decrease in net profit of Holding Company and losses of Subsidiary Company.

## 65 BORROWING COST:

During the year, the company capitalized borrowing costs amounting to Rs. 186.55 Lakhs (P.Y. Rs. 230.54 Lakhs)

## 66 SEGMENT REPORTING:

The products offered by the Company are in the nature of Bulk Drug Intermediates and its related products, having the same risks and returns, same type and class of customers and regulatory environment. Hence, the Company effectively has a single reportable business segment. Hence, segment-wise disclosure of information is not applicable.

## 67 Attention invited to note no 2 (c) of Significant Accounting policies for Consolidation. The Holding Company initially held a 50% stake in Kalichem Private Limited and was treated as a Joint Venture. On February 27, 2025, the Holding Company acquired the remaining 50% stake from the co-venturer, M/s. Kalintis Healthcare Private Limited. This acquisition resulted in Kalichem Private Limited becoming a wholly-owned subsidiary of the Holding Company from that date.

Consequently, the consolidation of Kalichem Private Limited's financial results has been performed using two distinct accounting treatments during the year ended March 31, 2025:

Period up to February 26, 2025: The Company consolidated the financial results of Kalichem Private Limited as a Joint Venture under the Equity Method, in accordance with Ind AS 28, 'Investments in Associates and Joint Ventures'

Period from February 27, 2025, to March 31, 2025: For this subsequent period, the consolidation was carried out as a wholly-owned subsidiary under Ind AS 110, 'Consolidated Financial Statements', following the principles of Ind AS 103, 'Business Combinations'.

The Financial statements of Kalichem Private Limited used in consolidation are drawn up to the same reporting date as that of the holding Company i.e. 31st March, 2025

M/s. Kalichem had commenced commercial production on 26th November 2024 and had incurred losses till 27th February, 2025 i.e. the date on which it became a wholly owned subsidiary. As a co-venturer holding 50% equity in the Joint Venture till that date, the Company was required to recognise its share of the losses. However, since the cost of total investment of the Company in the Joint Venture was less than the share of loss, it has recognized the loss the extent of Rs. 0.50 lakh only, i.e. to the extent of investment, in accordance with Ind AS 28 in the third quarter of the current year itself. Further, the acquisition of the balance stake at par value of Rs. 0.50 lacs would have resulted in a Goodwill but the same has been treated as impaired due to losses of Kalichem Private Limited. Upon conversion to a wholly owned subsidiary, the Company has consolidated the subsequent transactions as per Ind AS 110 and also recognised its total share of losses of Kalichem Private Limited in its own Reserves and Surplus

- 68** The figures in respect of previous year have been re-grouped wherever necessary to confirm to the current year's classification. The figures for the previous year have not been restated and remain as reported under the equity method of accounting, since the entity was classified as a joint venture during that year. In the current financial year, the joint venture became a subsidiary with effect from 27 February 2025, and accordingly, its results and financial position have been consolidated line-by-line as at and for the year ended 31 March 2025.
- 69** The Standalone financial Statements for the year ended 31 March 2025 were approved by the Board of Directors in their meeting held on 20th May 2025.

**For Naresh & Co**  
**Chartered Accountants**  
**FRN: 106928W**

**Sd/-**  
**CA Harin Parikh**  
**Partner**  
**Membership No: 107606**  
**UDIN: 25107606BMOJDX7564**

**Place: Vadodara**  
**Dated: 20.05.2025**

**For and on behalf of the Board of Directors**  
**For Chemcrux Enterprises Limited**

**Sd/-**  
**Girishkumar Shah**  
**Whole-Time Director**  
**DIN: 00469291**

**Sd/-**  
**Ramesh Kambariya**  
**CFO**  
**Place: Vadodara**

**Sd/-**  
**Sanjay Marathe**  
**Managing Director**  
**DIN: 01316388**

**Sd/-**  
**Dipika Rajpal**  
**CS**  
**Dated: 20.05.2025**

Reg. Off.:



330, TRIVIA Complex, Natubhai Circle,  
Racecourse, Vadodara – 390007, Gujarat, India  
Phone: +91 265 2988903 / 2984803  
Website: [www.chemcrux.com](http://www.chemcrux.com)

