

Indokem Limited

(CIN: L31300MH1964PLC013088)

Registered Office:
"KHATAU HOUSE," Ground Floor
Mogul Lane, Mahim (West),
Mumbai - 400 016.

Phone : 022-61236767
Fax : 022-61236718
E-mail : iklsecretarial@gmail.com
Website: www.indokem.co.in

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code: 504092

Subject: Submission of the Annual Report under Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Respected Sir/ Madam,

Pursuant to Regulation 34(1) of the Listing Regulations, as amended, we enclose herewith the Annual Report of the Company for the financial year 2023-24. The **58th Annual General Meeting** of the Company will be held on **Thursday, 26th September, 2024 at 2:00 p.m. (IST)** via way Video Conference/Other Audio-Visual Means.

The said Annual Report is being sent through electronic mode to the shareholders of the Company and is also available on the website of the Company at the following link:
<https://www.indokem.co.in/Annual-Report.php>.

Please take the same on record.

Thanking You,

Yours Truly,
For **INDOKEM LIMITED**

Rajesh D. Pisal
Company Secretary and Compliance Officer
Mumbai, 2nd September, 2024

Encl: As above



A Khatau Group



ANNUAL REPORT

2023-24

APPEAL TO SHAREHOLDERS

In accordance with the SEBI circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd Nov., 2021, SEBI circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th Dec., 2021 and SEBI circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th Jan., 2022, investors holding physical share certificates have to comply with know your customer (KYC) norms on or before 31st December, 2023 by presenting PAN, nomination, contact information, bank account information, and a sample signature for their respective folio numbers to registrar and transfer agents of respective company. Further, SEBI has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. It may be noted that any service request can be processed only after the folio is KYC Compliant.

In order to save trees and environment by cutting down the consumption of costly paper habits, the Ministry of Corporate affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by the Companies through service of notice / documents including Annual Report to be sent by email to its members. In line with the MCA Circulars and the SEBI Circulars, the Notice of the AGM along with the Annual Report 2023-24 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / National Securities Depository Limited (NSDL) and Central Depositories Services (India) Limited ('CDSL'), (collectively 'Depositories') / Registrar and Share Transfer Agent ('RTA'), unless any Member has requested for a physical copy of the same.

In such case, the Company is required to obtain email addresses of its members for sending the notice / documents through email by giving an opportunity to every member to register their email address and changes therein, if any, from time to time with the Company. To support this green initiative of the Government in full measure, members who have not registered their email addresses so far, are requested to register their email addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their email addresses to the Company or its Registrar and Share Transfer Agents (RTA).

On registration, all the communication will be sent to the email ID registered in the Folio No. / DP ID and Client ID to save time and to save trees.

This move by the Ministry will benefit the society at large through reduction in paper consumption and contribution towards a Greener Environment. It will also ensure prompt receipt of communication and avoid loss in postal transit. We are sure that you would appreciate the "Green Initiative" taken by MCA and Indokem's desire to participate in such initiatives. Please contact the following:

REGISTRAR & SHARE TRANSFER AGENTS:**LINK INTIME INDIA PRIVATE LIMITED**

C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai- 400 083.
Tel No.: +91 810 811 6767.

Service Request:

liiplweb.linkintime.co.in/helpdesk/Service_Request.html

Swayam Portal: <https://swayam.linkintime.co.in/>

Website: www.linkintime.co.in

SECRETARIAL DEPT.**INDOKEM LIMITED**

Khatau House, Plot No. 410,
Mogul Lane, Mahim (West), Mumbai - 400 016.
Tel No.: +91-22- 6123 6711 / 6123 6767

Email: iklsecretarial@gmail.com

Website: www.indokem.co.in

INDOKEM LIMITED
(CIN : L31300MH1964PLC013088)

BOARD OF DIRECTORS:

Mr. Mahendra Kishore Khatau	Chairman and Managing Director
Mr. Arupkumar Basu	Managing Director
Mr. Manish Mahendra Khatau	Whole-time Director
Mrs. Asha Mahendra Khatau	Non-executive Director
Mr. Rahul Singh	Non-executive Independent Director
Mr. Suyash Neelkanth Bhise	Non-executive Independent Director
Mrs. Sneha Vidyadhar Khandekar	Non-executive Independent Director
Mr. Adarsh Pankaj Shukla	Non-executive Independent Director
Mr. Kailash Pershad*	Non-executive Independent Director
Mr. Bhalchandra Sontakke*	Non-executive Independent Director

*Vacated office as Directors due to completion of their 2nd term as Independent Directors w.e.f. 31st March, 2024.

KEY MANAGERIAL PERSONNEL:

Ms. Rupal Bhupendra Parikh	Chief Financial Officer
Mr. Rajesh Dinkar Pisal	Company Secretary and Compliance Officer

STATUTORY AUDITORS:

CNK & Associates LLP

SECRETARIAL AUDITORS:

Jay & Associates

COST AUDITORS:

Y. S. Gokhale & Associates

BANKERS:

ICICI Bank Ltd.
Utkarsh Small Finance Bank Ltd.
HDFC Bank Ltd.
Bank of India
Indian Overseas Bank

REGISTRAR & SHARE TRANSFER AGENT:

Link Intime India Private Limited
C-101, 207 Park, L.B.S. Marg,
Vikhroli (West), Mumbai - 400 083.
Swayam Portal: <https://swayam.linkintime.co.in/>
Website: www.linkintime.co.in

REGISTERED OFFICE:

Khatau House, Plot No: 410,
Mogul Lane, Mahim (West), Mumbai - 400 016.
Tel No.: +91-22- 6123 6767 / 6123 6711
Email: iklsecretarial@gmail.com
Website: www.indokem.co.in

SUBSIDIARIES:

Indokem Bangladesh (Pvt.) Limited
Refnol Overseas Limited
Texcare Middle East LLC

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58th Annual General Meeting (AGM)

Day, Date & Time: Thursday, 26th September, 2024 at 2:00 P.M.
Through Video Conferencing ("VC") / Other Audio Visual Means.

CHAIRMAN'S MESSAGE

My Dear Shareholders,

I hope you and your families are safe and well and I thank you all for your enduring trust in Indokem Limited.

I am delighted to present you our annual report for the F.Y. 2023-24, reflecting our performance and progress during the year and outlining our vision for the future. The global economy continued to face multiple challenges and uncertainties due to ongoing geo-political turbulence. Factors such as inflationary pressures, higher interest rates, and subdued consumer demand impacted the global economy in F.Y. 2023-24. These factors also affected demand across industries, including the chemical and pigment industry. This resulted in a sharp reduction in demand and significant pricing pressures on Indokem, adversely impacting our sales volumes and hence, financial performance.

Indokem continues to be a resilient Company built on a strong foundation, committed towards its long-term strategy, and is poised for growth. We have attempted to present the company's information in an all-encompassing format for a deeper and richer understanding of our sustainable journey. Coming to our financials, the total gross revenue earned by the Company was ₹13,991 Lakhs as against total revenue of ₹14,136 Lakhs of previous year, which marginally decreased by 1% as compared to last year. Loss after tax for the year F.Y. 2023-24 was ₹526 Lakhs compared to previous year loss after tax of Rs. 52 Lakhs in financial year F.Y. 2022-23. The Company is focussed on driving operational excellence to improve its resilience to address market cyclicality. The outlook for the Company's portfolio is expected to remain stable in F.Y. 2024-25 and medium-term prospects remain positive.

The Company has during the F.Y. 2023-24 incorporated a subsidiary in Bangladesh and through merger acquired two subsidiaries in UAE and Mauritius, thereby opening a door for Global markets.

The Company has taken possession of a 5,000 sq. mtr. industrial plot located at Additional MIDC, Pale, Ambarnath, Dist. Thane, which was purchased from MIDC in 2015. The Company plans to construct a manufacturing plant for sizing chemicals on this plot, which will require a sizeable capital investment. IT system and infrastructure is being continuously monitored and enhanced with any required upgrades. Our major products have received GOTS (Global Organic Textile Standard) certification. Company has invested on automation and attractive Packing Material for our products which has shown better effects. Company has invested in Quality Control machinery in Laboratory and qualified staff to meet global standards. Company has successfully registered maximum of its products under Zero Discharge of Hazardous Chemicals (ZDHC) certification. Company has been assessed and has received ISO 9001:2015 and ISO 45001:2008 certification. You would be happy to note that we have arranged free medical check-up for our employees and labourers at all offices and plants.

We continuously innovated by launching new products thereby moving forward in our journey. At the same time, we continue to uphold the highest standards of corporate governance treating them as an ethical requisite rather than a regulatory necessity and continue to base all our actions on the principles of fairness, trust and transparency. Looking forward the business environment will remain true to its nature – as uncertain and as unpredictable as ever. In such an environment only those organisations that put in efforts to remain relevant to the changing needs and preferences of customers – understanding the consumer requirements and adapting the business model to suitably address these requirements will be able to deliver long-term growth and sustainable returns to all the stakeholders.

We are living in a time where various extraordinary changes are taking place around us which is altogether reshaping the way we live and the way we work. Though our inspiring Legendary Founder, Shri. Dharamsey Khatau, is not in our midst, the values he cherished and which have in fact equipped our Company to withstand the test of time - Integrity, Excellence, Humility, Hard work and Larger purpose - continue to guide us as we endeavor strengthening our people, processes and products, keeping in focus what our Company can and ought to be in the years to come.

Looking ahead into the future, we are confident that our expanded installed base, newly added products, new sales approach of industry and product segment wise go to market strategy will drive our march forward. On behalf of our Board, I thank our shareholders, for your continued trust and guidance in taking Indokem to greater heights.

Even after completion of many decades of journey, we work with the same newness, optimism and purpose. We at Indokem deeply value the involvement, critical analysis and encouragement shown by Directors and I am privileged to have them on the Board of our Company. I appreciate the efforts of every member of Khatau family - we may be growing in numbers, but our purpose is common and shared. In the travails of the past and in the new paradigm we are envisaging for the future, our constant source of strength is the indefatigable spirit of our employees and I would like to thank them for their commitment, patience and hard work. I am grateful to our employees, customers, suppliers, banks and financial institutions for giving us an opportunity to serve and helping us evolve our vision and articulate growth related strategies. The Company has received and I am sure, will continue to receive active cooperation from all the shareholders of the Company. I recognise the positive approach of the communities which surround our production sites in India. I thank you for your faith; it brings out the best in us.

To conclude, we remain encouraged and confident of achieving our long-term objectives of inclusive, sustainable and profitable growth. As we look ahead, I feel confident of strong growth in the medium to long term. I am confident that our disciplined strategy, prudent approach, focus on agile execution and our committed team will enable us to improve performance further and create greater shareholder value.

Sincerely,

Mahendra K. Khatau
Chairman and Managing Director
DIN: 00062794

INDOKEM LIMITED

(CIN: L31300MH1964PLC013088)

Regd. Office: Khatau House, Plot No. 410, Mogul Lane, Mahim (West), Mumbai - 400 016.**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the **FIFTY EIGHTH (58th) Annual General Meeting** of the members of Indokem Limited will be held on Thursday, 26th September, 2024 at 2:00 P.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

The proceedings of the Fifty Eighth Annual General Meeting ("AGM") shall be deemed to be conducted at the Registered Office of the Company at Khatau House, Plot No. 410, Mogul Lane, Mahim (West), Mumbai - 400 016 which shall be the deemed venue of the AGM.

ORDINARY BUSINESS:**Item No.1 – Consideration and Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon:**

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

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be considered and adopted."

Item No.2 – Consideration and Adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Report of the Auditors thereon:

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

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Report of the Auditors thereon, as circulated to the Members, be considered and adopted."

Item No. 3 – Re-appointment of Mrs. Asha Mahendra Khatau as Director, liable to retire by rotation:

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Asha Mahendra Khatau (DIN: 00063944), who retires by rotation as a Director at this Annual General Meeting, and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:**Item No. 4 – Re-appointment of Mr. Mahendra K. Khatau as Managing Director of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations) as amended, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, approval of the members be and is hereby accorded to the re-appointment of Mr. Mahendra K. Khatau, (DIN: 00062794) as Managing Director of the Company, for a period of 3 years commencing from the expiry of his present term of office i.e. 1st April 2025, not liable to retire by rotation, on the remuneration, terms and conditions as set out in the explanatory statement annexed to the Notice, as minimum remuneration in the event of absence of profits and/or inadequacy of profits or otherwise, notwithstanding that such remuneration may exceed the limits specified under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT pursuant to Section 196 and any other applicable provisions of the Companies Act, 2013, approval of the Members be and is hereby accorded to the continuation of directorship of Mr. Mahendra K. Khatau, even after he attains the age of 70 years;

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” which term shall include the Human Resources, Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter or vary the scope of appointment and / or remuneration of Mr. Mahendra K. Khatau, including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time, as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013 and Listing Regulations.

RESOLVED FURTHER THAT any of the Director(s) or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

Item No. 5 - Ratification of Remuneration of Cost Auditors:

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

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, for the time being in force (including any statutory modification(s) or re-enactment thereof), the remuneration of Rs. 90,000/- (Rupees Ninety Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, as recommended by the Audit Committee and approved by the Board of Directors of the Company, to be paid to M/s. Y. S. Gokhale & Associates, Cost Accountants, (Membership No. 32936, Firm Registration No. 101710), for the conduct of the audit of the cost accounting records of the Company for the financial year ending on 31st March, 2025, be and is hereby ratified.

RESOLVED FURTHER THAT any of the Director(s), Company Secretary and/or any person authorised by the Board, be and is hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

Item No. 6: Continuation of Mr. Arupkumar Basu as Managing Director of the Company on attaining the age of Seventy Years:

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

“**RESOLVED THAT** pursuant to Section 196, 197, 198 and 203 and other applicable provisions read with Schedule V of Companies Act 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force including Listing Regulations, and as approved by the Board of Directors of the Company at its meeting held on 13th August, 2024, the approval of members of the Company be and is hereby accorded, for the continuation of tenure of Mr. Arupkumar Basu (DIN: 00906760) upon reaching the age of 70 years as Managing Director of the Company, not liable to retire by rotation, upon existing terms and conditions as approved by the members in the AGM held on 31st August, 2023..

RESOLVED FURTHER THAT that the Board of Directors (hereinafter referred to as “the Board” which term shall include the Human Resources, Nomination and Remuneration Committee of the Board) of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for the purpose of giving effect to the aforesaid resolution.”

Item No. 7 - Approval for undertaking Material Related Party Transactions with Orchard Acres:

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Listing Regulations, as amended from time to time, the applicable provisions of the Companies Act, 2013 (“Act”) and the rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other applicable statutory provisions and regulations, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the Company’s Policy on Related Party Transactions, basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company and subject to such other necessary registrations, consents, permissions, approvals and sanctions required, if any, from any authorities under any laws or regulations or guidelines, approval of the Members of the Company be and is hereby accorded for entering into transaction(s) with Orchard Acres (a “Related Party” within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations):

- (1) pursuant to the following existing contracts with the Related Party:
 - (i) for purchase or supply of any goods, materials as per the terms and conditions agreed with the management, upto a maximum aggregate value of ₹30 Crores (Rupees Thirty Crores Only) during financial year 2024-25;
 - (ii) for availing of premises on Leave and License basis in accordance with Leave and License Agreement executed as on 1st April 2022, for a period of five (5) years, effective from April 1, 2022 to March 31, 2027.
- (2) in the ordinary course of business of the Company and at arm's length basis in accordance with the provisions of Section 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and on such terms and conditions as detailed in the explanatory statement to this Resolution, and as may be mutually agreed between the Company and Orchard Acres.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "Board", which term shall include any duly authorized Committee constituted by the Board) be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

Item No. 8 - Approval for undertaking Material Related Party Transactions with Texcare Middle East LLC:

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") and the rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other applicable statutory provisions and regulations, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the Company's Policy on Related Party Transactions, basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company and subject to such other necessary registrations, consents, permissions, approvals and sanctions required, if any, from any authorities under any laws or regulations or guidelines, approval of the Members of the Company be and is hereby accorded for entering into transaction(s) with Texcare Middle East LLC (a "Related Party" within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations):

- (1) pursuant to the existing arrangement with Texcare Middle East LLC for purchase or supply of any goods, materials as per the terms and conditions agreed with the management, upto a maximum aggregate value of ₹20 Crores (Rupees Twenty Crores Only) during financial year 2024-25;
- (2) in the ordinary course of business of the Company and at arm's length basis in accordance with the provisions of Section 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and on such terms and conditions as detailed in the explanatory statement to this Resolution, and as may be mutually agreed between the Company and Texcare Middle East LLC.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "Board", which term shall include any duly authorized Committee constituted by the Board) be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

Item No. 9 - Approval for undertaking Material Related Party Transactions with Indokem Bangladesh (Pvt.) Limited:

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Listing Regulations, as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") and the rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other applicable statutory provisions and regulations, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the Company's Policy on Related Party Transactions,

basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company and subject to such other necessary registrations, consents, permissions, approvals and sanctions required, if any, from any authorities under any laws or regulations or guidelines, approval of the Members of the Company be and is hereby accorded for entering into transaction(s) with Indokem Bangladesh (Pvt.) Limited (a "Related Party" within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations):

- (1) pursuant to the following contracts with the Related Party:
 - (i) for purchase or supply of any goods, materials as per the terms and conditions agreed with the management, upto a maximum aggregate value of ₹20 Crores (Rupees Twenty Crores Only) during financial year 2024-25;
 - (ii) for Leasing of property of any kind or interest payable/ receivable as per the terms and conditions agreed with the management, upto a maximum aggregate value of ₹50 Lakhs (Rupees Fifty Lakhs Only) during financial year 2024-25;
 - (iii) for receipt or granting of loans and advances from/ to Indokem Bangladesh (Pvt.) Limited as per the terms and conditions agreed with the management, upto a maximum aggregate value of ₹2 Crore (Rupees Two Crore Only) during financial year 2024-25.
- (2) in the ordinary course of business of the Company and at arm's length basis in accordance with the provisions of Section 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and on such terms and conditions as detailed in the explanatory statement to this Resolution, and as may be mutually agreed between the Company and Indokem Bangladesh (Pvt.) Limited.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "Board", which term shall include any duly authorized Committee constituted by the Board) be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

**For Indokem Limited
By order of the Board**

Sd/-

Rajesh Dinkar Pisal

Company Secretary & Compliance Officer

Place: Mumbai

Date: 13th August, 2024

Registered Office:

Khatau House, Plot No. 410,
Mogul Lane, Mahim (West),
Mumbai – 400 016.

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the Items No. 4 to 9 and the Special Business given in the Notice of the Annual General Meeting (AGM), the details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Clause 1.2.5 of the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, in respect of the person seeking re-appointment as a Director at this Annual General Meeting (AGM) is furnished as **Annexure - A** to the Notice.
2. Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to "Clarification on holding of Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") the Company is convening the 58th AGM through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a

common venue. Further, the Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

In compliance with the provisions of the Companies Act, 2013 ('the Act'), the Listing Regulations and MCA Circulars, the 58th AGM of the Company is being held through VC/OAVM on Thursday, September 26, 2024 at 2:00 p.m. IST. The deemed venue for the AGM will be the Registered Office of the Company, i.e. Khatau House, Plot No. 410, Mogul Lane, Mahim (West), Mumbai - 400 016.

- 3. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
4. As per the provisions of Clause 3.A. II. of the General Circular No. 20/ 2020 dated May 5, 2020, issued by MCA, the matters of Special Business as appearing at Item Nos. 4 to 9 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
5. Institutional Members/Corporate Members (i.e., other than individuals, HUF, NRI, etc.), are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting. The said Resolution/Authorization shall be sent by e-mail on Scrutinizer's e-mail address at pccsamatankasale@gmail.com with a copy marked to evoting@nsdl.com. Institutional Members/Corporate Members can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on the "Upload Board Resolution/Authority Letter" displayed under the "e-Voting" tab in their login.
6. Only registered Members of the Company may attend and vote at the AGM through VC/OAVM facility.
7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote at the AGM.
8. The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com.
10. In line with the MCA Circulars and the SEBI Circulars, the Notice of the AGM along with the Annual Report 2023-24 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/NSDL and Central Depositories Services (India) Limited ('CDSL'), (collectively 'Depositories') Registrar & Transfer Agent ('RTA'), unless any Member has requested for a physical copy of the same. The Company shall send the physical copy of Integrated Report & Annual Accounts 2023-24 to those Members who request the same at iksecretarial@gmail.com mentioning their Folio No./DP ID and Client ID. The Notice convening the 58th AGM along with the Annual Report 2023-24 will also be available on the website of the Company at www.indokem.co.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the website of NSDL at www.evoting.nsdl.com.

11. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be made available for inspection at the Registered Office of the Company between 11 a.m. and 1 p.m. on all working days of the Company upto the date of the AGM. During the 58th AGM, Members may access the scanned copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act upon log-in to www.evoting.nsdl.com. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at iklsecretarial@gmail.com.
12. The Company has notified closure of the Register of Members and the Share Transfer Books from **Friday, 20th September, 2024 to Thursday, 26th September, 2024 (both days inclusive)**.
13. Members are requested to promptly intimate any change in their name, postal address, e-mail address, contact numbers, PAN, mandates, bank details, etc. to their DPs for equity shares held in dematerialised form and to Link Intime India Private Limited in Form ISR – 1 for equity shares held in physical form.

To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

Further, Members are requested to refer to process detailed on <https://linkintime.co.in/home-KYC.html> and proceed accordingly.
14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at www.indokem.co.in and on the website of the Company's RTA's at <https://liiplweb.linkintime.co.in/KYC-downloads.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
15. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or the Company's RTA, for assistance in this regard.
16. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from our website at <https://www.indokem.co.in/Investor-Forms.php> and website of the Registrar and Transfer Agent ('RTA') at <https://liiplweb.linkintime.co.in/client-downloads.html>. Members are requested to submit the said details to their DPs in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held by them in physical form, quoting their folio number.
17. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.

18. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.
19. The Members whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file the Form no. IEPF-5, which is available on www.iepf.gov.in, for claiming the dividend and/or shares.
20. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.
21. VOTING BY MEMBERS:
- In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations (as amended), MCA Circulars and the SEBI Circulars, the Company is providing its Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means (by using the electronic voting system provided by NSDL) either by (i) remote e-Voting prior to the AGM (as explained at para 'g' herein below or (ii) remote e-Voting during the AGM (as explained at 'para h' below). Instructions for Members for attending the AGM through VC/OAVM are explained in 'para i' below.
 - The voting rights of the Shareholders shall be in the same proportion to the paid-up share capital as on the cut-off date.
 - A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Thursday, September 19, 2024 ('cut-off date') shall be entitled to vote in respect of the shares held, by availing the facility of remote e-Voting prior to the AGM or remote e- voting during the AGM.
 - The remote e-Voting period commences on Monday, September 23, 2024 at 9:00 a.m. (IST) and ends on Wednesday, September 25, 2024 at 5:00 p.m. (IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
 - The Members can opt for only one mode of remote e-Voting i.e., either prior to the AGM or during the AGM. The Members present at the Meeting through VC/OAVM who have not already cast their vote by remote e-Voting prior to the Meeting shall be able to exercise their right to cast their vote by remote e-Voting during the Meeting. The Members who have cast their vote by remote e-Voting prior to the AGM are eligible to attend the Meeting but shall not be entitled to cast their vote again.
 - The Board of Directors has appointed Mrs. Samita Tanksale (Membership No. ACS 26044), Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-Voting process, in a fair and transparent manner and voting through electronic means at the AGM in a fair and transparent manner and she has communicated her willingness to be appointed.
 - THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

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

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"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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 & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 & 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders (holding securities in demat mode) login through their depository participant	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 & voting during the meeting.

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.

Login type	Helpdesk details
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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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.

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.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on 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.co.in 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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

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 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 General 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.

General Guidelines for shareholders

1. 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 pcssamitatankale@gmail.com with a copy marked to evoting@nsdl.co.in. 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.
2. 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 to reset the password.
3. 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 or call on.: 022 - 4886 7000 or send a request to Mr. Amit Vishal or Ms. Pallavi Mhatre at evoting@nsdl.co.in.

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 iklsecretarial@gmail.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 iklsecretarial@gmail.com. If you are an Individual shareholders 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.co.in 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.

h) 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.

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

1. Member will be provided with a facility to attend the 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 link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General 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 fluctuations in their respective networks. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members, who would like to express their views/pose questions/register as speaker shareholder at the AGM, may send their questions in advance before Thursday, 19th September, 2024 by 2.00 p.m. from their registered email address mentioning their name, demat account number/folio number and mobile number, to the Company's email address iklsecretarial@gmail.com. The Members who have registered themselves as speaker will only be allowed to ask queries / express their views during the AGM. The Company reserves the right to limit the number of Members asking questions depending on the availability of time at the AGM.

**For Indokem Limited
By order of the Board**

**Place: Mumbai
Date: 13th August, 2024**

**Sd/-
Rajesh Dinkar Pisal
Company Secretary & Compliance Officer**

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, Secretarial Standard - 2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015:

ITEM NO. 4:

Mr. Mahendra K. Khatau had been re-appointed as the Director of the Company for a period of 5 (Five) years w.e.f. 01st April, 2020 in the Annual General Meeting held on 30th September, 2019 and hold office till 31st March, 2025. In view of the impending expiry of his earlier appointment, the Board of Directors at its meeting held on 13th August, 2024, based on the recommendations of the Nomination and Remuneration Committee have re-appointed Mr. Mahendra K. Khatau as Managing Director of the Company with effect from 1st April, 2025 for a further period of 3 years.

Mr. Mahendra K. Khatau, aged 69 years is presently designated as Chairman and Managing Director of the Company. He is a Commerce Graduate and has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time. He is very much informed about the working environment and norms of this industry. During his tenure he expanded business of the Company by introducing new clients and new products, to utilize his knowledge and experience in the operations of the Company and keeping in view of the same, it would be in the interest of the Company to re-appoint Mr. Mahendra K. Khatau as Managing Director for a period of 3 (three) years with effect from 1st April, 2025 subject to the approval of Shareholders at the ensuing Annual General Meeting.

During the proposed appointment of his tenure as Managing Director, Mr. Mahendra Khatau will attained the age of 70 years. In accordance with the provisions of the Listing Regulations and the Companies Act, 2013 including amendments, if any, the Company hereby proposes to retain him as Managing Director of the Company on attaining age of 70 years, the Company is required to obtain the approval of members by passing the special resolution.

The additional information required under Regulation 36 of the Listing Regulations and applicable Secretarial Standards is annexed as **Annexure-A**.

Further, taking into consideration the duties and responsibilities of the Managing Director, the prevailing managerial remuneration in industry and considering the increasing size and complexity of the business and on the recommendation of the Nomination and Remuneration Committee, the Board has approved the following terms of remuneration for Mr. Mahendra K. Khatau, with effect from 1st April, 2025, which are in line with his current terms and indicate no increment/change in remuneration currently being paid to Mr. Mahendra K. Khatau:

- i) Salary: Rs. 3,00,000/- per month with annual increment of such amount as may be decided by the Board.
- ii) Rent Free Furnished Accommodation owned or leased / rented: In case the Company provides no accommodation, Mr. Mahendra Khatau shall receive house rent allowance of Rs. 1,50,000/- per month.
- iii) Housing Maintenance Allowance: Rs. 75,000/- per month.
- iv) Reimbursement of gas, electricity, water charges & furnishing up to Rs. 20,000/- per month.
- v) Medical Reimbursement: Reimbursement of expenses incurred by Mr. Mahendra Khatau for himself and his family subject to ceiling of Rs. 5,000/- per month.
- vi) Leave Travel allowance for himself and his family is Rs. 5,000/- per month, once in a year in accordance with rules of the Company.
- vii) Personal Accident Insurance / Mediciam Policies: In accordance with the rules of the Company, premium on Personal Accident Insurance / Mediciam Policies shall be paid.
- viii) Club Fees: Fees of the Clubs restricted to two clubs. No admission and life membership fees shall be paid.
- ix) Car with driver and Telephone: The Company will provide a Car with Driver and Telephone at the residence of Mr. Mahendra Khatau. The provision of car for use on Company's business and Telephone at residence will not be considered as perquisite.

Personal long distance calls and use of car for private purposes shall be billed by the Company to Mr. Mahendra K. Khatau.

- x) Earned Leave: On full pay and allowance and perquisite as per the rules of the Company. Encashment of leave for a maximum of 60 days at the end of the tenure will be permissible, which shall not be included in the computation of minimum remuneration.
- xi) Company's contribution towards Provident Fund to the extent it is not taxable under Income Tax Act, 1961.
- xii) Gratuity not exceeding half a month's salary for each completed year of service. The aforesaid perquisites stated shall not be included in the computation of minimum remuneration.

Minimum remuneration: Where in any financial year, during the currency of the tenure of Mr. Mahendra K. Khatau as Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay remuneration permissible in accordance with the applicable provisions of Schedule V of the Companies Act, 2013, as minimum remuneration.

The remuneration of Mr. Mahendra K. Khatau shall be within the limits prescribed under Companies Act, 2013 read with Schedule V of the said Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The details of remuneration paid to Mr. Mahendra K. Khatau for the year 2023-24 is provided in the Corporate Governance Report forming part of the Annual Report.

The Board of Directors recommends the resolution in relation to the appointment and remuneration of Managing Director, for the approval of the shareholders of the Company.

Except Mrs. Asha M. Khatau and Mr. Manish M. Khatau or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at Item No. 4.

I. GENERAL INFORMATION:

(1) **Nature of industry:** Dyes and Chemicals.

(2) **Financial Performance based on given indicators:**

During the year ended 31st March 2024 the Company achieved total Income of Rs. 13,991 Lakhs, a profit before depreciation and tax of Rs.10 Lakhs and Loss for the year was Rs.526 Lakhs. The detailed financial performance of the Company is discussed in the enclosed Annual Report for the year ended 31st March, 2024.

(3) **Foreign investments or Collaborations, if any:**

The Company has following subsidiaries Companies:

1. Indokem Bangladesh (Pvt.) Ltd in Bangladesh which was incorporated on 30th April 2023.
2. Refnol Overseas Limited, Mauritius which was incorporated on 10th August 1994.
3. Tex Care Middle East L.L.C., United Arab Emirates which was incorporated on 13th July 1994.

II. INFORMATION ABOUT APPOINTEE AND OTHER INFORMATION:

(1) **Background Details:**

Mr. Mahendra K. Khatau aged 69 years is on the Board of the Company since 28th January, 1986. He is a Commerce Graduate and has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time.

Mr. Mahendra K. Khatau is a promoter of the Company and is holding 11.17% equity shares in the paid-up share capital of the Company. During the last financial year, Mr. Mahendra K. Khatau attended all the 6 Board meetings of the Company.

Details of his Directorships and committee positions are stated below.

Other Directorship:

1. Indokem Limited - Chairman and Managing Director
2. Priyamvada Holdings Limited

3. Asha Marine Products Private Limited
4. Emerald Capital Services Private Limited
5. Khatau Holdings and Trading Company Private Limited
6. Khatau Leasing and Finance Company Private Limited
7. Khatau Makanji and Company Private Limited
8. MKK Holdings Private Limited
9. Mulraj Khatau and Sons Private Limited
10. Prerana Leasing and Finvest Company Private Limited
11. Prism Plantations Private Limited
12. Priyanilgiri Holdings Private Limited
13. Reactive Engineering Private Limited
14. Vindhyapriya Holdings Private Limited

Chairman/Member of the following Committees:

Sr. No.	Name of the Company	Name of the Committee	Chairman / Member
1.	Indokem Limited	Audit Committee	Member
2.	Indokem Limited	Committee of Directors	Chairman
3.	Indokem Limited	Risk Management Committee	Chairman
4.	Indokem Limited	The Vigil Mechanism Committee	Chairman

(2) **Past Remuneration:** Rs. 66,99,600/- p.a. plus other benefits as per terms and conditions of service contract. (Financial Year 2023-24).

(3) **Recognition or awards:** NIL

(4) **Job profile and suitability:**

Mr. Mahendra K. Khatau (holding DIN No. 00062794) shall be responsible for the day to day operation and managing the affairs of the Company under the superintendence, guidance and control of the Board. He is functioning as an Executive Chairman and Managing Director of the Company since 1st April, 1995.

(5) **Remuneration proposed:**

As mentioned above under explanatory statement, no increment/change is proposed in the remuneration currently being paid to Mr. Mahendra K. Khatau.

(6) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

Keeping in view the type of the industry, size of the Company and the responsibilities and profile of Mr. Mahendra K. Khatau, the proposed remuneration is competitive with the remuneration paid by other Companies in similar line of business to such managerial personnel.

(7) **Pecuniary relationship with the Company, or relationship with the managerial personnel:**

Mr. Mahendra K. Khatau is a promoter of the Company and holding 11.17% equity shares in the paid-up capital of the Company. Mr. Manish M. Khatau and Mrs. Asha M. Khatau, Directors of the Company, may be deemed to be interested in the Resolution pertaining to the re-appointment of and remuneration payable to Mr. Mahendra K. Khatau as they are related to each other. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company are, in any way, concerned or interested in the Resolution.

III. OTHER INFORMATION:**(1) Reasons of inadequate profits:**

Uncertain economic conditions, poor economic growth, high inflation, slow-down in industrial growth, restrictions imposed on the Industry by Ministry of Environment in China severely affected the markets. This had an adverse effect on profitability.

(2) Steps taken /to be taken for improvement:

The Company has modernized its facilities and expanded its existing capacities of plant operations to produce more value added chemicals. The Company continues to make all efforts to recover dues from the clients by negotiations or by resorting to legal remedy.

(3) Expected increase in productivity and profits:

Newly elected stable and decisive government at the Centre will certainly boost the prospects for the financial year 2024-25 and the Management is optimistic of achieving improvement in performance.

IV. DISCLOSURES:

The details required to be furnished under the Disclosures, are already provided wherever applicable under the Explanatory Statement and Corporate Governance Report.

Mr. Mahendra K. Khatau satisfies all conditions set out in Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for re-appointment. He is not disqualified from being a Director in terms of Section 164 of the Act.

In compliance with provisions of Sections 196 and 197 and other applicable provisions of the Act, read with Schedule V of the Act, the terms of re-appointment and remuneration of Mr. Mahendra K. Khatau as specified above are now placed before the Members for their approval.

Mr. Mahendra K. Khatau is interested in the Resolutions as set out in the Notice which pertains to his re-appointment and remuneration payable to him.

Except for Mrs. Asha M. Khatau and Mr. Manish M. Khatau or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at Item No. 4.

This Explanatory Statement may also be regarded as a disclosure under Regulations of SEBI (Listing Obligations and Disclosure Requirement, 2015) with the Stock Exchange.

Since aforementioned persons are deemed to be interested in this resolution, they have not participated in the discussion or vote on this item during the meeting of the Board when this proposal was considered.

The Board recommends the Resolution as set out at Item No. 4 of the Notice for your approval.

INSPECTION OF DOCUMENTS

All resolutions passed in this regard are available for electronic inspection without fees by the members from the date of circulation of this Notice up to the date of AGM i.e. 26th September, 2024 and shall also be available at the meeting.

ITEM NO. 5: Ratification of the remuneration of Cost Auditor

As per the provisions of Section 148 of the Companies Act, 2013 ('the Act') read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have an audit of its cost records conducted by a cost accountant in practice for products covered under the Companies (Cost Records and Audit) Rules, 2014. The Board, based on the recommendation of the Audit Committee, has approved the appointment of M/s. Y. S. Gokhale & Associates, Cost Accountants, (Firm Registration Number 101710, Membership No.32936), as the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending 31st March, 2025, at a remuneration of Rs. 90,000/- plus applicable taxes and out of pocket expenses, if any.

In accordance with Section 148(3) of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for

passing an Ordinary Resolution as set out in Item No.5 of the Notice for ratification of the remuneration payable to the Cost Auditors, for the financial year ending 31st March, 2025.

The Board commends ratification of remuneration of Cost Auditors, as set out in Resolution no. 5 of the Notice for approval by the Members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution.

ITEM NO. 6:

Mr. Arupkumar Basu was appointed as the Managing Director of the Company for a term of three years with effect from 29th September, 2023 pursuant to board resolution dated 25th July, 2023 and shareholder's resolution dated 31st August, 2023. During the continuation of his tenure as Managing Director, he will attain the age of 70 years.

To comply with the provisions of the Listing Regulations and the Companies Act, 2013, including any amendments thereto, the Company proposes to retain him as Managing Director upon his attaining the age of 70. This decision is made in recognition of his vast knowledge and extensive technical experience, which have significantly contributed to the Company's growth over his more than 40 years of association. This proposal was approved by the Board of Directors at its meeting held on 13th August, 2024.

Hence, approval of the members is sought for the continuation of Mr. Arupkumar Basu as Managing Director of the Company upon reaching the age of 70 years. All other terms and conditions of his appointment including perquisites and benefits etc. shall remain same to the extent approved by the members of the Company.

The additional information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards is annexed as **Annexure-A**.

The Board recommends the passing of the Resolution at Item No. 6 as a Special Resolution.

Except Mr. Arupkumar Basu, none of the Directors or Key Managerial Personnel's or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 7:

As per the provisions of Section 188 of the Companies Act, 2013 ("Act"), transactions with related parties which are at an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of the shareholders. However, as per the provisions of Regulation 23 of the Listing Regulations, , transactions between the Company and related parties of the Company, if material, require the approval of Members through a resolution, notwithstanding the fact that the same are on an arm's length basis and in the ordinary course of business.

With effect from 1st April, 2022, Regulation 23 of the Listing Regulations, mandates obtaining prior approval of the Members through ordinary resolution for all 'Material Related Party Transactions'. For this purpose, a Related Party Transaction will be considered as 'Material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹1,000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

Details and benefits of the transaction

Goods are purchased on an ongoing basis by the company from Orchard Acres at actual Price. Further, the Company is using premises owned by Orchard Acres on Leave and License basis in accordance with Leave and License Agreement executed on 1st April 2022, for a period of five (5) years, effective from 1st April, 2022 to 31st March, 2027.

The Company and Orchard Acres are the entities having significant influence by the common Promoters/ Partners and these transactions ensure seamless business operations for both the entities, provides assured quality and quantity of goods and services for un-interrupted operations and generate revenue and margins for both the entities.

The Company undertakes the following major transactions with Orchard Acres for purchase of Goods.

The aggregate value of the proposed RPTs is estimated at ₹31 crores in a financial year which exceeds the materiality thresholds as per SEBI Listing Regulations. Accordingly, these RPTs require prior approval of Shareholders of the Company.

The Company has in place a policy and process for approval of Related Party Transactions. The Policy provides the details required to be provided to the Audit Committee for the purpose of review of such transactions and grant of approval for the proposed transactions. A justification for each and every related party transaction is provided to the Audit Committee which enables them to arrive at the right decisions. Additionally, an update on the actual related party transactions entered during every quarter is provided to the Audit Committee.

Keeping in view the significance of the proposed transactions for the continuing operations of the Company, the aforesaid proposed transactions with Orchard Acres, being material were approved by the Audit Committee, at its meeting held on 13th February, 2024, in terms of Section 177 of the Companies Act, 2013, and also recommended by the Board at its meeting held on 13th February, 2024 for approval by the Members.

In terms of Section 102 of the Companies Act, 2013, the shareholding interest/ Profit sharing ratio of the Promoters / Directors / Key Managerial Personnel of the Company in Orchard Acres, being not less than 2%, is set out below:

Sr. No.	Name of the Promoter / Director / Key Managerial Personnel of the Company	Profit Sharing Ratio held in excess of 2% in Orchard Acres
1.	Mahendra Kishore Khatau	40
2.	Asha Mahendra Khatau	20
3.	Manish Mahendra Khatau	20
4.	Priya Manish Khatau	20

This Explanatory Statement may also be regarded as a disclosure of the information required pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date.

Information pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021

Sr. No.	Description	Details
1.	Details of summary of information provided by the management to the Audit Committee	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Mr. Mahendra Khatau, the Chairman and Managing Director of the Company and other aforesaid promoters are Partners in Orchard Acres and thereby having significant influence on the Company.
b.	Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship	Mr. Mahendra Khatau, the Chairman and Managing Director of the Company and other aforesaid promoters are Partners in Orchard Acres.
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	Provided in Table A below
d.	Value of the proposed transactions in a financial year	Recurring transactions amounting to maximum of ₹31 crores. The value of transactions has increased as compared to the previous year primarily on account of significant increase in operations of the Company.
e.	Value of transactions for which approval is sought from Shareholders	₹31 crores for the period as mentioned in the Table A below.
f.	Amount paid as advance if any	No advance has been paid for purchase of goods/ availing of services.
g.	Transactions with the related party for the past three financial years	F.Y. 2023-24: ₹11.26 Crores F.Y. 2022-23: ₹6.75 Crores F.Y. 2021-22: ₹8.00 Crores
h.	Percentage of annual consolidated turnover considering FY 2023-24 as the immediately preceding financial year	The Company's turnover: ₹164.80 crores Proposed transactions value for financial year: ₹31.00 crores % of consolidated turnover: 12.74%

Sr. No.	Description	Details
i.	Total revenue, assets and net worth of the counter party in F.Y. 2023-24	Total revenue: ₹12.94 Crores Total assets: ₹ 2.74 Crores Net worth: ₹3.70 Crores
2.	Justification / economic benefits from the RPTs	
a.	Justification as to why the RPT is in the interest of the listed entity	Assured quality and quantity of goods and services for un-interrupted operations and generate revenue and margins for both the companies
b.	Economic benefits	The following are the economic benefits from these related party transactions: <ul style="list-style-type: none"> • Reduced cost for the Company as the cost from Orchard Acres is lower compared to other available sources. • Un-interrupted supply of goods by Orchard Acres, leading to optimum capacity utilization and higher volumes.
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
a.	Details of the source of funds in connection with the proposed transaction	Not applicable
b.	Where any financial indebtedness has been incurred to make or give loans, inter-corporate deposits, advances or investments - - nature of indebtedness; - cost of funds; and - tenure	Not applicable
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not applicable
d.	Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not applicable
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the Shareholder	Not applicable
5.	Any other information that may be relevant – Pricing methodology / Arm's length assessment	Nil

Table A

Nature of the transactions	Amount of transactions in a financial year (₹ in crores)	Total Amount of transactions for which approval is sought	Period of the transactions and information on contractual arrangement
Sale, purchase or supply of any goods, materials, Leave & License fees and interest on loan	31	31	Financial Year 2024-25

Though in the ordinary course of the Company's business and at arm's length, the related party transactions envisaged in this Resolution is material as per amended Regulation 23 of Listing Regulations, the transactions is/ expected to be in excess of 10% of the annual consolidated turnover of the Company and accordingly, approval of the Members is being sought.

Members may note that as per the provisions of the Listing Regulations, no related party shall vote to approve the transaction, irrespective of whether they are a party to the transaction or not.

Your Directors recommend the resolution at Item No. 7 for approval by the Members by way of an Ordinary Resolution. None of the Directors and/or Key Managerial Personnel of the Company and their relatives except Mr. Mahendra Khatau, Mrs. Asha Khatau and Mr. Manish Khatau, Directors of the Company are concerned or interested financially or otherwise in the resolution set out at Item No. 7 of the Notice.

ITEM NO. 8:

As per the provisions of Section 188 of the Companies Act, 2013 (“Act”), transactions with related parties which are at an arm’s length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of the shareholders. However, as per the provisions of Regulation 23 of the Listing Regulations, transactions between the Company and related parties of the Company, if material, require the approval of Members through a resolution, notwithstanding the fact that the same are on an arm’s length basis and in the ordinary course of business.

With effect from 1st April, 2022, Regulation 23 of the Listing Regulations, mandates obtaining prior approval of the Members through ordinary resolution for all ‘Material Related Party Transactions’. For this purpose, a Related Party Transaction will be considered as ‘Material’ if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

Details and benefits of the transaction

Goods were purchased/ sold on an ongoing basis from/to Texcare Middle East LLC at actual Price.

Texcare Middle East LLC is foreign step down subsidiary company of Indokem Limited and having transactions in ordinary courses of business of purchase or sales of goods and services. The transactions carried on with Texcare Middle East LLC are as per the existing terms and conditions decided by both companies.

The Company and Texcare Middle East LLC are entities having significant influence by the common Promoters and these proposed transactions ensure seamless business operations for both the entities, provides assured quality and quantity of goods and services for un-interrupted operations and generate revenue and margins for both the entities.

The Company proposed to undertake the following major transactions with Texcare Middle East LLC for purchase/ sale of Goods/ services.

The aggregate value of the proposed RPTs is estimated at ₹20 crores in a financial year which exceeds the materiality thresholds as per Listing Regulations. Accordingly, these RPTs require prior approval of Shareholders of the Company.

The Company has in place a policy and process for approval of Related Party Transactions. The Policy provides the details required to be provided to the Audit Committee for the purpose of review of such transactions and grant of approval for the proposed transactions. A justification for each and every related party transaction is provided to the Audit Committee which enables them to arrive at the right decisions. Additionally, an update on the actual related party transactions entered during every quarter is provided to the Audit Committee.

Keeping in view the significance of the proposed transactions for the continuing operations of the Company, the aforesaid proposed transactions with Texcare Middle East LLC, being material were approved by the Audit Committee, at its meeting held on 13th February, 2024, in terms of Section 177 of the Companies Act, 2013, and also recommended by the Board at its meeting held on 13th February, 2024 for approval by the Members.

In terms of Section 102 of the Companies Act, 2013, the shareholding interest of the Promoters / Directors / Key Managerial Personnel of the Company in Texcare Middle East LLC, being not less than 2%, is set out below:

Sr. No.	Name of the Promoter / Director / Key Managerial Personnel of the Company	Number of shares held in excess of 2% in Texcare Middle East LLC	%
1.	Nil	Nil	Nil

This Explanatory Statement may also be regarded as a disclosure of the information required pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date.

Information pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021

Sr. No.	Description	Details
1.	Details of summary of information provided by	the management to the Audit Committee
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Mr. Mahendra Khatau, the Chairman and Managing Director of the Company is Director in Texcare Middle East LLC and thereby having significant influence on the Company.
b.	Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship	Mr. Mahendra Khatau, the Chairman and Managing Director of the Company is Director in Texcare Middle East LLC.
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	Provided in Table B below
d.	Value of the proposed transactions in a financial year	Recurring transactions amounting to maximum of ₹20 crores.
e.	Value of transactions for which approval is sought from Shareholders	₹20 crores for the period as mentioned in the Table B below.
f.	Amount paid as advance if any	No advance has been paid for purchase of goods/ availing of services.
g.	Transactions with the related party for the past three financial years	F.Y. 2023-24: ₹ 6.39 Crores F.Y. 2022-23: ₹ 9.69 Crores F.Y. 2021-22: ₹ 7.92 Crores
h.	Percentage of annual consolidated turnover considering F.Y. 2023-24 as the immediately preceding financial year Subsidiary Companies annual turnover on an Standalone basis	The Company's turnover: ₹164.80crores Proposed transactions value for a financial year: ₹20.00 crores % of consolidated turnover: 12.14% Annual T/O: DHS 1.40 crores
i.	Total revenue, assets and net worth of the counter party in F.Y. 2023-24	Total revenue: ₹ 31.69 Crores Total assets: ₹ 14.64 Crores Net worth: : ₹5.80 Crores
2.	Justification / economic benefits from the RPTs	
a.	Justification as to why the RPT is in the interest of the listed entity	Assured quality and quantity of goods and services for un-interrupted operations and generate revenue and margins for both the companies
b.	Economic benefits	Higher geographical penetration and improved market share.
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
a.	Details of the source of funds in connection with the proposed transaction	Not applicable
b.	Where any financial indebtedness has been incurred to make or give loans, inter-corporate deposits, advances or investments - - nature of indebtedness; - cost of funds; and - tenure	Not applicable
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not applicable

Sr. No.	Description	Details
d.	Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not applicable
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the Shareholder	Not applicable
5.	Any other information that may be relevant – Pricing methodology / Arm's length assessment	Nil

Table B

Nature of the transactions	Amount of transactions in a financial year (₹ in crores)	Total Amount of transactions for which approval is sought	Period of the transactions and information on contractual arrangement
Sale, purchase or supply of any goods, materials	20	20	Financial Year 2024-25

Though in the ordinary course of the Company's business and at arm's length, the related party transactions envisaged in this Resolution is material as per amended Regulation 23 of Listing Regulations, the transactions is/ expected to be in excess of 10% of the annual consolidated turnover of the Company and accordingly, approval of the Members is being sought.

Members may note that as per the provisions of the Listing Regulations, no related party shall vote to approve the transaction, irrespective of whether they are a party to the transaction or not.

Your Directors recommend the resolution at Item No. 8 for approval by the Members by way of an Ordinary Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives except Mr. Mahendra Khatau, Mrs. Asha Khatau and Mr. Manish Khatau, Directors of the Company are concerned or interested financially or otherwise in the resolution set out at Item No. 8 of the Notice.

ITEM NO. 9:

As per the provisions of Section 188 of the Companies Act, 2013 ("Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of the shareholders. However, as per the provisions of Regulation 23 of the Listing Regulations, transactions between the Company and related parties of the Company, if material, require the approval of Members through a resolution, notwithstanding the fact that the same are on an arm's length basis and in the ordinary course of business.

With effect from 1st April, 2022, Regulation 23 of the Listing Regulations, mandates obtaining prior approval of the Members through ordinary resolution for all 'Material Related Party Transactions'. For this purpose, a Related Party Transaction will be considered as 'Material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

Details and benefits of the transaction

Goods are proposed to be purchased/ sold on an ongoing basis by Indokem Limited from/to Indokem Bangladesh (Pvt.) Limited (a foreign subsidiary of the Company) at actual Price.

The Company and Indokem Bangladesh (Pvt.) Limited are the entities having significant influence by the common Promoters and these proposed transactions ensure seamless business operations for both the entities, provides

assured quality and quantity of goods and services for un-interrupted operations and generate revenue and margins for both the entities.

The Company proposed to undertake the following major transactions with Indokem Bangladesh (Pvt.) Limited for purchase/ sale of Goods/ services.

The aggregate value of the proposed RPTs is estimated at ₹22.50 crores in a financial year which exceeds the materiality thresholds as per Listing Regulations. Accordingly, these RPTs require prior approval of Shareholders of the Company.

The Company has in place a policy and process for approval of Related Party Transactions. The Policy provides the details required to be provided to the Audit Committee for the purpose of review of such transactions and grant of approval for the proposed transactions. A justification for each and every related party transaction is provided to the Audit Committee which enables them to arrive at the right decisions. Additionally, an update on the actual related party transactions entered during every quarter is provided to the Audit Committee.

Keeping in view the significance of the proposed transactions for the continuing operations of the Company, the aforesaid proposed transactions with Indokem Bangladesh (Pvt.) Ltd, being material were approved by the Audit Committee, at its meeting held on 13th February, 2024, in terms of Section 177 of the Companies Act, 2013, and also recommended by the Board at its meeting held on 13th February, 2024 for approval by the Members.

In terms of Section 102 of the Companies Act, 2013, the shareholding interest of the Promoters / Directors / Key Managerial Personnel of the Company in Indokem Bangladesh (Pvt.) Limited, being not less than 2%, is set out below:

Sr. No.	Name of the Promoter / Director / Key Managerial Personnel of the Company	Number of shares held in excess of 2% in Indokem Bangladesh (Pvt.) Limited	%
1.	Mahendra Kishore Khatau	10,000	10.00
2.	Manish Mahendra Khatau	10,000	10.00
3.	Indokem Limited	80,000	80.00

This Explanatory Statement may also be regarded as a disclosure of the information required pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date.

Information pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021

Sr. No.	Description	Details
1.	Details of summary of information provided by the management to the Audit Committee	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Mr. Manish Khatau, Whole time Director of the Company is Managing Director of Indokem Bangladesh (Pvt.) Ltd. and Mr. Mahendra Khatau, who is Chairman and Managing Director in the Company is Chairman and Director in Indokem Bangladesh (Pvt.) Ltd. thereby it is considered that they both are having significant influence on the Company.
b.	Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship	Mr. Mahendra Khatau and Mr. Manish Khatau, are promoters and Directors in Indokem Bangladesh (Pvt.) Ltd.
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	Provided in Table C below
d.	Value of the proposed transactions in a financial year	Recurring transactions amounting to maximum of ₹22.50 crores.
e.	Value of transactions for which approval is sought from Shareholders	₹22.50 crores for the period as mentioned in the Table C below.

Sr. No.	Description	Details
f.	Amount paid as advance if any	No advance has been paid for purchase of goods/ availing of services.
g.	Transactions with the related party for the past three financial years	F.Y. 2023-24: ₹ 0.43 Crores F.Y. 2022-23: ₹ 0.06 Crores
h.	Percentage of annual consolidated turnover considering F.Y. 2023-24 as the immediately preceding financial year Subsidiary Companies annual turnover on an Standalone basis	The Company's turnover: ₹164.80/- crores Proposed transactions value for a financial year: ₹22.50 crores % of turnover: 13.65% Annual T/O: Nil
i.	Total revenue, assets and net worth of the counter party in F.Y. 2023-24	Total revenue: Nil Total assets: ₹ 0.25 Crores Net worth: ₹-0.14 Crores
2.	Justification / economic benefits from the RPTs	
a.	Justification as to why the RPT is in the interest of the listed entity	Assured quality and quantity of goods and services for un-interrupted operations and generate revenue and margins for both the companies
b.	Economic benefits	Higher geographical penetration and improved market share.
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
a.	Details of the source of funds in connection with the proposed transaction	Own Funds
b.	Where any financial indebtedness has been incurred to make or give loans, inter-corporate deposits, advances or investments - - nature of indebtedness; - cost of funds; and - tenure	No
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Tenure – 3 Years from the date of disbursement Rate of Interest – Simple Interest @ 6% P. A. Security/Collateral - Unsecured
d.	Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Working Capital and other Business requirements
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the Shareholder	Not applicable
5.	Any other information that may be relevant – Pricing methodology / Arm's length assessment	Nil

Table C

Nature of the transactions	Amount of transactions in a financial year (₹ in crores)	Total Amount of transactions for which approval is sought	Period of the transactions and information on contractual arrangement
Sale, purchase or supply of any goods, materials, granting/ taking of Loans & Advances and interest on loan.	22.50	22.50	Financial Year 2024-25

Though in the ordinary course of the Company's business and at arm's length, the related party transaction envisaged in this Resolution is material as per amended Regulation 23 of Listing Regulations, the transactions are in/ proposed to excess of 10% of the annual consolidated turnover of the Company and accordingly, approval of the Members is being sought.

Members may note that as per the provisions of the Listing Regulations, no related party shall vote to approve the transaction, irrespective of whether they are a party to the transaction or not.

Your Directors recommend the resolution at Item No. 9 for approval by the Members by way of an Ordinary Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives except Mr. Mahendra Khatau, Mrs. Asha Khatau and Mr. Manish Khatau, Directors of the Company are concerned or interested financially or otherwise in the resolution set out at Item No. 9 of the Notice.

**For Indokem Limited
By Order of the Board**

Place: Mumbai
Date: 13th August, 2024

Sd/-
Rajesh Dinkar Pisal
Company Secretary & Compliance Officer

Registered Office:
Khatau House, Plot No. 410,
Mogul Lane, Mahim (West),
Mumbai – 400 016.

ANNEXURE - A

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2]:

Name of the Director	Mrs. Asha Mahendra Khatau	Mr. Mahendra Kishore Khatau
DIN	00063944	00062794
Date of Birth/ Age	66 Years	69 Years
Date of Appointment on the Board	30 th October 2009	1 st April, 1995
Qualification	Graduate	Commerce Graduate
Brief Resume and Expertise in functional areas	Mrs. Asha Khatau is a B.A. Graduate and has an experience of over 30 years in the fields of General Management as a Consultant and Advisor.	Mr. Mahendra K. Khatau is a Commerce Graduate and has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time.
Disclosure of Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Mrs. Asha M. Khatau is Spouse of Mr. Mahendra K. Khatau, Chairman and Managing Director and Mother of Mr. Manish M. Khatau, Whole-time Director.	Mr. Mahendra K. Khatau is Spouse of Mrs. Asha M. Khatau, Non-executive Director and Father of Mr. Manish M. Khatau, Whole-time Director.
Name of listed entities in which the person also holds the Directorship, Chairmanship and the membership of Committees of the Board	Indokem Limited – Risk Management Committee – Member, Committee of Board of Directors – Member	Indokem Limited – Risk Management Committee – Chairman, Committee of Board of Directors – Chairman, Vigil Mechanism Committee – Chairman, Audit Committee – Member
Directorship in other Companies along with listed entities from which the person has resigned in the past three years as on 31.03.2024	Nil	Nil
Shareholding in the Company (Equity Shares)	53,046	31,14,967
Number of Equity Shares held in the Company for any other person on a beneficial basis	Nil	Nil
Terms and conditions for appointment/ re-appointment	Tenure as a Director is subject to retirement of Directors by rotation in terms of Section 152 of the Companies Act, 2013.	Appointment for the period of 3 years
Remuneration last drawn (in F.Y. 2023- 24), if applicable	Sitting Fees of Rs. 45,000/-	Rs. 66,99,600/- p.a. plus other benefits as per terms and conditions of service contract.
Date of first appointment on the Board	30 th October 2009	1 st April, 1995
Number of Meetings of the Board attended during the F.Y. 2023-24	6 out of 6	6 out of 6

Name of the Director	Mr. Arupkumar Basu
DIN	00906760
Date of Birth/ Age	69 Years
Date of Appointment on the Board	25 th July 2023
Qualification	He is a B. Tech, Chemical Engineering from IIT, Bombay and has obtained a postgraduate management degree from IIM, Ahmedabad.
Brief Resume and Expertise in functional areas	He is a B. Tech, Chemical Engineering from IIT, Bombay and has obtained a postgraduate management degree from IIM, Ahmedabad. He is with Company since last 40 years more particularly as Managing Director of the Company since last 20 years. He has vast experience in management, administration and effective policy formulations for efficient and smooth running of the Company.
Disclosure of Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Nil
Name of listed entities in which the person also holds the Directorship, Chairmanship and the membership of Committees of the Board	Nil
Directorship in other Companies along with listed entities from which the person has resigned in the past three years* as on 31.03.2024	Nil
Shareholding in the Company (Equity Shares)	50 Equity Shares
Number of Equity Shares held in the Company for any other person on a beneficial basis	Nil
Terms and conditions for appointment/ re-appointment	Continuation of Mr. Arupkumar Basu as Managing Director of the Company on attaining the age of Seventy Years
Remuneration last drawn (in F.Y. 2023 - 24), if applicable	Rs. 18,64,772/- drawn from Indokem Limited and Rs.15,43,024/- drawn from Refnol Resins and Chemicals Limited, plus other benefits as per terms and conditions of service contract.
Date of first appointment on the Board	25 th July 2023
Number of Meetings of the Board attended during the F.Y. 2023-24	3 out of 4

DIRECTORS' REPORT

To,

The Members of Indokem Limited

The Board of Directors hereby submits the report of the business and operations of your Company ("the Company" or "Indokem") along with the Audited financial statements for the financial year ended 31st March, 2024.

1. Results of our operations and state of affairs : (₹ in Lakhs)

Particulars	STANDALONE		CONSOLIDATED	
	2023-24	2022-23	2023-24	2022-23
Revenue from Operations	13,951	14,069	16,480	16,064
Profit / (Loss) before Interest, Depreciation and Taxes	10	426	(60)	366
Less: Interest	294	279	308	293
Less: Depreciation	238	199	251	205
Profit / (Loss) before Tax	(522)	(52)	(619)	(132)
Less: Provision for Tax	-	-	-	-
Less: Excess / Short Provision of previous year	4	0	4	0
Profit / (Loss) for the year	(526)	(52)	(623)	(132)

Restated Figure – Please refer Note No. 31 of the Financial Results.

2. Operational Performance:

(i) Consolidated Financial Performance:

Revenue from operations for F.Y. 2023-24 at ₹16,480 lakhs marginally increased by 2.5% over previous year ₹16,064 lakhs. EBITDA at ₹(60) lakhs registered decline over EBITDA of ₹366 lakhs in F.Y. 2022-23. PAT for the year at ₹(623) lakhs registered decrease over the PAT of ₹(132) lakhs in F.Y. 2022-23.

(ii) Standalone Financial Performance:

Revenue from operations for F.Y. 2023-24 at ₹13,951 lakhs marginally decreased by 1% over previous year ₹14,069 lakhs. EBITDA at ₹10 lakhs registered decline over EBITDA of ₹426 lakhs in F.Y. 2022-23. PAT for the year at ₹(526) lakhs registered decrease over the PAT of ₹(52) lakhs in F.Y. 2022-23.

3. Outlook:

During the year under review, your Company faced many challenges viz. higher interest rate, weaker trade, and spate of geopolitical tensions fueling market uncertainties and triggering supply chain disruptions, leading to adverse impact on global demand and unprecedented increases in prices of raw materials and indirect materials. These factors primarily resulted in lower sales volumes and lower margins.

The Company has taken possession of a 5,000 sq. mtr. industrial plot located at Additional MIDC, Pale, Ambarnath, Dist. Thane, which was purchased from MIDC in 2015. The Company plans to construct a manufacturing plant for sizing chemicals on this plot, which will require a sizeable capital investment.

Your Company continues to focus on export markets. Initiatives are directed towards engaging with overseas markets with a view to testing and demonstrating international competitiveness and seeking profitable opportunities for growth.

Your Company is confident that the incorporation of foreign subsidiary and amalgamation of Refnol Resins and Chemicals Limited will play a crucial role in positioning the Company as a dominant player in the Global Textile Chemical Industry once there is improvement in the scenario of complex geo-political situation.

4. Consolidated Financial Statement

The consolidated financial statements of the Company and its subsidiaries for F.Y. 2023-24 have been prepared in compliance with the applicable provisions of the Companies Act, 2013 ('the Act') and as stipulated under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") as well as in accordance with the Indian Accounting Standards notified under

the Companies (Indian Accounting Standards) Rules, 2015. The audited consolidated financial statements together with the Independent Auditor's Report thereon form part of this Annual Report.

5. Subsidiary, Associate and Joint Venture Companies:

During the year, there has been no material change in the nature of the business of the subsidiaries. The Company had following 2 direct and 1 indirect subsidiary Company as on March 31, 2024. Further, the Company does not have any associate companies and has not entered into any joint venture agreements with any other entities.

Sr. No.	Entity	Relationship
1.	Indokem Bangladesh (Pvt.) Limited	Subsidiary
2.	Refnol Overseas Limited	Subsidiary
3.	Texcare Middle East LLC	Step down subsidiary

Statement containing the salient features of the Financial Statements of the Subsidiary Companies/ Associate Companies/JV:

During the year, there has been no material change in the nature of the business of the subsidiaries. As per the provisions of Sections 129 of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014, a separate statement containing the salient features of the Financial Statements of the Subsidiary Companies in Form AOC-1 is published as a part of the Annual Report. Kindly refer to **Annexure B**.

Further, pursuant to the provisions of Section 136 of the Act, the Company will make available the said financial statements of the subsidiary companies upon a request by any Member of the Company or its subsidiary companies. These financial statements of the Company and the subsidiary companies will also be kept open for inspection by Members. The Members can send an e-mail to iklsecretarial@gmail.com upto the date of the AGM and the same would also be available on the Company's website URL: <https://www.indokem.co.in/subsidiaries-financials.php>.

6. Corporate Restructuring:

The Board of Directors of the Company, at its meeting held on 27th July, 2021, 13th September, 2021 and 15th January, 2022 have considered and approved a Scheme of Amalgamation (the "**Scheme**") of Refnol Resins & Chemicals Limited ("**Transferor Company**") with Indokem Limited ("**the Company**" or "**Transferee Company**"). The Scheme entails the amalgamation of Refnol Resins & Chemicals Limited with Indokem Limited on the appointed date for the scheme set as on 1st April 2021 and the same was approved by the Hon'ble National Company Law Tribunal ("**NCLT**") in their order dated 14th July 2023. The Order of the NCLT is also uploaded on the website of the Company at <https://www.indokem.co.in/pdf/newpdf/NCLT%20Order%20dated%2014.07.2023.pdf>

The Scheme has received the necessary approvals from the shareholders and creditors of both companies, as well as the regulatory authorities including BSE Limited, Securities and Exchange Board of India and the NCLT, Mumbai Bench.

On 29th September, 2023 the said order has been filed with the Registrar of Companies and thereby the Scheme has become effective. Upon the effectiveness of the scheme, eligible shareholders, whose names are recorded in the register of members and / or records of the depository on 11th October, 2023 (Record Date) in Refnol Resins and Chemicals Limited were allotted 1,153 (One Thousand One Hundred and Fifty-Three) fully paid-up equity shares having a face value of Rs. 10 each of Indokem Limited, for every 1,000 (One Thousand) fully paid-up equity shares having a face value of Rs. 10 each held in Refnol Resins and Chemicals Limited on 13th October, 2023, as consideration pursuant to the scheme. Further, the Company has also obtained Listing and Trading approval from BSE Limited for aforesaid equity shares.

7. Share Capital:

During the year, the Company issued and allotted 35,62,655 Equity shares of ₹10/- each to the shareholder of Transferor Company, pursuant to scheme of Amalgamation (the "Scheme") of Refnol Resins & Chemicals Limited ("Transferor Company") with Indokem Limited ("the Company" or "Transferee Company") as approved by the Hon'ble National Company Law Tribunal ("NCLT") in their order dated 14th July 2023 and filed with Registrar of Companies on 29th September 2023 ("effective date").

As a result of such merger, the Authorised Share Capital increased from ₹26,42,56,000/- (Rupees Twenty-Six Crores Forty-Two Lakhs Fifty-Six Thousand only) consisting of 2,43,25,600 (Two Crores Forty-Three Lakhs Twenty-Five Thousand Six Hundred only) equity shares of ₹10 (Rupees Ten) each and 21,00,000 (Twenty-One Lakhs) 8% Non- Cumulative Redeemable Preference Shares of ₹10/- each (Rupees Ten) to ₹30,42,56,000/- (Rupees Thirty Crores Forty-Two Lakhs Fifty-Six Thousand only) consisting 2,83,25,600 (Two Crores Eighty-Three Lakhs Twenty-Five Thousand Six Hundred only) equity shares of ₹10 (Rupees Ten) each and 21,00,000 (Twenty-One Lakhs) 8% Non- Cumulative Redeemable Preference Shares of ₹10/- each (Rupees Ten).

The paid-up Equity share capital increased from ₹24,32,56,000 (Rupees Twenty-Four Crores Thirty-Two Lakhs Fifty-Six Thousands only) consisting of 2,43,25,600 of (Two Crores Forty-Three Lakhs Twenty-Five Thousands Six Hundred only) equity shares of ₹10 (Rupees Ten) each to ₹27,88,82,550 (Rupees Twenty-Seven Crores Eighty-Eight Lakhs Eighty Two Thousands Five Hundred Fifty only) consisting of 2,78,88,255 of (Two Crores Seventy-Eight Lakhs Eighty-Eight Thousands Two Hundred and Fifty-Five Only) equity shares of ₹10 (Rupees Ten) as on 31st March, 2024. The shares so allotted rank pari-passu with the existing share capital of the Company.

The issued, subscribed and paid up 8% Non- Cumulative Redeemable Preference Shares is 20,70,975 of ₹10/- each amounting to ₹2,07,09,750/-.

Except as stated herein, there was no other change in the share capital of the Company.

8. Transfer to Reserves:

Pursuant to provisions of Section 134(3)(j) of the Companies Act, 2013, in view losses suffered for the year under review, no amount has been transferred to the reserves.

9. Dividend:

The Board of Directors does not recommend any dividend on equity shares for the financial year ended 31st March, 2024.

10. Investor Education and Protection Fund (IEPF) related information:

- a. Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividends that are unpaid or unclaimed for a period of 7 consecutive years from the date of their transfer are required to be transferred by the Company to the IEPF, administered by the Central Government. The Company requests all the members to encash/ claim their respective dividends within the prescribed period.
- b. The dividend amount and shares transferred to the IEPF can be claimed by the concerned shareholder(s)/ legal heir(s) from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules.

11. Change in the nature of business:

There are no changes in the nature of business during the financial year ended 31st March, 2024.

12. Material Changes and Commitments:

There have been no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

13. Significant and Material Orders passed by the Regulators or Courts or Tribunal:

The Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench, has by pronouncement made on 14th

July, 2023, sanctioned the Scheme of Amalgamation of Refnol Resins and Chemicals Limited (Transferor Company) with Indokem Limited (Transferee Company) and their respective shareholders, under Sections 230 to 232 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013, and rules framed thereunder and the same has been filed with Registrar of Companies as on 29th September, 2023, thereby the scheme of amalgamation becoming effective.

According to the order, Indokem Limited has issued fully paid-up equity shares to the equity shareholders of Refnol Resins and Chemicals Limited in the proportion of 1,153 equity shares of Indokem for every 1,000 equity shares held in Refnol. Further, the Company has also obtained Listing and Trading approval from BSE Limited for aforesaid equity shares.

There was no application made or proceeding pending against the Company under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year under review.

14. Directors and Key Managerial Personnel:

(i) Appointments

- (a) Mrs. Sneha Vidyadhar Khandekar (DIN: 06729350), Mr. Suyash Neelkanth Bhise (DIN: 06667481) and Mr. Adarsh Pankaj Shukla (DIN: 10244570) were appointed as Additional Non-Executive Independent Directors, for a tenure of 5 years commencing from 25th July, 2023 till 24th July 2028.
- (b) Mr. Arupkumar Basu (DIN: 00906760) was appointed as an Additional Non-Executive Non Independent Director w.e.f. 25th July 2023.
- (c) Mrs. Sneha Vidyadhar Khandekar, Mr. Suyash Neelkanth Bhise and Mr. Adarsh Pankaj Shukla were appointed as Non-executive Independent Directors in the Annual General Meeting held on 31st August 2023.
- (d) Mr. Arupkumar Basu (DIN: 00906760) was appointed and re-designated as the Managing Director in the Annual General Meeting held on 31st August, 2023 for a period of 3 (three) years from the date of Scheme of Amalgamation between Indokem Limited and Refnol Resins and Chemicals Limited becoming effective i.e. 29th September 2023.

(ii) Re-appointments

Mr. Manish M. Khatau (DIN: 02952828) was re-appointed as Whole-time Director in the Annual General Meeting for a period 3 (three) years w.e.f. 1st March 2024.

(iii) Retirements and re-appointment at the Annual General Meeting (AGM)

At the AGM held on 31st August 2023, Mrs. Asha Mahendra Khatau (DIN: 00063944) who retired by rotation and offered herself for reappointment as a director liable to retire by rotation was appointed as director of the Company.

(iv) Retirements and cessations

The second term of appointment of Mr. Kailash Pershad and Mr. Bhalchandra Sontakke as Independent Directors of the Company has come to end as on 31st March 2024 and thereby they vacate the office as Directors of the Company.

Pursuant to the provisions of Regulation 36 of the Listing Regulations and SS 2 on General Meetings issued by ICSI, brief particulars of the director proposed to be re-appointed are provided as an **Annexure A** to the notice convening the AGM.

The details as required under Regulation 17 of Listing Regulations, 2015 of Mrs. Asha Khatau, Mr. Mahendra Khatau and Mr. Arupkumar Basu are disclosed in the notice of the Annual General Meeting. None of the other Directors are related inter se except Mr. Mahendra K. Khatau, Mr. Manish M. Khatau and Mrs. Asha M. Khatau are related to each other. Based on the written representations received from the Directors as on 31st March, 2024 taken on record by the Board of Directors, none of the Directors are disqualified as on 31st March, 2024 from being appointed as a Director in terms of Section 164(2) of the Act. Further, in terms of BSE circular dated 20th June, 2018, bearing reference no. LIST/COMP/14/2018-19 and based on confirmation

received from the appointee that he/she is not debarred from accessing capital markets and / or restrained from holding the office of director by virtue of any order of the SEBI or any other such authority.

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of Independence as prescribed under the Act and the Listing Regulations. In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and are persons of high integrity and repute. They fulfil the conditions specified in the Act and the Rules made thereunder and are independent of the management.

During the year, the Non-executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than the sitting fees for attending meetings of the Company.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company are Mr. Mahendra K. Khatau as Chairman and Managing Director, Mr. Arupkumar Basu as Managing Director, Mr. Manish M. Khatau as Whole-time Director, Ms. Rupal B. Parikh as Chief Financial Officer and Mr. Rajesh D. Pisal as Company Secretary.

During the year under review, other than aforesaid, there were no change in the Key Managerial Personnel.

15. Certification from Company Secretary in Practice:

M/s. Jay & Associates, Practicing Company Secretaries, has issued a certificate as required under the Listing Regulations confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed with this section as **Annexure G**.

16. Training and Familiarization Program for Directors:

The Company has provided information and made the Independent Directors aware about the major developments in legal and regulatory areas, particularly regarding Companies Act, 2013 and Regulation 25 (7) of Listing Regulations. The details of Policy on Familiarization Program for the Independent Directors and List of Familiarization programmers for Independent Directors held by the Company are available on the website of the Company at www.indokem.co.in

17. Annual Evaluation of Board Performance and Performance of its Committees and Individual Directors:

One of the key functions of the Board is to monitor and review the Board evaluation framework. The Board works with the Nomination and Remuneration Committee to lay down the evaluation criteria for the performance of the Chairman, the Board, Board committees, and executive / non-executive / independent directors through peer evaluation, excluding the director being evaluated.

To improve the effectiveness of the Board and its committees, as well as that of each individual director, a formal and rigorous Board review is internally undertaken on an annual basis. The Board of Directors were evaluated on various parameters including:

- Degree of fulfillment of key responsibilities towards stakeholders (by way of monitoring corporate governance practices, participation in the long term strategic planning, etc.);
- Structure, composition and role clarity of the Board and Committees;
- Extent of co-ordination and cohesiveness between the Board and its Committees;
- Effectiveness of the deliberations and process management;
- Board/Committee culture and dynamics; and
- Quality of relationship between Board Members and the Management.

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on 5th January, 2017.

In a separate meeting of the Independent Directors (IDs) held on 25th July, 2023 the performance of the Non-Independent Directors, the Board as a whole and Chairman of the Company were evaluated taking into account the views of Executive Directors and other Non-executive Directors.

The Nomination and Remuneration Committee (NRC) in its meeting held on 25th July, 2023 reviewed the performance of the individual Directors and the Board as a whole.

In the Board meeting that followed the meeting of the Independent Directors and the meeting of NRC, the performance of the Board, its Committees, and individual Directors were discussed.

Outcome of Evaluation

The evaluation process endorsed the Board Members' confidence in the ethical standards of the Company, the resilience of the Board and the Management in navigating the Company during challenging times, cohesiveness amongst the Board Members, constructive relationship between the Board and the Management and the openness of the Management in sharing strategic information to enable Board Members to discharge their responsibilities and fiduciary duties.

18. Policy on Directors' Appointment and Remuneration and other details:

The Company's policy on Directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report, which forms part of this report.

19. Remuneration of Directors and Key Managerial Personnel:

Pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the details of remuneration of Directors and Key Managerial Personnel are as furnished in **Annexure A**.

20. Particulars of Employees:

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('Rules') are annexed to this report as **Annexure A**.

None of the employees of the Company fall under the limits laid down in Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is given in **Annexure I** to this Report. In terms of proviso to Section 136(1) of the Act, the report and the accounts are being sent to the Members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said Statement is open for inspection and any Member interested in obtaining a copy of the same may write to the Company Secretary at iklsecretarial@gmail.com.

The employees are neither relative of any directors of the Company, nor hold 2% or more of the paid-up equity share capital of the Company as per Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

21. Directors' Responsibility Statement:

Pursuant to the requirements under Section 134(3)(c) read with 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, state and confirm that:

- (i) In the preparation of the Annual Accounts, the applicable accounting standards have been followed and there are no material departures;
- (ii) Appropriate accounting policies have been selected and applied 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 of the Company for that period;
- (iii) Proper and sufficient care had been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the Assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) The Annual Accounts had been prepared on a going concern basis;

- (v) The Internal Financial Controls had been laid down to be followed by the Company and the such internal financial controls are adequate and are operating effectively; and
- (vi) Proper systems were devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

22. Audit:

22.1 Statutory Audit

Pursuant to the provisions of Section 139 of the Act and the Companies (Audit and Auditors) Rules, 2014, at the 56th AGM held on 29th September 2022, the members approved the appointment of M/s. CNK & Associates LLP, Chartered Accountants (ICAI Firm Registration Number: W100036) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 61st AGM to be held in 2027.

The financial statements of the Company have been prepared in accordance with Indian accounting standards (Ind AS) notified under Section 133 of the Act. The Statutory Auditor's report does not contain any qualifications, reservations, adverse remarks or disclaimers.

22.2 Secretarial Audit:

Pursuant to the provisions of Section 204 of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors appointed M/s. Jay & Associates, a firm of Company Secretaries in Practice, to conduct the Secretarial Audit of the Company for the year ended 31st March 2024. The Report of the Secretarial Audit is annexed herewith as **Annexure H**. The report does not contain any observation or qualification requiring explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

The Company has also undertaken an audit for the F.Y. 2023–24 pursuant to SEBI Circular No. CIR/CFD/CMO//27/2019 dated 8th February, 2019 for all applicable compliances as per the Securities and Exchange Board of India Regulations and Circular/ Guidelines issued thereunder. The Report (Annual Secretarial Compliance Report) has been submitted to the Stock Exchange on 17th May, 2024 which is within 60 days of the end of the financial year ended 31st March, 2024.

22.3 Cost Audit and Cost Report:

Pursuant to Section 148(1) of the Companies Act, 2013 the Company is required to maintain cost records as specified by the Central Government and accordingly Company has maintained accounts and cost records as required under the Act and the Companies (Cost Records and Audit) Rules, 2014. The members ratified the appointment and remuneration of M/s. Y. S. Gokhale & Associates (Firm Registration No. 101710) as the Cost Auditors for F.Y. 2023-24 on 31st August, 2023.

The Board, at its meeting held on 13th August, 2024 has, on the recommendation of the Audit Committee, approved the reappointment of M/s. Y. S. Gokhale & Associates (Firm Registration No. 101710), as Cost Auditors of the Company for F.Y. 2024–25 on a remuneration of ₹90,000/- plus taxes as applicable. The remuneration is subject to the ratification of the Members in terms of Section 148 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and will accordingly place before the Shareholders for ratification. The same is placed for ratification of Members and forms part of the Notice of the AGM.

22.4 Internal Auditor:

Pursuant to the provisions of Section 138 of the Act, the Board, at its meeting held on 22nd May, 2023 based on the recommendation of the Audit Committee, had approved the appointment of Mr. Mukund Nagpurkar to conduct the internal audit of your Company for the F.Y. 2023-24.

The Board of Directors at their meeting held on 30th May, 2024 has re-appointed Mr. Mukund Nagpurkar as the Internal Auditors of your Company for the F.Y. 2024-25.

23. Instances of fraud reported by the Auditors

During the year under review, neither the Statutory Auditors nor the Secretarial Auditor have reported to the

Audit Committee of the Board, under Section 143(12) of the Act, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in this Annual Report.

24. Secretarial Standards:

The Company complies with all applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

25. Corporate Governance:

The Company has complied with the requirements of Corporate Governance as stipulated under the Listing Regulations and accordingly, the Corporate Governance Report and the requisite Certificate from M/s. Jay & Associates, Practicing Company Secretaries, regarding compliance with the conditions of Corporate Governance forms and is enclosed as a part of Annual Report as **Annexure F**.

26. Management Discussion and Analysis:

The **Management Discussion and Analysis** as required under Regulation 34(2) read with Schedule V of Listing Regulations, 2015 is enclosed as a part of the Annual Report as **Annexure J**.

27. Annual Return:

Pursuant to Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return for F.Y. 2023-24 is uploaded on the website of the Company and the same is available on <https://www.indokem.co.in/Annual-Return.php>.

28. Meetings of the Board of Directors:

During the year, six Board Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and Regulations 17 of the Listing Regulations.

29. Board Committees

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority.

As required under the Act and the SEBI Listing Regulations, the Company has formed all the statutory committees namely, Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee. Besides, the Company also has Risk Management Committee and Committee of Board of Directors. Detailed information about these Committees and relevant information for the year under review are given in the Corporate Governance Report.

Details of composition, terms of reference and number of meetings held in F.Y. 2023-24 for the aforementioned Committees are given in the Report on Corporate Governance, which forms a part of this Report. There have been no instances where the Board did not accept the recommendations of its committees, including the Audit Committee.

30. Internal Financial Control Systems and their Adequacy:

The Company's internal control systems are commensurate with the nature of its business, the size and complexity of its operations, and the internal financial controls with reference to the Financial Statements are adequate.

Please refer to the paragraph on Internal Control Systems and their Adequacy in the Management Discussion and Analysis Report for detailed analysis forming part of this Annual Report 2023-24.

31. Vigil Mechanism / Whistle Blower:

The Company has established a vigil mechanism pursuant to the requirements of Section 177(9) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations for employees and others to report concerns about unethical behaviour. It also provides for adequate safeguards against the victimization of employees who avail of mechanism. No person has been denied access to the Chairman of the Audit Committee. Establishment of vigil mechanism is hosted on the website of the Company under the web link: <https://www.indokem.co.in/pdf/newpdf/VIGIL%20MECHANISM.pdf>

32. Code of Conduct:

Your Company has a Code of Conduct for Board and Senior Management Personnel that reflects its high standards of integrity and ethics. The Directors and Senior Management of the Company have affirmed their adherence to this Code of Conduct for F.Y. 2023-24. The Company has laid down a Code of Conduct applicable to the Board of Directors and senior management which is available on the Company's website and can be accessed at: <https://www.indokem.co.in/pdf/newpdf/Code%20of%20Conduct%20for%20Directors.pdf> and https://www.indokem.co.in/pdf/financial/senior_employee_code_of_conduct.pdf. All Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct.

As required under Regulation 34 of the Listing Regulations, Mr. Mahendra K. Khatau, Chairman and Managing Director has signed a declaration stating that the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with this Code of Conduct, which is annexed as **Annexure E** to this Report.

33. Insider Trading Policy:

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations"), the Company has formulated the "Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons" and the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information", ("Code") which allows the formulation of a trading plan subject to certain conditions and requires pre-clearance for dealing in Company's shares, it also prohibits dealings in the Company's shares by Directors, Designated Persons, Connected Persons and their immediate relatives, while in possession of unpublished price sensitive information in relation to the Company and during the period(s) when the Trading Window to deal in the Company's share is closed..

The Company has put in place adequate and effective system of internal controls to ensure compliance with the requirements of the PIT Regulations.

A Structured Digital Database of all the designated employees is being digitally maintained by the Company on its internal server. These contains the names and other particulars as prescribed of the persons covered under the Code drawn up pursuant to the PIT Regulations.

The Company Secretary has been appointed as the Compliance Officer to ensure the implementation of the Code for fair disclosure and conduct.

The Board of Directors, Designated Persons and other Connected Persons have affirmed compliance with the Code. The Code is available on the website of the Company and can be accessed at: https://www.indokem.co.in/pdf/newpdf/IKL_Prevention%20of%20Insider%20Trading%20Rules.%202015.pdf.

34. Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has in place a Prevention of Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary and trainees) are covered under this policy. The Company has also complied with the provisions related to constitution of Internal Complaints Committee (ICC) under the said Act to redress complaints received regarding sexual harassment. The Company received no complaints pertaining to sexual harassment during F.Y. 2023-24.

35. Particulars of Loans, Guarantees and Investments:

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as on 31st March 2024, are set out in Note no. 5 to the standalone financial statements of the Company.

36. Deposits:

The Company has neither accepted nor renewed any deposits falling within the purview of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 as amended from time to time and as such, no amount of principal or interest was outstanding as of the date of the Balance Sheet. The Company had no unpaid / unclaimed deposit(s) as on 31st March, 2024. Hence, the requirement of providing

details relating to deposits covered under Chapter V of the Act is not applicable.

37. Transactions with Related Parties:

All Related Party Transactions that were entered into during the financial year were at arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act and the Listing Regulations. None of the transactions with related parties fall under the scope of Section 188(1) of the Companies Act, 2013. All Related Party Transactions are placed before the Audit Committee and before the Board for their prior approval. Prior approval of the Audit Committee is obtained on a yearly basis for the transactions which are of a foreseen and repetitive nature. The Company has also sought approval of the Members for approval of material significant related party transactions as per the requirements of the Listing Regulations. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are stated in **Annexure C in Form AOC-2** which forms part of this report.

All RPTs are mentioned in the notes to the accounts. The Directors draw attention of the Members to the Notes to the financial statements which sets out the disclosure for RPTs.

38. Insurance:

All the properties and insurable interests of the Company including the buildings, plant and machineries and stocks have been adequately insured.

39. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:

Your Company is engaged in the continuous process of energy conservation by way of improved operational and maintenance practices:

A. Conservation of Energy:

(a) Energy Conservation measures taken:

(i) Electrical Energy:

- Regular preventive / predictive maintenance of electrical system is carried out to ensure minimum loss of energy / power supply.
- Regular upgradation in electrical system is done so as to minimize consumption of electrical power supply.

(ii) Furnace Oil / LDO Consumption:

There is no major consumption of Furnace Oil / Light Diesel Oil. However, there are some processing activities carried out limiting the consumption of energy.

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

Apart from the above mentioned strategies, your Company is in the process to upgrade and install new machineries which will altogether result in energy saving and will add to operational efficiency in coming years.

(c) Impact of the measures at (a) and (b) for reduction of consumption of energy and consequent impact on the cost of production:

There is no such special impact for the same.

(d) Energy consumption and energy consumption per unit of production:

As per Form– A forming part of **Annexure D**

B. Technology Absorption:

Your Company has taken positive efforts for technology absorption and its up gradation:

- (a) Modification in air conditioning system to improve process conditions.

- (b) Modification in existing machines for high value and new products developments including process simplification.
- (c) The Company focused its Research and Development efforts on process improvements, the development of new products and formulations, and troubleshooting.

Due to above factors and measures been considered there are various benefits resulted such as:

- (i) Cost reduction;
- (ii) Improvement in quality;
- (iii) Improvement in operating performance;
- (iv) New product developments

40. Foreign Exchange Earnings and Outgo:

(₹ in Lakhs)

PARTICULARS	31.03.2024	31.03.2023
I. Foreign Exchange Earned		
F. O. B. Value of Export	2793.56	2727.55
II. Foreign Exchange Outgo		
C. I. F. Value of Imports of Raw Materials	71.09	574.89
Expenses in Foreign Currency	103.48	65.92
Total of Foreign Exchange Outgo	174.57	640.81

41. Safety, Health and Environment:

- a) **Safety:** The Company encourages a high level of awareness of safety issues among its employees and strives for continuous improvement. Employees are trained in safe practices to be followed at work place.
- b) **Health:** Your Company attaches utmost importance to the health of its employees. Periodic checkup of employees is done to monitor their health. Health related issues, if any, are discussed with visiting Medical Officer.
- c) **Environment:** Company always strives hard to give importance to environmental issues in normal course of operations. Adherence to environmental and pollution control norms as per Maharashtra Pollution Control guidelines is of highest concern to the Company.

42. Risk Management:

The Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. The Company periodically assesses risks in the internal and external environment along with the cost of treating risks and incorporates risk treatment plans in its strategy, business and operational plans. The Company through its risk management process, strives to contain impact and likelihood of the risks within the risk appetite as agreed from time to time with the Board of Directors. The Board of Directors has developed and implemented Risk Management Policy for the Company. There are no risks which in the opinion of the Board threaten the existence of the Company. However, some of the risks which may pose challenges are set out in the Management Discussion and Analysis Report, which forms part of this report.

43. Research and Development:

Your Company continuously makes significant investments in research and development (R&D) to develop products that the textile industry needs today and will need tomorrow. Your Company's in-house laboratories have produced a number of products that are used by textile industry around the world.

44. Corporate Social Responsibility (CSR):

Your Company does not fall under the criteria of Corporate Social Responsibility as laid down under Section 135 of the Companies Act, 2013 and by virtue of above your Company has not initiated any activities for the same.

45. Cautionary Statement:

Statements in the Board's Report and the Management Discussion and Analysis Report describing the Company's objectives, expectations or forecasts may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

46. Appreciation:

The Board of Directors is thankful to the employees, customers, vendors, investors of the Company for their continuous support and is grateful for the confidence and faith shown by them. Your Directors take this opportunity to place on record their sincere gratitude to the Banks, Central and State Government Departments and the Local Authorities for their guidance and support.

For and on behalf of the Board

Sd/-

Mr. Mahendra K. Khatau
Chairman & Managing Director
DIN: 00062794

Place: Mumbai

Date: 13th August, 2024

ANNEXURE A

[Details pertaining to remuneration 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]

- i. The ratio of the remuneration of each Executive Director to the median remuneration of the employees of the Company for the financial year:

(₹ in Lakhs)

Sr. No.	Particular	Remuneration for the financial year ended 31 st March, 2024	Ratio of Remuneration to median remuneration of employees
1.	Mr. Mahendra K. Khatau, Chairman & Managing Director	67.00	7.41
2.	Mr. Manish M. Khatau, Whole-time Director	34.18	14.52

Note: The Non-executive Non-Independent Directors of the Company are not paid any remuneration by the Company. The Independent Directors of the Company are entitled to sitting fees as per the statutory provisions and within the limits approved by the shareholders. The details of remuneration of Independent Directors are provided in the Corporate Governance Report.

- ii. The percentage increase in remuneration of each Executive Director, Chief Financial Officer, Company Secretary in the financial year is given below:

Executive Directors, Chief Financial Officer and Company Secretary	% increase / (decrease) in remuneration in the financial year
Mr. Mahendra K. Khatau - Chairman and Managing Director	0.00
Mr. Arupkumar Basu – Managing Director	44.80
Mr. Manish M. Khatau – Whole-time Director	0.00
Ms. Rupal B. Parikh – Chief Financial Officer	4.38
Mr. Rajesh D. Pisal – Company Secretary	4.20

- iii. The percentage increase in the median remuneration of employees in the financial year: 25.18%
- iv. The number of permanent employees on the rolls of Company as on 31st March, 2024: 193
- v. 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 percentile increase for other than managerial personnel: 24.78%
- Average percentile increase for managerial personnel: 10.68%
- vi. It is affirmed that the remuneration paid during the period under review is as per the remuneration policy of the Company.

For and on behalf of the Board

Sd/-

Mr. Mahendra K. Khatau
Chairman & Managing Director
DIN: 00062794

Place: Mumbai
Date: 13th August, 2024

ANNEXURE B

Form No. AOC-1

Statement containing salient features of the financial statement of Subsidiaries/associate companies/ joint ventures (Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part –A: Subsidiaries

Sl. No.	1	2	3
Name of the Subsidiary Company	Indokem Bangladesh Pvt. Ltd	Refnol Overseas Limited	Tex care Middle East LLC
The date since when subsidiary was acquired	30.04.2023*	29.09.2023**	29.09.2023**
Country	Bangladesh	Mauritius	UAE
Financial period ended	March 2024	March 2024	March 2024
Exchange rate/ Reporting currency	0.76/BDT	82.18/USD	22.72/AED
Share capital	10,00,000	2,40,000	3,00,000
Reserves & surplus	-26,78,343	1,66,868	22,33,861
Total assets	33,03,560	4,09,783	64,31,629
Total Liabilities (excluding share capital)	49,81,902	2,915	38,97,768
Investments	0	41,013	0
Turnover	0	16,073	1,40,55,434
Profit before taxation	-26,78,343	6,438	-3,78,956
Provision for taxation	0	0	0
Profit after taxation	-26,78,343	6,438	-3,78,956
Proposed Dividend	0	0	0
% of shareholding	80%	100%	49%

* Indokem Bangladesh Pvt. Ltd was Incorporated on 30th April, 2023.

** Post Merger of Refnol Resins and Chemicals Limited (RRCL) with Indokem limited, the subsidiaries of RRCL i.e. Refnol Overseas Limited and Tex Care Middle East LLC have become subsidiaries of Indokem Limited from the effective date of scheme of Amalgamation. i.e. 29th September 2023.

For and on behalf of the Board

Sd/-

Mr. Mahendra K. Khatau
Chairman & Managing Director
DIN: 00062794

Place: Mumbai
Date: 13th August, 2024

ANNEXURE C
FORM NO. AOC – 2

[Pursuant to Section 134(3)(h) of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

This Form pertains to the disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in Section 188(1) 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:

a	Name(s) of the related party and nature of relationship	NIL
b	Nature of contracts/arrangements/transactions	
c	Duration of the contracts / arrangements/transactions	
d	Salient terms of the contracts or arrangements or transactions including the value, if any	
e	Justification for entering into such contracts or arrangements or transactions	
f	Date(s) of approval by the Board	
g	Amount paid as advances, if any	
h	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	

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

a	Name(s) of the related party and nature of relationship	1. Orchard Acres
b	Nature of contracts/arrangements/transactions	(i) Purchase and Sale of Material (ii) Availing premise on Leave and License basis
c	Duration of the contracts / arrangements/transactions	(i) 1 st April, 2023 to 31 st March, 2024 (ii) 1 st April, 2022 to 31 st March, 2027
d	Salient terms of the contracts or arrangements or transactions including the value, if any	(i) ₹10.83 Crores (ii) ₹0.22 Crores
e	Date(s) of approval by the Board	(i) 9 th February, 2023 (ii) 14 th January, 2022
f	Amount paid as advances, if any	Nil
a	Name(s) of the related party and nature of relationship	2. Texcare Middle East LLC
b	Nature of contracts/arrangements/transactions	(i) Purchase and Sale of Material (ii) Sales of services
c	Duration of the contracts / arrangements/transactions	(i) 1 st April, 2023 to 31 st March, 2024
d	Salient terms of the contracts or arrangements or transactions including the value, if any	(i) ₹6.15 Crores (ii) ₹0.24 Crores
e	Date(s) of approval by the Board	9 th February, 2023
f	Amount paid as advances, if any	Nil

For and on behalf of the Board

Sd/-

Mr. Mahendra K. Khatau
Chairman & Managing Director
DIN: 00062794

Place: Mumbai
Date: 13th August, 2024

ANNEXURE D
FORM A

[Statement showing particulars as per Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars with respect to Conservation of Energy:

Particulars	For the financial year ended 31.03.2024	For the financial year ended 31.03.2023*
A. Power and Fuel Consumption		
1. Electricity		
(a) Purchased Units in Lakhs	8.44	8.39
Total Amount – Rs. In Lakhs	80.64	83.17
Cost Rs. / Unit	9.55	9.91
(a) Own Generation		
(i) Through Diesel Generator Set: Units generated / Lakhs Units Per Ltr. of Diesel Oil Cost – Rs. / Unit	N.A.	N.A.
(ii) Through Steam Turbine / Generator		
2. Coal (specify quality and where used)	N.A.	N.A.
3. Furnace Oil, L.D.O. Quantity – Ltrs.	2,30,892	3,03,796
Total Amount – Rs. In Lakhs	165.44	240.52
Average Rate – Rs. / Unit	71.65	79.17
1. Others / internal Generation Gas - (000 NM ³) Total Amount – (Rs. in Lakhs) Average Rate – (Rs. / NM ³)	N.A.	N.A.
B. Production / Consumption of:	For the financial year ended 31.03.2024	For the financial year ended 31.03.2023*
Products		
Dyes	MT 794.085	679.245
Sizing Chemicals	MT 10,109.551	9,843.86
Auxiliaries	MT 2,832.660	2,859.94
Other Textile Chemicals	MT 1,311.456	1,680.77
Capacitors	Units 206	342

***Figures have been restated considering the appointed date of Scheme of Amalgamation being 1st April, 2021.**

For and on behalf of the Board

Sd/-

**Mr. Mahendra K. Khatau
Chairman & Managing Director
DIN: 00062794**

**Place: Mumbai
Date: 13th August, 2024**

ANNEXURE E

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

The Company has adopted the Code of Conduct for directors and senior management. The Code has been circulated to all the members of the Board and senior management and the same has been posted on the Company's website. The Board members and senior management have affirmed their compliance with the Code and a declaration signed by the Chairman and Managing Director of the Company is given below:

"It is hereby declared that the Company has obtained from all members of the Board and senior management personnel affirmation that they have complied with the Code of Conduct for Directors and Senior Management of the Company for the year 2023-24."

Sd/-

Mahendra K. Khatau**Chairman and Managing Director****DIN: 00062794****Place: Mumbai****Date: 30th May, 2024****CERTIFICATION BY CHAIRMAN AND MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER TO THE BOARD**

To,

The Members of Indokem Limited,

We hereby certify that:

1. We have reviewed Financial Statements and the Cash Flow Statement for the Financial year ended 31st March, 2024 and that to the best of our knowledge and belief:
 - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's Code of Conduct.
3. 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 Company 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.
4. We have indicated to the Auditors and the Audit Committee:
 - a. Significant changes in internal control over financial reporting during the year;
 - b. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c. 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 Company's internal control system over financial reporting.

Sd/-

Mahendra K. Khatau**Chairman and Managing Director****DIN: 00062794**

Sd/-

Rupal B. Parikh**Chief Financial Officer****Place: Mumbai****Date: 30th May, 2024**

ANNEXURE F**CERTIFICATE ON CORPORATE GOVERNANCE**

**Certificate on compliance with the conditions of Corporate Governance under
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To,

The Members,

INDOKEM LIMITED

Khatau House, Mogul Lane,
Mahim, Mumbai 400016

We have examined the compliance of the conditions of Corporate Governance by **INDOKEM LIMITED** ('the Company') **CIN: L31300MH1964PLC013088** the financial year ended March 31, 2024, as stipulated in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the SEBI Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination, as carried out in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Company Secretaries of India (the "ICSI"), was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Paragraphs C and D of Schedule V to the SEBI Listing Regulations for the year ended March 31, 2024.

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

**For Jay & Associates
(Company Secretaries)**

Sd/-

Jay Nayak

Company Secretary in Practice

M. No. F11776 |C.P. No.: 16721

FRN. S2016MH419700

PR Certificate no.: 2594/2022

UDIN: F011776F000373984

Place: Thane

Date: 15th May, 2024

ANNEXURE G

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

To,

The Members of
INDOKEM LIMITED

Khatau House, Mogul Lane, Mahim, Mumbai 400016

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **INDOKEM LIMITED** having **CIN: L31300MH1964PLC013088** and having registered office at Khatau House, Mogul Lane, Mahim, Mumbai 400016 (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 my/our opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company & its officers.

I/We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1.	Mahendra Kishore Khatau	00062794	01/04/2010
2.	Asha Mahendra Khatau	00063944	30/10/2009
3.	Kailash Pershad*	00503603	31/10/2006
4.	Bhalchandra Gopinath Sontakke*	01225753	30/10/2009
5.	Manish Mahendra Khatau	02952828	11/02/2016
6.	Rahul Singh	07477748	25/08/2020
7.	Arupkumar Basu	00906760	25/07/2023
8.	Sneha Vidyadhar Khandekar	06729350	25/07/2023
9.	Suyash Neelkanth Bhise	06667481	25/07/2023
10.	Adarsh Pankaj Shukla	10244570	25/07/2023

*Mr. Kailash Pershad & Mr. Bhalchandra Gopinath Sontakke served as an Independent Director on the Board of the Company till close of business hours on 31st March 2024.

Ensuring the eligibility 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 Jay & Associates
(Company Secretaries)

Sd/-
Jay Nayak
Company Secretary in Practice
M.No. F11776|C.P. 16721
FRN. S2016MH419700
PR No. 2594/2022
UDIN: F011776F0003741

Place: Thane
Date: 15th May, 2024

ANNEXURE H
FORM NO MR-3
SECRETARIAL AUDIT REPORT
For the Period 01-04-2022 TO 31-03-2023

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]
For the Period 01-04-2023 TO 31-03-2024

To,

The Members

INDOKEM LIMITED

Khatau House, Mogul Lane,
Mahim, Mumbai, 400016.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **INDOKEM LIMITED (CIN: L31300MH1964PLC013088)** (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, minute 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 **April 01, 2023 to March 31, 2024** 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 audit period April 01, 2023 to March 31, 2024 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws Framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings;(to the extent applicable)
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - 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, 2009; **(not applicable to the company during the period under review)**
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021; **(not applicable to the company during the period under review)**
 - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(not applicable to the company during the period under review)**
 - 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; **(not applicable to the company during the period under review)**
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(not applicable to the company during the period under review)**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(not applicable to the company during the period under review)**
 - i) Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018; **(to the extent applicable)**

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

We are of the opinion that the management has complied with the following laws specifically applicable to the Company:

1. Factories Act, 1948;
2. Industries (Development & Regulation) Act, 1951
3. Labour Laws and other incidental laws
4. Environment Protection Act, 1986 and other Environmental Laws
5. Hazardous Wastes (Management and Handling) Rules, 1980 and Amendment Rule, 2003
6. The Legal Metrology Act, 2009
7. Other local laws as applicable to various plants and offices

Based on the Compliance Certificates obtained by the Company from the various functional heads and Factory Managers, we relied on the Compliances of the above-mentioned statutes.

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

- a) Secretarial Standards i.e. SS-1 & SS-2 issued by The Institute of Company Secretaries of India.
- b) The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreements entered into by the Company with Stock Exchanges.

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

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 period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, 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.

All decisions of the Board and Committee meeting were carried with requisite majority.

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.

The Compliance by the company of applicable Financial Laws like Direct & Indirect Tax Laws, Goods and Service Tax has not been reviewed in the audit since the same has been subject to the review by the statutory financial audit and other designated professionals.

We further report that during the audit period, the company had no specific events or actions which might have a bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**For Jay & Associates
(Company Secretaries)**

**Sd/-
Jay Nayak
Company Secretary in Practice
M.No. F11776|C.P. 16721
FRN. S2016MH419700
PR No. 2594/2022
UDIN: F011776F000397337**

**Place: Thane
Date: 18th May, 2024**

ANNEXURE TO SECRETARIAL AUDIT REPORT

To,
The Members,
Indokem Limited
Khatau House Mogul Lane
Mahim, Mumbai 400016.

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

1. The maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
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 provision 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 Jay & Associates
(Company Secretaries)**

**Sd/-
Jay Nayak
Company Secretary in Practice
M.No. F11776|C.P. 16721
FRN. S2016MH419700
PR No. 2594/2022
UDIN: F011776F000397337**

**Place: Thane
Date: 18th May, 2024**

MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW OF ECONOMY, INDUSTRY STRUCTURE AND DEVELOPMENTS:

Business Environment

a. Global Economic Outlook

Global growth is forecasted to be range-bound between 2.6% and 3.1% in 2024. Growth is likely to increase at 3.2% in 2025. However, these projections are lower than historical average of 3.8% (2000-19) due to factors such as restrictive monetary policies, reduced fiscal support and low underlying productivity growth.

World trade growth is forecasted to be 3.3% in 2024 and increase to 3.6% in 2025. However, current trade growth is lower than historical average of 4.9% due to rising trade distortions and geo-economic fragmentation.

Global inflation is predicted to be at 5.8% in 2024 as against 6.8% in 2023. It is expected to further decrease to 4.4% in 2025. Advanced economies are anticipated to lower inflation faster, coming down to 2.6% in 2024 from 4.6% in 2023. Inflation in emerging markets and developing economies is projected to remain at 8.1% in 2024, only a slight drop from 8.4% in 2023. Decreasing inflation in 2023 has prompted a sudden shift in the anticipated monetary policies of global central banks. It is likely that major central banks will implement quicker and earlier rate cuts.

Global chemical production (excluding pharmaceuticals) is forecasted to increase by 2.7% in 2024, surpassing the growth rate of the previous year (2023: +1.7%). Advanced economies are expected to see modest production growth following a significant decline in previous year (2024: +0.8%, 2023: -4.9%), while growth in emerging markets is anticipated to grow slightly (2024: +3.5%, 2023: +4.8%).

The size of the world Textile Dyestuff industry is estimated at US\$ 6.6 billion and is expected to grow by about 3% in the coming years. China continues to be the largest manufacturer of dyes followed by India. The world market for high-performance pigments is estimated at US\$ 5.9 billion (constitutes both organic and inorganic pigments) and is expected to grow at about 4% in the coming years.

Sizing Agents Market was valued at around US\$ 3.99 billion in 2023 and is anticipated to register a Compound Annual Growth Rate of over 4% between 2024 and 2032. The market is expected to attain a market value of over US\$ 5.7 billion by 2032. The Asia Pacific is anticipated to be the key region for the textile sizing chemical market – China and India are expected to account for a significant share throughout the forecast period and are also expected to grow relatively faster than any other countries of the region. North America and Western Europe are also expected to hold a considerable share in the global textile sizing chemical market.

b. India Economic Outlook

Indian economy is projected to grow at 6.5% - 7% in F.Y. 25. Strong growth in India is supported by robust domestic demand and growth in the manufacturing and services sectors. Inflation Rate likely to decline from 5.4% in F.Y. 2024-25 to 4.5% in F.Y. 2025-26. Bank repo rate is maintained at 6.5% in 6th consecutive meeting in February to bring down the inflation rate towards targeted 4%.

India is the 6th largest producer of chemicals in the world and 3rd in Asia, contributing 7% to India's GDP. India holds a strong position in exports and imports of chemicals at a global level and ranks 14th in exports and 8th in imports at the global level (excluding pharmaceuticals). The Indian chemical industry stood at US\$ 254 billion in 2023, and is expected to reach US\$ 304 billion by 2025, registering a CAGR of 9%. The cumulative FDI equity inflow in the chemical industry reached US\$ 21.71 billion from April 2000 to September 2023.

Sizing agents are crucial in textile manufacturing as they enhance the weaving efficiency, reduce fiber breakage, and improve the overall quality of the finished textile products. The demand for textiles continues to surge globally due to population growth, urbanization, and evolving fashion trends, amplifying the need for efficient sizing agents. Asia Pacific dominated the global market in 2023. It generated a revenue of USD 1.66 billion in 2023. The Asia Pacific region has witnessed substantial growth in the sizing agents market due to its thriving textile and manufacturing industries, coupled with rapid industrialization. Countries like China, India, and Southeast Asian nations are major contributors to the global textile production, creating a significant demand for sizing agents in textile processing.

OVERVIEW OF COMPANY: -

Indokem Limited is one of the leading manufacturing Company of Textiles Dyes and Chemicals and Exporter of related products. The manufacturing Index of the Company remained broadly positive, the Company has kept pace with the changes and there is tremendous potential for growth in future.

- During the F.Y. 2023-24, your Company achieved a turnover of ₹140 Crores, which is decreased by 0.80% as compared to last year, which is mainly due to higher price level of both inputs and finished goods.
- Refnol Resins and Chemicals Limited (Transferor Company) has been amalgamated with Indokem Limited (Transferee Company) by scheme of Amalgamation effective from 29th September 2023. The Company is positive that as a result combined entity, will benefit hosting all products under the Transferee Company, thereby resulting in diversified portfolio of products, economies of scale, operational rationalization, efficiency of management and maximizing value for the shareholders.
- The Company has taken possession of a 5,000 sq. mtr. industrial plot located at Additional MIDC, Pale, Ambarnath, Dist. Thane, which was purchased from MIDC in 2015. The Company plans to construct a manufacturing plant for sizing chemicals on this plot, which will require a sizeable capital investment.
- Company has invested in new machineries to manufacture new products range from Ambarnath Units. Company has also invested in modernization of Effluent Treatment Plants of all the Ambarnath Units.
- Company is continuously investing in Quality Control machinery in Laboratory and has qualified staff to meet global standards.
- IT system and infrastructure is being continuously monitored and enhanced with any required upgrades.
- Our major product has received Global Organic Textile Standard (GOTS) certification and successfully completed annual GOTS audit. GOTS is the worldwide leading textile processing standard for organic fibers, including ecological and social criteria, backed by independent certification of the entire textile supply chain.
- Company has successfully registered maximum of its products under Zero Discharge of Hazardous Chemicals (ZDHC) certification.
- Company is continued as ISO 9001:2015 certified Company.
- Company is continued as ISO 45001:2008 certified Company.
- Customers have shown great trust in our Reactive Dyes range of products and now we are focusing on Pigment Emulsions range for which there is less competition.
- Company is regularly investing in new and attractive Packing Material for the products which has shown better effects.
- Company is continuously investing in the registration and renewal of Trademarks to safeguard Intellectual Property Rights.
- New Corporate clients have shown faith in our products since last couple of years.

Discussion on Financial Performance with respect to Operational Performance

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	F.Y. 2023-24	F.Y. 2022-23*	F.Y. 2023-24	F.Y. 2022-23*
Net Sales	13,895	14,008	16,424	16,003
Earnings before Interest, Depreciation and Tax	10	426	(60)	366
Profit before Tax	(522)	(52)	(619)	(132)
Profit/ (Loss) for the year	(526)	(52)	(623)	(132)

***Figures have been restated considering the appointed date of Scheme of Amalgamation being 1st April, 2021.**

Significant Changes in Key Financial Ratios:

Parameters	F.Y. 2023-24	F.Y. 2022-23	% change
Debtors Turnover (number of times)	5.46	5.51	-1
Inventory Turnover (number of times)	6.68	7.50	-11
Interest Coverage Ratio	-0.79	0.81	-197
Current Ratio	1.07	1.28	-17
Debt Equity Ratio	0.43	0.41	4
Operating Profit Margin (%)	-1.67%	1.62%	3
Net Profit Margin (%)	-3.77%	-0.37%	914
Return on Net Worth	-1.78%	-6.50%	-72.64

OPPORTUNITIES AND CHALLENGES:

The Indian specialty chemicals industry has significant potential due to the growing demand for specialty chemicals in various end-use industries, including pharmaceuticals, agrichemicals, and personal care. The Indian specialty chemical industry has significant export potential, given the high quality of products and low manufacturing costs. The slowdown in Chinese manufacturing has also created an opportunity for India to capture a larger share of the global market.

Collaboration and innovation can help Indian companies stay competitive in the global market by enhancing their product offerings. Public-private partnerships and collaborations between industry players can help spur innovation and research. The company has during the F.Y. 2023-24 incorporated a subsidiary in Bangladesh and through merger acquired two subsidiaries in UAE and Mauritius, thereby opening a door for footing step in Global markets.

Challenges like availability and price of raw materials which have a significant impact on the profitability and competitiveness of the Indian specialty chemicals industry. The industry heavily relies on imports, making it vulnerable to global price fluctuations and supply disruptions.

The Indian specialty chemical industry must constantly innovate and upgrade its technology to keep pace with global competition and meet the changing needs of customers. This can be a challenge for smaller companies that do not have the resources to invest in research and development.

Company is increasingly investing in research and development to introduce sizing agents with reduced environmental impact and improved biodegradability. Company is working on technological advancements, leading to the development of innovative sizing agent formulations that enhance efficiency and reduce resource consumption in textile processing. Additionally, the market is witnessing an upsurge in demand for high-performance sizing agents catering to the non-woven fabric sector, as industries such as medical, automotive, and construction increasingly adopt these materials. The sizing agents' industry is dynamically evolving to address sustainability concerns, embrace technological innovations, and cater to the diversified needs of end-user industries. The region's expanding population, rising disposable income, and evolving fashion trends further boost the demand for textiles, subsequently driving the need for efficient sizing agents and Dyes.

The industry is subject to stringent environmental regulations that can increase the cost of compliance and limit the ability to expand operations.

RISKS AND CONCERNS

The Company recognizes the potential threat from emerging risks, including sectoral risks, sustainability risks, operational risks, financial risks, and cyber/ information risks. Effective risk management, coupled with the capacity to capitalise on opportunities, are key components of the Company's risk management framework.

At Indokem, risk management is an ongoing procedure that entails identifying, evaluating, and prioritizing risks, as well as applying resources in a coordinated and economical way to lessen, monitor and control the likelihood and/

or impact of uncertain events or to maximise the realisation of opportunities. Additionally, risk management seeks to detect and control any potential dangers that could have severe consequences.

One potential pitfall for the chemical market is the increasing scrutiny and tightening of environmental regulations. The industry relies on chemical formulations, and regulatory changes aimed at reducing environmental impact may impose constraints on certain chemicals. Company need to proactively address environmental concerns, invest in sustainable alternatives, and stay compliant with evolving regulations to mitigate this potential pitfall.

Chemicals industry is a highly regulated industry with stringent environmental norms. Any change in policy by the Government may have an adverse impact on the performance of the Industry. However, Indokem Limited follows best in class process controls and systems, and hence we are always ready to adapt to any changes in the Government Regulations.

As part of the global policy, the relevant parameters for all manufacturing sites are analyzed to minimize the risk associated with protection of environment, safety of operations and health of people at work. These are then monitored regularly with reference to statutory regulations prescribed by government authorities and guidelines defined by Indokem. The Company fulfills its legal requirements concerning emission, waste water and waste disposal. Improving work place safety continues to be top priority at all manufacturing units.

The Company continues its focus on compliance in all areas of its business operations by rationalizing and strengthening controls. This is also an important component of Company's Code of Conduct. The Company has set in place the requisite mechanism for meeting with the compliance requirements and periodic monitoring to avoid any deviation. Company aims to set exemplary and sustainable standards, not only through products, services and performance, but also through integrity and behavior.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Indokem believes that Internal Control is one of the key pillars of governance, which provides freedom to the management within a framework of appropriate checks and balances. The Company has developed and put in place a robust internal control framework considering the nature, size and risks that could hinder them from achieving its objectives. Adequate internal control systems are in place along with reasonable assurances on authorising, recording and reporting transactions in its operations.

In order to supplement the internal control process, the Company has appointed an Internal Auditor who is authorised by the Audit Committee to assess the adequacy and compliance of internal control process and provide their report covering observations and recommendations. Based on the report of internal audit function, the Company undertakes corrective actions in their respective areas and thereby strengthens the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

Further, in compliance with the Companies Act, 2013, and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has laid down a system of internal financial controls over financial reporting and adequacy and operating effectiveness of such controls. These controls are designed to provide a reasonable assurance regarding:

- Adherence to the Company's policies and procedures;
- Safeguarding assets;
- Prevention and detection of fraud and error;
- Reliability, completeness and accuracy of accounts;
- Timely reporting of information (financial, non-financial, internal and external).

QUALITY MANAGEMENT SYSTEM:

Your Company maintains its quality systems from lower level Management to higher level Management by imparting ethical standards in its approach and behavior and implementing the same in day to day business practices. The Company is complying with ISO, GOTS and ZDHC certification for its manufacturing units.

HUMAN RESOURCE MANAGEMENT:

People and culture are the cornerstones for building a company and for it to face the test of time. The Company took further initiatives to enhance i) its HR processes (particularly using technology) related to recruitment, performance management, learning and development, manpower planning and employee care and ii) work environment related to culture and code of conduct to manage a growing business.

The biggest asset of the Company are its people; it is promoting a culture that empowers its people to be the best version of themselves essential to foster high engagement and consistent improvement in performance. It is creating a learning organization and building end-to end capabilities to be future-ready as its businesses further evolve and expand – it is committed to pervade technology in all its HR processes.

Indokem is an equal opportunity employer and strives to create an inclusive workplace and work culture. The Company is committed to treating all people with respect, care, fairness, sensitivity, and dignity.

Industrial Relations remain cordial during the F.Y. 2023-24. The Board gives guidance to the Management ensuring that the implications of safety and sustainability are addressed properly in all the strategic initiatives. Company considers its committed and talented workforce as one of its most critical assets and key to driving sustainable performance, growth and developing competitive advantage. The number of employees increased from 122 as on 31st March, 2023 to 193 as on 31st March, 2024.

CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis describing the Company's objectives, expectations or forecast may be forward looking within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic supply and demand conditions affecting selling prices of finished goods, input availability and prices, changes in Government regulations, tax laws, economic developments with the country and other factors such as litigations and industrial relations.

CONCLUSION:

Your Company has already turned around and expects future growth in its performance in coming year on account of several initiatives taken by the Company in improving plant efficiency, new product developments and focus on Research and Development. We have come a long way from where we had begun and we continue to set new benchmarks for ourselves in order to constantly improve our performance. To summarize, your Company is optimistic about the growth in the medium term in revenues as well as operating margins.

For and on behalf of the Board

Sd/-

**Mr. Mahendra K. Khatau
Chairman & Managing Director**

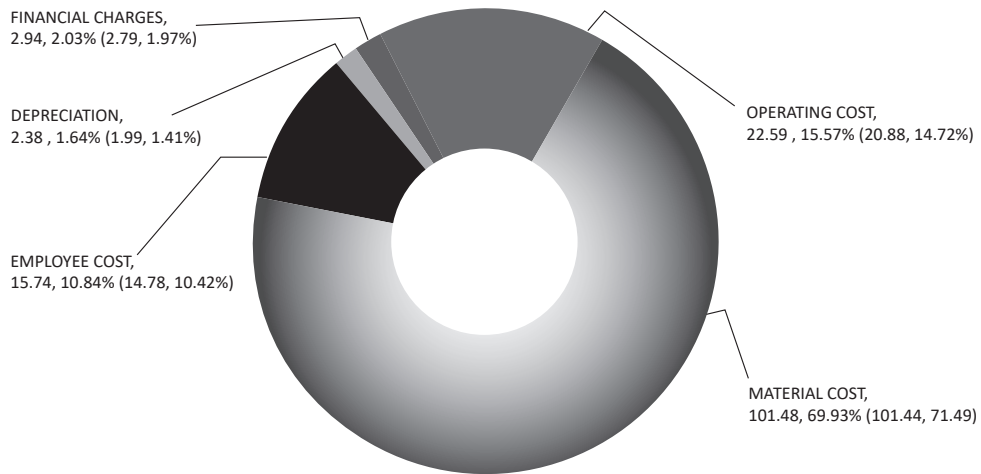
DIN: 00062794

Place: Mumbai

Date: 13th August, 2024

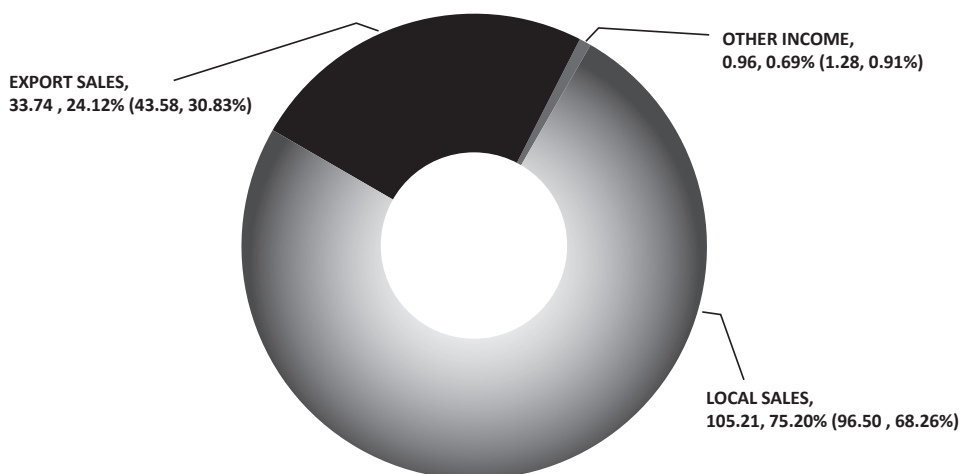
STANDALONE FINANCIAL HIGHLIGHTS F.Y. - 2023-24

**DISTRIBUTION OF REVENUE (₹ in crores)
(Previous year's values in brackets)**



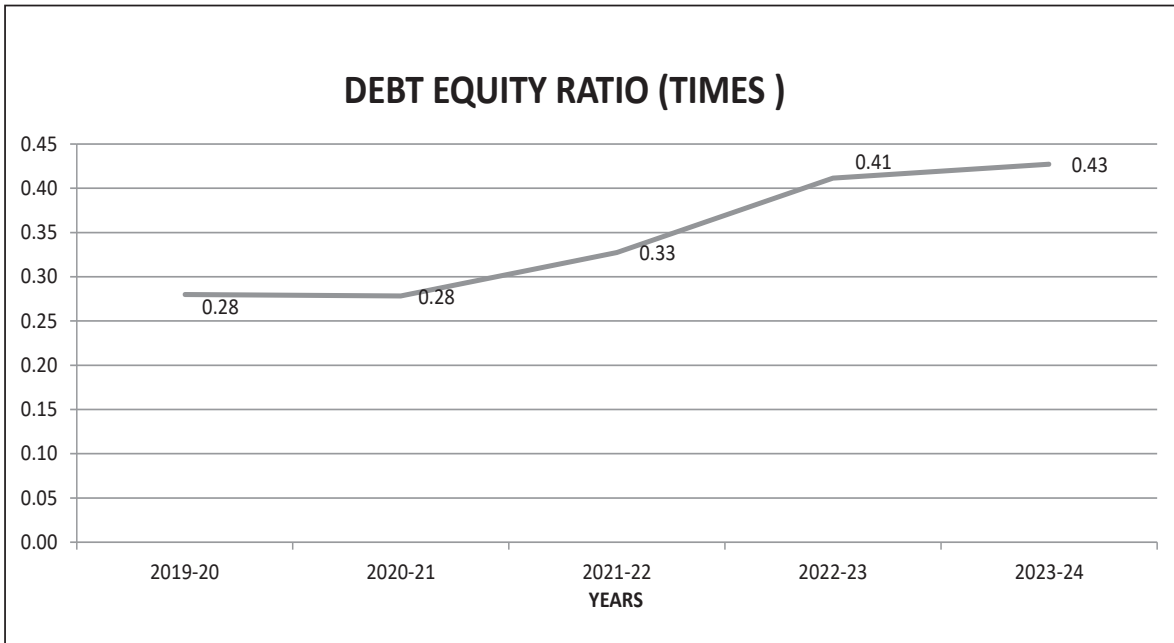
Note : The amounts pertaining to previous year i.e. 2022-23 are restated post merger of Refinol Resins & Chemicals Ltd. with Indokem Limited & after giving effect to revaluation of class of assets pertaining to leasehold and freehold land

**SOURCES OF REVENUE (₹ in crores)
(Previous year's values in brackets)**

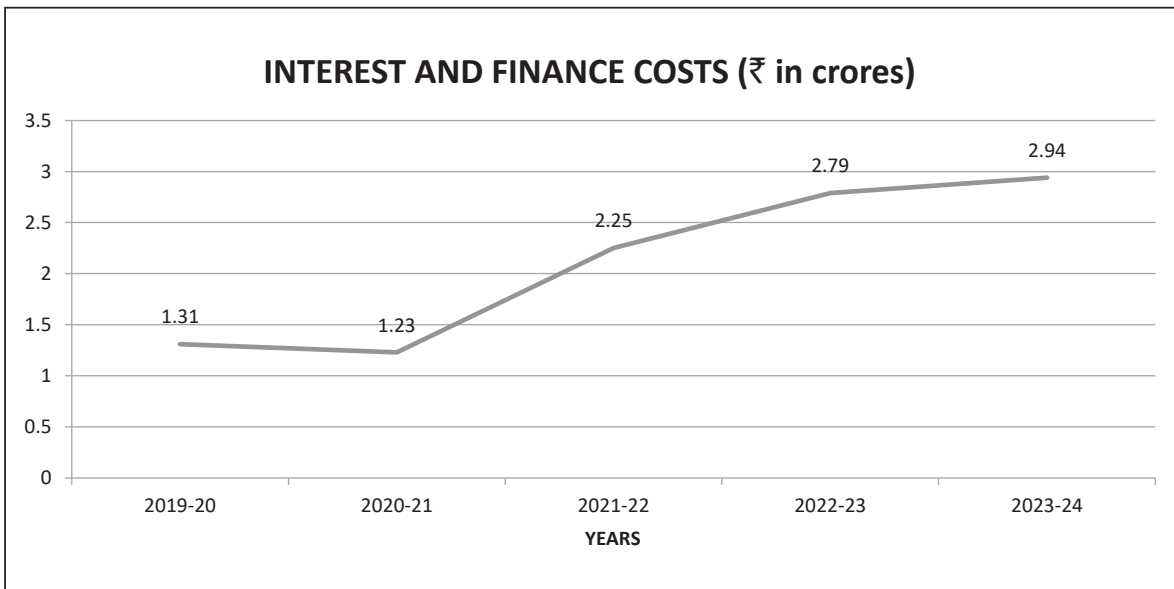


Note : Note : Amounts pertaining to previous year i.e. 2022-23 are restated post merger of Refinol Resins & Chemicals Ltd. with Indokem Limited

STANDALONE FINANCIAL HIGHLIGHTS F.Y. - 2023-24



Note : The ratio pertaining to the years 2021-22 & 2022-23 are restated post merger of Refinol Resins & Chemicals Ltd. with Indokem Limited & after giving effect to revaluation of class of assets pertaining to leasehold and freehold land and restatement of debtors.



Note : Amounts pertaining to the years 2021-22, 2022-23 are restated post merger of Refinol Resins & Chemicals Ltd. with Indokem Limited

CORPORATE GOVERNANCE REPORT

COMPLIANCE REPORT FOR THE FINANCIAL YEAR 2023-24:

The Company is committed towards following the best governance practices and maintaining a culture within the organization, which promotes an overall development and not just a materialistic approach. This report is prepared in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 ("Listing Regulations"), and the Company has complied with the spirit of the Regulations:

I. COMPANY'S CORPORATE GOVERNANCE PHILOSOPHY:

The Company continues to lay great importance on the adoption of best compliance practices and maintenance of transparency at all levels of the hierarchy. At Indokem Limited, it is imperative that the Company affairs are managed in a fair and transparent manner.

The Company treads carefully with a high sense of responsibility towards all stakeholders. Creating value for all stakeholders is the prime goal of the Company. The Company has a duty towards all its stakeholders to operate the business of the Company with the core principles of accountability, transparency, integrity, societal, environment and regulatory compliances while creating long-term value for all its stakeholders.

We, at Indokem, ensure that we evolve and follow the Corporate Governance guidelines and best practices. We consider it our inherent responsibility to disclose timely and accurate information regarding our financial performance as well as the leadership and governance of the Company.

II. BOARD OF DIRECTORS:

Indokem believes that a diverse and vigilant Board is essential to ensure highest standards of Corporate Governance. The Board of Indokem, being at the core of its Corporate Governance practice, plays a pivotal role in overseeing the management in serving and protecting the long-term interests of all its stakeholders.

Size and Composition of the Board

Our policy is to have a mix of Executive Directors ('ED'), Non-Executive Directors ('NED'), and Independent Directors ('IDs') to maintain the Board's independence and separate its functions of governance and management. As on 31st March, 2024, the Board comprised of Eight members, Three of whom are EDs, One is NED, who is also Woman Director and Four are IDs (including One Woman ID). The Board periodically evaluates the need for change in its composition and size.

The composition of the Board is in conformity with Regulation 17 of the Listing Regulations read with Section 149 and Section 152 of the Act. During the year under review and as on date of this report, none of our Directors serve as Director or as IDs in more than seven listed companies and none of the EDs serve as IDs on any other listed company. Further, none of our IDs serve as Non-Independent Director of any company on the board of which any of our Non-Independent Director is an ID.

Independent Directors are Non-executive Directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Companies Act, 2013 ("Act") along with rules framed thereunder. In terms of Regulation 25(8) of Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations and that they are independent of the Management. Further, the IDs have in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs.

The Company has issued formal letters of appointment to the IDs. As required under Regulation 46 of the Listing Regulations, as amended, the terms and conditions of appointment of IDs including their role, responsibilities and duties are available on our website at https://www.indokem.co.in/pdf/newpdf/IKL_General%20Terms%20and%20conditions%20for%20appointment%20of%20IDs.pdf

During F.Y. 2023-24, none of our Directors acted as Member in more than 10 committees or as Chairperson in more than 5 committees across all listed entities where they serve as a Director

The Board periodically reviews the compliance reports of all laws applicable to the Company, prepared by head of the department of the Company.

During the Audit Committee and Board Meetings, the Chairman and Company Secretary give extensive briefings to the Board members on the business of the Company and on various financial, legal and compliance issues.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and at the last Annual General Meeting (AGM) and the number of Directorship and Committee Chairmanships/ Memberships held by them in other Public Limited Companies as on 31st March, 2024 are given herein below:

	Name and Category of the Director	Attendance at the meetings during F.Y. 2023-24		No. of Directorships held in other Indian Public Limited Companies ⁽¹⁾	Committee(s) position ⁽²⁾		Directorship in other listed company(ies) and category of Directorship as on 31-03-2024
		Board Meeting	Last AGM		Other	M	
1	Mr. Mahendra K. Khatau Chairman & Managing Director – Promoter	6	Yes	1	0	0	Nil
2	Mr. Arupkumar Basu Managing Director (Appointed w.e.f. 25.07.2023)	3	Yes	0	0	0	Nil
3	Mr. Manish M. Khatau Whole-time Director – Promoter	4	Yes	0	0	0	Nil
4	Mrs. Asha M. Khatau Non-executive Director – Promoter	6	Yes	1	0	0	Nil
5	Mr. Kailash Pershad Non-executive Independent Director (Completion of tenure w.e.f. 31.03.2024)	6	Yes	0	0	0	Nil
6	Mr. Bhalchandra Sontakke Non-executive Independent Director (Completion of tenure w.e.f. 31.03.2024)	6	Yes	0	0	0	Nil
7	Mr. Rahul Singh Non-executive Independent Director	6	Yes	0	0	0	Nil
8	Mr. Suyash Bhise Non-executive Independent Director (Appointed w.e.f. 25.07.2023)	3	Yes	0	0	0	Nil
9	Mrs. Sneha Khandekar Non-executive Independent Director (Appointed w.e.f. 25.07.2023)	3	Yes	1	1	1	Nil
10	Mr. Adarsh Shukla Non-executive Independent Director (Appointed w.e.f. 25.07.2023)	4	Yes	0	0	0	Nil

- (1) Directorship in Indian Public Companies (listed and unlisted) excluding Indokem limited, Section 8 and foreign companies.
- (2) In terms of Regulation 26(1)(b) of the Listing Regulations, the disclosure includes chairmanship / membership of the Audit Committee and Stakeholders' Relationship Committee in other Indian Public companies (listed and unlisted) excluding Indokem Limited. Further, membership includes positions as Chairperson of committee.

Disclosure of relationships between Directors inter-se

Mr. Mahendra K. Khatau - Chairman and Managing Director, Mrs. Asha M. Khatau – Non-executive Director and Mr. Manish M. Khatau – Whole-time Director are related to each other as family. None of the other Directors are related to each other.

Board Meetings

Tentative dates for Board Meetings in the ensuing financial year are decided in advance and communicated to the Members of the Board. The information, as required under Regulation 17(7) read with Schedule II Part A of the Listing Regulations, is made available to the Board.

The Board meets at least once a quarter to review the quarterly financial results and other agenda items. Additional meetings are held when necessary. The recommendations of the Committees are placed before the Board for necessary approvals. All committee recommendations placed before the Board during the year under review were unanimously accepted by the Board.

The Board met 6 times during the year on 22nd May, 2023, 25th July, 2023, 27th September, 2023, 13th October, 2023, 9th November, 2023 and 13th February, 2024. The gap between two meetings did not exceed one hundred and twenty days during the financial year 2023-24. The necessary quorum was present for all the meetings.

All the Directors as on the date of the Annual General Meeting ('AGM') were present at the AGM of the Company held on Thursday, 31st August, 2023.

All the Board Meetings held during in financial year 2023-24 were held via video conferencing in accordance with relaxations granted by Ministry of Corporate Affairs and SEBI.

Meetings of the Independent Directors

Pursuant to Schedule IV of the Act, the Independent Directors of the Company met on 25th July, 2023 and 13th February, 2024 without the presence of Non-Independent Directors and Members of the Management of the Company. The meetings of Independent Directors were chaired by Mr. Kailash Pershad, Independent Director.

At the meeting held on 25th July, 2023, the Independent Directors, inter alia, evaluated the performance of the Non-Independent Directors and the Board of Directors as a whole, evaluated the performance of the Chairman of the Board taking into account the views of Executive and Non-executive Directors. They also discussed the aspects relating to the quality, quantity and timeliness of the flow of information between the Company, the Management and the Board.

- i. Details of Equity Shares of the Company held by Non-executive Directors as on 31st March, 2024 are given below:

Name of the Directors	Category	Number of equity shares
Mrs. Asha M. Khatau	Non-executive Director	53,046
Mr. Rahul Singh	Non-executive Independent Director	Nil
Mr. Suyash Bhise	Non-executive Independent Director	Nil
Mrs. Sneha Khandekar	Non-executive Independent Director	Nil
Mr. Adarsh Shukla	Non-executive Independent Director	Nil

The Company has not issued any convertible instruments to any of the Non-executive Directors.

Details of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting:

Mrs. Asha Mahendra Khatau (DIN: 00063944), Non-executive Director is liable to retire by rotation at the ensuing AGM and being eligible offers herself for re-appointment.

Mr. Mahendra Khatau (DIN: 00062794) holds office as Managing Director till 31st March 2025. In the ensuing Annual General Meeting of the Company, it is proposed to re-appoint Mr. Mahendra K. Khatau as Managing Director of the Company with effect from 1st April, 2025 for a further period of 3 years.

Profile of Mrs. Asha Mahendra Khatau, Mr. Mahendra Khatau and Mr. Arupkumar Basu as required under Regulation 36(3) of the Listing Regulations, 2015 and Companies Act, 2013 are given as Annexure to the Notice of the AGM to be held on 26th September, 2024.

- ii. The Board has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company which are currently available with the Board:

In terms of requirement of Listing Regulations, the Board has identified the following core skills / expertise / Competencies of the Directors in the context of the Company's business for effective functioning as given below:

<u>Director</u>	<u>Industry Knowledge</u>	<u>Leadership</u>	<u>Expertise and Experience in Finance</u>	<u>Strategy and Planning</u>	<u>Board Governance</u>	<u>Merger and Acquisition</u>	<u>Exposure in Policy Shaping and Industry Advocacy</u>	<u>Sales and Marketing</u>
Mahendra Khatau	✓	✓	✓	✓	✓	✓	✓	✓
Arupkumar Basu	✓	✓	✓	✓	✓	✓	✓	✓
Asha Khatau	✓	✓	✓	✓	✓	✓	✓	✓
Manish Khatau	✓	✓	✓	✓	✓	✓	✓	✓
Rahul Singh	✓	✓	✓	✓	✓	✓	✓	✓
Suyash Bhise	✓	✓	✓	✓	✓	✓	✓	✓
Sneha Khandekar	✓	✓	✓	✓	✓	✓	✓	✓
Adarsh Shukla	✓	✓	✓	✓	✓	✓	✓	-

- iii. **Resignation of Independent Director:** None of the Independent Directors of the Company have resigned before the expiry of his/her tenure.

- iv. **Familiarization Program for Independent Directors:**

Pursuant to the provisions of Regulation 25(7) and Regulation 46 of the Listing Regulations, kindly refer to the Company's website <https://www.indokem.co.in/Familiarization-Programmes.php> for details of the familiarisation programme for IDs on their role, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters.

III. COMMITTEES OF THE BOARD:

As mandated by the Listing Regulations, the Company has constituted an Audit Committee, a Stakeholders Relationship Committee and Nomination & Remuneration Committee. Other key Committees constituted by the Company are Risk Management Committee, Vigil Mechanism / Whistle Blower Committee and Committee of Board of Directors. The functioning of these Committees is regulated by the mandatory terms of reference, roles and responsibilities and powers as provided in the Act and the Listing Regulations.

The Minutes of the meetings of all these Committees are placed before the Board for noting. The Company Secretary acts as the Secretary of these Committees.

There are six Board Committees which comprise of three Statutory Committees and three other Committees that have been formed considering the needs of the Company and best practices in Corporate Governance as on 31st March, 2024 which are as follows:

1. AUDIT COMMITTEE:

The Committee acts as a link among the Management, the Statutory Auditors, Internal Auditors and the Board to oversee the financial reporting process of the Company. The Audit Committee's purpose is to oversee the quality and integrity of accounting, auditing and financial reporting process including review of the internal audit reports and action taken report.

As on 31st March 2024, this Committee comprises of the following Directors viz. Mr. Kailash Pershad (Chairman of the Committee), Mr. Bhalchandra Sontakke, Mr. Rahul Singh and Mr. Mahendra Khatau.

The Board at its Meeting held on 13th February, 2024 subsequent to the year end, re-constituted the Audit Committee with effect from 1st April, 2024 and inducted Mr. Suyash Bhise and Mr. Adarsh Shukla as a Chairman and Member in place of Mr. Kailash Pershad and Mr. Bhalchandra Sontakke upon completion of their tenure as an Independent Directors on 31st March, 2024.

Post the re-constitution with effect from 1st April, 2024, the Audit Committee would comprise of four Directors viz. Mr. Suyash Bhise (Chairman of the Committee), Mr. Rahul Singh, Mr. Adarsh Shukla and Mr. Mahendra Shukla.

The Audit Committee functions according to authority, responsibility and reporting functions, in accordance with Section 177 of the Act, Regulation 18(3) read with Part C of Schedule II of the Listing Regulations and is reviewed from time to time. Given below is a gist of the responsibilities of the Audit Committee:

- i. Reviewing with the management, quarterly/annual financial statements before submission to the Board, focusing primarily on:
 - The Company's financial reporting process and the disclosure of its financial information, including earnings, press release, to ensure that the financial statements are correct, sufficient and credible;
 - Reports on the Management Discussion and Analysis of financial condition, results of Operations and the Directors' Responsibility Statement;
 - Major accounting entries involving estimates based on exercise of judgment by Management;
 - Compliance with accounting standards and changes in accounting policies and practices as well as reasons thereof;
 - Draft Audit Report, qualifications, if any and significant adjustments arising out of audit;
 - Scrutinize inter corporate loans and investments;
 - Disclosures made under the CEO and CFO certification; and
 - Approval or any subsequent modification of transactions with related parties, including omnibus related party transactions.
- ii. Review the statement of uses/applications of funds by major categories and the statement of funds utilized for purposes other than as mentioned in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights or private placement issue, and make appropriate recommendations to the Board to take up steps in this matter. These reviews are to be conducted till the money raised through the issue has been fully spent.
- iii. Review with the management, Statutory Auditors and internal auditor, adequacy of internal control systems, identify weakness or deficiencies and recommending improvements to the management.
- iv. Recommend the appointment/removal of the Statutory Auditors, cost auditor, fixing audit fees and approving non-audit/consulting services provided by the Statutory Auditors' firms to the Company and its subsidiaries; evaluating auditors' performance, qualifications, experience, independence and pending proceedings relating to professional misconduct, if any.
- v. Review the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the Internal Auditor, coverage and frequency of internal audit, appointment, removal, performance and terms of remuneration of the Internal Auditor.
- vi. Discuss with the internal auditor and senior management, significant internal audit findings and follow-up thereon.
- vii. Review the findings of any internal investigation into matters involving suspected fraud or irregularity or a failure of internal control systems of a material nature and report the matter to the Board.

- viii. Discuss with the Statutory Auditors before the audit commences, the nature and scope of audit, as well as conduct post-audit discussions to ascertain any area of concern.
- ix. Review the functioning of the Vigil Mechanism under the Whistle-Blower Policy of the Company.
- x. Review the financial statements and investments made by subsidiary companies and oversight of subsidiary Companies relating to areas such as adequacy of the internal audit structure and functions of the subsidiaries, their status of audit plan and its execution, key internal audit observations, risk management and the control environment.
- xi. Look into reasons for any substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors, if any.
- xii. Review the effectiveness of the system for monitoring compliance with laws and regulations.
- xiii. Approve the appointment of Chief Financial Officer after assessing the qualifications, experience and background etc. of the candidate.
- xiv. To approve and review policies in relation to implementation of the Prevention of Insider Trading Code to note the dealings by Designated Persons in securities of the Company and to provide directions on any penal action to be initiated, in case of any violation of the said Code.
- xv. Note and take on record the status reports, detailing the dealings by designated persons in listed securities of the Company, as submitted by our compliance officer on a quarterly basis and to provide directions on any penalties for any violations of the Insider Trading Code. Mr Rajesh Pisal, Company Secretary, is the Compliance Officer under the Prevention of Insider Trading Code.

As on date of this Report, the Audit Committee comprises of 4 qualified Directors, out of them 3 are Independent Directors. The Chairman of the Committee is an Independent Director. The Committee's composition complies with the requirements of Section 177 of the Act and Regulation 18 of the Listing Regulations. All Members of the Committee are financially literate and have financial management expertise. The quorum of the Committee is two members or one-third of its members, whichever is higher.

No. of meetings held: The Audit Committee met four times during F.Y. 2023-24, as against the minimum requirement of four meetings. The gap between any 2 meetings did not exceed 120 days.

Dates: 22nd May, 2023, 25th July, 2023, 9th November, 2023 and 13th February, 2024.

The composition of the Audit Committee and attendance of its Members at the meetings held during the year is as follows:

Name of the member	Category	No. of meetings held during tenure	No. of meetings attended
Mr. Kailash Pershad (ceases w.e.f. 31.03.2024)	Chairman (ID)	4	4
Mr. Suyash Bhise (appointed w.e.f. 01.04.2024)	Chairman (ID)	NA	NA
Mr. Rahul Singh	Member (ID)	4	4
Mr. Bhalchandra Sontakke (ceases w.e.f. 31.03.2024)	Member (ID)	4	4
Mr. Adarsh Shukla (appointed w.e.f. 01.04.2024)	Member (ID)	NA	NA
Mr. Mahendra K. Khatau	Member (Chairman & MD)	4	4

The Audit Committee invites such executives as it considers necessary (and particularly the head of the finance function) to be present at its meetings. The Chief Financial Officer and Internal Auditor attend the meetings. The Company Secretary is the Secretary of the Audit Committee.

Mr. Kailash Pershad, The Chairman of the Committee was present at the 57th Annual General Meeting held on 31st August, 2023.

2. NOMINATION AND REMUNERATION COMMITTEE:

The NRC of the Company functions according to its terms of reference, its objectives, composition, meeting requirements, authority and power, responsibilities, reporting and evaluation functions in accordance with Section 178 of the Act and Regulation 19 read with Part D of Schedule II of the Listing Regulations. The brief terms of reference are enumerated as follows:

- i. Devising a policy on Board diversity.
- ii. Evaluate the balance of skills, knowledge and experience of the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director.
- iii. Formulating criteria for evaluation of the Independent Directors and the Board.
- iv. Formulating criteria for determining qualifications, traits and independence of a Director and recommending to the Board a policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
- v. Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out an evaluation of the performance of every Director.
- vi. Recommending / determining remuneration of the Executive Directors / Senior Management Personnel as per the policy.

In compliance with the provisions of Regulation 19 of the Listing Regulations and Section 178 of the Companies Act, 2013 the Company has adopted a policy which deals with the manner of Nomination, Remuneration and Evaluation of the Board of Directors, Key Managerial Personnel and employees in Senior Management. The policy has been posted on the Company's website at <https://www.indokem.co.in/Policies.php>.

As on 31st March 2024, This Committee comprises of the following Directors viz. Mr. Bhalchandra Sontakke (Chairman of the Committee), Mr. Kailash Pershad and Mr. Rahul Singh.

The Board at its Meeting held on 13th February, 2024 subsequent to the year end, re-constituted the Nomination and Remuneration Committee with effect from 1st April, 2024 and inducted Mrs. Sneha Khandekar and Mr. Suyash Bhise as a Chairman and Member, respectively in place of Mr. Bhalchandra Sontakke and Mr. Kailash Pershad upon completion of their tenure as Independent Directors on 31st March, 2024.

Post the re-constitution with effect from 1st April, 2024, the Nomination and Committee would comprise of three Directors viz. Mrs. Sneha Khandekar (Chairman of the Committee), Mr. Rahul Singh, Mr. Suyash Bhise.

The composition of the Committee and meetings and attendance details of the members are given below:

Name of the member	Category	No. of meetings held during tenure	No. of meetings attended
Mr. Bhalchandra Sontakke (ceases w.e.f. 31.03.2024)	Chairman (ID)	4	4
Mrs. Sneha Khandekar (appointed w.e.f. 01.04.2024)	Chairman (ID)	NA	NA
Mr. Rahul Singh	Member (ID)	4	4
Mr. Kailash Pershad (ceases w.e.f. 31.03.2024)	Member (ID)	4	4
Mr. Suyash Bhise (appointed w.e.f. 01.04.2024)	Member (ID)	NA	NA

The Nomination and Remuneration Committee comprises of 3 Directors, all of whom are Non-executive, Independent Directors. The Chairman of the Committee is a Non-executive Independent Director. The Committee's composition meets the requirements of Section 178 of the Act and Regulation 19 of the Listing Regulations.

No. of meetings held: One meeting of Nomination and Remuneration Committee of the Board of Directors was held on 25th July, 2023 during the financial year ended 31st March, 2024.

Mr. Bhalchandra Sontakke, the Chairman of the Committee was present at the 57th Annual General Meeting held on 31st August, 2023. The Company Secretary acts as the Secretary of the Nomination and Remuneration Committee.

POLICY ON NOMINATION, REMUNERATION AND EVALUATION:

A. Performance Evaluation:

Board Performance Evaluation Policy has been framed by the Nomination and Remuneration Committee (NRC) and approved by the Board in its meeting. The policy has been framed in compliance with the provisions of Section 178 (2), 134(3)(p) and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 17(10), 19(4) and Part D of Schedule II of the Listing Regulations, as amended from time to time.

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of the Committees. A structured questionnaire was prepared, after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, execution and performance of specific duties, obligation and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

B. Remuneration Policy:

In determining the remuneration of the Directors, Key Managerial Personnel (KMP) and other employees of the Company, a Remuneration Policy has been framed by the Nomination and Remuneration Committee and approved by the Board with the following broad objectives:

- i. Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the company successfully.
- ii. Motivate KMPs and other employees and to stimulate excellence in their performance.
- iii. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- iv. Ensuring that the remuneration of Directors, KMPs and other employees achieve a balance between components fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- v. Retain, motivate and promote talent and to ensure long term association and loyalty of talented employees.

The full text of the remuneration policy is available at www.indokem.co.in/Policies.php.

C. Criteria for Appointment of Directors, Key Managerial Personnel (KMP) and Senior Management:

- i. Criteria for qualifications, positive attributes and independence of Directors, KMP and Senior Management Personnel.
- ii. Identifying candidates who are qualified to become Directors, KMP and Senior Management Personnel.

D. Remuneration of Directors:

i. Remuneration to Executive Directors:

Remuneration paid to the Executive Directors were recommended by the Nomination and Remuneration Committee, approved by the Board and is subject to the overall limits as approved by the shareholders.

Details of remuneration paid / payable to the Executive Directors for the year ended 31st March, 2024 are given below:

(Amount in ₹)

Sr. No.	Particulars	Mr. Mahendra K. Khatau (Chairman and Managing Director)	Mr. Arupkumar Basu (Managing Director)	Mr. Manish M. Khatau (Whole-time Director)
1	Salary	36,00,000/-	19,95,266/-	13,20,000/-
2	House Rent Allowance	18,00,000/-	9,12,346/-	10,20,000/-
3	House Maintenance Allowance / City Compensatory Allowance / Other Allowances	9,00,000/-	1,06,216/-	8,94,240/-
4	Reimbursement of Gas, Electricity and other utilities Car Maintenance	2,79,600/-	Nil	39,600/-
5	Medical Reimbursement	60,000/-	84,307/-	72,000/-
6	Leave Travel Concession	60,000/-	70,228/-	72,000/-
7	Provident Fund	Nil	2,39,433/-	1,58,400/-
	Total	66,99,600/-	34,07,796/-	35,76,240/-
8	Gratuity @ 4.8 % of basic	1,72,800/-	Nil	63,360/-
1	Service Contract	5 Years	3 Years	3 Years
2	Notice Period	3 Months	3 Months	3 Months

ii. Sitting Fees paid to Non-executive Directors and Independent Directors:

During the year F.Y. 2023-24, the Company paid fees of ₹7,500/- per meeting to its Non-executive Directors and Independent Directors for attending meetings of Board and meetings of Committees of the Board.

Details of total sitting fees paid / payable to the Non-executive Directors and Independent Directors for the year ended 31st March, 2024 are given below:

(Amount in ₹)

Name of Director	Sitting Fees Paid				
	Board Meeting	Audit Committee Meeting	Nomination and Remuneration Committee	Stakeholder Relationship Committee	Independent Directors Meeting
Non-executive Director					
Mrs. Asha M. Khatau	67,500	-	-	-	-
Non-executive Independent Directors					
Mr. Kailash Pershad	45,000	30,000	7,500	30,000	7,500
Mr. Bhalchandra Sontakke	67,500	45,000	15,000	30,000	7,500
Mr. Rahul Singh	67,500	45,000	15,000	30,000	7,500
Mr. Suyash Bhise	22,500	-	-	-	-
Mrs. Sneha Khandekar	22,500	-	-	-	-
Mr. Adarsh Shukla	30,000	-	-	-	-
Mr. Mukund Nagpurkar	22,500	15,000	7,500	-	-

Note: Sitting Fees is cumulative fees paid to all Directors in both the Companies i.e. Refnol Resins and Chemicals Limited and Indokem Limited

None of the Non-executive Directors have any pecuniary relationship or transaction vis-à-vis the Company. Mr. Mahendra K. Khatau and Mrs. Asha M. Khatau are related to each other as husband & wife and Mr. Mahendra Khatau, Mrs. Asha M. Khatau, and Mr. Manish M. Khatau are related to each other as parents and son.

The Non-executive Directors do not get any remuneration from the Company except the sitting fees as approved by the Board from time to time. All Independent Directors are experts in their respective fields and their services are beneficial to the Company.

3. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The SRC functions in accordance with Section 178 of the Act and Regulation 20 read with Part D of Schedule II of the Listing Regulations. The terms of reference of the Committee are as follows:

- a) Considering and resolving grievances (including complaints related to the non-receipt of annual reports, non-receipt of declared dividends and transfer of shares) of security holders (including the shareholders, debenture holders and other security holders).
- b) Resolving the grievances of the security holders related to general meetings, issue of new / duplicate certificates, non-receipt of the annual report, non-receipt of declared dividends and transfer / transmission of shares, etc.
- c) Reviewing any other related matter, which the Committee may deem fit in the circumstances of the case, including the following:
 - adherence to the service standards with respect to various services being rendered by the Registrar and share transfer agent;
 - Review measures taken for effective exercise of voting rights by shareholders;
 - Review various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;

As on 31st March 2024, this Committee comprises of the following Directors viz. Mr. Bhalchandra Sontakke (Chairman of the Committee), Mr. Kailash Pershad and Mr. Rahul Singh.

The Board at its Meeting held on 13th February, 2024 subsequent to the year end, re-constituted the Nomination and Remuneration Committee with effect from 1st April, 2024 and inducted Mr. Suyash Bhise and Mr. Adarsh Shukla as Members, respectively in place of Mr. Bhalchandra Sontakke and Mr. Kailash Pershad upon completion of their tenure as Independent Directors on 31st March, 2024.

Post the re-constitution with effect from 1st April, 2024, the Stakeholders Relationship Committee would comprise of three Directors viz. Mr. Rahul Singh (Chairman of the Committee), Mr. Suyash Bhise, Mr. Adarsh Shukla.

No. of meetings held: Four meetings of Stakeholders Relationship Committee of the Board of Directors were held during the financial year ended 31st March, 2024.

Dates: 22nd May, 2023, 25th July, 2023, 9th November, 2023 and 13th February, 2024.

The composition of the Committee and meetings and attendance details of the members are given below:

Name of the member	Category	No. of meetings held during tenure	No. of meetings attended
Mr. Bhalchandra Sontakke (ceases w.e.f. 31.03.2024)	Chairman (ID)	4	4
Mr. Rahul Singh (designated as Chairman w.e.f. 01.04.2024)	Chairman (ID)	4	4
Mr. Adarsh Shukla (appointed w.e.f. 01.04.2024)	Member (ID)	NA	NA
Mr. Kailash Pershad (ceases w.e.f. 31.03.2024)	Member (ID)	4	4
Mr. Suyash Bhise (appointed w.e.f. 01.04.2024)	Member (ID)	NA	NA

Mr. Bhalchandra Sontakke, the Chairman of the Committee was present at the 57th Annual General Meeting held on 31st August, 2023. The Company Secretary acts as the Secretary of the Stakeholders Relationship Committee.

E. Name, designation and address of Compliance Officer:

Mr. Rajesh D. Pisal

General Manager - Legal and Company Secretary

Indokem Limited

Khatau House, Plot No. 410, Mogul Lane, Mahim (West), Mumbai - 400 016.

Telephone: 022 6123 6711 Email: iklsecretarial@gmail.com

F. Details of investors complaints received during the year F.Y. 2023-24 are as follows:

No. of complaints received at the beginning of the year	00
No. of complaints received during the year	03
No. of complaints resolved during the year	03
No. of complaints pending at the end of the year	00

All the complaints were duly resolved within stipulated time limits.

4. RISK MANAGEMENT COMMITTEE:

The terms of reference, category and composition of the Committee and meetings and attendance details of the members are given below:

Extract of terms of reference	Category and Composition		No. of meetings held and attended
	Name	Category	
The Risk Management Committee of the Board is constituted in line with the provisions of Regulation 21 of SEBI Listing Regulations, 2015 ➤ Frame implement and monitor the risk management plan for the Company.	Mr. Mahendra K. Khatau	Chairman (Chairman & Managing Director)	-
	Mr. Manish M. Khatau	Member (Whole-time Director)	-
	Mrs. Asha M. Khatau	Member (Non-executive Director)	-

No. of meetings held: NIL (Formation of this Committee is not mandatorily applicable to the Company)

5. VIGIL MECHANISM / WHISTLE BLOWER COMMITTEE:

As on 31st March 2024, this Committee comprises of the following Directors viz. Mr. Mahendra Khatau (Chairman of the Committee), Mr. Kailash Pershad and Mr. Rajesh Pisal.

The Board at its Meeting held on 13th February, 2024 subsequent to the year end, re-constituted the Vigil Mechanism/ Whistle Blower Committee with effect from 1st April, 2024 and inducted Mr. Suyash Bhise as Member in place of Mr. Kailash Pershad upon completion of his tenure as Independent Director on 31st March, 2024.

Post the re-constitution with effect from 1st April, 2024, the Vigil Mechanism/ Whistle Blower Committee would comprise of three Directors viz. Mr. Mahendra K. Khatau (Chairman of the Committee), Mr. Suyash Bhise, Mr. Rajesh Pisal.

The terms of reference, category and composition of the Committee and meetings and attendance details of the members are given below:

Extract of terms of reference	Category and Composition		No. of meetings held and attended
	Name	Category	
➤ The Committee provide for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the chairperson of the audit committee in appropriate or exceptional cases.	Mr. Mahendra K. Khatau	Chairman & Managing Director	-
	Mr. Suyash Bhise	Chairman of Audit Committee	-
	Mr. Rajesh Pisal	Company Secretary & Compliance Officer	-

No. of meetings held: No meeting of Whistle Blower Committee of the Board of Directors was held during the financial year ended 31st March, 2024.

6. COMMITTEE OF BOARD OF DIRECTORS:

The terms of reference, category and composition of the Committee and meetings and attendance details of the members are given below:

Extract of terms of reference	Category and Composition		No. of meetings held and attended
	Name	Category	
The Committee of Board of Directors is constituted to look after such matters as may be delegated by the Board from time to time.	Mr. Mahendra K. Khatau	Chairman (Chairman & Managing Director)	10
	Mr. Manish M. Khatau	Member (Whole-time Director)	10
	Mrs. Asha M. Khatau	Member (Non-executive Director)	10

No. of meetings held: Ten meetings of Committee of the Directors were held during the financial year ended 31st March, 2024.

Dates: 18th April, 2023, 26th May, 2023, 4th July, 2023, 8th August, 2023, 4th October, 2023, 2nd November, 2023, 12th December, 2023, 17th January, 2024, 25th January, 2024 and 30th March, 2024.

IV. GENERAL BODY MEETINGS:

A. Details of Annual General Meetings held during the preceding 3 years and Special Resolution passed thereat is given below:

57th Annual General Meeting
Date and Time: 31 st August, 2023 at 02:00 P.M.
Venue: Through Video Conferencing ("VC")/Other Audio Visual Means ("OVAM"). The deemed venue was the Registered Office of the Company.
Details of Special Resolutions passed:
1. Appointment of Mrs. Sneha Vidyadhar Khandekar (DIN: 06729350) as an Independent Director.
2. Appointment of Mr. Suyash Neelkanth Bhise (DIN: 06667481) as an Independent Director.
3. Appointment of Mr. Adarsh Pankaj Shukla (DIN: 10244570) as an Independent Director.
4. Re-appointment of Mr. Manish M. Khatau as a Whole-time Director.
5. Regularisation of Mr. Arupkumar Basu as a Director and Appointment as Managing Director.
6. Approving remuneration of Mr. Mahendra K. Khatau, Managing Director of the Company for a period of 2 (Two) years w.e.f. 1 st April, 2023 of his present tenure.

56th Annual General Meeting

Date and Time: 29 th September, 2022 at 3:00 P.M.

Venue: Through Video Conferencing ("VC")/Other Audio Visual Means ("OVAM"). The deemed venue was the Registered Office of the Company.

Details of Special Resolution passed: Nil

55th Annual General Meeting

Date and Time: 30 th September, 2021 at 3:00 P.M.

Venue: Through Video Conferencing ("VC")/Other Audio Visual Means ("OVAM"). The deemed venue was the Registered Office of the Company.

Details of Special Resolution passed:

1. Resolution under Section 188 of Companies Act, 2013 for entering into related party transactions.

B. Postal Ballot:

1. Resolutions passed through Postal Ballot:

There were no resolutions passed through postal ballot during the financial year ended 31st March, 2024.

2. Whether any special resolution is proposed to be conducted through postal ballot:

No special resolution is proposed to be conducted through postal ballot.

3. Procedure for postal ballot:

No special resolution is proposed through postal ballot; hence the details of procedure are not given.

V. MEANS OF COMMUNICATION:

The Company recognizes the importance of two-way communication with Shareholders and of giving a balanced reporting of results and progress. Full and timely disclosure of information regarding the Company's financial position and performance is an important part of your Company's corporate governance ethos.

Your Company follows a robust process of communicating with its stakeholders, security holders and investors through multiple channels of communications such as dissemination of information on the website of the Stock Exchanges, the Annual Reports and uploading relevant information on its website.

The quarterly, half yearly and annual financial results of the Company are sent out to the BSE Ltd. where the securities of the Company are listed, immediately after they are approved by the Board. The results are thereafter published in leading newspapers in India which includes Mumbai Lakshadeep (Marathi edition) and Business Standard (English Edition). The results are simultaneously posted on the website of the Company at www.indokem.co.in. The official news releases of the Company are displayed on the website of the Company and on the website of BSE Ltd. There were no Presentations made to institutional investors or analysts during the year under review.

The Company has designated email ID - iklsecretarial@gmail.com exclusively for investor servicing and the contact details with respect to Investor Grievance has been provided on the website of the Company at www.indokem.co.in.

VI. COMPANY POLICIES

Indokem's policies equip its employees and stakeholders with clear principles and standards. These policies serve as a decision-making framework, ensuring consistency and fairness in operations. The clear and well-communicated policies help to develop a positive business culture. In order to ensure ethical and transparent conduct of operations, the Board has formulated and implemented well defined codes, policies, charters and practices across the organisation.

The Company has adopted following Statutory policies

1. Company's Code of Conduct

2. Code of Practices and Procedures for Fair Disclosure of UPSI
3. Policy on dealing with Related Party Transactions
4. Policy for determining Materiality of Events
5. Prevention of Insider Trading Rules, 2015
6. Code of conduct for Board of Directors and Senior Management Personnel
7. Details of establishment of Vigil Mechanism / Whistle Blower Policy
8. Policy for Preservation of Documents
9. Policy on Nomination, Remuneration and Evaluation
10. Board Performance and Evaluation Policy
11. Policy on Prevention of Sexual Harassment at Workplace
12. Archival Policy for any Material Event / Information disclosed to the Stock Exchange
13. Policy for Determining Material Subsidiaries
14. Risk Management Policy

VII. DISCLOSURES:

1. Related Party Transactions:

All transactions entered into with Related Parties as defined under Act and Regulation 23 of the Listing Regulations, as amended, during the year under review, were undertaken on an arm's length price basis and in the ordinary course of business. These have been approved by the Audit Committee. Certain transactions repetitive in nature were approved through omnibus route by the Audit Committee.

There were no materially significant transactions with related parties during the year under review which were in conflict with the interest of the Company at large; the Board has approved a policy for related party transactions which has been uploaded on the website of the Company at <https://www.indokem.co.in/Policies.php>.

For related party transactions, refer Note No. 28 of Notes to Accounts annexed to the Financial Statements.

2. Details of material subsidiaries of the Company, including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries are as under:

As at 31st March, 2024, the Company had 3 **non-material** foreign subsidiary companies i.e. Indokem Bangladesh (Pvt.) (Ltd.), Refnol Overseas Limited and Texcare Middle East LLC.

3. Policy for determining 'material' subsidiaries:

The Company has adopted Policy for Determining 'Material' Subsidiaries. The Financial Statements of the subsidiary companies were reviewed by the Audit Committee. The minutes of the Board meetings of all the subsidiary companies were placed before the Board.

4. Vigil Mechanism (Whistle Blower Policy):

In accordance with Section 177 of the Act and Rules made thereunder, read with Regulation 22 of the Listing Regulations, the Board has adopted a 'Vigil Mechanism'/Whistle Blower Policy' for Directors and Employees to report their genuine concerns and actual / potential violations, if any, to the designated official of the Company fearlessly.

The said Policy provides the type of concerns / violation to be reported, investigation procedure, protection and safeguards and other related matters and the same is available at <https://www.indokem.co.in/Policies.php>.

No personnel / employee of the Company have been denied access to the Audit Committee for reporting genuine concerns. During the year under review, 0 (zero) complaint was received under the Whistle Blower Policy.

5. Prevention of Insider Trading:

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulations”), the Company has formulated the “Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons” and the “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information”, (“Code”) which allows the formulation of a trading plan subject to certain conditions and requires pre-clearance for dealing in Company’s shares, It also prohibits dealings in the Company’s shares by Directors, Designated Persons, Connected Persons and their immediate relatives, while in possession of unpublished price sensitive information in relation to the Company and during the period(s) when the Trading Window to deal in the Company’s share is closed. The Code has been revised in line with the amendments to the PIT Regulations from time to time.

The Company has put in place adequate and effective system of internal controls to ensure compliance with the requirements of the PIT Regulations.

A structured digital database of all the designated employees is being digitally maintained by the Company on its internal server. These contains the names and other particulars as prescribed of the persons covered under the Code drawn up pursuant to the PIT Regulations.

The Company Secretary has been appointed as the Compliance Officer to ensure the implementation of the Code for fair disclosure and conduct.

The Board of Directors, Designated Persons and other Connected Persons have affirmed compliance with the Code. The Code is available on the website of the Company and can be accessed at: <https://www.indokem.co.in/pdf/newpdf/Code%20of%20Practices%20and%20Procedures%20for%20Fair%20Disclosure%20of%20UPSI.pdf>

6. Certificates from Practising Company Secretaries

As required by Regulation 34(3) and Schedule V, Part E of the Listing Regulations, the certificate given by M/s. Jay & Associates, Practising Company Secretaries, regarding compliance of conditions of the Company of Corporate Governance, is annexed to the Board’s Report.

As required by Clause 10(i) of Part C under Schedule V of the Listing Regulations, the Company has received a certificate from M/s. Jay & Associates, Practising Company Secretaries, certifying that none of our Directors have been debarred or disqualified from being appointed or continuing as Directors of the Company by SEBI or MCA or such other statutory authority.

7. Disclosures as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Rules, 2013, the Company has framed a policy on the prevention of sexual harassment of women at the workplace and constituted Internal Complaints Committee. The status of complaints during F.Y. 2023-24 is as under:

Filed during 2023-24	Nil
Disposed of during 2023-24	Nil
Pending as at the end of 2023-24	Nil

8. Code of Conduct:

The Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company, which is available at www.indokem.co.in.

All the Board Members and Senior Management Personnel have affirmed compliance with the Code for the Financial Year ended 31st March, 2024. A declaration to this effect signed by the Chairman and Managing Director is annexed to this Report.

9. Reconciliation of Share Capital Audit Report:

Reconciliation of Share Capital Audit Report in terms of SEBI Circular No. CIR/MRD/ DP/30/2010 dated 6th September, 2010 and SEBI Directive no. D&CC/FITTC/ CIR-16/2002 dated 31st December, 2002, confirming that the total issued capital of the Company is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with National Securities Depository Limited and Central Depository Services (India) Limited, is placed before the Board on a quarterly basis and is also submitted to the Stock Exchanges where the shares of the Company are listed.

10. No funds were raised through preferential allotment or qualified institutions placements as specified under regulation 32 (7A) during the year under review.
11. Details of Loans and Advances in the Company and its subsidiaries in which Directors are interested:

Name of the Company	Amount of Loan Advanced (in INR)	Amount Outstanding (in INR)	Name of the Director interested
Indokem Bangladesh Pvt. Ltd.	35,43,685.90	37,48,426.16	Mr. Mahendra K. Khatau and Mr. Manish M. Khatau

12. Details of remuneration paid to the statutory auditors:

The details of total fees for all services paid by the Company to the statutory auditors are as follows:

Payment to Statutory Auditors and its Network Firms	31 st March, 2024 (₹ in lakhs)
Audit and Limited Review Fee	11.00
Tax Audit	1.00
In other capacity - Other Services	7.00
Reimbursement of Expenses	-
Total	19.00

VIII. COMPLIANCE WITH DISCRETIONARY REQUIREMENTS:

All mandatory requirements of the Listing Regulations have been complied with by the Company. The status of compliance with the discretionary requirements, as stated under Part E of Schedule II to the Listing Regulations are as under:

i. The Board:

The Company presently has an Executive Chairman.

ii. Shareholder Rights:

The quarterly / half yearly and yearly financial results were published in one regional language (Marathi) newspaper and one English newspaper.

iii. Modified Opinion(s) in audit report:

The Auditors have expressed an unmodified opinion in their report on the financial statements of the Company.

iv. Separate posts of Chairperson and the Managing Director or the Chief Executive Officer:

The Company has same person as Chairman and Managing Director.

v. Reporting of Internal Auditor:

Internal Auditor are invited to the meetings of the Audit Committee wherein they report directly to the Committee.

IX. GENERAL SHAREHOLDER INFORMATION:
1. Annual General Meeting for F.Y. 2023-24:

Date : Thursday, 26th September, 2024

Time : 2:00 P.M.

Venue : Through video-conferencing/other audio-visual means ('VC/OAVM'). The deemed venue of the AGM shall be Khatau House, Plot No. 410, Mogul Lane, Mahim West, Mumbai – 400 016.

For details, please refer to the Notice of this AGM.

2. Financial Year:

The financial year covers the period from 1st April to 31st March.

3. Date of Book closure and dividend payment date

Book Closure for Dividend will be from Friday, 20th September, 2024 to Thursday, 26th September, 2024, both days inclusive. The Company has not declared any Dividend during the year.

4. Listing on Stock Exchanges:

Your Company's Equity Shares are listed on BSE Limited (BSE) having registered office at P.J. Towers, Dalal Street, Mumbai – 400 001.

The requisite listing fees have been paid in full to the Stock Exchange.

5. Stock Code:

BSE Limited: 504092

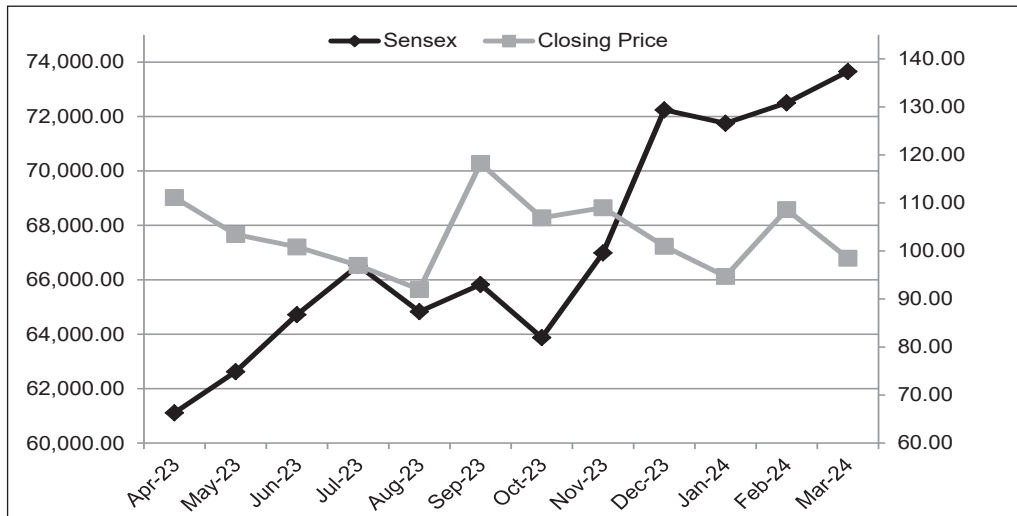
6. ISIN for Equity Shares:

INE716F01012

7. Market Price Data:

Month wise high / low prices during last year at BSE are as under:

Month	High (₹)	Low (₹)
April, 2023	112.25	84.05
May, 2023	128.80	102.20
June, 2023	108.95	89.70
July, 2023	103.85	90.00
August, 2023	98.95	86.15
September, 2023	132.30	90.15
October, 2023	123.40	101.80
November, 2023	121.95	106.05
December, 2023	112.75	90.65
January, 2024	104.80	91.10
February, 2024	118.34	90.60
March, 2024	119.00	94.30

8. Performance of the share price of the Company in comparison to the BSE Sensex:

9. Registrar and Share Transfer Agents:

Name and Address: Link Intime India Private Limited

C-101, 247 Park, L.B.S. Marg,

Vikhroli (West), Mumbai – 400 083.

Telephone: 91 8108116767 / 022 - 4918 6270.

Investor Self-service Portal provided by Link Intime: <https://swayam.linkintime.co.in>

Website: www.linkintime.co.in

10. Address for acceptance of documents:

- i. All the communications relating to Share Transmission in physical form and other communication including share certificates and change of address etc. may be addressed to our Registrar and Share Transfer Agents at the address mentioned above.
- ii. Shareholders may also contact Compliance Officer of the Company, Indokem Limited, Khatau House, Plot No. 410, Mogul Lane, Mahim (West), Mumbai – 400 016.

11. Share Transfer System:

As per Regulation 40 of the Listing Regulations, as amended, securities of listed entities can be transferred only in dematerialised form, with effect from 1st April, 2019 including in case of transmission or transposition of securities, w.e.f. 25th January, 2022. Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. All share transfers and other share-related issues are processed by the RTA. Any Director of the Company or the Company Secretary is empowered to approve transfers.

Pursuant to SEBI circular dated 25th January, 2022, securities of the Company shall be issued in dematerialised form only while processing service requests in relation to issue of duplicate securities certificate, renewal/exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition.

Shareholders should communicate with the RTA, quoting their folio number or Depository Participant ID ('DPID') and Client ID number, for any queries on their securities holding.

Dispute Resolution Mechanism

SEBI has vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022, issued a Standard Operating Procedure ('SOP') for dispute resolution under the Stock Exchange Arbitration

Mechanism for disputes between a listed company and/or registrars to an issue and share transfer agents and its shareholder(s)/investor(s). The Company has complied with the same and is accessible on the website of the Company at the weblink is <https://www.indokem.co.in/pdf/Online%20Resolution%20of%20Disputes%20and%20link%20to%20ODR%20Portal.pdf>

SCORES: A centralised web based complaints redress system 'SCORES' which serves as a centralised database of all complaints received, enables uploading of Action Taken Reports by the concerned companies and online viewing by the investors of actions taken on complaints and its current status.

Online Dispute Resolution Portal ('ODR Portal'):

A mechanism to streamline and strengthen the existing dispute resolution in the Indian Securities Market, SEBI vide Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023 (updated as on December 20, 2023), introduced the ODR Portal. This mechanism enhanced the degree of regulatory supervision by SEBI over disputes between aggrieved parties and the ODR order is binding on both the parties to the dispute.

Pursuant to above-mentioned circulars, the aggrieved party can initiate the mechanism through the ODR portal, after exercising the primary options to resolve the issue directly with the Company and through the SCORES platform.

12. Shareholding pattern as on 31st March, 2024:

Sr. No.	Category	No. of Shares held	(%) of Shareholding
1.	Promoters and Promoter group	1,91,61,719	68.71
2.	Mutual Funds, Banks / Financial Institutions and Insurance Cos.	53,775	0.19
3.	Body Corporate	3,39,560	1.22
4.	Indian Public / HUF	75,71,379	27.15
6.	Clearing Members	2830	0.01
7.	NRIs / OCBs / Foreign Nationals	7,58,992	2.72
Total		2,78,88,255	100.00

13. Distribution of Shareholding as on 31st March, 2024:

Category (Shares)	No. of Shareholders	(%) of Shareholders	No. of Shares	(%) of Shares
Up to – 5,000	25593	99.3	4597909	16.49
5,001 – 10,000	84	0.33	581666	2.09
10,001 – 20,000	45	0.17	599435	2.15
20,001 – 30,000	14	0.05	343525	1.23
30,001 – 40,000	5	0.02	177954	0.64
40,001 – 50,000	5	0.02	220928	0.79
50,001 – 1,00,000	9	0.04	631388	2.26
100,001 and above	18	0.07	20735450	74.35
Total	25773	100.00	27888255	100.00

14. Dematerialization of Shares and Liquidity:

The Company has an arrangement with NSDL and CDSL for dematerialisation of shares with ISIN INE716F01012. As on 31st March, 2024, 89.62% of equity share capital corresponding to equity shares were held in dematerialised form.

In accordance with the proviso to Regulation 40(1) of Listing Regulations transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a Depository. However, investors are not barred from holding shares in physical form.

The shares of the Company are traded on BSE Limited.

Suspense Escrow Demat Account ('SEDA')

Pursuant to SEBI Circular dated January 25, 2022, to enhance the shareholders experience in dealing with securities markets, the listed companies shall issue the securities in dematerialized form only, while processing any investor service requests viz., issue of duplicate share certificates, endorsement, transmission, transposition.

After processing the investor service request(s), a Letter of Confirmation ('LOC') would be issued to the shareholders in lieu of a physical securities certificate. LOC shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerializing the said securities/shares. In case the shareholders fail to submit the dematerialisation request within 120 days, the Company shall then credit those securities to the Suspense Escrow Demat Account ("SEDA") held by the Company. The shareholders can reclaim these shares from the Company's SEDA on submission of documentation prescribed by SEBI.

15. Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, conversion dates and likely impact on equity: Nil

16. The Company has complied with all the requirements of Corporate Governance Report as stated under sub-paras (2) to (10) of section (C) of Schedule V to the Listing Regulations.

17. The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of the Listing Regulations, applicable with regard to Corporate Governance.

18. Disclosure with respect to demat suspense account/ unclaimed Suspense Account:

In accordance with the requirement of Regulation 34(3) and Part F of Schedule V to the Listing Regulations, details of equity shares in the suspense account are as follows:

Particulars	Number of Shareholders	Number of equity shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 1 st April, 2023	-	-
Shareholders who approached the Company for transfer of shares from suspense account during the year	1	70
Shareholders to whom shares were transferred from the suspense account during the year	1	70
Shareholders whose shares are transferred to the demat account of the IEPF Authority as per Section 124 of the Act	-	-
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 31 st March, 2024	237	218962

The voting rights on the shares outstanding in the suspense account as on 31st March, 2024, shall remain frozen till the rightful owner of such shares claims the shares.

19. Furnishing of KYC by Physical Shareholders

Considering the ease of doing business for Investors in the securities market, the Securities and Exchange Board of India vide its circulars dated 3rd November 2021 and 16th March 2023 mandated Investors holding securities of listed companies in physical mode to furnish PAN and Nomination (the "KYC") in the prescribed form in addition to furnishing the Bank Account and contact details of such shareholders. The shareholders holding shares in physical form are requested to refer to the communication sent by the Company earlier for detailed instructions in this regard and provide the KYC and other details to the Company's Registrar and Share Transfer Agent.

In view of the above, the shareholders holding shares in physical form are requested to furnish the KYC and other details and also dematerialize their holdings at the earliest. The relevant circulars and the forms to be furnished for updating KYC and other details are available on the website of the Company at www.indokem.co.in and the shareholders may also approach the compliance officer at the registered office of the Company.

20. List of all Credit ratings obtained by the Company: No Credit Ratings obtained during F.Y. 2023-24.

21. Disclosure of Agreements Binding Listed Entities under Clause 5A of Paragraph A of Part A of Schedule III

During the F.Y. 2024, no such agreements were entered.

22. Address for Correspondence:

Indokem Limited

Khatau House, Plot No. 410, Mogul Lane,
Mahim (West), Mumbai – 400 016.

Telephone: 022 6123 6767

Designated e-mail address for Investor Services: iklsecretarial@gmail.com

Website: www.indokem.co.in

23. Plant Locations:

- i. Company Owned Plant - Plot No. 66, Chikhholi MIDC, Ambernath, Dist. Thane, Maharashtra - 421 505.
- ii. Company Owned Plant: Plot 23, Phase 3, GIDC Naroda, Ahmedabad, Gujarat - 382 330.
- iii. Rented Plant - Plot No. 112, Chikhholi MIDC, Ambernath, Dist. Thane, Maharashtra - 421 505.
- iv. Rented Plant - Plot No. 125, Chikhholi MIDC, Ambernath, Dist. Thane, Maharashtra - 421 505.
- v. Rented Plant - Plot No. 128, Chikhholi MIDC, Ambernath, Dist. Thane, Maharashtra - 421 505.
- vi. Company Owned Godown - Survey No. 81/2, Hissa No.2B, at Village Dahisar Mori, Taluka and District Thane, Maharashtra - 421 204.
- vii. Rented Plant / Godown - Survey No. 292, at Narol-Bareja Road, Opp. Shahwadi Bus Stand, N.H. No. 8, Narol, Ahmedabad, Gujarat - 382 405.
- viii. Rented Plant - 1 / 4 I, Palladam Road, Thanneer Pandhal, Pappampatti, Suler Taluk, Pappampatti, Coimbatore, Tamil Nadu - 641 016.
- ix. Rented Godown - Plot No. 30/6, Naroda GIDC Road, Naroda, Ahmedabad, Gandhinagar, Gujarat - 382 330.
- x. Rented Godown - Plot No. 31/32, Naroda GIDC Road, Naroda, Ahmedabad, Gandhinagar, Gujarat - 382 330.

24. Disclosure of commodity price risk or foreign exchange risk and hedging activities:

The Company is working on to manage its risks associated with commodity imports from international markets as well as local market. The objective of this is to ensure protection from risk arising out of adverse and volatile movement in commodity prices by proper monitoring of the exposures and taking timely actions to keep risks to acceptable levels.

The volatility and significant increases in raw material prices in recent years, has already had, and could in the future, have a material adverse effect on the Company's results of operations and financial condition. While the Company is trying to take certain commercial and technical measures to reduce the impact of this adverse development including increasing or changing the commercial terms of the sales of finished products, but there can be no assurance that such measures will be successful.

Further, the Company has a dedicated Procurement team with strong understanding of chemical raw material markets. This team works closely with suppliers and the Company's operations team to plan and source its raw material supplies through reliable and lowest cost supply chain.

Volatility in raw material prices significantly impacts the input costs of manufacturing and therefore, profitability. Dependence on global supply chains as well as geo-political events requires close tracking of potential risks. The Company being a sizable user of commodities, exposes it to the price risk on account of procurement of commodities. However, there are no hedging instruments suitable to the company to specifically mitigate the aforesaid risk. In respect of foreign exchange risk, the Company proposes to use foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to its commitments.

For and on behalf of the Board

Sd/-

Mr. Mahendra K. Khatau
Chairman & Managing Director
DIN: 00062794

Place: Mumbai

Date: 13th August, 2024

INDEPENDENT AUDITOR'S REPORT

To the Members of Indokem Limited

Report on the audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of INDOKEM LIMITED ("the Company"), which comprises the Balance Sheet as at 31st March 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and notes to the Standalone Financial Statements, including a summary of material accounting policies and other explanatory information (herein after referred to as "the 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 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2024, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone 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 Standalone 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 independence requirements that are relevant to our audit of the Standalone 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 on the Standalone Financial Statements.

Emphasis of Matter

I. We draw attention to Note 31(A) of the accompanying standalone financial statement, whereby the Company has provided explanation for the change in accounting policy from deemed Cost model to Revaluation model for the entire class of asset related to free hold and leasehold land and Provisioning for its recoverable financial Assets. The company has disclosed its related impact on financial statement of the Company. Further, the Company has restated the financial statement of the earlier periods presented and the impact for change in such accounting policy have been duly disclosed in accordance with Ind AS - 8 "Accounting Policies, Changes in Accounting Estimates and Errors". The Impact of changes on the restated financial statement, due to change in above accounting policy has been audited by us.

Our opinion is not modified in respect of above matter.

II. We draw attention to Note 31(B) of the accompanying standalone financial statement regarding Revised Scheme of Amalgamation. The board of directors had at their meeting held on 15th January, 2022 inter alia approved Revised Scheme of Amalgamation between Indokem Limited and Refnol Resins and Chemicals Limited w.e.f. the Appointed Date i.e. 1st April, 2021.

The above Scheme is effective from 29th September, 2023 and accordingly, the financial information of the Company for the year ended 31st March, 2023 and 1st April, 2022 included in these Financials statement have been restated to give the effect of the adjustments arising from Amalgamation (the "Scheme") as fully described in the Note 31(B) to the standalone financial statement.

Our opinion is not modified in respect of above matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr No	Key Audit Matter	Auditor's Response
1)	<p>Litigations, Provisions and contingent liabilities</p> <p>The Company has several litigations which also include matters under dispute which involves significant management judgement and estimates on the possible outcome of the litigations and consequent provisioning thereof or disclosure as contingent liabilities.</p> <p>Refer Note 22 to the Standalone Financial Statements.</p>	<p><u>Our Audit procedures included the following:</u></p> <p>As part of the audit process, we obtained from the management details of matters under disputes including ongoing and completed tax assessments, demands and other litigations. We also performed the following audit procedures:</p> <ul style="list-style-type: none"> • Evaluation and testing of the design of internal controls followed by the Company relating to litigations and open tax positions for direct and indirect taxes and process followed to decide provisioning or disclosure as Contingent Liabilities; • Discussed with Company's legal team and taxation team for sufficient understanding of on-going and potential legal matters impacting the Company; • We also involved our internal tax experts to evaluate the management's underlying judgements in making their estimates with regard to such matters.

Information other than the Financial Statement and Auditor's Report thereon

The Company's management and Board of Directors is responsible for preparation the other information. The other information comprises the information included in the Management discussion and analysis, board's report including Annexure to Board's Report, Corporate Governance and Shareholder's information, but does not include the Standalone Financial Statements and our auditor's report thereon. The Board's Report including Annexure to Board's Report, Corporate Governance and Shareholder's Information are expected to be made available to us after the date of this auditor's report. Any material misstatement thereon pertaining to it will be reported thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we will 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 identified above and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the 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.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's management and 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 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 Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of 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 Standalone 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 Standalone 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 Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation;

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

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 Standalone 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 (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the 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 purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books. s (Also refer our comments in para 2(h)(vi)).
- (c) The Balance Sheet, the Statement of Profit and Loss including other Comprehensive Income, Statement of changes in Equity and the Cash Flow statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act;
- (e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 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 of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements – Refer note 22 to the Standalone Financial Statements.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31st March 2024.
 - iv.
 - i. The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - ii. The Management has represented that , to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - iii. Based on such audit procedures performed 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) contain any material mis-statement.
 - v. There is no dividend declared or paid during the year by the Company and hence provisions of section 123 of the companies Act, 2013 are not applicable.
 - vi. Based on our examination, which includes test checks, and other generally accepted audit procedures performed by us, we report that the Company has used accounting software for maintaining its books

of accounts which has a feature of recording audit trails (edit log) facility except for instances mentioned below. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with. Also Refer Note 36 to the Standalone Financial Statements.

For **C N K & Associates LLP**
Chartered Accountants
Firm Registration No.:101961W / W-100036

Sd/-
Pareen Shah
Partner
Membership No. 125011

Place : Mumbai
Date : 30th May, 2024
UDIN: 24125011BKEQWQ8994

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of the Company of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- (i) (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
- (B) The Company is maintaining proper records showing full particulars of intangible assets;
- (b) The Company has a phased programme of physical verification of its Property, plant and equipments so as to cover all assets once in two years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain Property, plant and equipments were verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification;
- (c) Based on our verification of the documents provided to us and according to the information and explanations given by the Management, the title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) as disclosed in the Standalone Financial Statements, are held in the name of the Company as at the Balance Sheet date except following:

(₹ In lakhs)

Sr. No.	Description of item of property	Gross carrying value as on 31.03.24	Title deeds held in the name of	Whether promoter, director or their relative or employee	Property held since which date	Reason for not being held in the name of the Company
1	Buildings (Delhi)	133.60	M / s Ramakem Limited	Amalgamated Company	01/10/1994	The Company became the owners of the premises by virtue of Scheme of Amalgamation of M/s. Manish Dyes Products Private Limited and M/s. Ramakem Limited, with the Company. However, pending completion of the relevant registration formalities, the immovable properties continue to be in the name of the erstwhile amalgamated company.

(₹ In lakhs)

Sr. No.	Description of item of property	Gross carrying value as on 31.03.24	Title deeds held in the name of	Whether promoter, director or their relative or employee	Property held since which date	Reason for not being held in the name of the Company
2	Land and Building (Naroda)	2103.45	M/s Refnol Resins and Chemicals Limited	Amalgamated Company	01/04/2021	The Company became the owners of the premises by virtue of Scheme of Amalgamation between Indokem Limited and Refnol Resins and Chemicals Limited. However, pending completion of the relevant registration formalities, the immovable properties continue to be in the name of the erstwhile amalgamated companies.

- (d) The Company has not revalued its Property, plant and equipment during the year except for the entire class of asset related to free hold and leasehold land during the year. On the basis of information and explanation given to us, we report that the following class of asset related to free hold and leasehold land have been revalued which has changes more than 10% in the aggregate of the net carrying value free hold and leasehold land.

Particulars	Pre- Revaluation Net Carrying amount as at 31.03.2024	Revaluation amount	Post Revaluation Net Carrying amount as at 31.03.2024	Percentage Change (%)
Leasehold Land	2,353.11	1,835.60	4,188.71	78.00%
Freehold Land	264.15	209.85	474.00	79.44%

Such revaluation has been carried out by registered valuer and the revaluation has been carried out only to the extent of classes of Property Plant and Equipment shown in the above table. Refer Note 3(a) to the Standalone Financial Statements.

- (e) The Company does not have any proceedings initiated or pending for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder. Hence the requirements under paragraph 3(i)(e) of the Companies (Auditor's Report) Order, 2020 ("the Order") are not applicable to the Company;
- (ii) (a) In our opinion and according to information and explanations given to us, physical verification of inventory has been conducted at reasonable intervals with appropriate coverage and procedures of such verification by the management and no discrepancies were noticed on physical verification of 10% or more in aggregate for each class of inventory;
- (b) Based on our examination of the records, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets and quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company.
- (iii) The Company has made investments in, companies, firms, Limited Liability Partnerships and granted unsecured loans to other parties, during the year, in respect of which:
- a) The Company has given loans its subsidiary with aggregate amount granted / provided during the year ₹31.51 lakhs during the year and where balance outstanding as at Balance Sheet date is ₹37.78 lakhs;
- b) In our opinion and according to the information provided to us, the terms and conditions of the grant of such loan are not prejudicial to the interest of the Company;
- c) In respect of loan granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are generally been regular as per stipulation.

- d) In respect of loan granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.

Other than that mentioned above, the Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnership or any other parties;

- (iv) The Company has complied with the provisions of sections 185 and 186 of the Companies Act 2013 in respect of loans granted, investment made, and guarantee and securities provided, as applicable;
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits within the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under, therefore, the provisions of paragraph 3(v) of the Order are not applicable to the Company;
- (vi) We have broadly reviewed the cost records maintained by the Company as prescribed by the Central Government under sub section (1) of Section 148 of the Companies Act, 2013 and are of the opinion that prima facie the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete;
- (vii) (a) In our opinion, the Company is generally regular in depositing undisputed statutory dues including Goods and Service tax , provident fund, employee state insurance, income-tax, sales tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues as applicable to the appropriate authorities;

There were no undisputed amounts payable with respect to above statutory dues in arrears as at March 31, 2024 for a period of six months from the date they became payable;

- (b) The particulars of statutory dues as at March 31, 2024 which have not been deposited on account of a dispute are as follows:

Name of the Statute	Nature of dues	Amount (₹ in Lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax (Including interest and penalty thereon)	11.92	A.Y. 2007 - 2008	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax (Including interest and penalty thereon)*	2.09	A.Y. 2006 - 2007	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax (Including interest and penalty thereon)*	95.59	A.Y. 2017 - 2018	Commissioner of Income Tax (Appeals)
The Employees Provident Funds and Miscellaneous Provisions Act, 1952	Provident fund Ankleshwar	45.49	March 1997 to August 2007	Central Government Industrial Tribunal - Ahmedabad
The Employees Provident Funds and Miscellaneous Provisions Act, 1952	Provident fund Ankleshwar	3.30	March 2007 to July 2011	Central Government Industrial Tribunal - Ahmedabad
The Employees Provident Funds and Miscellaneous Provisions Act, 1952	Provident fund Mumbai	6.53	August 2012 to November 2012	Central Government Industrial Tribunal - Mumbai

Name of the Statute	Nature of dues	Amount (₹ in Lakhs)	Period to which the amount relates	Forum where dispute is pending
The Employees Provident Funds and Miscellaneous Provisions Act, 1952	Provident fund Mumbai	8.52	April 2010 to March 2012	Central Government Industrial Tribunal - Mumbai
The Employees Provident Funds and Miscellaneous Provisions Act, 1952	Provident fund Mumbai	9.69	April 2010 to March 2012	Central Government Industrial Tribunal - Mumbai
The Employees Provident Funds and Miscellaneous Provisions Act, 1952	Provident fund Mumbai	3.78	December 2012 to March 2013	Central Government Industrial Tribunal - Mumbai
The Employees State Insurance Act, 1948	ESIC damages - Ankleshwar	7.27	August 2006- May 2009	Industrial Court, Vadodara
Goods and Service Tax Act, 2017	Goods and Service Tax (Including interest and penalty thereon)	1,521.06	July 2017 to March 2018	Additional Commissioner of State Tax, Ahmedabad
* Net off amounts paid under protest.				

- (viii) There were no transactions which were not recorded in the books of account, have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961);
- (ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender;
- (b) The Company is not declared as wilful defaulter by any bank or financial institution or other lender;
- (c) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender;
- (d) On an overall examination of the Standalone Financial Statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company;
- (e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures;
- (f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies;
- (x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable;
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable;
- (xi) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year;
- (b) According to the information and explanations given to us, no report under sub - section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- (c) According to the information and explanations given to us, and based on our examination of the records, Company has not received any whistle blower complaints during the year.
- (xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable;

- (xiii) In our opinion, all the transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards;
- (xiv) (a) In our opinion and the records examined by us, the Company has an internal audit system commensurate with the size and nature of its business;
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures;
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him and the provisions of section 192 of the Companies Act, 2013 are not applicable;
- (xvi) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion and as presented by management there is no core investment Company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable;
- (xvii) The Company has incurred cash loss of Rs. 288.42 lakhs in the financial year However, Company has not incurred cash loss in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year; and accordingly the reporting under clause 3(xviii) is not applicable;
- (xix) Based on our examination of financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the Standalone Financial Statements, knowledge of the Board of Directors and management plans, and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of Balance Sheet as and when they fall due within a period of one year from the Balance Sheet date;
- We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the Balance Sheet date, will get discharged by the Company as and when they fall due;
- (xx) The Company is not required to spend any amount on CSR activities during the current year Accordingly, reporting under clause 3(xx)(a) and (b) of the Order is not applicable for the year.

For **C N K & Associates LLP**
Chartered Accountants
Firm Registration No.:101961W / W-100036
Sd/-
Pareen Shah
Partner
Membership No. 125011

Place : Mumbai
Date : 30th May, 2024
UDIN: 24125011BKEQWQ8994

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")

We have audited the internal financial controls over financial reporting of INDOKEM LIMITED ("the Company") as of 31st March 2024 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 Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of internal financial controls with reference to Standalone Financial Statements of the Company 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") 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, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about internal financial controls with reference to Standalone Financial Statements of the Company were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the internal financial controls with reference to Standalone Financial Statements of the Company 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 Standalone 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 Standalone 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 Standalone 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 Standalone 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 has, in all material respects, an internal financial controls system with reference to Standalone Financial Statements of the company and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **C N K & Associates LLP**
Chartered Accountants
Firm Registration No.:101961W / W-100036

Sd/-
Pareen Shah
Partner
Membership No. 125011

Place : Mumbai
Date : 30th May, 2024
UDIN: 24125011BKEQWQ8994

STANDALONE BALANCE SHEET AS AT MARCH 31, 2024
₹ in lakhs

	Note No.	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
ASSETS				
Non-current Assets				
Property, plant and equipment	3(a)	6,455	5,918	5,753
Capital work-in-progress	3(b)	4	52	88
Goodwill	4	71	71	71
Intangible assets	4	3	4	8
Financial assets				
Investments	5(a)	96	90	90
Loans	5(b)	-*	-	-
Other financial assets	5(c)	55	56	51
Income tax assets (net)	6	25	19	20
Other non-current assets	7	55	228	219
Total Non-current Assets		6,764	6,438	6,300
Current Assets				
Inventories	8	2,287	1,887	1,866
Financial assets				
Trade receivables	5(d)	2,513	2,594	2,516
Cash and cash equivalents	5(e)	22	72	74
Bank balance other than cash and cash equivalents	5(f)	36	42	36
Loans	5(b)	40	-	1
Other financial assets	5(c)	45	41	71
Income tax assets (net)	6	-	3	4
Other current assets	7	119	221	224
Total Current Assets		5,062	4,860	4,792
Total Assets		11,826	11,298	11,092
EQUITY AND LIABILITIES				
Equity				
Equity share capital	9(a)	2,789	2,789	2,789
Other equity	9(b)	2,451	2,636	2,698
Total Equity		5,240	5,425	5,487
LIABILITIES				
Non-current Liabilities				
Financial liabilities				
Borrowings	10(a)	1,279	1,332	943
Other financial liabilities	10(c)	269	448	425
Provisions	11	292	307	281
Total Non-current Liabilities		1,840	2,087	1,649
Current Liabilities				
Financial liabilities				
Borrowings	10(b)	960	900	854
Trade payables	10(d)			
(i) Total outstanding dues of Micro and Small Enterprises		126	62	-
(ii) Total outstanding dues other than Micro and Small Enterprises		2,766	2,350	2,518
Other financial liabilities	10(c)	18	30	47
Provisions	11	109	100	85
Other current liabilities	12	767	344	452
Total Current Liabilities		4,746	3,786	3,956
Total Liabilities		6,586	5,873	5,605
Total Equity and Liabilities		11,826	11,298	11,092

* Amount is below rounding off limits followed by the Company's norms
See accompanying notes 1 to 37 forming part of Ind-AS financial statement.

As per our attached report of even date

For C N K & Associates LLP

Chartered Accountants

Firm Registration No.: 101961 W / W - 100036

Parveen Shah

Partner

Membership No.: 125011

Place: Mumbai

Date: May 30, 2024

For and on behalf of the Board

INDOKEM LIMITED

Mahendra K. Khatau

Chairman & Managing Director

DIN : 00062794

Rupal B. Parikh

Chief Financial Officer

Place: Mumbai

Date: May 30, 2024

Manish M. Khatau

Director

DIN : 02952828

Rajesh D. Pisal

Company Secretary

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2024

		₹ in lakhs	
	Note No.	Year ended March 31, 2024	Year ended March 31, 2023 (Refer Note No. 31)
CONTINUING OPERATIONS			
Income			
Revenue from operations	13	13,951	14,069
Other income	14	40	67
Total Income		13,991	14,136
Expenses			
Cost of materials consumed	15	9,838	10,005
Purchase of stock in trade		226	131
Changes in inventories of finished goods and work-in-process and Stock in trade	16	84	8
Employee benefits expenses	17	1,574	1,478
Finance cost	18	294	279
Depreciation / amortisation	3 & 4	238	199
Other expenses	19	2,259	2,088
Total Expenses		14,513	14,188
Profit / (loss) before tax		(522)	(52)
Current tax	20	-	-
Excess / short Provision for previous years		4	-*
Profit / (loss) after tax		(526)	(52)
Other comprehensive income			
<i>Items that will not be reclassified subsequently to profit and loss account</i>			
Remeasurement of post employment benefit obligation		(32)	(9)
Total other comprehensive income / (loss)		(32)	(9)
Total comprehensive income / (loss) for the year		(558)	(61)
Earnings per equity share (Face value of ₹10 each) :			
Basic and diluted earnings per share (in ₹)	21	(1.89)	(0.19)

* Amount is below rounding off limits followed by the Company's norms

See accompanying notes 1 to 37 forming part of Ind-AS financial statement.

As per our attached report of even date

For C N K & Associates LLP

Chartered Accountants

Firm Registration No.: 101961 W / W - 100036

Parveen Shah

Partner

Membership No.: 125011

Place: Mumbai

Date: May 30, 2024

For and on behalf of the Board

INDOKEM LIMITED

Mahendra K. Khatau

Chairman & Managing Director

DIN : 00062794

Rupal B. Parikh

Chief Financial Officer

Place: Mumbai

Date: May 30, 2024

Manish M. Khatau

Director

DIN : 02952828

Rajesh D. Pisal

Company Secretary

SATNDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2024
A. Equity Share Capital

₹ in lakhs

Balance as at April 1, 2023	Changes in Equity Share Capital due to prior period errors	Restated balance as at April 1, 2023	Changes in equity share capital during the year	Forfeited Shares	Shares Pending Issuance	Balance as at March 31, 2024
2,789	-	2,789	-	-	-	2,789

Balance as at April 1, 2022	Changes in Equity Share Capital due to prior period errors	Restated balance as at April 1, 2022	Changes in equity share capital during the year	Forfeited Shares	Shares Pending Issuance	Balance as at March 31, 2023
2,433	-	2,433	-	-	356	2,789

Balance as at April 1, 2021	Changes in Equity Share Capital due to prior period errors	Restated balance as at April 1, 2022	Changes in equity share capital during the year	Forfeited Shares	Shares Pending Issuance	Balance as at April 1, 2022
2,433	-	2,433	-	-	356	2,789

B. Other Equity

₹ in lakhs

Particulars	Reserves and Surplus					Total Equity
	Securities Premium Reserve	Capital Reserve	General Reserve	Retained Earnings	OCI	
Balance as at April 1, 2023	1,225	435	648	(1,321)	1,649	2,636
Add: Revaluation of Property, Plant and Equipments (Refer Note 3(a))	-	-	-	-	379	379
Less: Share issuance expenses	6	-	-	-	-	6
Total Comprehensive Income for the year	-	-	-	(558)	-	(558)
Transfer to retained earnings	-	-	-	(17)	17	-
Balance as at March 31, 2024	1,219	435	648	(1,861)	2,011	2,451

₹ in lakhs

Particulars	Reserves and Surplus					Total Equity
	Securities Premium Reserve	Capital Reserve	General Reserve	Retained Earnings	OCI	
Balance as at April 1, 2022	1,225	435	648	(1,276)	1,666	2,698
Total Comprehensive Income for the current year	-	-	-	(61)	-	(61)
Transfer to retained earnings	-	-	-	(17)	17	-
Balance as at March 31, 2023	1,225	435	648	(1,321)	1,649	2,636

**SATNDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2024
(Contd.)**

₹ in lakhs

Particulars	Reserves and Surplus				OCI	Total Equity
	Securities Premium Reserve	Capital Reserve	General Reserve	Retained Earnings		
Balance as at April 1, 2021	1,024	461	648	(1,373)	-	760
Changes on account of Amalgamation (Refer Note 31 (B))	201	(26)	-	760	-	936
Restated balance as at April 1, 2022	1,225	435	648	(612)	-	1,696
Changes in accounting policy or prior period errors (Refer note 31 (A))	-	-	-	(937)	1,666	730
Total Comprehensive Income for the current year	-	-	-	273	-	273
Balance as at April 1, 2022	1,225	435	648	(1,276)	1,666	2,698

The accompanying notes are an integral part of the financial statements.

As per our attached report of even date

For C N K & Associates LLP

Chartered Accountants

Firm Registration No.: 101961 W / W - 100036

For and on behalf of the Board
INDOKEM LIMITED
Pareen Shah

Partner

Membership No.: 125011

Mahendra K. Khatau

Chairman & Managing Director

DIN : 00062794

Manish M. Khatau

Director

DIN : 02952828

Rupal B. Parikh

Chief Financial Officer

Rajesh D. Pisal

Company Secretary

Place: Mumbai

Date: May 30, 2024

Place: Mumbai

Date: May 30, 2024

STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2024

	Year ended March 31, 2024	Year ended March 31, 2023 (Refer Note No. 31)
₹ in lakhs		
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit / (loss) before tax	(522)	(52)
Adjustments for :		
Depreciation	238	199
Finance costs	294	279
Interest income	(8)	(3)
Allowances for credit losses	19	12
Bad debts written off	30	-
Provision No longer required	(9)	-
Profit on sale of current and non-current investments (net)	-	-*
Sundry balances written off / (written back)	(2)	(38)
Unrealised exchange rate difference (net)	4	-
Operating profit before working capital changes	44	397
Changes in working capital:		
(Increase) / decrease in inventories	(399)	(21)
(Increase) / decrease in trade receivables	27	(89)
(Increase) / decrease in loans and advances	(39)	-
(Increase) / decrease in other financial assets	(3)	26
(Increase) / decrease in other assets	66	(5)
Increase / (decrease) in trade payables	480	(106)
Increase / (decrease) in other financial liabilities	(182)	6
Increase / (decrease) in other liabilities	423	(72)
Increase / (decrease) in provisions	(37)	32
Cash generated from operations	380	168
Income taxes refunded / (paid), net	(4)	2
Net cash (used in) / generated from operating activities	376	170
B. CASH FLOW FROM INVESTING ACTIVITIES		
Expenditure on property, plant and equipment and capital advances	(136)	(324)
Investment in subsidiary	(6)	-
Redemption / (investments in fixed deposits)	6	(6)
Interest received	8	3
Net cash (used in) / generated from investing activities	(128)	(327)

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

₹ in lakhs

	Year ended March 31, 2024	Year ended March 31, 2023 (Refer Note No. 31)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from loans taken from banks and financial institutions	799	5,863
Repayment of loans taken from banks and financial institutions	(723)	(5,423)
Unsecured loans taken from directors	82	7
Unsecured loans repaid to directors	(153)	(11)
Repayment of loans to company	-*	(2)
Finance costs paid	(303)	(279)
Net cash (used in) / generated from financing activities	(298)	155
NET CASH (USED IN) / GENERATED FROM CONTINUING OPERATIONS	(50)	(2)
INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	(50)	(2)
Cash and cash equivalents at the beginning of the year	72	74
Cash and cash equivalents at the end of the year	22	72

*Amount is below the rounding off limits followed by the Company's norms.

Notes :

- The above cash flow statement has been prepared under the "Indirect Method" set out in Indian Accounting Standard (Ind As-7) on statement of Cash Flow as notified under Companies (Accounts) Rule 2015.

As per our attached report of even date

For C N K & Associates LLP

Chartered Accountants

Firm Registration No.: 101961 W / W - 100036

For and on behalf of the Board

INDOKEM LIMITED

Pareen Shah

Partner

Membership No.: 125011

Mahendra K. Khatau

Chairman & Managing Director

DIN : 00062794

Manish M. Khatau

Director

DIN : 02952828

Rupal B. Parikh

Chief Financial Officer

Place: Mumbai
Date: May 30, 2024

Rajesh D. Pisal

Company Secretary

Place: Mumbai

Date: May 30, 2024

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 1 : Corporate Information

Indokem Limited (referred to as “the Company”) manufactures and deals in dyes, sizing chemicals and auxiliaries used in textile industry. It is also engaged in manufacturing and marketing of resins and chemicals. The Company also deals in electrical capacitors. It has its head office at Mahim, Mumbai and branch offices at Ahmedabad, Delhi and Coimbatore. Its manufacturing facilities are located at Dahisar Mori and Ambernath near Mumbai, at GIDC Naroda in Ahmedabad and at Coimbatore. The warehousing facilities are located at Dahisar Mori, Ambernath near Mumbai, Narol-Ahmedabad, GIDC -Naroda - Ahmedabad and Coimbatore. The Company is incorporated and domiciled in India and is listed on the Bombay Stock Exchange in India.

These Standalone Financial Statements for the year ended March 31, 2024 are approved for issue by the Board of Directors on May 30, 2024.

Note 2.1 : Material Accounting Policies
a) Statement of compliance:

These financial statements are prepared in accordance with the Indian Accounting Standard (referred to as “Ind AS”) notified under Section 133 of Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Accounting Policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

b) Basis of preparation and presentation:
1) Basis of preparation:

These financial statements have been prepared in accordance with historical cost basis except for the following assets and liabilities :

- i) Certain financial assets and liabilities are measured at fair value;
- ii) Assets held for sale are measured at the lower of carrying value and fair value less costs to sell; and
- iii) Defined benefit plans where plan assets are measured at fair value.

2) Functional and presentation currency:

The Company's presentation and functional currency is in Indian rupees. All amounts in these financial statements, except per share value and unless stated otherwise, have been rounded off and presented in lakhs.

3) Classification of assets and liabilities into current / non-current:

The Company presents assets and liabilities in the Balance Sheet based on current / non-current classification. All the assets and liabilities have been classified as current / non-current as per the Company's normal operating cycle and other criteria set out in Division II to Schedule III of the Companies Act, 2013.

Based on the nature of activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current .

c) Use of estimates:

The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known / materialised. The management believes that the estimates used in the preparation of financial statements are prudent and reasonable. The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

Critical estimates and judgements :

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
d) Property, plant and equipment (“PPE”):

The initial cost of an item of PPE comprises its purchase price net of any trade discounts and rebates and includes import duties and other taxes (other than those subsequently recoverable from the tax authorities) and any other directly attributable expenditure incurred in making the asset ready for its intended use, including interest on borrowings attributable to acquisition of qualifying assets up to the date the asset is ready for its intended use. Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

Material items such as spare parts, stand-by-equipment and service equipment are classified as PPE when they meet the definition of PPE as specified in Ind AS 16- property, plant and equipment.

An item of property, plant and equipment and any significant part initially recognised is derecognised 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 included in the statement of Profit and Loss when the asset is derecognised.

The Company has changed its accounting policy w.e.f. April 1, 2022 with respect to Revaluation model for the entire class of asset related to free hold and leasehold land. The revalued amount is the fair value at the date of the revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Revaluations are carried out with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair value at the end of each reporting period.

As required by Ind AS - 8 “Accounting Policies, Changes in Accounting Estimates and Errors”, the Company has retrospectively restated its Balance Sheet as at March 31, 2023, as at April 1, 2022 and Statement of Profit and Loss for the year ended on March 31, 2023 to give impact for change in accounting policy. Refer note 31 (A).

Increases in the carrying amount arising on revaluation of PPE are credited to revaluation surplus in other comprehensive income. However, such increases are recognized in profit or loss to the extent that they reverse a revaluation decrease of the same asset previously recognized in profit or loss. Decreases that offset previous increases of the same asset are charged against revaluation surplus directly in equity; all other decreases are charged to the statement of profit and loss.

The revaluation surplus included in equity in respect of an item of PPE is transferred directly to retained earnings when the asset is derecognized. Depreciation on revalued assets is recognized in the statement of profit and loss.

The fair value related to free hold and leasehold land is generally determined based on market evidence appraisals undertaken by professionally qualified independent valuers.

e) Capital work in progress:

Capital work in progress is stated at cost, net of impairment losses, if any.

f) Depreciation:

The Company provides depreciation as per the useful life of PPE as per Schedule II to the Companies Act, 2013. Depreciation is provided on Straight Line Method on all PPE including revaluation assets at the rates and in the manner prescribed in Schedule II of the Companies Act, 2013, except in the case of following assets:

Nature of asset	Useful life
Leasehold Land and Building	Lease term
Leasehold Land (Naroda, Ahmedabad)	99 Years
Plant and Equipment	3 to 20 Years
Furniture and Fixtures	5 to 10 Years
Office Equipment	5 Years
Vehicle	3 to 6 Years
Temporary shed	Remaining lease term

Assets costing less than ₹5,000/- are fully depreciated in the year of capitalisation. Depreciation on additions / deductions to PPE made during the year is provided on pro-rata basis from / upto the date of such additions / deductions, as the case may be.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
g) Intangible assets:

Intangible assets that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment, if any. The Company determines the amortisation period as the period over which the future economic benefits will flow to the Company after taking into account all relevant facts and circumstances. The estimated useful life and amortisation method are reviewed periodically, with the effect of any changes in estimate being accounted for on a prospective basis.

Nature of asset	Useful life
Computer software	3 years

h) Borrowing costs:

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

i) Assets held for sale:

Non-current assets are classified as held for sale if their carrying amounts will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset is available for sale in its present condition subject only to terms that are usual and customary for sale of such assets. Non-current assets classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell. Property, plant and equipment classified as held for sale are not depreciated.

j) Leases:

The Company's lease asset classes primarily consist of leases for Land and Buildings. The Company assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and leases of low value assets. For these short-term and leases of low value assets, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

k) Impairment of non-financial asset:

Non-financial assets other than inventories and non-current assets held for sale are reviewed at each Balance Sheet date to determine whether there is any indication of impairment. If any such indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. The recoverable amount is higher of the asset's or cash generating unit's (CGU) fair value less cost of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash flows that are largely independent of those from other assets or group of assets.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
l) Inventories:

- 1) Inventories are valued as follows:

Raw materials and packing materials are valued at lower of cost and net realisable value (NRV). Cost is determined on FIFO basis. The cost of inventory comprises of its purchase price, including non-refundable purchase taxes, and any directly attributable costs related to the inventories.

- 2) Work-in-process is valued at lower of cost and net realisable value. Cost of finished goods and WIP includes cost of raw materials, direct labour, other direct costs and related production overheads upto the relevant stage of production. Cost of inventories is computed on FIFO basis.
- 3) Stock in trade is valued at cost or net realisable value whichever is lower.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and / or estimated costs necessary to make sale.

m) Foreign currency transactions:

The transactions in currencies other than the Company's functional currency are translated at the rates of exchange prevailing at the dates of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the year end exchange rates. Foreign exchange gains and losses arising from such translation are recognised in the statement of profit and loss.

Foreign exchange differences regarded as adjustments to borrowing costs are presented in the statement of profit and loss, within finance cost. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other gains / losses.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using exchange rate as on the date of initial recognition.

n) Revenue recognition:

The Company derives revenues primarily from sale of manufactured goods, traded goods, Services.

Revenue is recognised on satisfaction of performance obligation upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services.

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year.

As a consequence, it does not adjust any of the transaction prices for the time value of money.

The Company satisfies a performance obligation and recognizes revenue over time, if one of the following criteria is met:

1. The customer simultaneously receives and consumes the benefits provided by the Company; or
2. The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
3. The Company's performance does not create an asset with an alternative use to the Company and an entity has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

Revenue from sale of products are recognised at a time on which the performance obligation is satisfied.

Interest income is recognised on time proportion basis taking into account the amount outstanding on effective interest rate.

Recoveries from group Companies and third parties include recoveries towards common facilities / resources and other support provided to such parties which is recognised as per terms of agreement and in the year in which such services are rendered.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
o) Income taxes:

Current tax is the amount of tax payable on taxable income for the year determined in accordance with the applicable tax rates and provisions of the Income Tax Act, 1961 and other applicable tax laws.

Deferred income tax is recognised on differences between the carrying amount of assets and liabilities in the Balance Sheet and the corresponding tax bases used in the computation of taxable profit and is accounted for using the liability method. Deferred tax liabilities are generally recognised for all deductible temporary differences and deferred tax assets are generally recognised for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised. Deferred tax assets and deferred tax liabilities are measured at applicable tax rates and offset and presented as net.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

p) 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 is based on the presumption that the transaction to sell the assets or transfer the liability takes place either:

- 1) In the principal market for the asset or liability; or
- 2) In the absence of a principal market, in the most advantageous market which can be accessed by the Company for the asset or liability.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements 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:

- i) Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- ii) Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;
- iii) Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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.

q) Financial assets:
Initial recognition and measurement:

Financial assets are recognised and measured in accordance with Ind AS 109 on financial instruments. Accordingly, the Company recognises financial asset only when it has a contractual right to receive cash or other financial assets from another entity.

Financial assets are initially recognised at fair value plus transaction costs directly attributable to its acquisition. The transaction costs incurred for the purchase of financial assets held at fair value through profit or loss are expensed in the statement of profit and loss immediately.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

Subsequent measurement:

Subsequent to initial recognition, financial assets are measured at amortised cost, fair value through other comprehensive income (FVOCI) or fair value through profit and loss (FVPL). The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

1) Debt instruments:

There are three measurement categories into which the Company classifies its debt instruments:

At amortised cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets are accounted for at amortised cost using the effective interest method. This category comprises trade accounts receivable, loans, cash and cash equivalents, bank balances and other financial assets. A gain or loss on a debt instrument that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in the statement of profit and loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

Fair value through other comprehensive income (FVOCI):

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). The movements in carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in the statement of profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to the statement of profit and loss and recognised in other gains / (losses). Interest income from these financial assets is included in finance income using the effective interest rate method.

Fair value through profit or loss (FVPL):

Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt instrument that is subsequently measured at FVPL and is not part of a hedging relationship is recognised in the statement of profit and loss and presented within other gains / (losses) in the period in which it arises. Interest income from these financial assets is included in other income.

2) Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVPL. For all other equity instruments, the Company decides to classify the same either as at FVOCI or FVPL. The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable. Equity instruments included within the FVPL category are measured at fair value with all changes recognised in the profit or loss.

Derecognition:

A Financial asset is primarily derecognised when:

- (i) The rights to receive cash flows from the asset have expired, or
- (ii) The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either
 - 1) The Company has transferred substantially all the risks and rewards of the asset, or
 - 2) The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On de-recognition, any gains or losses on all debt instruments (other than debt instruments measured at FVOCI) and equity instruments (measured at FVPL) are recognised in the statement of profit and loss. Gains and losses in respect of debt instruments measured at FVOCI and that are accumulated in OCI are reclassified to profit

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

or loss on de-recognition. Gains or losses on equity instruments measured at FVOCI that are recognised and accumulated in OCI are not reclassified to profit or loss on de-recognition.

Impairment of Financial Asset:

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:

- (i) Financial assets that are debt instruments and are measured at amortised cost e.g. loans, debt securities, deposits and bank balance.
- (ii) For trade receivables, the company uses a simplified approach as permitted under Ind As 109
- (iii) Financial assets measured at fair value through other comprehensive income.
- (iv) In case of other assets (listed as (i) and (ii) above), the Company determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12-month ECL is measured and recognised as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognised as loss allowance.

Trade Receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business and reflects Company's unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognised initially at the transaction price as they do not contain significant financing components. The Company holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

r) Financial Liabilities:
Initial recognition and measurement

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings.

Subsequent measurement:

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss:

Financial liabilities at fair value through profit or loss include financial liabilities designated upon initial recognition as fair value through profit or loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVPL, fair value gains / losses attributable to changes in own credit risk are recognized in OCI. These gains / losses are not subsequently transferred to profit or loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss.

Financial liabilities at amortised cost:

Financial liabilities classified and measured at amortised cost such as loans and borrowings are initially recognised at fair value, net of transaction cost incurred. After initial recognition, financial liabilities are subsequently measured at amortised cost using the effective interest rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised 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 amortisation is included as finance costs in the statement of profit and loss.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Derecognition:

A financial liability is derecognised 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 de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Borrowings:

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any differences between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowing using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facilities will be drawn down. In this case, the fee is deferred until the drawdown occurs. The borrowings are removed from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability that has been extinguished or transferred to another party and the consideration paid including any noncash asset transferred or liabilities assumed, is recognised in profit or loss as other gains / (losses).

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the Company does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statement for issue, not to demand payment as a consequence of the breach.

s) Employee benefits:
1) Short term employee benefits:

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the services. These benefits include compensated absences such as paid annual leave and performance incentives.

2) Long term employee benefits:

The Company provides post-employment benefits under defined contribution and / or defined benefit plans:

(i) Defined benefit plan:

For defined benefit plan, the cost of providing benefits is determined using projected unit credit method with actuarial valuations being carried out at each Balance Sheet date. Actuarial gains or losses are recognised in full in other comprehensive income for the period in which they occur. Past service costs both vested and unvested are recognised as an expense (a) when the plan amendment or curtailment occurs ; (b) when the entity recognises related restructuring cost or termination benefits, whichever is earlier. The retirement benefits obligation recognised in the Balance Sheet represents the present value of defined benefit obligations reduced by the fair value of plan assets.

(ii) Defined contribution plans:

Contribution to defined contribution plans are recognized as an expense when the employees have rendered services entitling them to such benefits.

t) Provisions, contingent liabilities and contingent assets:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and 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. Provisions are reviewed at each Balance Sheet date and are adjusted to reflect the current best estimate.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

If the effect of the time value of money is material, provisions are discounted using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognised in the statement of profit and loss as a finance cost.

Contingent liabilities are disclosed by way of a note to the financial statements when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or when there is a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

Contingent assets are not recognized in financial statements but disclosed when the inflow of economic benefits is probable. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

u) Cash and cash equivalents:

Cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value and bank overdrafts. These do not include bank balances earmarked / restricted for specific purposes.

v) Cash flow statement:

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

w) Earnings per share:**1) Basic earnings per share:**

Basic earnings per share is calculated by dividing the profit / (loss) after tax attributable to owners of the Company by the weighted average number of equity shares outstanding during the financial year.

2) Diluted earnings per share:

Diluted earnings per share is calculated by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income relating to dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

x) Business combinations and Goodwill

Acquisitions of business are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition date fair values of the assets transferred by the Company, liabilities incurred by the Company to the former owners of the acquiree and the equity interest issued by the Company in exchange of control of the acquiree. Acquisition related costs are recognised in profit and loss as incurred.

A business combination involving entities or businesses under common control is a business combination in which all of the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination and the control is not transitory. The transactions between entities under common control are specifically covered by Ind AS 103. Such transactions are accounted for using the pooling-of-interest method. The assets and liabilities of the acquired entity are recognised at their carrying amounts of the Company's financial statements.

Purchase consideration paid in excess / shortfall of the fair value of identifiable assets and liabilities including contingent liabilities and contingent assets, is recognised as goodwill / capital reserve respectively, except in case where different accounting treatment is specified in the court approved scheme.

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
y) Ind AS 108: Segment Reporting:

Ind AS 108 establishes standards for the way that public business enterprises report information about operating segments and related disclosures about products and services, geographic areas, and major customers.

Based on "Management Approach" as defined in Ind AS 108 - Operating segments, the operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker of the Company is responsible for allocating resources and assessing performance of the operating segments and accordingly is identified as the chief operating decision maker.

Note 2.2 : Recent pronouncements

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, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Note 3 : Property, plant and equipment
Note 3 (a) : Property, plant and equipment F.Y.2023-24

₹ in lakhs

Assets	Free-hold land	Lease-hold land (Right of Use)	Build-ings	Plant & machin-ery	Electrical fittings	Fur-niture and fix-tures	Vehicles	Office equip-ment	Total
GROSS BLOCK									
As at April 1, 2023	474	3,820	1,010	942	27	70	461	94	6,898
Additions	-	600	91	47	-	3	-	30	771
Deletions	-	-	-	-	-	-	-	-*	-*
As at March 31, 2024	474	4,420	1,101	989	27	73	461	124	7,669
DEPRECIATION									
As at April 1, 2023	-	174	228	275	17	37	194	55	980
For the Year	-	58	38	61	1	6	54	17	235
Deductions	-	-	-	-	-	-	-	-*	-*
As at March 31, 2024	-	232	266	336	18	43	248	72	1,215
NET BLOCK									
As at March 31, 2024	474	4,188	855	653	9	30	213	52	6,455
As at March 31, 2023	474	3,646	782	667	10	33	267	39	5,918

Notes:

- Vehicles having a written down value of ₹180.61 Lakhs as at March 31, 2024 (₹221 Lakhs as at March 31, 2023 & as at April 1, 2022 ₹132 Lakhs) have been secured against loan from banks / financial Institutions.
- Title deeds of immovable property are held in the name of the company except as referred to in Note no. 34 (a).
- Revaluation of Property, Plant, and Equipment:
 - The Company has changed its accounting policy w.e.f. April 1, 2022 with respect to Revaluation model from deemed cost model for the entire class of asset related to free hold and leasehold land.
 - Revaluations of class of asset related to free hold and leasehold land are performed by Independent valuers.
 - The free hold and leasehold land revalued resulting to increase of ₹1,666 Lakhs, resulting in a revaluation surplus of ₹1,666 lakhs. This surplus has been credited to the revaluation reserve under other Equity.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

4. Carrying amount of revalued assets as of March 31, 2024 ₹4,662 lakhs (under cost model: ₹2,651 lakhs), March 31, 2023: ₹4,120 lakhs (under cost model: ₹2,471 lakhs) April 1, 2022: ₹4,161 lakhs (under cost model: ₹2,494 lakhs)
5. Depreciation on the revalued amount for the year ended March 31, 2024, March 31, 2023 and April 1, 2022 amounted to ₹17 lakhs respectively.
6. Refer Note 31 (A) for other disclosure.

Property, plant and equipment F.Y.2022-23

₹ in lakhs

Assets	Free-hold land	Lease-hold land (Right of Use)	Build-ings	Plant & machin-ery	Electrical fittings	Fur-niture and fix-tures	Vehicles	Office equip-ment	Total
GROSS BLOCK									
As at April 1, 2022	474	3,820	994	785	22	50	320	73	6,539
Additions	-	-	16	157	5	20	141	21	359
Deletions	-	-	-	-	-	-	-	-	-
As at March 31, 2023	474	3,820	1,010	942	27	70	461	94	6,898
DEPRECIATION									
As at April 1, 2022	-	134	194	219	16	31	146	45	786
For the Year	-	40	34	56	1	5	48	10	194
Deductions	-	-	-	-	-	-	-	-	-
As at March 31, 2023	-	174	228	275	17	37	194	55	980
NET BLOCK									
As at March 31, 2023	474	3,646	782	667	10	33	267	39	5,918
As at April 1, 2022	474	3,687	801	566	6	19	174	28	5,753

Property, plant and equipment as at April 1, 2022

₹ in lakhs

Assets	Free-hold land	Lease-hold land (Right of Use)	Build-ings	Plant & machin-ery	Electrical fittings	Fur-niture and fix-tures	Vehicles	Office equip-ment	Total
GROSS BLOCK									
As at March 31, 2022	264	1,070	866	505	15	47	248	61	3,077
Add: Changes on account of amalgamation (Refer note 31)	-	1,294	128	280	7	3	72	12	1,796
Add: Changes on account of revaluation (Refer note 31)	210	1,456	-	-	-	-	-	-	1,666
Adjustments	-	-	-	-	-	-	-	-	-
As at April 1, 2022	474	3,820	994	785	22	50	320	73	6,539

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Property, plant and equipment as at April 1, 2022 (Contd.)

₹ in lakhs

Assets	Free-hold land	Lease-hold land (Right of Use)	Buildings	Plant & machinery	Electrical fittings	Furniture and fixtures	Vehicles	Office equipment	Total
DEPRECIATION									
As at March 31, 2022	-	13	156	149	10	30	112	37	508
Add: Changes on account of amalgamation (Refer note 31)	-	121	38	70	6	1	34	8	278
Adjustments	-	-	-	-	-	-	-	-	-
As at April 1, 2022	-	134	194	219	16	31	146	45	786
NET BLOCK									
As at April 1, 2022	474	3,686	800	566	6	19	174	28	5,753
As at March 31, 2022	264	1,057	710	356	5	17	136	24	2,569

Note 3(b) : Capital work in progress

₹ in lakhs

Particulars	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
As at beginning of the year	52	88	144
For the Year	4	78	63
Deductions / Adjustments	53	115	119
Total Capital work in progress	4	52	88

Capital work in progress(CWIP) Ageing Schedule

₹ in lakhs

CWIP	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Year	
As at 31 March 2024					
Projects in progress	4	-	-	-	4
Projects temporarily suspended	-	-	-	-	-
As at 31 March 2023					
Projects in progress	52	-	-	-	52
Projects temporarily suspended	-	-	-	-	-
As at 1 April 2022					
Projects in progress	41	33	14	-	88
Projects temporarily suspended	-	-	-	-	-

Note: There are no projects whose completion is overdue or has exceeded its cost.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 4 : Intangible assets F.Y. 2023-24

₹ in lakhs

Assets	Goodwill	Computer software	Total
GROSS BLOCK			
As at April 1, 2023	71	41	112
Additions	-	2	2
Deletions	-	-	-
As at March 31, 2024	71	43	114
DEPRECIATION			
As at April 1, 2023	-	37	37
For the Year	-	3	3
Deductions	-	-	-
As at March 31, 2024	-	40	40
NET BLOCK			
As at March 31, 2024	71	3	74
As at March 31, 2023	71	4	75

Intangible assets F.Y. 2022-23

₹ in lakhs

Assets	Goodwill	Computer software	Total
GROSS BLOCK			
As at April 1, 2022	71	40	111
Additions	-	1	1
Deletions	-	-	-
As at March 31, 2023	71	41	112
DEPRECIATION			
As at April 1, 2022	-	32	32
For the Year	-	5	5
Deductions	-	-	-
As at March 31, 2023	-	37	37
NET BLOCK			
As at March 31, 2023	71	4	75
As at March 31, 2022	71	8	80

Intangible assets as at April 1, 2022

₹ in lakhs

Assets	Goodwill	Computer software	Total
GROSS BLOCK			
As at March 31, 2022	71	40	111
Add: Changes on account of amalgamation (Refer note 31)	-	-	-
Deletions	-	-	-
As at April 1, 2022	71	40	111
DEPRECIATION			
Add: Changes on account of amalgamation (Refer note 31)	-	32	32
For the Year	-	-	-
Deductions	-	-	-
As at April 1, 2022	-	32	32
NET BLOCK			
As at April 1, 2022	71	8	79
As at March 31, 2022	71	8	79

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 5 (a) : Investments

₹ in lakhs

Particulars	Non-current			Current		
	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
(a) Investments carried at fair value through OCI	-	-	-	-	-	-
(b) Investments carried at amortised cost	-	-	-	-	-	-
(c) Investments carried at fair value through profit or loss						
Investment in Foreign subsidiary companies measured at cost-Unquoted						
240000 Equity shares of Refnol Overseas of US \$ 1/each	89	89	89	-	-	-
(As at March 31, 2024 - 2,40,000, As at March 31, 2023 - 2,40,000, As at April 1, 2022 - 2,40,000)						
80,000 equity shares of Takka 10 each in Indokem Bangladesh Pvt. Ltd.**	6	-	-	-	-	-
(As at March 31, 2024 - 80,000, As at March 31, 2023 - Nil, As at April 1, 2022 - Nil)						
Other investments, unquoted						
2,00,000 redeemable debentures of ₹100 each of Priyamvada Holdings Limited	1	1	1	-	-	-
(As at March 31, 2024 - 2,00,000, As at March 31, 2023 - 2,00,000, As at April 1, 2022 - 2,00,000)						
50,000 optionally convertible debentures of ₹100 each of Khatau Holding and Trading Company Private Limited	-*	-*	-*	-	-	-
(As at March 31, 2024 - 50,000, As at March 31, 2023 - 50,000, As at April 1, 2022 - 50,000)						
Total Investments	96	90	90	-	-	-

* Amount is below the rounding off limits followed by the Company's norms.

** During the year, the Company has invested ₹6 lakhs in the equity share capital of its foreign subsidiary viz. Indokem Bangladesh Pvt. Ltd. The above company was incorporated on April 30, 2023.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

₹ in lakhs

Particulars	Non-current			Current		
	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
Aggregate amount of unquoted investments	96	90	90	-	-	-
Aggregate amount of quoted investment	-	-	-	-	-	-

Note 5 (b) : Loans

₹ in lakhs

Particulars	Non-current			Current		
	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
Loans receivable considered good: Unsecured						
Loan to related parties (Refer Note 28)	-	-	-	38	-	-
Loans to employees	-*	-	-	2	-	-
Other loans and advances	-	-	-	-	-	1
Total loans	-*	-	-	40	-	1

* Amount is below the rounding off limits followed by the Company's norms.

Note 5 (c) : Other financial assets

₹ in lakhs

Particulars	Non-current			Current		
	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
Security deposits	46	45	42	30	22	22
Bank Deposits with maturity more than 12 months	9	11	9	-	-	-
Other receivables	-	-	-	-	3	-*
Export Incentives receivable	-	-	-	15	16	49
Total other financial assets	55	56	51	45	41	71

* Amount is below the rounding off limits followed by the Company's norms.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 5 (d) : Trade receivables

₹ in lakhs

Particulars	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
Trade receivable considered good -Secured	83	77	63
Trade receivable considered good -Unsecured	2,430	2,517	2,453
Trade receivable which have significant increase in credit risk	48	46	60
Less : Allowances for credit losses	(48)	(46)	(60)
Total Trade receivables	2,513	2,594	2,516

Trade receivables ageing schedule as at March 31, 2024

₹ in lakhs

Particulars	Not Due	Outstanding for following period from due date of payment as on March 31, 2024					Total
		Less than 6 Months	6 Months - 1 year	1-2 years	2-3 Years	More than 3 Years	
Undisputed Trade receivable - considered good	1,330	845	238	56	9	4	2,482
Undisputed Trade receivable - which have significant increase in credit risk	-	7	9	3	3	26	48
Undisputed Trade receivable - credit impaired	-	-	-	-	-	-	-
Disputed Trade receivable - considered good	-	-	-	5	11	16	32
Disputed Trade receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivable - credit impaired	-	-	-	-	-	-	-
Total	1,330	852	247	64	23	45	2,561
Less: Expected Credit Loss (ECL)	-	-	-	-	-	-	48
Total Trade receivables	1,330	852	247	64	23	45	2,513

Trade receivable ageing schedule as at March 31, 2023

₹ in lakhs

Particulars	Not Due	Outstanding for following period from due date of payment as on March 31, 2023					Total
		Less than 6 Months	6 Months - 1 year	1-2 years	2-3 Years	More than 3 Years	
Undisputed Trade Receivable - considered good	1,227	196	257	384	30	467	2,561
Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	21	25	-	46
Undisputed Trade Receivable - credit impaired	-	-	-	-	-	-	-

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Trade receivables ageing schedule as at March 31, 2023 (Contd.)

₹ in lakhs

Particulars	Not Due	Outstanding for following period from due date of payment as on March 31, 2023					Total
		Less than 6 Months	6 Months - 1 year	1-2 years	2-3 Years	More than 3 Years	
Disputed Trade receivable - considered good	-	-	5	10	2	17	34
Disputed Trade receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivable - credit impaired	-	-	-	-	-	-	-
Total	1,227	196	262	415	57	484	2,640
Less: Expected Credit Loss (ECL)	-	-	-	-	-	-	46
Total Trade receivables	1,227	196	262	415	57	484	2,594

Trade receivables ageing schedule as at April 1, 2022

₹ in lakhs

Particulars	Not Due	Outstanding for following period from due date of payment as on April 1, 2022					Total
		Less than 6 Months	6 Months - 1 year	1-2 years	2-3 Years	More than 3 Years	
Undisputed Trade receivable - Considered good	1,302	176	184	33	582	210	2,486
Undisputed Trade receivable - which have significant increase in credit risk	9	13	39	-	-	-	60
Undisputed Trade receivable - credit impaired	-	-	-	-	-	-	-
Disputed Trade receivable - Considered Good	-	6	2	6	15	-	30
Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivable - credit impaired	-	-	-	-	-	-	-
Total	1,310	195	224	40	597	210	2,576
Less: Expected Credit Loss (ECL)	-	-	-	-	-	-	60
Total Trade receivables	1,310	195	224	40	597	210	2,516

Note 5 (e) : Cash and cash equivalents

₹ in lakhs

Particulars	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
(a) Balances with Banks in current accounts	18	65	60
in Exchange Earners' Foreign Currency (EEFC) Account	1	1	1
(b) Cash in hand	3	6	13
Total cash and cash equivalents	22	72	74

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 5 (f) : Bank balance other than cash and cash equivalents

₹ in lakhs

Particulars	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
Fixed deposits with maturity less than 12 months	34	40	34
Unpaid dividend account	2	2	2
Other bank balances (refer below note)	-*	-	-
Total bank balance other than cash & cash equivalents	36	42	36

Note:

- *Amount is below the rounding off limits followed by the Company's norms.
- The said amount is lying in Escrow Account opened for the purpose of Scheme of Arrangement and Amalgamation. Refer note 31 (B).

Note 6 : Income tax assets

₹ in lakhs

Particulars	Non-current			Current		
	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
Income tax assets (Net of Advances)	25	19	20	-	3	4
Total income tax assets (net)	25	19	20	-	3	4

Note 7 : Other assets

₹ in lakhs

Particulars	Non-current			Current		
	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
Unsecured, Considered good						
Indirect taxes recoverable	48	2	2	39	50	108
Advance for capital expenditure	-	210	210	-	-	-
Prepayments	7	8	-	45	45	19
Advances to suppliers	-	-	-	24	104	84
Advances to related parties (Refer below note 1)	-	-	-	-	6	-
Advances to others	-	4	4	-	-	-
Taxes Paid in Advance	-	4	3	-	-	-
Advances to employees	-	-	-	11	16	13
Total other assets	55	228	219	119	221	224

Notes:

- Advance has been given in accordance with Section 186(4) of the Companies Act, 2013 and Refer note 28.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 8 : Inventories

₹ in lakhs

Particulars	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
At lower of cost or net realisable value			
(a) Raw materials and packing materials			
Raw materials	1,761	1,257	1,156
Goods-in-transit	-	-	87
Fuel	-	8	10
Packing materials	101	112	96
(b) Work-in-process	-*	16	-
(b) Finished goods			
Finished goods	387	431	470
Goods-in-transit	14	38	23
(c) Stock in trade	25	25	25
Total inventories	2,287	1,887	1,866

Note: * Amount is below the rounding off limits followed by the Company's norms.

Note 9. Share capital and other equity
Note 9 (a) : Share capital

₹ in lakhs

Particulars	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
Authorised share capital: (Refer note no. 31(B))			
Equity shares of ₹10/- each (As at March 31, 2024 - 2,78,88,255, As at March 31, 2023 - 2,43,25,600, As at April 1, 2022 - 2,43,25,600)	2,789	2,433	2,433
Preference shares of ₹10/- each (As at March 31, 2024 - 21,00,000, As at March 31, 2023 - 21,00,000, As at April 1, 2022 - 21,00,000)	210	210	210
Issued; Subscribed and fully paid up capital:			
Equity shares of ₹10/- each (As at March 31, 2024 - 2,78,88,255, As at March 31, 2023 - 2,43,25,600, As at April 1, 2022 - 2,43,25,600)	2789	2,433	2,433
Subscribed			
Equity shares of ₹10/- each (As at March 31, 2024 - 2,78,88,255, As at March 31, 2023 - 2,43,25,600, As at April 1, 2022 - 2,43,25,600)	2789	2433	2433
Share Pending Issuance	-	356	356
	2789	2789	2789

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(i) Reconciliation of number of shares and amount outstanding at the beginning and end of reporting period

Equity shares Issued and Subscribed

Particulars	As at March 31, 2024		As at March 31, 2023 (Refer Note No. 31)		As at April 1, 2022 (Refer Note No. 31)	
	No of shares	Amount ₹ In lakhs	No of shares	Amount ₹ In lakhs	No of shares	Amount ₹ In lakhs
At the beginning of year	2,43,25,600	2,433	2,43,25,600	2,433	2,43,25,600	2,433
Add : Changes on account of amalgamation (Refer note 31(B))	35,62,655	356	-	-	-	-
Increase during the year	-	-	-	-	-	-
Cancelled during the year	-	-	-	-	-	-
At the end of reporting period	2,78,88,255	2,789	2,43,25,600	2,433	2,43,25,600	2,433

(ii) Rights, preference and restrictions attached to shares:

Equity shares:

The Company has only one class of equity shares having par value of ₹10/- per share. Each holder of the equity share is entitled to one vote per share. 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.

(iii) The details of shareholders holding more than 5% of shares of the Company :

Particulars	As at March 31, 2024		As at March 31, 2023 (Refer Note No. 31)		As at April 1, 2022 (Refer Note No. 31)	
	Number	%	Number	%	Number	%
Equity shares:						
Vindhyapriya Holdings Private Limited	55,09,421	19.76%	53,65,296	22.06%	53,65,296	22.06%
Mahendra K. Khatau	31,14,967	11.17%	16,37,066	6.73%	16,37,066	6.73%
Priyanilgiri Holdings Private Limited	48,96,929	17.56%	48,96,929	20.13%	48,96,929	20.13%
MKK Holdings Private Limited	37,77,877	13.55%	37,77,877	15.53%	37,77,877	15.53%

(iv) Promoter's Shareholding :

Assets	As at March 31, 2024			As at March 31, 2023 (Refer Note No. 31)			As at April 1, 2022 (Refer Note No. 31)		
	No of shares	% of total shares	% change during the year	No of shares	% of total shares	% change during the year	No of shares	% of total shares	% change during the year
Vindhyapriya Holdings Private Limited	55,09,421	19.76%	(0.03)	53,65,296	22.06%	-	53,65,296	22.06%	-
Priyanilgiri Holdings Private Limited	48,96,929	17.56%	-	48,96,929	20.13%	-	48,96,929	20.13%	-
Mkk Holdings Private Limited	37,77,877	13.55%	-	37,77,877	15.53%	-	37,77,877	15.53%	-
Mahendra Kishore Khatau	31,14,967	11.17%	(0.90)	16,37,066	6.73%	-	16,37,066	6.73%	-

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

Assets	As at March 31, 2024			As at March 31, 2023 (Refer Note No. 31)			As at April 1, 2022 (Refer Note No. 31)		
	No of shares	% of total shares	% change during the year	No of shares	% of total shares	% change during the year	No of shares	% of total shares	% change during the year
Khatau Holdings And Trading Company Private Limited	8,47,705	3.04%	-	8,47,705	3.48%	-	8,47,705	3.48%	-
Emerald Capital Services Private Limited	3,88,920	1.39%	-	3,88,920	1.60%	-	3,88,920	1.60%	-
Khatau Leasing And Finance Company Private Limited	2,59,425	0.93%	-	-	-	-	-	-	-
Leelabai Kishore Khatau	80,883	0.29%	-	80,883	0.33%	-	80,883	0.33%	-
Asha Marine Products Private Limited	52,700	0.19%	-	52,700	0.22%	-	52,700	0.22%	-
Asha Mahendra Khatau	53,046	0.19%	(0.17)	45,243	0.19%	-	45,243	0.19%	-
Anil Kishore Khatau	42,738	0.15%	(0.01)	42,393	0.17%	-	42,393	0.17%	-
Priya Mahendra Khatau	47,015	0.17%	(0.21)	38,920	0.16%	-	38,920	0.16%	-
Manish Mahendra Khatau	45,453	0.16%	(0.28)	35,592	0.15%	-	35,592	0.15%	-
Prism Plantations Private Limited	21,890	0.08%	(0.06)	20,737	0.09%	-	20,737	0.09%	-
Neomy Anil Khatau	12,500	0.04%	-	12,500	0.05%	-	12,500	0.05%	-
Ilesha Anil Khatau	5,250	0.02%	-	5,250	0.02%	-	5,250	0.02%	-
Shreya S. Singhania	5,000	0.02%	-	5,000	0.02%	-	5,000	0.02%	-

Note 9 (b) : Other equity

₹ in lakhs

Particulars	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
Securities premium	1,219	1,225	1,225
Capital reserve	435	435	435
General reserve	648	648	648
Retained earnings	(1,861)	(1,321)	(1,276)
Revaluation Reserves	2,011	1,649	1,666
Total reserves and surplus	2,451	2,636	2,698

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Nature and purpose of other reserves:
Securities premium

Securities premium reserve is used to record premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

Capital reserve

Capital reserve includes amounts realised on forfeiture of shares and reserves acquired on previous amalgamations.

General reserve

General reserve consists of reserve created on account of the difference between the fair valuation of assets and liabilities acquired by Company vis-a-vis the share capital it issued on amalgamation with its subsidiary companies vide Amalgamation Scheme approved by the Honorable High Court of Bombay.

10(a). Long term borrowings

₹ in lakhs

Particulars	Non-current			Current		
	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
Secured						
(a) Rupee term loans / vehicle loans						
(i) from banks (Refer note (i) below)	25	138	55	23	42	36
(ii) from financial institutions (Refer note (i) and (iii) below)	69	-	22	22	-	15
(iii) from bank Working capital (Refer note (i) below)	-	-	-	567	452	461
(b) Loans repayable						
(i) from banks - (Refer note (i) below)	570	603	363	80	80	-
Total Secured loans [A]	665	741	440	692	574	512
Unsecured						
(a) 20,70,975 8% Non-cumulative redeemable preference shares of ₹10/- each (Refer note (ii) below)	207	207	207	-	-	-
(b) Loans from Bank (Refer note (i) below)	17	42	0	25	21	6
(c) Loans from financial institutions (Refer note (i) and (iii) below)	390	341	296	39	34	16
Total unsecured loans [B]	614	590	503	64	55	22
Total borrowings [A+B]	1,279	1,332	943	755	630	534

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 10(b). Short term borrowings

₹ in lakhs

Particulars	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
Secured			
a) Current maturities of long term borrowings(Refer note 10(a))			
(i) from banks	103	122	36
(ii) from financial institutions	22	-	15
b) From Bank working capital	567	452	461
Unsecured			
(a) Inter Corporate Deposit (Refer note (i) below)	-	-	43
(b) from financial institution	39	34	16
(c) Loan from banks	25	21	6
(d) Loan from related parties ((Refer note (iv) below))	205	271	276
Total	960	900	854

i) Repayment terms and securities of secured loans:

₹ in lakhs

Nature of security	Terms of repayment	Month in which last instalment is due	Prevailing Interest rate per annum	Balance as at March 31, 2024	Balance as at March 31, 2023	Balance as at April 1, 2022
Secured and unsecured rupee term loans / vehicle loans from banks / financial institution / working capital						
Secured against hypothecation of specific vehicle	Monthly instalments	September 10, 2023*	8.95%	-	-*	22
Secured against hypothecation of specific vehicle	Monthly instalments	August 5, 2025	10.42%	6	9	13
Secured against hypothecation of specific vehicle	Monthly instalments	August 5, 2025	10.41%	6	10	14
Secured against hypothecation of specific vehicle	Monthly instalments	January 5, 2026	8.64%	7	11	14
Secured against hypothecation of specific vehicle	Monthly instalments	September 20, 2026	6.89%	13	17	22
Secured against hypothecation of specific vehicle	Monthly instalments	September, 2, 2026	7.40%	16	22	27
Secured against hypothecation of specific vehicle	Monthly instalments	December 4, 2027	8.22%	90	110	0
Secured against hypothecation of machinery	Monthly instalments	July 05, 2022	10.25%	-	-	1
Loan from NBFC Secured against hypothecation of specific vehicle	Monthly instalments	October 20, 2022	8.49%	-	-	2
Loan from NBFC Unsecured	Monthly instalments	October 5, 2025	14% to 19%	52	85	33
Loan from Bank Unsecured	Monthly instalments	November 1, 2025	15% to 17%	42	63	6

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
i) Repayment terms and securities of secured loans: (Contd.)

₹ in lakhs

Nature of security	Terms of repayment	Month in which last installment is due	Prevailing Interest rate per annum	Balance as at March 31, 2024	Balance as at March 31, 2023	Balance as at April 1, 2022
Secured against property - (Building - Khatau house, first and exclusive charge on entire current and movable fixed asset and Dropline overdraft facility of ₹800 lakhs were sanctioned in the month of March, 2022. Validity of facility is for 120 months leads reduction in limit by ₹6.67 lakhs every month.	Monthly reducing reset plan		11.40% to 11.96%	650	683	363
Intercompany Deposit	Repayable on Demand	3 to 4 Months	15.00%	-	-	44
Working Capital from ICICI Bank, Secured by a first charge over the entire fixed and current assets and personally guaranteed by two Promoter Directors of the Company.	Repayable on Demand	Repayable on Demand	6.1% to 11%	567	452	461
				1,450	1,463	1,021

***- Loan was repaid during F. Y. 2023-24**
(ii) Unsecured preference shares

The 8% non-cumulative, redeemable preference shares amounting to ₹207 lakhs were allotted on February 11, 2016. The terms of redemption have been extended to February 10, 2025, and the company is expecting a further extension with the necessary approval.

(iii) Unsecured loans from financial institutions

Loans from financial institutions are secured against pledging of investments held by promoters in personal capacity. It carries a rate of interest ranging from 9% to 19% p.a.

(iv) Unsecured loans from related parties

Unsecured loans from related parties do not have any specific repayment schedule. Hence it has been classified under Short Term Borrowings.

Note 10(c). Other financial liabilities

₹ in lakhs

Particulars	Non-current			Current		
	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
Security deposits from others	269	250	235	4	7	7
Interest accrued but not due on loans	-	-	-	6	7	1
Others**	-	198	190	-*	-	-
Accrued compensation to employee	-	-	-	-	-	33
Unclaimed dividend	-	-	-	2	2	2
Provision for Service Tax receivable	-	-	-	2	2	2
Interest accrued and due on borrowings	-	-	-	5	13	3
Total other financial liabilities	269	448	425	18	30	47

* Amount is below the rounding off limits followed by the Company's norms.

** It includes dues payable to related party. Refer Note 28

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 10 (d) : Trade payables

₹ in lakhs

Particulars	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
Trade payables:			
- Dues to micro and small enterprises (Refer Note below)	126	62	-
- Other than micro and small enterprises	2,766	2,350	2,518
Total trade payables	2,892	2,412	2,518

Trade payable ageing summary

₹ in lakhs

Particulars	Not Due	Less than 1 year	1-2 years	2-3 Years	More than 3 Years	Total
As at March 31, 2024						
MSME	-	126	-	-	-	126
Others	1,368	1,371	5	2	19	2,766
Disputed Dues - MSME	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-
As at March 31, 2023						
MSME	23	39	-	-	-	62
Others	953	1,356	7	1	33	2,350
Disputed Dues - MSME	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-
As at April 1, 2022						
MSME	-	-	-	-	-	-
Others	1,154	1,289	6	24	43	2,518
Disputed Dues - MSME	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-

Note 11 : Provisions

₹ in lakhs

Particulars	Non-current			Current		
	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
Provision for employee benefits						
Gratuity	220	224	210	85	61	52
Compensated absences	65	76	64	24	39	26
Bonus	-	-	-	-	-	7
Superannuation scheme	7	7	7	-	-	-
Total provisions	292	307	281	109	100	85

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 12 : Other current liabilities

₹ in lakhs

Particulars	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
Statutory and other related dues	53	70	56
Employee benefit payable	183	181	120
Payable to others	46	29	42
Advance from customers	485	64	234
Total other current liabilities	767	344	452

Note 13 : Revenue from operations

₹ in lakhs

Particulars	Year ended March 31, 2024	Year ended March 31, 2023 (Refer Note No. 31)
Sale of products		
Sales		
Finished goods	13,497	13,415
Sale of services	24	185
Trading sales	374	408
Total Sales	13,895	14,008
Other operating revenues		
Freight, octroi, insurance and handling charges recovered	2	1
Export incentives	54	60
Total revenue from operations	13,951	14,069

Note 14 : Other income

₹ in lakhs

Particulars	Year ended March 31, 2024	Year ended March 31, 2023 (Refer Note No. 31)
Interest income		
- on fixed deposits with banks	2	2
- on others	6	1
Recovery of office expenses	4	7
Gain on foreign exchange transactions (net)	11	18
Service charges earned	1	-*
Provisions no longer required written back	9	-
Profit / (Loss) on sale of investment	-*	-*
Sundry balances written back (net)	2	38
Miscellaneous Income- others	6	2
Total other income	40	67

Note: *Amount is below the rounding off limits followed by the Company's norms.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 15 : Cost of materials consumed

₹ in lakhs

Particulars	Year ended March 31, 2024	Year ended March 31, 2023 (Refer Note No. 31)
Opening stock of raw materials	1,257	1,243
Add : Purchases	9,648	9,297
Less : Closing stock of raw materials	1,761	1,257
Cost of raw materials consumed	9,144	9,283
Opening stock of packing materials	112	96
Add : Purchases	682	738
Less : Closing stock of packing materials	101	112
Cost of packing materials consumed	694	722
Total cost of materials consumed	9,838	10,005

16. Changes in inventories of finished goods, work-in-process and stock in trade

₹ in lakhs

Particulars	Year ended March 31, 2024	Year ended March 31, 2023 (Refer Note No. 31)
Opening Stock:		
Finished goods	468	493
Stock in trade	25	25
Work-in-process	17	-
Less: Closing Stock:		
Finished goods	400	468
Stock in trade	25	25
Work-in-process	-*	17
(Increase) / decrease in inventories	84	8

*Amount is below the rounding off limits followed by the Company's norms.

Note 17 : Employee benefit expenses

₹ in lakhs

Particulars	Year ended March 31, 2024	Year ended March 31, 2023 (Refer Note No. 31)
Salaries, wages and bonus	1,460	1,356
Contribution to staff provident and other funds	41	40
Staff welfare expenses	43	45
Gratuity expenses	31	37
Total employee benefit expenses	1,574	1,478

Note 18 : Finance cost

₹ in lakhs

Particulars	Year ended March 31, 2024	Year ended March 31, 2023 (Refer Note No. 31)
Interest expense on		
- Borrowings	239	230
- Others	55	48
Total finance costs	294	279

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 19 : Other expenses

₹ in lakhs

Particulars	Year ended March 31, 2024	Year ended March 31, 2023 (Refer Note No. 31)
Rent	113	101
Power and fuel	198	336
Water charges	5	3
Repairs and maintenance		
Buildings	23	34
Plant & machinery	31	49
Equipments	29	26
Others	82	71
Security charges	25	24
Effluent treatment plant expenses	8	7
Laboratory and testing expenses	43	30
Rates and taxes	6	7
Doubtful debts written off (net)	30	-
Provision / Reversal of Expected Credit Loss	19	12
Freight, forwarding and repacking	728	713
Legal and professional fees	267	182
Travelling and conveyance	288	228
Auditor's remuneration (Refer Note below)	15	10
Communication expense	15	13
Printing, postage and courier	39	32
Insurance	29	29
Commission on sales	24	24
Advertisement and sales promotion	66	31
Directors sitting fees	7	6
Penalties and fines	.*	1
Sundry balances written off (net)	1	9
MEIS licence written off	-	18
Amalgamation Expenses	30	18
Miscellaneous expenses	138	73
Total other expenses	2,259	2,088

* Amount is below rounding off limits followed by the Company's norms

Note: Auditor's remuneration comprises

₹ in lakhs

Particulars	Year ended March 31, 2024	Year ended March 31, 2023 (Refer Note No. 31)
As an auditor including limited review	9	8
Tax audit	1	1
Other Tax Matters	5	1
Total auditor's remuneration	15	10

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 20 : Income taxes

Income tax expenses recognised in the statement of profit and loss comprises of:

₹ in lakhs

Particulars	Year ended March 31, 2024	Year ended March 31, 2023 (Refer Note No. 31)
Current income taxes	-	-
Deferred tax	-	-
Effective income tax rate (%)*	Nil	Nil

* Note: Due to the carried forward business and unabsorbed depreciation losses of past years, the taxable profit of the Company shall be set off against such losses. Hence, the effective tax rate is Nil.

Note 21 : Earnings per share

Particulars	Year ended March 31, 2024	Year ended March 31, 2023 (Refer Note No. 31)
Profit / (loss) after tax (₹ in lakhs)	(526)	(52)
Weighted average equity shares for the purpose of calculating		
Basic earnings per share (nos.)	2,78,88,255	2,43,25,600
Diluted earnings per share (nos.)	2,78,88,255	2,43,25,600
Basic earnings per share		
From continuing operations attributable to owners (₹)	(1.89)	(0.19)
From dis-continued operations attributable to owners (₹)	-	-
Basic earnings per share attributable to owners (₹)	(1.89)	(0.19)
Diluted earnings per share		
Diluted earnings per share attributable to owners (₹)	(1.89)	(0.19)

Note 22 : Contingent liabilities (to the extent not provided for)

₹ in lakhs

Particulars	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
Disputed income tax demand in appeal	125	14	14
Claims against the Company not acknowledged as debts	78	78	78
Disputed provident fund damages in appeal	77	77	77
Disputed Employees' State Insurance Corporation fund damages in appeal	7	-	-
Custom duty in the event of non-fulfilment of export obligations in respect of advance licenses availed	29	29	35
Goods and service tax demand in appeal	1567	-	-
Total	1,883	198	204

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 23 : Financial instruments
(i) Capital management

For the purpose of the Company's capital management, equity includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder 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 shareholders' value. The Company is monitoring capital using debt equity ratio as its base, which is debt to equity. The Company manages its capital to ensure that the Company will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The capital structure of the Company consists of debt which includes the borrowings, cash and cash equivalents including short term bank deposits, equity comprising issued capital, reserves and non-controlling interests. The gearing ratio for the year is as under:

₹ in lakhs

Particulars	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
Debt (including borrowings from related and unrelated parties)	2,239	2,232	1,797
Less: Cash and cash equivalents including short term deposits	(58)	(114)	(110)
Net debt (A)	2,181	2,118	1,687
Total equity (B)	5,240	5,425	5,487
Net debt to equity ratio (A/B)	0.42	0.39	0.31

(ii) Categories of financial instruments

The carrying value of financial instruments by categories as of March 31, 2024 is as follows:

₹ in lakhs

Particulars	Amortized cost	Financial assets / liabilities at fair value through profit or loss	Financial assets / liabilities at fair value through OCI	Total carrying value	Total fair value
Financial assets :					
Cash and cash equivalents	22	-	-	22	22
Bank balance other than cash and cash equivalents	36	-	-	36	36
Investments in Subsidiary	95	-	-	95	95
Investments	-	1	-	1	1
Trade receivables	2513	-	-	2,513	2,513
Loans	40	-	-	40	40
Other financial assets	100	-	-	100	100
Total	2,806	1	-	2,807	2,807
Financial liabilities:					
Borrowings	2,239	-	-	2,239	2,239
Trade payables	2,892	-	-	2,892	2,892
Other financial liabilities	287	-	-	287	287
Total	5,418	-	-	5,418	5,418

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Categories of financial instruments

The carrying value of financial instruments by categories as of March 31, 2023 is as follows:

₹ in lakhs

Particulars	Amortized cost	Financial assets / liabilities at fair value through profit or loss	Financial assets / liabilities at fair value through OCI	Total carrying value	Total fair value
Financial assets :					
Cash and cash equivalents	72	-	-	72	72
Bank balance other than cash and cash equivalents	42	-	-	42	42
Investments in subsidiary	89	-	-	89	89
Investments	-	1	-	1	1
Trade receivables	2,594	-	-	2,594	2,594
Loans	-	-	-	-	-
Other financial assets	97	-	-	97	97
Total	2,893	1	-	2,894	2,894
Financial liabilities:					
Borrowings	2,232	-	-	2,232	2,232
Trade payables	2,412	-	-	2,412	2,412
Other financial liabilities	478	-	-	478	478
Total	5,122	-	-	5,122	5,122

Categories of financial instruments

The carrying value of financial instruments by categories as of April 1, 2022 is as follows:

₹ in lakhs

Particulars	Amortized cost	Financial assets / liabilities at fair value through profit or loss	Financial assets / liabilities at fair value through OCI	Total carrying value	Total fair value
Financial assets :					
Cash and cash equivalents	74	-	-	74	74
Bank balance other than cash and cash equivalents	36	-	-	36	36
Investments in subsidiary	89	-	-	89	89
Investments	-	1	-	1	1
Trade receivables	2,516	-	-	2,516	2,516
Loans	1	-	-	1	1
Other financial assets	122	-	-	122	122
Total	2,838	1	-	2,839	2,839
Financial liabilities:					
Borrowings	1,797	-	-	1,797	1,797
Trade payables	2,518	-	-	2,518	2,518
Other financial liabilities	473	-	-	473	473
Total	4,787	-	-	4,787	4,787

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Fair Value Hierarchy :

The fair value hierarchy is based on the inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels :

Level 1- Level 1 hierarchy includes financial instruments measured using quoted prices and mutual funds are measured using the closing net asset value (NAV)

Level 2 - The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs are required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3 – if one or more of the significant inputs is based on observable market data, the instrument is included in Level 3.

The fair value hierarchy of assets and liabilities measured at fair value as of March 31, 2024 is as follows :

₹ in lakhs

Particulars	Level 1	Level 2	Level 3	Total
Financial assets :				
At fair value through profit and loss	-	-	-	-
Investment in optionally convertible debentures	-	-	1	1
Total	-	-	1	1

The fair value hierarchy of assets and liabilities measured at fair value as of March 31, 2023 is as follows :

₹ in lakhs

Particulars	Level 1	Level 2	Level 3	Total
Financial assets :				
At fair value through profit and loss	-	-	-	-
Investment in optionally convertible debentures	-	-	1	1
Total	-	-	1	1

The fair value hierarchy of assets and liabilities measured at fair value as of April 1, 2022 is as follows :

₹ in lakhs

Particulars	Level 1	Level 2	Level 3	Total
Financial assets :				
At fair value through profit and loss	-	-	-	-
Investment in optionally convertible debentures	-	-	1	1
Total	-	-	1	1

The fair value of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

Cash and cash equivalents, other bank balances, trade and other receivables, trade and other payables and other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities or nature of these instruments.

The fair value of Company's interest bearing borrowings are determined using amortised cost basis using a discount rate that reflects issuer's borrowing rate as at the end of reporting date.

Financial risk management objectives:

The Company's activities exposes it to a variety of financial risk viz. market risks, credit risks and liquidity risks. In order to manage the aforementioned risks, the Company has a risk management policy and a program that performs close monitoring of and responding to each risk factors.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Market risk:

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates and other market changes.

Foreign currency risk:

Foreign currency risk mainly arises from transactions undertaken by an operating unit in currencies other than its functional currency. The carrying amount of Company's financial assets and financial liabilities denominated in foreign currencies at the reporting date are as follows :

Particulars	USD	₹in lakhs
As at March 31, 2024		
Financial assets	7	603
Financial liabilities	2	160

5% appreciation / depreciation of the respective foreign currencies with respect to the functional currency of the Company would result in decrease / increase in the Company's profit before tax by approximately ₹22.17 lakhs (net) for the year ended March 31, 2024.

Particulars	USD	₹in lakhs
As at March 31, 2023		
Financial assets	24	1,941
Financial liabilities	-*	41

* Amount is below rounding off limits followed by the Company's norms

5% appreciation / depreciation of the respective foreign currencies with respect to the functional currency of the Company would result in decrease / increase in the Company's profit before tax by approximately ₹94.97 lakhs (net) for the year ended March 31, 2023.

Particulars	USD	₹in lakhs
As at April 1, 2022		
Financial assets	20	1,541
Financial liabilities *	4	271

* Amount is below rounding off limits followed by the Company's norms

5% appreciation / depreciation of the respective foreign currencies with respect to the functional currency of the Company would result in decrease / increase in the Company's profit before tax by approximately ₹63.48 lakhs (net) for the year ended April 1, 2022.

Interest rate risk:

Interest rate risk 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 does not have significant floating interest rate borrowings during the year ended March 31, 2024, March 31, 2023 and April 1, 2022. Hence, the Company is not exposed to significant interest rate risk as at the respective reporting dates.

Credit risk:

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Trade receivables are typically unsecured and are derived from revenue earned from customers located in India. Credit risk has always been managed by the Company through continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or gain.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Liquidity risk:

The responsibility for liquidity risk management rests with the Board of Directors, which has an appropriate liquidity risk management framework for the management of the Company's short, medium and longterm funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities by regularly monitoring forecast and actual cash flows.

The table below provides details regarding contractual maturities of significant financial liabilities as at March 31, 2024

₹ in lakhs

Particulars	Within one year	One to five years	More than five years	Total
Financial instruments:				
Borrowings	960	1,279	-	2,239
Trade and other payables	2,892	-	-	2,892
Other financial liabilities	18	269	-	287
Total financial liabilities	3,870	1,548	-	5,418

The table below provides details regarding contractual maturities of significant financial liabilities as at March 31, 2023

₹ in lakhs

Particulars	Within one year	One to five years	More than five years	Total
Financial instruments:				
Borrowings	900	1,332	-	2,232
Trade and other payables	2,412	-	-	2,412
Other financial liabilities	30	448	-	478
Total financial liabilities	3,342	1,779	-	5,122

The table below provides details regarding contractual maturities of significant financial liabilities as at April 1, 2022

₹ in lakhs

Particulars	Within one year	One to five years	More than five years	Total
Financial instruments:				
Borrowings	854	943	-	1,797
Trade and other payables	2,518	-	-	2,518
Other financial liabilities	47	425	-	473
Total financial liabilities	3,419	1,368	-	4,787

Note 24 : Disclosure as required under Ind AS-19 - Employee Benefits
I. Defined Contribution Plans:

The Company has recognised the following amounts in the Income Statement during the year under "Contribution to staff provident and other funds. (Refer Note No. 17)

₹ in lakhs

Particulars	Year ended March 31, 2024	Year ended March 31, 2023 (Refer Note No. 31)
Employer's contribution to Provident Fund	39	40
Employer's contribution to Employee State Insurance *	2	-*
Total	41	40

Note: * Amount is below the rounding off limits followed by the Company's norms.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
II. Defined benefit plans
A) Gratuity

The Gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the plan, qualifying employees are entitled to Gratuity depending upon the number of years of service rendered by them subject to minimum specified number of years of service and the salary at time of retirement / resignation.

a) Movements in present value of defined benefit obligation (DBO)

₹ in lakhs

Particulars	Gratuity March 31, 2024	Gratuity March 31, 2023 (Refer Note No. 31)
Obligations as at beginning of the year	285	261
Current service cost	21	20
Interest cost	10	17
Past Service Cost	-	-
Benefits paid	(42)	(23)
Actuarial (gain) / loss on obligations	31	9
Present value of defined benefit obligation as at end of the year	305	285

b) Movements in the fair value of plan assets

₹ in lakhs

Particulars	Gratuity March 31, 2024	Gratuity March 31, 2023 (Refer Note No. 31)
Fair value of plan assets at beginning of the year	-	-
Expected return on plan assets	-	-
Return on plan assets excluding amounts included in interest income	-	-
Actuarial gain / (loss) on plan assets	-	-
Contributions by the employer	-	-
Benefits paid	-	-
Fair value of plan assets as at end of the year	-	-

c) Amount recognised in the Balance Sheet

₹ in lakhs

Particulars	Gratuity March 31, 2024	Gratuity March 31, 2023 (Refer Note No. 31)
Present value of defined benefit obligation as at end of the year	305	285
Fair value of plan assets as at end of the year	-	-
Net liability recognised in the Balance Sheet	305	285

d) Amounts recognised in the statement of Profit and Loss

₹ in lakhs

Particulars	Gratuity March 31, 2024	Gratuity March 31, 2023 (Refer Note No. 31)
Current service cost	21	20
Past service cost	-	-
Interest cost	10	17
Expected return on plan assets	-	-
Total amounts recognised in the statement of Profit and Loss	31	37

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
e) Amounts recognised in other comprehensive income

₹ in lakhs

Particulars	Gratuity March 31, 2024	Gratuity March 31, 2023 (Refer Note No. 31)
Components of actuarial gain / losses on obligations:		
Due to change in financial assumptions	1	(12)
Due to change in demographic assumptions	-	-*
Due to change in experience adjustments	31	21
Return on plan assets excluding amounts included in interest income	-	-
Total	32	9

* Amount is below the rounding off limits followed by the Company's norms

f) Sensitivity analysis

₹ in lakhs

Particulars	Gratuity March 31, 2024	Gratuity March 31, 2023 (Refer Note No. 31)
DBO On base assumptions		
A. Discount Rate		
1. Effect due to 0.5% increase in discount rate	300	155
2. Effect due to 0.5% decrease in discount rate	311	161
1. Effect due to 0.5% increase in salary escalation rate	311	161
2. Effect due to 0.5% decrease in salary escalation rate	300	155
C. Withdrawal Rate		
1. Effect due to 10 % (10%) increase in withdrawal rate	307	158
2. Effect due to 10 % (10%) decrease in withdrawal rate	304	157

g) Actuarial assumptions
Following are the principal actuarial assumptions used at Balance Sheet date:

Particulars	Gratuity March 31, 2024	Gratuity March 31, 2023 (Refer Note No. 31)
Discount rate (per annum)	7.20%	7.30% to 7.50%
Expected Return on Plan Assets	NA	NA
Withdrawal rate	15% p.a at younger ages to 10% p.a. at older ages	2%, 15% & 10%
Salary growth rate	5%	5% to 6%
Mortality rates	India Assured Lives Mortality (2012-14)	

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
B) Compensated absences

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year end are treated as other long term employee benefits for measurement purpose. The Company's liability is actuarially determined by an independent actuary using the Projected Unit Credit Method at the end of each year. Actuarial losses / gains are recognised in the Statement of Profit and Loss in the year in which they arise.

a) Movements in present value of defined benefit obligation (DBO)

₹ in lakhs

Particulars	Compensated absences March 31, 2024	Compensated absences March 31, 2023 (Refer Note No. 31)
Obligations as at beginning of the year	115	96
Current service cost	23	18
Interest Cost	4	3
Past Service Cost	-	-
Benefits paid	(30)	(6)
Others	(14)	-
Actuarial (gain) / loss on obligations	(9)	4
Present value of defined benefit obligation as at end of the year	89	115

b) Movements in the fair value of plan assets

₹ in lakhs

Particulars	Compensated absences March 31, 2024	Compensated absences March 31, 2023 (Refer Note No. 31)
Fair value of plan assets at beginning of the year	-	-
Expected return on plan assets	-	-
Return on plan assets excluding amounts included in interest income	-	-
Actuarial gain / (loss) on plan assets	-	-
Contributions by the employer	-	-
Benefits paid	-	-
Fair value of plan assets as at end of the year	-	-

c) Amount recognised in the Balance Sheet

₹ in lakhs

Particulars	Compensated absences March 31, 2024	Compensated absences March 31, 2023 (Refer Note No. 31)
Present value of defined benefit obligation as at end of the year	89	115
Fair value of plan assets as at end of the year	-	-
Net liability recognised in the Balance Sheet	89	115

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
d) Amounts recognised in the statement of Profit and Loss

₹ in lakhs

Particulars	Compensated absences March 31, 2024	Compensated absences March 31, 2023 (Refer Note No. 31)
Current service cost	23	18
Past service cost	-	-
Interest cost	4	3
Expected return on plan assets	-	-
Total amounts recognised in the statement of Profit and Loss	27	21

e) Sensitivity analysis

₹ in lakhs

Particulars	Compensated absences March 31, 2024	Compensated absences March 31, 2023 (Refer Note No. 31)
DBO On base assumptions		
A. Discount Rate		
1. Effect due to 0.5% increase in discount rate	88	57
2. Effect due to 0.5% decrease in discount rate	92	59
B. Salary Escalation Rate		
1. Effect due to 0.5% increase in salary escalation rate	92	59
2. Effect due to 0.5% decrease in salary escalation rate	88	57
C. Withdrawal Rate		
1. Effect due to 10% (10%) increase in withdrawal rate	90	58
2. Effect due to 10% (10%) decrease in withdrawal rate	90	58

f) Actuarial assumptions
Following are the principal actuarial assumptions used at Balance Sheet date:

Particulars	Compensated absences March 31, 2024	Compensated absences March 31, 2023 (Refer Note No. 31)
Discount rate (per annum)	7.20%	7.3% to 7.50%
Expected Return on Plan Assets	NA	NA
Withdrawal rate	10% to 15%	5%, 15% & 10%
Salary growth rate	5.00%	5% to 6%
Mortality rates	India Assured Lives Mortality (2012-14)	
Leave availment rate	1.50%	1.50%
Leave encashment rate	0.00%	0.00%

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 25 : Operating leases

The Company has taken office, factory spaces and warehouses under cancellable operating leases for periods ranging from 11 months to 3 years. Lease arrangements are usually renewable on mutually agreed terms and are cancellable by written notice.

₹ in lakhs

Particulars	Year ended March 31, 2024	Year ended March 31, 2023 (Refer Note No. 31)
Future minimum lease payments are as follows:		
- not later than one year	97	92
- later than one year but not later than five years	106	177
- later than five years	-	-
Total	203	269

Note 26 : Segment reporting
Business Segment:

The Company operates in two segment viz. textile dyes and chemicals and electrical capacitors, however the segment reporting for electrical capacitors is not disclosed separately, as the same does not qualify for separate disclosure as per Ind AS 108 on operating segments.

Note 27 : Deferred tax

Deferred tax asset on carry forward of unused tax losses and unused tax credits has not been recognised because it is not probable that future taxable profit will be available against which the Company can use the benefits therefrom.

Details of business loss and unabsorbed depreciation carry forward in future till assessment year 2023-24 is as follows.

Assessment year	Unabsorbed Depreciation ₹	Unabsorbed Business Loss ₹	Remarks
2000-01	2,17,65,557	-	
2001-02	25,79,773	-	
2002-03	4,581	-	
2003-04	1,91,628	-	
2004-05	19,19,838	-	
2006-07	1,04,49,874	-	
2009-10	6,38,048	-	
2011-12	18,64,382	-	
2012-13	18,25,816	-	
2013-14	14,60,963	-	
2014-15	9,78,171	-	
2015-16	12,86,911	-	
2016-17	63,63,878	-	
2019-20	97,89,040	-	
2021-22	20,68,741	-	
2022-23	7,27,460	-	
Total	6,39,14,661	-	
Total unabsorbed depreciation and business loss	6,39,14,661	-	
Income tax @ 26.75%	1,70,97,172	-	

Based on the above deferred tax assets to the extent of ₹170.97 lakhs is available in future to set off against future income tax.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 28 : Related party relationships, transactions and balances: (as per IND-AS 24)
a) Subsidiaries

Name of Party	Description of relationship
1) Refnol Overseas Limited	Subsidiary
2) Indokem Bangladesh (Pvt.) Limited (Incorporated on 30th April, 2023)	Subsidiary
3) Tex Care Middle East LLC	Step Down Subsidiary

b) Enterprise significantly influenced by the Key Managerial Personnel or their relatives

- 1) Chemron Texchem LLP
- 2) Asha Marine Products Private Limited
- 3) Emerald Capital Services Private Limited
- 4) Vindhyapriya Holdings Private Limited
- 5) Khatau Leasing and Finance Company Private Limited
- 6) Prism Plantations Private Limited
- 7) Khatau Holding and Trading Company Private Limited
- 8) Prerana Leasing and Finvest Private Limited
- 9) MKK holdings Private Limited
- 10) Priyanilgiri Holdings Private Limited
- 11) Priyamvada Holdings Limited (w.e.f April 1, 2017) (Associate till March 31, 2017)
- 12) Orchard Acres
- 13) Reactive Engineering Private Limited (w.e.f January 1st, 2022)

c) Key management personnel and their relatives

- 1) Mr. Mahendra K. Khatau (Chairman and Managing Director)
- 2) Mrs. Asha M. Khatau (Non-Executive Director and wife of Chairman)
- 3) Mr. Manish M. Khatau (Whole -Time Director and son of Chairman)
- 4) Mr. Kailash Pershad (Non-Executive Independent Director) till 31.03.24
- 5) Mr. Bhalachandra G. Sontakke (Non-Executive Independent Director) till 31.03.24
- 6) Mrs. Sneha Vidyadhar Khandekar (Non-Executive Independent Director)
- 7) Mr. Suyash Neelkanth Bhise (Non-Executive Independent Director)
- 8) Mr. Adarsh Shukla (Non-Executive Independent Director)
- 9) Mr. Rahul Singh (Non-Executive Independent Director)
- 10) Ms. Rupal B. Parikh (Chief Financial Officer)
- 11) Mr. Rajesh D. Pisal (Company Secretary)
- 12) Mr. Arup Basu (Managing Director)
- 13) Mr. Vikas Agarwal (CFO , Refnol Resins and Chemicals Limited) till 29.09.23
- 14) Mr. Bilal Topia (CS, Refnol Resins and Chemicals Limited) till 29.09.23
- 15) Mrs. Leela K. Khatau (Consultant, Mother of Shri Mahendra Khatau - Chairman) till 29.09.23
- 16) Mr. Mukund R. Nagpurkar (Non-Executive Independent Director) till 29.09.23

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
d) Key Managerial Personnel Compensation

₹ in lakhs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023 (Refer Note No. 31)
Short-term employee benefits	198	189
Terminal Benefits	14	14
Other Benefits	7	4
Total Compensation	219	207

e) Details of transactions with related parties during the year

₹ in lakhs

Nature of transactions	Significantly Influenced		Key Management Personnel and their relatives		Total	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Revenue from operations						
Orchard Acres	169	15	-	-	169	15
Tex Care Middle East LLC (Sales of goods)	591	784	-	-	591	784
Tex Care Middle East LLC (Sales of services)	24	185	-	-	24	185
Total	784	984	-	-	784	984
Purchase of Goods						
Orchard Acres	913	626	-	-	913	626
Total	913	626	-	-	913	626
Income :						
Rent received / Other income / Sale of assets						
Orchard Acres	22	14	-	-	22	14
Tex Care Middle East LLC	24	1	-	-	24	1
Indokem Bangladesh (Pvt.) Limited	2	-	-	-	2	-
Total	48	15	-	-	48	15
Director's Sitting Fees						
Mr. Mahendra K. Khatau	-	-	.*	.*	.*	.*
Mrs. Asha M. Khatau	-	-	1	1	1	1
Mr. Kailash Pershad	-	-	1	1	1	1
Mr. Bhalachandra G. Sontakke	-	-	2	2	2	2
Mr. Mukund R. Nagpurkar	-	-	.*	1	.*	1
Mr. Rahul Singh	-	-	2	2	2	2
Mr. Adarsh Shukla	-	-	.*	-	.*	-
Mr. Suyash Neelkanth Bhise	-	-	.*	-	.*	-
Mrs. Sneha Vidyadhar Khandekar	-	-	.*	-	.*	-
Total	-	-	7	7	7	7

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
e) Details of transactions with related parties during the year (Contd.)

₹ in lakhs

Nature of transactions	Significantly Influenced		Key Management Personnel and their relatives		Total	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Managerial Remuneration #						
Mr. Mahendra K. Khatau	-	-	72	72	72	72
Mr. Manish M. Khatau	-	-	36	36	36	36
Ms. Rupal B. Parikh	-	-	24	23	24	23
Mr. Arup Basu	-	-	34	34	34	34
Mr. Vikas Agarwal	-	-	29	23	29	23
Mr. Bilal Topia	-	-	5	5	5	5
Mr. Rajesh D. Pisal	-	-	19	18	19	18
Total	-	-	219	211	219	211
Expenses						
Orchard Acres	22	21	-	-	22	21
Mrs. Leela K. Khatau	-	-	5	9	5	9
Reactive Engineering Private Limited	24	21	-	-	24	21
Total	46	42	5	9	51	51

Note 1 : *Amount is below the rounding off limits followed by the Company's norms.

Note 2 : # does not include the amount payable towards compensated absences by the Company, as the same is calculated for the Company as a whole on actuarial basis.

f) Details of transactions with related parties during the year

₹ in lakhs

Nature of transactions	Significantly Influenced		Key Management Personnel and their relatives		Total	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Interest on Borrowings						
Prism Plantations Private Limited	2	2	-	-	2	2
Mr. Mahendra K. Khatau	-	-	16	21	16	21
Mrs. Asha M. Khatau	-	-	7	8	7	8
Mr. Manish M. Khatau	-	-	9	12	9	12
Total	2	2	32	41	34	43
Loan Taken during the year						
Prism Plantations Private Limited	3	-	-	-	3	-
Mr. Mahendra K. Khatau	-	-	63	5	63	5
Mrs. Asha M. Khatau	-	-	20	-	20	-
Mr. Manish M. Khatau	-	-	-	2	-	2
Total	3	-	83	7	86	7

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
f) Details of transactions with related parties during the year (Contd.)

₹ in lakhs

Nature of transactions	Significantly Influenced		Key Management Personnel and their relatives		Total	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Loan repaid during the year						
Prism Plantations Private Limited	-*	2	-	-	-*	2
Mr. Mahendra K. Khatau	-	-	125	6	125	6
Mrs. Asha M. Khatau	-	-	20	1	20	1
Mr. Manish M. Khatau	-	-	7	4	7	4
Total	-*	2	152	11	152	13
Advances paid during the year						
Indokem Bangladesh (Pvt.) Limited	36	6	-	-	36	6
Total	36	6	-	-	36	6

*Amount is below the rounding off limits followed by the Company's norms.

g) Outstanding balances with related parties:

₹ in lakhs

Nature of transactions	Significantly Influenced		Key Managerial Personnel and their relatives		Total	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Trade receivables						
Orchard Acres	61	7	-	-	61	7
Tex Care Middle East LLC	105	-	-	-	105	-
Less: Allowances for Credit Losses	-*	-	-	-	-*	-
Net amount receivable	166	7	-	-	166	7
Other receivables						
Indokem Bangladesh (Pvt.) Limited	2	-	-	-	2	-
Orchard Acres	115	28	-	-	115	28
Total	117	28	-	-	117	28
Deposit given						
Orchard Acres	-*	5	-	-	-*	5
Reactive Engineering Private Limited	2	1	-	-	2	1
Total	2	6	-	-	2	6
Investments in optionally convertible debentures						
Khatau Holding and Trading Company Private Limited	-*	-*	-	-	-*	-*
Priyamvada Holdings Limited	1	1	-	-	1	1
Investments in Equity Shares						
Indokem Bangladesh (Pvt.) Limited	6	-	-	-	6	-
Total	7	1	-	-	7	1
Advances paid during the year						
Indokem Bangladesh (Pvt.) Limited	36	6	-	-	36	6
Total	36	6	-	-	36	6

*Amount is below the rounding off limits followed by the Company's norms.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
h) Outstanding balances with related parties:

₹ in lakhs

Nature of transactions	Significantly Influenced		Key Managerial Personnel and their relatives		Total	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Trade Payables						
Tex Care Middle East LLC	-	197	-	-	-	197
Orchard Acres	355	174	-	-	355	174
Total	355	371	-	-	355	371
Borrowings						
Prism Plantations Private Limited	16	13	-	-	16	13
Mr. Mahendra K. Khatau	-	-	67	129	67	129
Mrs. Asha M. Khatau	-	-	54	54	54	54
Mr. Manish M. Khatau	-	-	68	75	68	75
Total	16	13	189	258	205	271
Interest accrued and due on borrowings						
Prism Plantations Private Limited	-*	-	-	-	-*	-
Mr. Mahendra K. Khatau	-	-	1	9	1	9
Mrs. Asha M. Khatau	-	-	1	2	1	2
Mr. Manish M. Khatau	-	-	1	2	1	2
Total	-*	-	3	13	3	13
Other Payables						
Mr. Mahendra K. Khatau*	-	-	-	-*	-	-*
Mrs. Leela K. Khatau	-	-	-	1	-	1
Reactive Engineering Private Limited	2	2	-	-	2	2
Total	2	3	-	-	2	3
O/S Dues Managerial Remuneration						
Mr. Mahendra K. Khatau	-	-	3	3	3	3
Mr. Manish M. Khatau	-	-	2	2	2	2
Mr. Arup Basu	-	-	2	2	2	2
Mr. Vikas Agarwal	-	-	2	1	2	1
Mr. Bilal Topia	-	-	-	-*	-	-*
Ms. Rupal B. Parikh	-	-	2	1	2	1
Mr. Rajesh D. Pisal	-	-	1	1	1	1
Total	-	-	12	10	12	10

*Amount is below the rounding off limits followed by the Company's norms.

Note 29 : Expenditure on Corporate Social Responsibility (CSR)

There is no amount required to be spent by the Company during the year towards Corporate Social Responsibility in terms of Section 135 of the Companies Act, 2013.

Note 30 : Managerial Remuneration

In view of inadequacy of profits of the year 2023-24 the total remuneration paid by the Company to its Directors including Managing Director (MD) was in accordance with the limits prescribed under section 197 read with Schedule V of the Companies Act, 2013.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 31: (A) Additional Disclosures

The Company has changed its accounting policy w.e.f. April 1, 2022 with respect to Revaluation model for the entire class of asset related to free hold and leasehold land and Provisioning for its recoverable financial assets. Under existing accounting policy, the company had opted for deemed cost model for entire class of asset related to free hold and leasehold land. Under the new accounting policy, the company has changed from deemed Cost model to Revaluation model for the entire class of asset related to free hold and leasehold land and has modified its provisioning for its recoverable financial assets. The aforesaid change, being in line with the Generally Accepted Accounting Principles, will result into reporting for such obligations on a more realistic basis.

As required by Ind AS - 8 "Accounting Policies, Changes in Accounting Estimates and Errors", the Company has retrospectively restated its Balance Sheet as at March 31, 2023, as at April 1, 2022 and Statement of Profit and Loss for the year ended on March 31, 2023 to give impact for change in accounting policy.

The impact of said changes in the accounting Policy on this financial results are as under:

Statement of Assets and Liabilities	₹ in lakhs	
	As at March 31, 2023	As at March 31, 2022
Increased in Class of Assets -Freehold and Leasehold Land	1650	1666
Provisioning for recoverable Financial Assets	(1032)	(937)
Other Equity	619	730

Statement of Profit and loss	₹ in lakhs	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation and Amortisation Expenses	-17	-17
Provisioning for recoverable Financial Assets	0	-95
Loss before tax	-17	-112
Tax Expenses	0	0
Loss for the period	-17	-112
Total Comprehensive Income / Loss	-17	-112
Earnings per equity share of ₹10/- each: - Basic and Diluted (₹)	(0.06)	(0.40)

Note 31: (B) Scheme of Arrangement and Amalgamation

In terms of the Scheme of Arrangement and Amalgamation ("the Scheme") under sections 230 to 232, read with the Companies (Compromises, Arrangements and Amalgamations) Rules 2016 or any other provisions of the Companies Act 2013, sanctioned by the order dated September 25, 2023 of The National Company Law Tribunal (NCLT) Mumbai Bench, effective from September 29, 2023. The Appointed date of the Scheme being April 1, 2021, the previous years' (F.Y. 2021-22), figures of Balance Sheet, Statement of Profit & Loss (including Other Comprehensive Income) & Statement of Cash Flows have been restated. Since the amalgamated entities are under common control, the accounting of the said amalgamation has been done applying Pooling of Interest method as prescribed in Appendix C of Ind AS 103 'Business Combinations'.

1. Refnol Resins and Chemicals Limited (Refnol) and hereinafter referred to as Transferor company is amalgamated with Indokem Limited (Company) under the "Pooling of Interest Method" from the appointed date April 1, 2021. Transferor company ("Refnol") is engaged in the Textile and other chemicals business.
2. In accordance with the Scheme and as per the approval granted by the Hon'ble NCLT , Mumbai Bench Court II :
 - i. The assets, properties, liabilities, rights and obligations of the Transferor company have vested in the Company with effect from the appointed date.
 - ii. Inter corporate investments / deposits / loans / advances outstanding between the Company and the Transferor company have been cancelled.
 - iii. The sales / purchases / income / expenses arising between the Company and the Transferor company have been cancelled.
 - iv. In terms of the Scheme of Amalgamation, 1153 shares of ₹10/- each fully paid-up of Indokem Limited would be issued for every 1000 shares held in Refnol Resins and Chemicals Ltd. Accordingly 35,62,654 shares of Indokem Limited will be issued to shareholders of Refnol Resins and Chemicals Limited.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

- v. As required by the Scheme, Capital Reserve of Indokem Limited has been adjusted to the extent of ₹47.28 lakhs towards difference between net value of assets and liabilities and reserves of the Transferor Company over the face value of the shares to be allotted.
- vi. The authorised share capital of the Company has been increased at the time of issue of shares.

Restated Balance Sheet as at April 1, 2022

₹ in lakhs

Particulars	As at March 31, 2022 (Reported)	Adjustment in view of change in Accounting policy	Additions / (Eliminations) on account of Amalgamation	As at April 1, 2022
ASSETS				
Non-current Assets				
Property, plant and equipment	2,569	1,666	1,518	5,753
Capital work-in-progress	88	-	-	88
Goodwill	71	-	-	71
Intangible assets	7	-	1	8
Financial assets				
Investments	1	-	89	90
Other financial assets	43	-	8	51
Income tax assets (net)	20	-	-	20
Other non-current assets	210	-	9	219
Total Non-current Assets	3,009	1,666	1,625	6,300
Current Assets				
Inventories	1,349	-	517	1,866
Financial assets				
Trade receivables	2,850	(937)	603	2,516
Cash and cash equivalents	56	-	18	74
Bank balance other than cash and cash equivalents	2	-	34	36
Loans	1	-	-	1
Other financial assets	71	-	-	71
Income tax assets (net)	4	-	-	4
Other current assets	134	-	90	224
Total Current Assets	4,467	(937)	1,262	4,792
Total Assets	7,476	730	2,887	11,092
EQUITY AND LIABILITIES				
Equity				
Equity share capital	2,433	-	356	2,789
Other equity	1,049	730	920	2,698
Total Equity	3,482	730	1,276	5,487
LIABILITIES				
Non-current Liabilities				
Financial liabilities				
Borrowings	918	-	25	943
Other financial liabilities	235	-	190	425
Provisions	147	-	134	281
Total Non-current Liabilities	1,300	-	349	1,649

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Restated Balance Sheet as at April 1, 2022 (Contd.)

Particulars	₹ in lakhs			
	As at March 31, 2022 (Reported)	Adjustment in view of change in Accounting policy	Additions / (Eliminations) on account of Amalgamation	As at April 1, 2022
Current Liabilities				
Financial liabilities				
Borrowings	305	-	549	854
Trade payables				
(i) Total outstanding dues of Micro and Small Enterprises	-	-	-	-
(ii) Total outstanding dues of Creditors other than Micro and Small Enterprises	2,031	-	487	2,518
Other financial liabilities	6	-	41	47
Provisions	61	-	24	85
Other current liabilities	291	-	161	452
Total Current Liabilities	2,694	-	1,262	3,956
Total Liabilities	3,994	-	1,611	5,605
Total Equity and Liabilities	7,476	730	2,887	11,092

Restated Balance Sheet as at March 31, 2023

Particulars	₹ in lakhs			
	As at March 31, 2023 (Reported)	Adjustment in view of change in Accounting policy	Additions / (Eliminations) on account of Amalgamation	As at March 31, 2023
ASSETS				
Non-current Assets				
Property, plant and equipment	2,752	1,650	1,517	5,918
Capital work-in-progress	13	-	39	52
Goodwill	71	-	-	71
Intangible assets	3	-	1	4
Financial assets				
Investments	1	-	89	90
Other financial assets	47	-	9	56
Income tax assets (net)	18	-	1	19
Other non-current assets	218	-	10	228
Total Non-current Assets	3,123	1,651	1,666	6,438
Current Assets				
Inventories	1,418	-	470	1,887
Financial assets				
Trade receivables	3,220	(1,032)	406	2,594
Cash and cash equivalents	29	-	43	72
Bank balance other than cash and cash equivalents	1	-	41	42
Loans	-	-	-	-
Other financial assets	38	-	3	41
Income tax assets (net)	3	-	-	3
Other current assets	192	-	29	221
Total Current Assets	4,901	(1,032)	992	4,860
Total Assets	8,024	619	2,658	11,298

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Restated Balance Sheet as at March 31, 2023 (Contd.)

				₹ in lakhs
Particulars	As at March 31, 2023 (Reported)	Adjustment in view of change in Accounting policy	Additions / (Eliminations) on account of Amalgamation	As at March 31, 2023
EQUITY AND LIABILITIES				
Equity				
Equity share capital	2,433	-	356	2,789
Other equity	1,079	619	940	2,636
Total Equity	3,512	619	1,296	5,425
LIABILITIES				
Non-current Liabilities				
Financial liabilities				
Borrowings	1,223	-	109	1,332
Other financial liabilities	250	-	198	448
Provisions	147	-	160	307
Total Non-current Liabilities	1,620	-	467	2,087
Current Liabilities				
Financial liabilities				
Borrowings	386	-	514	900
Trade payables				
(i) Total outstanding dues of Micro and Small Enterprises	62	-	-	62
(ii) Total outstanding dues of Creditors other than Micro and Small Enterprises	2,083	-	267	2,350
Other financial liabilities	18	-	12	30
Provisions	75	-	25	100
Other current liabilities	268	-	77	344
Total Current Liabilities	2,892	-	895	3,786
Total Liabilities	4,512	-	1,362	5,873
Total Equity and Liabilities	8,024	619	2,658	11,298

Restated Statement of Profit and Loss for the year ended March 31, 2023

				₹ in lakhs
Particulars	For the year ended March 31, 2023 (Reported)	Adjustment in view of change in Accounting policy	Additions / (Eliminations) on account of Amalgamation	For the year ended March 31, 2023
Income				
Revenue from operations	11,186	-	2,883	14,069
Other income	64	-	3	67
Total Income	11,250	-	2,886	14,136
Expenses				
Cost of materials consumed	7,739	-	2,266	10,005
Purchase of stock in trade	730	-	(599)	131
Changes in inventories of finished goods, work-in-process and Stock in trade	(42)	-	50	8
Employee benefits expenses	1,121	-	357	1,478

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Restated Statement of Profit and Loss for the year ended 31 March, 2023 (Contd.)

₹ in lakhs

Particulars	For the year ended March 31, 2023 (Reported)	Adjustment in view of change in Accounting policy	Additions / (Eliminations) on account of Amalgamation	For the year ended March 31, 2023
Finance cost	184	-	95	279
Depreciation / amortisation	129	17	53	199
Other expenses	1,453	-	635	2,088
Total Expenses	11,314	17	2,857	14,188
Profit / (loss) before tax	(64)	(17)	29	(52)
Excess / short provision for previous years	-	-	-	-
Current tax	-	-	-	-
Profit / (loss) after tax	(64)	(17)	29	(52)
Other comprehensive income				
<i>Items that will not be reclassified subsequently to profit and loss account</i>	(1)	-	(8)	(9)
Remeasurement of post employment benefit obligation	-	-	-	-
Total Other comprehensive income / (loss)	(1)	-	(8)	(9)
Total Comprehensive income / (loss) for the year	(65)	(17)	21	(61)

Note 32 : Disclosures related to various Ratios

₹ in lakhs

Name of Ratio	Formula	F.Y. 2023-24	F.Y. 2022-23	% of change	Reason for variation if change is more than 25% +/- as compared to previous year	
Current Ratio(No. of times)	Current Assets	5,062	4,860	1.28	(17%)	NA
	Current Liabilities	4,746	3,786			
Debt Equity Ratio (No. of times)	Short term Debt + Long term Debt	2,239	2,232	0.41	4%	NA
	Share holder's equity	5,240	5,425			
Debt Service Coverage Ratio (No. of times)	Earnings available for Debt service	(45)	378	1.55	(109%)	Due to reduction in earnings
	Debt service	310	243			
Return on Equity	Net Profit After Tax	(526)	(52)	-0.96%	929%	The increased in ratio is due to profit after taxes reduced during the year
	Average Share holder's equity	5,333	5,456			
Inventory Turnover Ratio(No. of times)	Sales	13,951	14,069	7.50	(11%)	NA
	Average Inventory	2,087	1,877			
Trade Receivable turnover Ratio (No. of times)	Net Sales	13,951	14,069	5.51	(1%)	NA
	Average Trade receivables	2,553	2,555			

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 32 : Disclosures related to various Ratios (Contd.)

₹ in lakhs

Name of Ratio	Formula	F.Y. 2023-24		F.Y. 2022-23		% of change	Reason for variation if change is more than 25% +/- as compared to previous year
Trade payable turnover Ratio (No. of times)	Net Purchase / Services	12,765	4.81	12,215	4.96	(3%)	NA
	Average Trade payables	2,652		2,465			
Net Capital Turnover Ratio (No. of times)	Net Sales	13,951	44.13	14,069	13.11	237%	There is reduction in sales as well as in net working capital as trade payables and other current liabilities have increased more than the increase in current assets.
	Working Capital	316		1,074			
Net Profit Ratio	Net Profit After Tax	(526)	(3.77%)	(52)	(0.37%)	914%	The reduction in net profit ratio is mainly due to increase in employee cost , legal and professional charges, travelling and amalgamation expenses and reduction in product margins.
	Total Sales	13,951		14,069			
Return on Capital Employed	Earning Before Interest and Tax	(287)	(3.83%)	187	2.44%	(257%)	This is mainly due to decreased in profit and debts also increased during the year.
	Capital Employed	7,479		7,657			
Return on Investment	Income generated from Invested funds	NA	NA	NA	NA	NA	NA
	Average Invested funds in Treasury Investment	NA		NA			

Note 33 : Disclosure as per section 186(4) of the Companies Act, 2013

₹ in lakhs

(i) Name of party	As at March 31, 2024	As at March 31, 2023	As at April 1, 2022
Advances and Loan given to subsidiaries			
Indokem Bangladesh (Pvt.) Limited	38	6	-
(Incorporated i.e. April 30, 2023)	38	6	-

The above loan and advances have been given for incorporating foreign subsidiary company and meeting their business requirements.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(ii) The Company has made Investment to following party and the outstanding balances are as under:

₹ in lakhs

Name of party	As at March 31, 2024	As at March 31, 2023	As at April 1, 2022
Investment			
Refnol Overseas Limited	89	89	89
Indokem Bangladesh (Pvt.) Limited	6	-	-
	95	89	89

Note 34 : Other Disclosures

a) The Company holds all the title deeds of immovable property in its name except following properties.

₹ in lakhs

Relevant line item in the Balance Sheet	Description of item of property	Gross carrying value as on March 31, 2024	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter / director or employee of promoter / director	Property held since which date	Reason for not being held in the name of the company
Buildings	Buildings - New Delhi	133.60	M/s Ramakem Limited	Amalgamated Company	01.10.1994	The Company became the owners of the premises by virtue of Scheme of Amalgamation of M/s. Manish Dyes Products Private Limited and M/s. Ramakem Limited, with the Company. However, pending completion of the relevant registration formalities, the immovable properties continue to be in the name of the erstwhile amalgamated company.
Buildings	Buildings-GIDC Naroda	2,103.45	Refnol Resins and Chemicals Ltd.	Amalgamated Company	01.04.2021	The Company became the owners of the premises by virtue of Scheme of Amalgamation of Refnol Resins and Chemicals Ltd. with the Company. However, pending completion of the relevant registration formalities, the immovable property continue to be in the name of the erstwhile amalgamated company.

b) The Company do not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

c) The Company has following transactions with struck off companies.

Name of the Struck off Companies	Nature of transactions with struck off company	No. of shares	Balance outstanding / Nominal share value	Relationship with the struck off company, if any
ALMEIDA EQUITY FUND PVT LTD.	Investments in securities	240	2,400.00	Equity shareholder
ARUNESH TRADING & INVESTMENTS (P) LTD.	Investments in securities	50	500.00	Equity shareholder
ASHWIN TRADING&INVESTMENTS (P) LTD.	Investments in securities	50	500.00	Equity shareholder
ADITI CAPITAL SERVICES P. LTD.	Investments in securities	50	500.00	Equity shareholder
CONSOLIDATED SERVICES & SEC. I. LTD.	Investments in securities	5650	56,500.00	Equity shareholder
DEEPAUL TRADING & INVESTMENTS (P) LTD.	Investments in securities	150	1,500.00	Equity shareholder
DELHI FINANCIERS PVT LTD.	Investments in securities	150	1,500.00	Equity shareholder
G M DANDIDAR COMMERCIAL PVT LTD.	Investments in securities	6500	65,000.00	Equity shareholder
INTACT LEASING & FINANCE LTD.	Investments in securities	500	5,000.00	Equity shareholder
M/S RAMHARI INVESTMENTS P LTD.	Investments in securities	450	4,500.00	Equity shareholder
MANJAPRA SEC & INVT P LTD.	Investments in securities	1650	16,500.00	Equity shareholder
NAVRATNA INVESTMENTS P LTD.	Investments in securities	50	500.00	Equity shareholder
NAKUL TRADING & INVESTMENTS PVT LTD.	Investments in securities	150	1,500.00	Equity shareholder
ORLON EXPORTS PVT. LTD.	Investments in securities	100	1,000.00	Equity shareholder
SILVER ARROW INVEST PVT LTD.	Investments in securities	100	1,000.00	Equity shareholder
SKIM INVESTMENTS AND LEASING P LTD.	Investments in securities	50	500.00	Equity shareholder
SANTOSH SECURITIES LTD.	Investments in securities	50	500.00	Equity shareholder
VINSUM CONSULTANTS PVT LTD.	Investments in securities	150	1,500.00	Equity shareholder
VMS CONSULTANTS PVT LTD.	Investments in securities	80	800.00	Equity shareholder

- d) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- e) The Company has not traded or invested in Crypto currency or Virtual Currency during the year.
- f) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (i) 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
 - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- g) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- (i) 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
 - (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- h) The Company does not have any such 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.)
- i) The Company is not declared as willful defaulter by any bank or financial institution or other lender.
- j) The Company does not have subsidiary in India. All the subsidiaries are incorporated outside India and therefore section 2(87) of the Companies Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable to the Company.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 35 : Quarterly Statements filed with Banks for Borrowings against Current Assets

Sr No.	Period	Amount as per Books	Amount reported in quarterly returns	Discrepancy	Reasons
1	Jun-23	1,468.04	1,444.94	23.10	None
2	Sep-23	1,584.02	1,559.32	24.70	
3	Dec-23	4,885.00	4,939.59	(54.59)	
4	Mar-24	4,799.89	4,806.92	(7.03)	

Considered up to 5% of amount reported in quarterly returns

Note 36: Additional Disclosure

With reference to maintaining its books of accounts using audit trails (edit log) feature, in terms of the Scheme of Arrangement and Amalgamation, the company "Refnol Resins and Chemicals Limited" (Transferor company) is amalgamated with Indokem Limited with effect from September 29, 2023. In case of above transferor company, the said company has not used accounting software which has a feature of recording audit trails (edit log) facility for the period April 1, 2023 to September 29, 2023.

Note 37: Registration or Satisfaction of Charges with Registrar of Companies

Sr No.	Charge Holder	Charge Amount	Date of Satisfaction	Status of Charge	Delay (Months)	Reasons for Delay
1	Gujarat State Financial Corporation	16.65	1990*	OPEN	396*	Details required for filing of Satisfaction of Charge not available
2	State Bank of India	4.50	1990*	OPEN	396*	Details required for filing of Satisfaction of Charge not available
3	State Bank of India	4.50	1990*	OPEN	396*	Details required for filing of Satisfaction of Charge not available
4	CITI Bank	0.93	1992*	OPEN	372*	Details required for filing of Satisfaction of Charge not available
5	Canara Bank	10.00	1995*	OPEN	336*	Details required for filing of Satisfaction of Charge not available
6	Bank of Baroda	18.00	1995*	OPEN	336*	Details required for filing of Satisfaction of Charge not available

Note : * Date of Satisfaction of Loan not available.

Note 38 : Figures for previous year have been regrouped, wherever necessary.

As per our attached report of even date

For C N K & Associates LLP

Chartered Accountants

Firm Registration No.: 101961 W / W - 100036

For and on behalf of the Board

INDOKEM LIMITED

Pareen Shah

Partner

Membership No.: 125011

Mahendra K. Khatau

Chairman & Managing Director

DIN : 00062794

Manish M. Khatau

Director

DIN : 02952828

Rupal B. Parikh

Chief Financial Officer

Rajesh D. Pisal

Company Secretary

Place: Mumbai

Date: May 30, 2024

Place: Mumbai

Date: May 30, 2024

INDEPENDENT AUDITOR'S REPORT

To the Members of Indokem Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of Indokem Limited ("the Company"), its subsidiary company (the Company and its subsidiary together referred to as "the Group") which comprise the Consolidated Balance Sheet as at 31st March, 2024, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date and notes to the Consolidated Financial Statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as the "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 31st March, 2024, the consolidated loss and consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows 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 Act (SAs). 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 with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained by us is sufficient and appropriate to provide a basis for our opinion on the Consolidated Financial Statements.

Emphasis of Matter

- I. We draw attention to Note 31 (B) of the accompanying Consolidated Financial Statement regarding Revised Scheme of Amalgamation. The Board of Directors had at their meeting held on 15th January, 2022 inter alia approved Revised Scheme of Amalgamation between Indokem Limited and Refnol Resins and Chemicals Limited w.e.f. the Appointed Date i.e. 1st April, 2021.

The above Scheme is effective from 29th September, 2023 and accordingly, the financial information of the Company for the year ended 31st March, 2023 and 1st April, 2022 included in these Financials statement have been restated to give the effect of the adjustments arising from Amalgamation (the "Scheme") as fully described in the Note 31(B) to the Consolidated financial statement.

Our opinion is not modified in respect of above matter.

- II. We draw attention to Note 31 (A) of the accompanying Consolidated Financial Statement, whereby the Company has provided explanation for the change in accounting policy from deemed Cost model to Revaluation model for the entire class of asset related to free hold and leasehold land and Provisioning for its recoverable financial Assets. The Company has disclosed its related impact on financial results of the Company. Further, the Company has restated the financial results of the earlier periods presented and the impact for change in such accounting policy have been duly disclosed in accordance with Ind AS - 8 "Accounting Policies, Changes in Accounting Estimates and Errors". The Impact of changes on the restated financial results, due to change in above accounting policy has been reviewed by us.

Our opinion is not modified in respect of above matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated 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. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr No	Key Audit Matter	Auditor's Response
1)	<p>Litigations, Provisions and contingent liabilities</p> <p>The Group has several litigations which also include matters under dispute which involves significant management judgement and estimates on the possible outcome of the litigations and consequent provisioning thereof or disclosure as contingent liabilities.</p> <p>Refer Note 22 to the Consolidated Financial Statements.</p>	<p><u>Our Audit procedures included the following:</u></p> <p>As part of the audit process, we obtained from the management details of matters under disputes including ongoing and completed tax assessments, demands and other litigations. We also performed the following audit procedures:</p> <ul style="list-style-type: none"> • Evaluation and testing of the design of internal controls followed by the Company relating to litigations and open tax positions for direct and indirect taxes and process followed to decide provisioning or disclosure as Contingent Liabilities; • Discussed with Company's legal team and taxation team for sufficient understanding of on-going and potential legal matters impacting the Company; • We also involved our internal tax experts to evaluate the management's underlying judgements in making their estimates with regard to such matters.

Information other than the Consolidated Financial Statement and Auditor's Report thereon

The Holding Company's Board of Directors is responsible for other information. The other information comprises the information included Board's Report including Annexures to that Board's Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated Financial Statements and our auditor's report 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.

Responsibilities of Management and those charged with Governance for the Consolidated Financial Statements

The Company's management and Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements 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 Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error;

In preparing the Consolidated Financial Statements, the respective management and Board of Directors of the companies included in the Group are responsible for assessing the ability of the group 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 Board

of Directors either intends to liquidate their respective entities or 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 responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of Consolidated Financial Statements

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 judgement 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 Group 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 ability of the 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 the entities or business activities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditor. For the other entities included in the Consolidated Financial Statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion;

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated Financial Statements;

We communicate with those charged with governance of the 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

- I. We did not audit the financial statements and other financial information of 1 subsidiary included in the consolidated audited financial results, whose financial results reflects (before consolidated adjustments) total assets of ₹ 1,463.68 lakhs as on March 31, 2024, total revenues of ₹ 3,170.78 lakhs for the year ended March 31, 2024, total net Profit / (loss) after tax of ₹ (82.79) lakh for year ended March 31, 2024, total comprehensive income / (loss) of ₹ (82.79) lakh for the year ended March 31, 2024 respectively and net cash Inflow of ₹ 1.81 lakhs for the year ended on March 31, 2024 as considered in the consolidated audited financial results. These financial results have been audited by other auditor whose financial statements, other financial information and auditor's report have been furnished to us by the management and our opinion on the consolidated financial results, in so far as it relates to the amount and disclosures included in respect of these entities, is based solely on the report of such other auditors.
- II. The accompanying consolidated financial statements includes unaudited financial statements of Two subsidiaries which have not been audited by us whose financial statements reflect total assets (before consolidated adjustments) of ₹ 312.89 lakhs as on March 31, 2024, total revenue of ₹ 14.32 lakh for the year ended March 31, 2024, total net loss after tax of ₹ 15.01 lakh for the year ended March 31, 2024, total comprehensive Loss of ₹ 15.01 lakh for the year ended March 31, 2024, and net cash inflow of ₹ 23.58 lakhs for the year ended on March 31, 2024 as considered in the consolidated financial results. These unaudited financial statements / financial information / financial results have been approved and furnished to us by the Management and Our opinion, in so far as it relates to the amounts and disclosures included in respect of the aforesaid subsidiary and our report in terms of sub-sections (3) and (11) of section 143 of the Companies Act, 2013 in so far as it relates to the aforesaid subsidiary is based solely on such unaudited financial statements and other unaudited financial information.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the matters covered in paragraph a) and b) above with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, 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 purposes 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 by the Group so far as it appears from our examination of those books and the reports of the other auditors (Also refer our comments in para 1(h)(v));
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant 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 Accounting Standards specified under Section 133 of the Act;
 - (e) On the basis of the written representations received from the directors of the Company as on 31st March, 2024 taken on record by the Board of Directors of the Company and the report of the statutory auditors of its subsidiary company, incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2024 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 of the Group and the operating effectiveness of such controls, refer to our separate Report in "Annexure A";
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Consolidated Financial Statements disclosed the impact of pending litigations on its financial position of the Group– Refer Note 22 to the Consolidated Financial Statements;
 - ii. The Group did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its associate incorporated in India;
 - i. The Management has represented that, to the best of its knowledge and belief that no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - ii. The Management has represented that, to the best of its knowledge and belief that no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - iii. Based on such audit procedures that we have 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) contain any material mis-statement.
 - iv. There is no dividend declared or paid during the period by the holding Company and subsidiaries and hence provisions of section 123 of the Companies Act, 2013 are not applicable.
 - v. Based on our examination, which included test checks, that performed by us on the Holding Company, the Holding Company have 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. Further, we report that the subsidiaries company included in consolidation are foreign subsidiaries, to which this clause is not applicable and therefore no separate reporting has been done by us on this matter. Also Refer Note 35 to consolidated financial statements.
2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order" / "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, We report that the subsidiaries company included in consolidation are foreign subsidiaries, to which reporting under CARO is not applicable, and therefore no separate reporting has been done by us on above matter.

For C N K & Associates LLP

Chartered Accountants

Firm Registration No.:101961W / W-100036

Sd/-

Pareen Shah

Partner

Membership No. 125011

Place : Mumbai

Date : 30th May 2024

UDIN: 24125011BKEQWS7351

ANNEXURE “A” 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”)

We have audited the internal financial controls over financial reporting of Indokem Limited (“the Company”) and in respect of its subsidiaries wherein such audit of internal financial controls over financial reporting was carried out by us and have been appropriately dealt with by us in making this report as on 31st March, 2024 in conjunction with our audit of the Consolidated 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 and its subsidiary company, which are companies incorporated in India 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. These responsibilities include the design, implementation and maintenance of internal financial controls with reference to financial statements of the Company that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective 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 of the Company, its subsidiary company, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by the Institute of Chartered Accountants of India 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, both applicable to an audit of Internal Financial Control and, both issued by the Institute of Chartered Accountants of India. 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 with reference to financial statements of the Company were established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, 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 authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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, to the best of our information and according to the explanations given to us, the Company, its subsidiary company has, in all material respects, an internal financial controls with reference to financial statements of the Company and such internal financial controls over financial reporting were operating effectively as at 31st March, 2024, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **C N K & Associates LLP**

Chartered Accountants

Firm Registration No.:101961W / W-100036

Sd/-

Pareen Shah

Partner

Membership No. 125011

Place : Mumbai

Date : 30th May 2024

UDIN: 24125011BKEQWS7351

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2024
₹ in lakhs

	Note No.	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
ASSETS				
Non-current Assets				
Property, plant and equipment	3(a)	6,518	5,982	5,782
Capital work-in-progress	3(b)	4	52	88
Goodwill	4	71	71	71
Intangible assets	4	3	4	8
Financial assets				
Investments	5(a)	1	1	1
Loans	5(b)	-*	-	-
Other financial assets	5(c)	55	81	51
Income tax assets (net)	6	25	19	20
Other non-current assets	7	55	228	219
Total Non-current Assets		6,732	6,438	6,240
Current Assets				
Inventories	8	2,444	2,079	2,116
Financial assets				
Trade receivables	5(d)	3,033	3,121	3,068
Cash and cash equivalents	5(e)	193	233	210
Bank balance other than cash and cash equivalents	5(f)	51	42	36
Loans	5(b)	2	-	1
Other financial assets	5(c)	68	41	94
Income tax assets (net)	6	-	2	4
Other current assets	7	244	273	250
Total Current Assets		6,035	5,791	5,779
Total Assets		12,767	12,229	12,019
EQUITY AND LIABILITIES				
Equity				
Equity share capital	9(a)	2,789	2,789	2,789
Other equity	9(b)	3,079	3,351	3,446
Minority Interest		(2)	-	-
Total Equity		5,866	6,140	6,235
LIABILITIES				
Non-current Liabilities				
Financial liabilities				
Borrowings	10(a)	1,279	1,332	943
Other financial liabilities	10(c)	269	251	235
Provisions	11	438	442	386
Total Non-current Liabilities		1,986	2,025	1,564
Current Liabilities				
Financial liabilities				
Borrowings	10(b)	960	900	855
Trade payables	10(d)			
(i) Total outstanding dues of Micro and Small Enterprises		126	62	-
(ii) Total outstanding dues other than Micro and Small Enterprises		3,020	2,486	2,688
Other financial liabilities	10(c)	19	30	47
Provisions	11	307	235	171
Other current liabilities	12	483	351	459
Total Current Liabilities		4,915	4,064	4,220
Total Liabilities		6,901	6,089	5,784
Total Equity and Liabilities		12,767	12,229	12,019

*Amount is below rounding off limits followed by the Company's norms
See accompanying notes 1 to 37 forming part of Ind-AS financial statement.

As per our attached report of even date

For C N K & Associates LLP

Chartered Accountants

Firm Registration No.: 101961 W / W - 100036

Pareen Shah

Partner

Membership No.: 125011

Place: Mumbai

Date: May 30, 2024

For and on behalf of the Board

INDOKEM LIMITED

Mahendra K. Khatau

Director

DIN : 00062794

Rupal B. Parikh

Chief Financial Officer

Place: Mumbai

Date: May 30, 2024

Manish M. Khatau

Director

DIN : 02952828

Rajesh D. Pisal

Company Secretary

STATEMENT OF CONSOLIDATED PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2024
₹ in lakhs

	Note No.	Year ended March 31, 2024	Year ended March 31, 2023 (Refer Note No. 31)
CONTINUING OPERATIONS			
Income			
Revenue from operations	13	16,480	16,064
Other income	14	41	73
Total Income		16,521	16,137
Expenses			
Cost of materials consumed	15	10,953	10,950
Purchase of stock in trade		226	131
Changes in inventories of finished goods, work-in-process and Stock in trade	16	94	19
Employee benefits expenses	17	1,914	1,782
Finance cost	18	308	293
Depreciation / amortisation	3 & 4	251	205
Other expenses	19	3,394	2,889
Total Expenses		17,140	16,269
Profit / (loss) before tax		(619)	(132)
Current tax	20	-	-
Excess / short Provision for previous years		4	-*
Profit / (loss) after tax		(623)	(132)
Other comprehensive income			
<i>Items that will not be reclassified subsequently to profit and loss account</i>			
Remeasurement of post employment benefit obligation		(32)	(9)
<i>Items that will be subsequently reclassified to profit and loss account</i>			
Exchange Difference on translation of foreign operations		(1)	3
Total other comprehensive income / (loss)		(33)	(6)
Total comprehensive income / (loss) for the year		(656)	(138)
Net Profit / (loss) attributable to:			
Owners of the company		(619)	(132)
Non - Controlling Interest		(4)	-
Profit / (loss) after tax		(33)	(6)
Owners of the company		(33)	(6)
Non - Controlling Interest		-	-
Total comprehensive income / (loss) net of tax		(652)	(138)
Owners of the company		(652)	(138)
Non - Controlling Interest		(4)	-
Earnings per equity share (Face value of ₹ 10 each) :			
Basic and diluted earnings per share (in ₹)	21	(2.23)	(0.47)

* Amount is below rounding off limits followed by the Group's norms

See accompanying notes 1 to 37 forming part of Ind-AS financial statement.

As per our attached report of even date

For C N K & Associates LLP

Chartered Accountants

Firm Registration No.: 101961 W / W - 100036

Pareen Shah

Partner

Membership No.: 125011

Place: Mumbai

Date: May 30, 2024

For and on behalf of the Board

INDOKEM LIMITED

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Rajesh D. Pisal

Company Secretary

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2024
A. Equity Share Capital

₹ in lakhs

Balance as at April 1, 2023	Changes in Equity Share Capital due to prior period errors	Restated balance as at April 1, 2023	Changes in equity share capital during the year	Forfeited Shares	Shares Pending Issuance	Balance as at March 31, 2024
2,789	-	2,789	-	-	-	2,789

Balance as at April 1, 2022	Changes in Equity Share Capital due to prior period errors	Restated balance as at April 1, 2022	Changes in equity share capital during the year	Forfeited Shares	Shares Pending Issuance	Balance as at March 31, 2023
2,433	-	2,433	-	-	356	2,789

Balance as at March 31, 2021	Changes in Equity Share Capital due to prior period errors	Restated balance as at April 1, 2022	Changes in equity share capital during the year	Forfeited Shares	Shares Pending Issuance	Balance as at April 1, 2022
2,433	-	2,433	-	-	356	2,789

B. Other Equity

₹ in lakhs

Particulars	Reserves and Surplus							Total Equity
	Securities Premium Reserve	Capital Reserve	General Reserve	Retained Earnings	Statutory Reserve	Foreign Currency translation Reserve	Revaluation Reserves	
Balance as at April 1, 2023	1,225	453	648	(903)	21	258	1,649	3,351
Add: Revaluation of Property, Plant and Equipments (Refer Note 3(a))	-	-	-	-	-	-	379	379
Less: Share issuance expenses	(6)	-	-	-	-	-	-	(6)
Total Comprehensive Income for the year	-	-	-	(652)	-	7	-	(645)
Transfer to retained earnings	-	-	-	(17)	-	1	17	1
Balance as at March 31, 2024	1,219	453	648	(1,538)	21	266	2,011	3,079

₹ in lakhs

Particulars	Reserves and Surplus							Total Equity
	Securities Premium Reserve	Capital Reserve	General Reserve	Retained Earnings	Statutory Reserve	Foreign Currency translation Reserve	Revaluation Reserves	
Balance as at April 1, 2022	1,225	453	648	(782)	21	215	1,666	3,446
Total Comprehensive Income for the current year	-	-	-	(138)	-	46	-	(92)
Transfer to retained earnings	-	-	-	(17)	-	3	17	3
Balance as at March 31, 2023	1,225	453	648	(903)	21	258	1,649	3,351

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2024
(Contd.)**

₹ in lakhs

Particulars	Reserves and Surplus							Total Equity
	Securities Premium Reserve	Capital Reserve	General Reserve	Retained Earnings	Statutory Reserve	Foreign Currency translation Reserve	Revaluation Resevers	
Balance as at March 31, 2022	1,024	461	648	(1,373)	-	-	-	760
Changes on account of Amalgamation (Refer Note 31 (B))	201	(26)	-	760	21	214	-	1,171
Restated balance as at April 1, 2022	1,225	453	648	(1,549)	21	214	1,666	1,931
Changes in accounting policy or prior period errors (Refer note 31 (A))	-	18	-	(937)	-	-	1,666	748
Total Comprehensive Income for the current year	-	-	-	767	-	-	-	767
Balance as at April 1, 2022	1,225	453	648	(782)	21	214	1,666	3,446

The accompanying notes are an integral part of the financial statements.

As per our attached report of even date

For C N K & Associates LLP

Chartered Accountants

Firm Registration No.: 101961 W / W - 100036

For and on behalf of the Board
INDOKEM LIMITED
Parveen Shah

Partner

Membership No.: 125011

Mahendra K. Khatau

Director

DIN : 00062794

Manish M. Khatau

Director

DIN : 02952828

Rupal B. Parikh

Chief Financial Officer

Place: Mumbai

Date: May 30, 2024

Rajesh D. Pisal

Company Secretary

Place: Mumbai

Date: May 30, 2024

CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2024

₹ in lakhs

	Year ended March 31, 2024	Year ended March 31, 2023 (Refer Note No. 31)
CASH FLOW FROM CONTINUING OPERATIONS		
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit / (loss) before tax	(619)	(132)
Adjustments for :		
Depreciation	251	205
Finance costs	308	293
Interest income	(7)	(3)
Allowances for credit losses	19	51
Bad debts written off	71	-
Provision no longer required	(9)	-
Profit on sale of current and non-current investments (net)	(1)	(5)
Sundry balances written off / (written back)	(2)	(37)
Unrealised exchange rate difference (net)	7	47
Operating profit before working capital changes	18	419
Changes in working capital:		
(Increase) / decrease in inventories	(366)	38
(Increase) / decrease in trade receivables	(1)	(105)
(Increase) / decrease in loans and advances	(2)	-
(Increase) / decrease in other financial assets	(1)	24
(Increase) / decrease in other assets	(7)	(29)
Increase / (decrease) in trade payables	599	(140)
Increase / (decrease) in other financial liabilities	16	(2)
Increase / (decrease) in other liabilities	134	(71)
Increase / (decrease) in provision	35	110
Cash generated from operations	425	244
Income taxes refunded / (paid), net	(4)	2
Net cash (used in) / generated from operating activities	421	246
B. CASH FLOW FROM INVESTING ACTIVITIES		
Expenditure on property, plant and equipment and capital advances	(150)	(361)
Sale of current investments	2	-*
Redemption / (investments in fixed deposits)	(10)	(6)
Interest received	7	3
Net cash (used in) / generated from investing activities	(151)	(364)

CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

₹ in lakhs

	Year ended March 31, 2024	Year ended March 31, 2023 (Refer Note No. 31)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from loans taken from banks and financial institutions	799	5,863
Repayment of loans taken from banks and financial institutions	(722)	(5,423)
Unsecured loans taken from directors	83	7
Unsecured loans repaid to directors	(152)	(11)
Repayment of loans to company	-	(2)
Finance costs paid	(318)	(293)
Net cash (used in) / generated from financing activities	(310)	141
NET CASH (USED IN) / GENERATED FROM CONTINUING OPERATIONS	(40)	23
INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	(40)	23
Cash and cash equivalents at the beginning of the year	233	210
Cash and cash equivalents at the end of the year	193	233

*Amount is below the rounding off limits followed by the Group's norms.

Notes :

- The above cash flow statement has been prepared under the "Indirect Method" set out in Indian Accounting Standard (Ind AS-7) on statement of Cash Flow as notified under Companies (Accounts) Rule 2015.

As per our attached report of even date

For C N K & Associates LLP

Chartered Accountants

Firm Registration No.: 101961 W / W - 100036

Pareen Shah

Partner

Membership No.: 125011

Place: Mumbai

Date: May 30, 2024

For and on behalf of the Board

INDOKEM LIMITED

Mahendra K. Khatau

Director

DIN : 00062794

Rupal B. Parikh

Chief Financial Officer

Place: Mumbai

Date: May 30, 2024

Manish M. Khatau

Director

DIN : 02952828

Rajesh D. Pisal

Company Secretary

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 1 : Corporate Information

- (a) Indokem Limited (referred to as “the holding Company”) manufactures and deals in dyes, sizing chemicals and auxiliaries used in textile industry. It is also engaged in manufacturing and marketing of resins and chemicals. The Company also deals in electrical capacitors. It has its head office at Mahim, Mumbai and branch offices at Ahmedabad, Delhi and Coimbatore. Its manufacturing facilities are located at Dahisar Mori and Ambernath near Mumbai, at GIDC Naroda in Ahmedabad and at Coimbatore. The warehousing facilities are located at Dahisar Mori, Ambernath near Mumbai, Narol-Ahmedabad, GIDC -Naroda - Ahmedabad and Coimbatore. The Company is incorporated and domiciled in India and is listed on the Bombay Stock Exchange in India.

The Company and its subsidiary companies are referred to as the Group here under. The Consolidated Financial Statements for the year ended March 31, 2024 were approved for issue by the Board of Directors on May 30, 2024.

b) Basis of preparation and presentation:

The Financial Statement of the subsidiary used in the consolidation are drawn up to the same reporting date as that of the Indokem Limited (“the Company”), i.e. March 31, 2024.

The consolidated financial statements comply in all material aspects with Indian Accounting Standards (“Ind AS”) notified under section 133 of the Companies Act, 2013 (“the Act”), to be read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015.

Accounting Policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

Principles of Consolidation:

The consolidated financial statements of the Group have been prepared on the following basis:

1. The Financial Statements of the Company and its subsidiary have been consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses.
2. Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances except where it is not practicable to do so.

Goodwill on Consolidation

The excess of cost of investment in the subsidiary, over group’s share in the net assets at the date of acquisition of shares / stake in the subsidiary is recognised as Goodwill in the consolidated financial statements.

(c) Historical cost convention

The consolidated financial statements have been prepared on a historical cost basis, except the following:

- Certain financial assets and liabilities that are measured at fair value;

Functional and presentation currency

These consolidated financial statements are presented in Indian Rupees, which is the Company’s functional currency, and all values are rounded to the nearest lakhs, except otherwise indicated.

Composition of consolidated financial statements

The consolidated financial statements are accordance with Ind AS presentation. The consolidated financial statements comprise:

- Consolidated Balance Sheet
- Consolidated Statement of Profit and Loss
- Consolidated Statement of Changes in Equity
- Consolidated Statement of Cash Flow
- Notes to Consolidated Financial Statements

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 2.1 : Material Accounting Policies
a) Use of estimates:

The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the group and are based on historical experience and various other assumptions and factors (including expectations of future events) that the group believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known / materialised. The management believes that the estimates used in the preparation of financial statements are prudent and reasonable. The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

Critical estimates and judgements :

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

b) Property, plant and equipment (“PPE”):

The initial cost of an item of PPE comprises its purchase price net of any trade discounts and rebates and includes import duties and other taxes (other than those subsequently recoverable from the tax authorities) and any other directly attributable expenditure incurred in making the asset ready for its intended use, including interest on borrowings attributable to acquisition of qualifying assets up to the date the asset is ready for its intended use. Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the group.

Material items such as spare parts, stand-by-equipment and service equipment are classified as PPE when they meet the definition of PPE as specified in Ind AS 16- Property, plant and equipment.

An item of Property, plant and equipment and any significant part initially recognised is derecognised 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 included in the statement of Profit and Loss when the asset is derecognised.

The Holding company has changed its accounting policy w.e.f. April 1, 2022 with respect to Revaluation model for the entire class of asset related to free hold and leasehold land. The revalued amount is the fair value at the date of the revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Revaluations are carried out with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair value at the end of each reporting period.

As required by Ind AS - 8 “Accounting Policies, Changes in Accounting Estimates and Errors”, the group has retrospectively restated its Balance Sheet as at March 31, 2023, as at April 1, 2022 and Statement of Profit and Loss for the year ended on March 31, 2023 to give impact for change in accounting policy. Refer note 31 (A).

Increases in the carrying amount arising on revaluation of PPE are credited to revaluation surplus in other comprehensive income. However, such increases are recognized in profit or loss to the extent that they reverse a revaluation decrease of the same asset previously recognized in profit or loss. Decreases that offset previous increases of the same asset are charged against revaluation surplus directly in equity, all other decreases are charged to the statement of profit and loss.

The revaluation surplus included in equity in respect of an item of PPE is transferred directly to retained earnings when the asset is derecognized. Depreciation on revalued assets is recognized in the statement of profit and loss.

The fair value of related to free hold and leasehold land is generally determined based on market evidence appraisals undertaken by professionally qualified Independent valuers.

c) Capital work in progress:

Capital work in progress is stated at cost, net of impairment losses, if any.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
d) Depreciation:

The group provides depreciation as per the useful life of PPE as per Schedule II to the Companies Act, 2013. Depreciation is provided on Straight Line Method on all PPE including revaluation assets at the rates and in the manner prescribed in Schedule II of the Companies Act, 2013, except in the case of following assets:

Nature of asset	Useful life
Leasehold Land and Building	Lease term
Leasehold Land (Naroda, Ahmedabad)	99 Years
Plant and Equipment	3 to 20 Years
Furniture and Fixture	5 to 10 Years
Office Equipment	5 Years
Vehicle	3 to 6 Years
Temporary shed	Remaining lease term

Assets costing less than ₹5,000/- are fully depreciated in the year of capitalisation. Depreciation on additions / deductions to PPE made during the year is provided on pro-rata basis from / upto the date of such additions / deductions, as the case may be.

e) Intangible assets:

Intangible assets that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment, if any. The group determines the amortisation period as the period over which the future economic benefits will flow to the group after taking into account all relevant facts and circumstances. The estimated useful life and amortisation method are reviewed periodically, with the effect of any changes in estimate being accounted for on a prospective basis.

Nature of asset	Useful life
Computer software	3 years

f) Borrowing costs:

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

g) Assets held for sale:

Non-current assets are classified as held for sale if their carrying amounts will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset is available for sale in its present condition subject only to terms that are usual and customary for sale of such assets. Non-current assets classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell. Property, plant and equipment classified as held for sale are not depreciated.

h) Leases:

The group's lease asset class primarily consists of leases for Land and Buildings. The group assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the group assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the group has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the group has the right to direct the use of the asset.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

At the date of commencement of the lease, the group recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and leases of low value assets. For these short-term and leases of low value assets, the group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

i) Impairment of non-financial asset:

Non-financial assets other than inventories and non-current assets held for sale are reviewed at each Balance Sheet date to determine whether there is any indication of impairment. If any such indication exists, or when annual impairment testing for an asset is required, the group estimates the asset's recoverable amount. The recoverable amount is higher of the asset's or cash generating unit's (CGU) fair value less cost of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash flows that are largely independent of those from other assets or group of assets.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

j) Inventories:

1) Inventories are valued as follows:

Raw materials and packing materials are valued at lower of cost and net realisable value (NRV). Cost is determined on FIFO basis. The cost of inventory comprises of its purchase price, including non-refundable purchase taxes, and any directly attributable costs related to the inventories.

2) Work-in-process is valued at lower of cost and net realisable value. Cost of finished goods and WIP includes cost of raw materials, direct labour, other direct costs and related production overheads upto the relevant stage of production. Cost of inventories is computed on FIFO basis.

3) Stock in trade is valued at cost or net realisable value whichever is lower.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and / or estimated costs necessary to make sale.

k) Foreign currency transactions:

The transactions in currencies other than the group's functional currency are translated at the rates of exchange prevailing at the dates of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the year end exchange rates. Foreign exchange gains and losses arising from such translation are recognised in the statement of profit and loss.

Foreign exchange differences regarded as adjustments to borrowing costs are presented in the statement of profit and loss, within finance cost. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other gains / losses.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using exchange rate as on the date of initial recognition.

l) Revenue recognition:

The group derives revenues primarily from sale of manufactured goods, traded goods, Services.

Revenue is recognised on satisfaction of performance obligation upon transfer of control of promised products or services to customers in an amount that reflects the consideration the group expects to receive in exchange for those products or services.

The group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

The group satisfies a performance obligation and recognizes revenue over time, if one of the following criteria is met:

1. The customer simultaneously receives and consumes the benefits provided by the group; or

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

2. The group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
3. The group's performance does not create an asset with an alternative use to the group and an entity has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

Revenue from sale of products are recognised at a time on which the performance obligation is satisfied.

Interest income is recognised on time proportion basis taking into account the amount outstanding on effective interest rate.

Recoveries from group Companies and third parties include recoveries towards common facilities / resources and other support provided to such parties which is recognised as per terms of agreement and in the year in which such services are rendered.

m) Income taxes:

Current tax is the amount of tax payable on taxable income for the year determined in accordance with the applicable tax rates and provisions of the Income Tax Act, 1961 and other applicable tax laws.

Deferred income tax is recognised on differences between the carrying amount of assets and liabilities in the Balance Sheet and the corresponding tax bases used in the computation of taxable profit and is accounted for using the liability method. Deferred tax liabilities are generally recognised for all deductible temporary differences and deferred tax assets are generally recognised for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised. Deferred tax assets and deferred tax liabilities are measured at applicable tax rates and offset and presented as net.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

n) 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 is based on the presumption that the transaction to sell the assets or transfer the liability takes place either:

- 1) In the principal market for the asset or liability; or
- 2) In the absence of a principal market, in the most advantageous market which can be accessed by the group for the asset or liability.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. The group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements 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:

- i) Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- ii) Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;
- iii) Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

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.

o) Financial assets:

Initial recognition and measurement:

Financial assets are recognised and measured in accordance with Ind AS 109 on financial instruments. Accordingly, the group recognises financial asset only when it has a contractual right to receive cash or other financial assets from another entity.

Financial assets are initially recognised at fair value plus transaction costs directly attributable to its acquisition. The transaction costs incurred for the purchase of financial assets held at fair value through profit or loss are expensed in the statement of profit and loss immediately.

Subsequent measurement:

Subsequent to initial recognition, financial assets are measured at amortised cost, fair value through other comprehensive income (FVOCI) or fair value through profit and loss (FVPL). The classification depends on the group's business model for managing the financial assets and the contractual terms of the cash flows.

1) Debt instruments:

There are three measurement categories into which the group classifies its debt instruments:

At amortised cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets are accounted for at amortised cost using the effective interest method. This category comprises trade accounts receivable, loans, cash and cash equivalents, bank balances and other financial assets. A gain or loss on a debt instrument that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in the statement of profit and loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

Fair value through other comprehensive income (FVOCI):

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). The movements in carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in the statement of profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to the statement of profit and loss and recognised in other gains / (losses). Interest income from these financial assets is included in finance income using the effective interest rate method.

Fair value through profit or loss (FVPL):

Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt instrument that is subsequently measured at FVPL and is not part of a hedging relationship is recognised in the statement of profit and loss and presented within other gains / (losses) in the period in which it arises. Interest income from these financial assets is included in other income.

2) Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVPL. For all other equity instruments, the group decides to classify the same either as at FVOCI or FVPL. The group makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable. Equity instruments included within the FVPL category are measured at fair value with all changes recognised in the profit or loss.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

Derecognition:

A financial asset is primarily derecognised when:

- (i) The rights to receive cash flows from the asset have expired, or
- (ii) The group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either
 - 1) The group has transferred substantially all the risks and rewards of the asset, or
 - 2) The group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On de-recognition, any gains or losses on all debt instruments (other than debt instruments measured at FVOCI) and equity instruments (measured at FVPL) are recognised in the statement of profit and loss. Gains and losses in respect of debt instruments measured at FVOCI and that are accumulated in OCI are reclassified to profit or loss on de-recognition. Gains or losses on equity instruments measured at FVOCI that are recognised and accumulated in OCI are not reclassified to profit or loss on de-recognition.

Impairment of Financial Asset:

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:

- (i) Financial assets that are debt instruments and are measured at amortised cost e.g. loans, debt securities, deposits and bank balance.
- (ii) For trade receivables, the group uses a simplified approach as permitted under Ind AS 109
- (iii) Financial assets measured at fair value through other comprehensive income.
- (iv) In case of other assets (listed as (i) and (ii) above), the group determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12-month ECL is measured and recognised as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognised as loss allowance.

Trade Receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business and reflects group's unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognised initially at the transaction price as they do not contain significant financing components. The group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

p) Financial Liabilities:

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings and payables, net of directly attributable transaction costs. The group's financial liabilities include trade and other payables, loans and borrowings.

Subsequent measurement:

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss:

Financial liabilities at fair value through profit or loss include financial liabilities designated upon initial recognition as fair value through profit or loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVPL, fair value gains / losses attributable to changes in own credit risk are recognized in OCI. These gains / losses are not subsequently transferred to profit or loss. However, the group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

Financial liabilities at amortised cost:

Financial liabilities classified and measured at amortised cost such as loans and borrowings are initially recognised at fair value, net of transaction cost incurred. After initial recognition, financial liabilities are subsequently measured at amortised cost using the effective interest rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised 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 amortisation is included as finance costs in the statement of profit and loss.

Derecognition:

A financial liability is derecognised 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 de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Borrowings:

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any differences between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowing using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facilities will be drawn down. In this case, the fee is deferred until the drawdown occurs. The borrowings are removed from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability that has been extinguished or transferred to another party and the consideration paid including any noncash asset transferred or liabilities assumed, is recognised in profit or loss as other gains / (losses).

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the group does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statement for issue, not to demand payment as a consequence of the breach.

q) Employee benefits:

1) Short term employee benefits:

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the services. These benefits include compensated absences such as paid annual leave and performance incentives.

2) Long term employee benefits:

The group provides post-employment benefits under defined contribution and / or defined benefit plans:

(i) Defined benefit plan:

For defined benefit plan, the cost of providing benefits is determined using projected unit credit method with actuarial valuations being carried out at each Balance Sheet date. Actuarial gains or losses are recognised in full in other comprehensive income for the period in which they occur. Past service costs both vested and unvested are recognised as an expense (a) when the plan amendment or curtailment occurs ; (b) when the entity recognises related restructuring cost or termination benefits, whichever is earlier. The retirement benefits obligation recognised in the Balance Sheet represents the present value of defined benefit obligations reduced by the fair value of plan assets.

(ii) Defined contribution plans:

Contribution to defined contribution plans are recognized as an expense when the employees have rendered services entitling them to such benefits.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
r) Provisions, contingent liabilities and contingent assets:

Provisions are recognised when the group has a present obligation (legal or constructive) as a result of a past event and 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. Provisions are reviewed at each Balance Sheet date and are adjusted to reflect the current best estimate.

If the effect of the time value of money is material, provisions are discounted using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognised in the statement of profit and loss as a finance cost.

Contingent liabilities are disclosed by way of a note to the financial statements when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the group or when there is a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

Contingent assets are not recognized in financial statements but disclosed when the inflow of economic benefits is probable. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

s) Cash and cash equivalents:

Cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value and bank overdrafts. These do not include bank balances earmarked / restricted for specific purposes.

t) Cash flow statement:

Cash flows are reported using the indirect method, whereby profit / loss before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

u) Earnings per share:
1) Basic earnings per share:

Basic earnings per share is calculated by dividing the profit / (loss) after tax attributable to owners of the group by the weighted average number of equity shares outstanding during the financial year.

2) Diluted earnings per share:

Diluted earnings per share is calculated by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income relating to dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

v) Business combinations and Goodwill

Acquisitions of business are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition date fair values of the assets transferred by the company, liabilities incurred by the company to the former owners of the acquiree and the equity interest issued by the company in exchange of control of the acquiree. Acquisition related costs are recognised in profit and loss as incurred.

A business combination involving entities or businesses under common control is a business combination in which all of the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination and the control is not transitory. The transactions between entities under common control are specifically covered by Ind AS 103. Such transactions are accounted for using the pooling-of-interest method. The assets and liabilities of the acquired entity are recognised at their carrying amounts of the company's financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

Purchase consideration paid in excess / shortfall of the fair value of identifiable assets and liabilities including contingent liabilities and contingent assets, is recognised as goodwill / capital reserve respectively, except in case where different accounting treatment is specified in the court approved scheme.

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

w) Ind AS 108: Segment Reporting:

Ind AS 108 establishes standards for the way that public business enterprises report information about operating segments and related disclosures about products and services, geographic areas, and major customers. Based on "Management Approach" as defined in Ind AS 108 - Operating segments, the operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker of the group is responsible for allocating resources and assessing performance of the operating segments and accordingly is identified as the chief operating decision maker.

Note 2.2 : Recent pronouncements

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, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the group.

Note 3(a) : Property, plant and equipment F.Y.2023-24

₹ in lakhs

Assets	Free- hold land	Lease- hold land (Right of Use)	Build- ings	Plant & machin- ery	Electrical fittings	Fur- niture and fix- tures	Vehicles	Office equip- ment	Total
GROSS BLOCK									
As at April 1, 2023	474	3,820	1,010	1,194	27	87	603	142	7,357
Additions	-	600	91	59	-	3	-	31	784
Deletions	-	-	-	-	-	-	-	-*	-*
Adjustments	-	-	-	4	-	-*	(12)	1	(7)
As at March 31, 2024	474	4,420	1,101	1,257	27	90	591	174	8,134
DEPRECIATION									
As at April 1, 2023	-	174	228	482	16	53	320	102	1,375
For the Year	-	58	38	70	1	6	57	18	248
Deductions	-	-	-	-	-	-	-	-*	-*
Adjustments	-	-	-	3	-	-*	(11)	1	(7)
As at March 31, 2024	-	232	266	555	17	59	366	121	1,616
NET BLOCK									
As at March 31, 2024	474	4,188	835	702	10	31	225	53	6,518
As at March 31, 2023	474	3,646	782	712	11	34	283	40	5,982

Notes:

- Vehicles having a written down value of ₹180.61 Lakhs as at March 31, 2024 (₹221 Lakhs As at March 31, 2023 & as at April 1, 2022 ₹132 Lakhs) have been secured against loan from banks / financial Institutions.
- Title deeds of immovable property are held in the name of the company except as referred to in Note no. 33 (a).
- Revaluation of Property, Plant and Equipment:
 - The Group has changed its accounting policy w.e.f. April 1, 2022 with respect to Revaluation model from deemed cost model for the entire class of asset related to free hold and leasehold land.
 - Revaluations of class of asset related to free hold and leasehold land are performed by Independent valuers.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

3. The free hold and leasehold land revalued resulting to increase of ₹1,666 Lakhs, resulting in a revaluation surplus of ₹1666 lakhs. This surplus has been credited to the revaluation reserve under other Equity.
4. Carrying amount of revalued assets as of March 31, 2024 ₹4,662 lakhs (under cost model: ₹2,651 lakhs), March 31, 2023: ₹4,120 lakhs (under cost model: ₹2,471 lakhs) April 1, 2022: ₹4,161 lakhs (under cost model: ₹2,494 lakhs)
5. Depreciation on the revalued amount for the year ended March 31, 2024, March 31, 2023 and April 1, 2022 amounted to ₹17 lakhs respectively.
6. Refer Note 31 (A) for other disclosure.

Property, plant and equipment F.Y.2022-23

₹ in lakhs

Assets	Free-hold land	Lease-hold land (Right of Use)	Build-ings	Plant & machin-ery	Electrical fittings	Fur-niture and fix-tures	Vehicles	Office equip-ment	Total
GROSS BLOCK									
As at April 1, 2022	474	3,820	994	1,000	22	65	448	117	6,940
Additions	-	-	16	176	5	21	158	21	397
Deletions	-	-	-	-	-	-	14	-	14
Adjustments	-	-	-	18	-	1	11	4	34
As at March 31, 2023	474	3,820	1,010	1,194	27	87	603	142	7,357
DEPRECIATION									
As at April 1, 2022	-	134	194	407	15	48	274	86	1,158
For the Year	-	40	34	60	1	4	49	12	200
Deductions	-	-	-	-	-	-	14	-	14
Adjustments	-	-	-	15	-	1	11	4	31
As at March 31, 2023	-	174	228	482	16	53	320	102	1,375
NET BLOCK									
As at March 31, 2023	474	3,646	782	712	11	34	283	40	5,982
As at April 1, 2022	474	3,686	800	593	7	17	174	31	5,782

Property, plant and equipment as at April 1, 2022

₹ in lakhs

Assets	Free-hold land	Lease-hold land (Right of Use)	Build-ings	Plant & machin-ery	Electrical fittings	Fur-niture and fix-tures	Vehicles	Office equip-ment	Total
GROSS BLOCK									
As at March 31, 2022	264	1,070	866	718	15	63	376	106	3,478
Add: Changes on a/c of amalgamation	-	1,294	128	282	7	2	72	11	1,796
Add: Changes on a/c of amalgamation	210	1,456	-	-	-	-	-	-	1,666
Additions	-	-	-	-	-	-	-	-	-
Deletions	-	-	-	-	-	-	-	-	-
Adjustments	-	-	-	-	-	-	-	-	-
As at April 1, 2022	474	3,820	994	1,000	22	65	448	117	6,940

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Property, plant and equipment as at April 1, 2022 (Contd.)

Assets	Free-hold land	Lease-hold land (Right of Use)	Build-ings	Plant & machinery	Electrical fittings	Fur-niture and fix-tures	Vehicles	Office equip-ment	Total
DEPRECIATION									
As at March 31, 2022	-	13	156	337	10	46	240	78	880
Add: Changes on a/c of amalgamation	-	121	38	70	5	2	34	8	278
Add: Changes on a/c of amalgamation	-	-	-	-	-	-	-	-	-
For the Year	-	-	-	-	-	-	-	-	-
Deductions	-	-	-	-	-	-	-	-	-
Adjustments	-	-	-	-	-	-	-	-	-
As at April 1, 2022	-	134	194	407	15	48	274	86	1,158
NET BLOCK									
As at April 1, 2022	474	3,686	800	593	7	17	174	31	5,782
As at March 31, 2022	264	1,057	710	381	5	17	136	28	2,598

Note 3(b) : Capital work in progress

₹ in lakhs

Particulars	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
As at beginning of the year	52	88	144
For the Year	4	78	63
Deductions / Adjustments	53	114	118
Total Capital work in progress	4	52	88

Capital work in progress(CWIP) Ageing Schedule

₹ in lakhs

CWIP	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Year	
As at 31 March 2024					
Projects in progress	4	-	-	-	4
Projects temporarily suspended	-	-	-	-	-
As at 31 March 2023					
Projects in progress	51	-	1	-	52
Projects temporarily suspended	-	-	-	-	-
As at 1 April 2022					
Projects in progress	41	33	14	-	88
Projects temporarily suspended	-	-	-	-	-

Note: There are no projects whose completion is overdue or has exceeded its cost

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 4 : Intangible assets F.Y. 2023-24

₹ in lakhs

Assets	Goodwill	Computer software	Total
GROSS BLOCK			
As at April 1, 2023	71	41	112
Additions	-	2	2
Deletions	-	-	-
As at March 31, 2024	71	43	114
DEPRECIATION			
As at April 1, 2023	-	37	37
For the Year	-	3	3
Deductions	-	-	-
As at March 31, 2024	-	40	40
NET BLOCK			
As at March 31, 2024	71	3	73
As at March 31, 2023	71	4	75

Intangible assets F.Y. 2022-23

₹ in lakhs

Assets	Goodwill	Computer software	Total
GROSS BLOCK			
As at April 1, 2022	71	40	111
Additions	-	1	1
Deletions	-	-	-
As at March 31, 2023	71	41	112
DEPRECIATION			
As at April 1, 2022	-	32	32
For the Year	-	5	5
Deductions	-	-	-
As at March 31, 2023	-	37	37
NET BLOCK			
As at March 31, 2023	71	4	75
As at April 1, 2022	71	8	80

Intangible assets as at April 1, 2022

₹ in lakhs

Assets	Goodwill	Computer software	Total
GROSS BLOCK			
As at March 31, 2022	71	40	111
Additions	-	-	-
Deletions	-	-	-
As at April 1, 2022	71	40	111

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Intangible assets as at April 1, 2022 (Contd.)

Assets	Goodwill	Computer software	Total
DEPRECIATION			
As at March 31, 2022	-	32	32
For the Year	-	-	-
Deductions	-	-	-
As at April 1, 2022	-	32	32
NET BLOCK			
As at April 1, 2022	71	8	79
As at March 31, 2022	71	8	79

Note 5 (a) : Investments

₹ in lakhs

Particulars	Non-current			Current		
	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
(a) Investments carried at fair value through OCI	-	-	-	-	-	-
(b) Investments carried at amortised cost	-	-	-	-	-	-
(c) Investments carried at fair value through profit or loss						
Other investments, unquoted						
2,00,000 redeemable debentures of ₹100 each of Priyamvada Holdings Limited (As at March 31, 2024 - 2,00,000, As at March 31, 2023 - 2,00,000, As at April 1, 2022 - 2,00,000)	1	1	1	-	-	-
50,000 optionally convertible debentures of ₹100 each of Khatau Holding and Trading Company Private Limited (As at March 31, 2024 - 50,000, As at March 31, 2023 - 50,000, As at April 1, 2022 - 50,000)	-*	-*	-	-	-	-
Total Investments	1	1	1	-	-	-

* Amount is below the rounding off limits followed by the Group's norms.

₹ in lakhs

Particulars	Non-current			Current		
	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
Aggregate amount of unquoted investments	1	1	1	-	-	-
Aggregate amount of quoted investment	-	-	-	-	-	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 5 (b) : Loans

₹ in lakhs

Particulars	Non-current			Current		
	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
Loans receivable considered good: Unsecured						
Loans to employees	-*	-	-	2	-	-
Other loans and advances	-	-	-	-	-	1
Total loans	-*	-	-	2	-	1

* Amount is below the rounding off limits followed by the group's norms.

Note 5 (c) : Other financial assets

₹ in lakhs

Particulars	Non-current			Current		
	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1,2022 (Refer Note No. 31)
Security deposits	46	70	42	53	22	45
Bank Deposits with maturity more than 12 months	9	11	9	-	-	-
Other receivables	-	-	-	-	4	-
Export Incentives receivable	-	-	-	15	15	49
Total other financial assets	55	81	51	68	41	94

Note 5 (d) : Trade receivables

₹ in lakhs

Particulars	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
Trade receivable considered good -Secured	83	77	62
Trade receivable considered good -Unsecured	2,950	3,044	3,006
Trade receivable which have significant increase in credit risk	48	46	60
Less : Allowances for credit losses	(48)	(46)	(60)
Total Trade receivables	3,033	3,121	3,068

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Trade receivables ageing schedule as at March 31, 2024

₹ in lakhs

Particulars	Not Due	Outstanding for following period from due date of payment as on March 31, 2024					Total
		Less than 6 Months	6 Months - 1 year	1-2 years	2-3 Years	More than 3 Years	
Undisputed Trade receivable - Considered good	1,330	1,358	244	56	9	3	3,001
Undisputed Trade receivable - which have significant increase in credit risk	-	7	9	3	3	26	48
Undisputed Trade receivable - credit impaired	-	-	-	-	-	-	-
Disputed Trade receivable - Considered good	-	-	-	5	11	16	32
Disputed Trade receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivable - credit impaired	-	-	-	-	-	-	-
Total	1,330	1,365	253	64	23	45	3,081
Less: Expected Credit Loss (ECL)	-	-	-	-	-	-	48
Total Trade receivables	1,330	1,365	253	64	23	45	3,033

Trade receivables ageing schedule as at March 31, 2023

₹ in lakhs

Particulars	Not Due	Outstanding for following period from due date of payment as on March 31, 2023					Total
		Less than 6 Months	6 Months - 1 year	1-2 years	2-3 Years	More than 3 Years	
Undisputed Trade receivable - Considered good	1,227	603	337	424	30	466	3,087
Undisputed Trade receivable - which have significant increase in credit risk	-	-	-	21	25	-	46
Undisputed Trade receivable - credit impaired	-	-	-	-	-	-	-
Disputed Trade receivable - Considered good	-	-	5	11	2	16	33
Disputed Trade receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivable - credit impaired	-	-	-	-	-	-	-
Total	1,227	603	342	455	57	482	3,167
Less: Expected Credit Loss (ECL)	-	-	-	-	-	-	46
Total Trade receivables	1,227	603	342	455	57	482	3,121

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Trade receivables ageing schedule as at April 1, 2022

₹ in lakhs

Particulars	Not Due	Outstanding for following period from due date of payment as on April 1, 2022					Total
		Less than 6 Months	6 Months - 1 year	1-2 years	2-3 Years	More than 3 Years	
Undisputed Trade receivable - Considered good	1,302	645	193	69	620	210	3,039
Undisputed Trade receivable - which have significant increase in credit risk	9	13	38	-	-	-	60
Undisputed Trade receivable - credit impaired	-	-	-	-	-	-	-
Disputed Trade receivable - Considered good	-	6	2	6	15	-	29
Disputed Trade receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivable - credit impaired	-	-	-	-	-	-	-
Total	1,310	664	233	75	635	210	3,128
Less: Expected Credit Loss (ECL)		-	-	-	-	-	60
Total Trade receivables	1,310	664	233	75	635	210	3,068

Note 5 (e) : Cash and cash equivalents

₹ in lakhs

Particulars	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
(a) Balances with Banks			
in current accounts	179	217	185
in Exchange Earners' Foreign Currency (EEFC) Account	1	-*	1
(b) Cash in hand	13	16	24
Total cash and cash equivalents	193	233	210

* Amount is below the rounding off limits followed by the group's norms.

Note 5(f) : Bank balance other than cash and cash equivalents

₹ in lakhs

Particulars	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
Fixed deposits with maturity less than 12 months	49	40	34
Unpaid dividend account	2	2	2
Other bank balances (Refer below note)	-*	-	-
Total bank balance other than cash & cash equivalents	51	42	36

Note:

- *Amount is below the rounding off limits followed by the group's norms.
- The said amount is lying Escrow Account opened for the purpose Scheme of Arrangement and Amalgamation. Refer note 31 (B).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 6 : Income tax assets

₹ in lakhs

Particulars	Non-current			Current		
	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
Income tax assets (Net of advances)	25	19	20	-	2	4
Total income tax assets (net)	25	19	20	-	2	4

Note 7 : Other assets

₹ in lakhs

Particulars	Non-current			Current		
	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
Unsecured, Considered good						
Indirect taxes recoverable	49	2	2	39	50	108
Advance for capital expenditure	-	210	210	1	-	-
Prepayments	6	8	-	70	86	43
Advances to suppliers	-	-	-	24	104	83
Advances to related parties	-	-	-	-	6	-
Advances to others	-	4	4	99	11	3
Tax Paid in Advance	-	4	3	-	-	-
Advances to employees	-	-	-	11	16	13
Total other assets	55	228	219	244	273	250

Note 8 : Inventories

₹ in lakhs

Particulars	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
At lower of cost or net realisable value			
(a) Raw materials and packing materials			
Raw materials	1,871	1,391	1,316
Goods-in-transit	-	-	109
Fuel	-	8	10
Packing materials	101	112	96
(b) Work-in-process	.*	17	-
(c) Finished goods			
Finished goods	433	488	538
Goods-in-transit	14	38	23
(d) Stock in trade	25	25	24
Total inventories	2,444	2,079	2,116

* Amount is below the rounding off limits followed by the group's norms.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 9. Share capital and other equity
Note 9 (a) : Share capital

₹ in lakhs

Particulars	As at	As at	As at
	March 31, 2024	March 31, 2023 (Refer Note No. 31)	April 1, 2022 (Refer Note No. 31)
Authorised share capital:			
Equity shares of ₹10/- each (As at March 31, 2024 - 2,78,88,255, As at March 31, 2023 - 2,43,25,600, As at April 1, 2022 -2,43,25,600)	2,789	2,433	2,433
Preference shares of ₹10/- each (As at March 31, 2024 - 21,00,000, As at March 31, 2023 - 21,00,000, As at April 1, 2022 -21,00,000)	210	210	210
Issued :			
Equity shares of ₹10/- each (As at March 31, 2024 - 2,78,88,255, As at March 31, 2023 - 2,43,25,600, As at April 1, 2022 - 2,43,25,600)	2789	2,433	2,433
Subscribed and fully paid up Equity shares of ₹10/- each (As at March 31, 2024 - 2,78,88,255, As at March 31, 2023 - 2,43,25,600, As at April 1, 2022 -2,43,25,600)	2789	2433	2433
Share Pending Issuance	-	356	356
	2789	2789	2789

(i) Reconciliation of number of shares and amount outstanding at the beginning and end of reporting period

Equity shares Issued and Subscribed

Particulars	As at March 31, 2024		As at March 31, 2023 (Refer Note No. 31)		As at April 1, 2022 (Refer Note No. 31)	
	No of shares	Amount ₹ in lakhs	No of shares	Amount ₹ in lakhs	No of shares	Amount ₹ in lakhs
At the beginning of year	2,43,25,600	2,433	2,43,25,600	2,433	2,43,25,600	2,433
Add : Changes on account of amalgamation (Refer note 31(B))	35,62,655	356				
Increase during the year	-	-	-	-	-	-
Cancelled during the year	-	-	-	-	-	-
At the end of reporting period	2,78,88,255	2,789	2,43,25,600	2,433	2,43,25,600	2,433

(ii) Rights, preference and restrictions attached to shares:

Equity shares:

The Company has only one class of equity shares having par value of ₹10/- per share. Each holder of the equity share is entitled to one vote per share. 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.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(iii) The details of shareholders holding more than 5% of shares of the Company :

Particulars	As at March 31, 2024		As at March 31, 2023 (Refer Note No. 31)		As at April 1, 2022 (Refer Note No. 31)	
	Number	%	Number	%	Number	%
Equity shares:						
Vindhyapriya Holdings Private Limited	55,09,421	19.76%	53,65,296	22.06%	53,65,296	22.06%
Mahendra K. Khatau	31,14,967	11.17%	16,37,066	6.73%	16,37,066	6.73%
Priyanilgiri Holdings Private Limited	48,96,929	17.56%	48,96,929	20.13%	48,96,929	20.13%
MKK Holdings Private Limited	37,77,877	13.55%	37,77,877	15.53%	37,77,877	15.53%

(iv) Promoter's Shareholding :

Assets	As at March 31, 2024			As at March 31, 2023 (Refer Note No. 31)			As at April 1, 2022 (Refer Note No. 31)		
	No of shares	% of total shares	% change during the year	No of shares	% of total shares	% change during the year	No of shares	% of total shares	% change during the year
Vindhyapriya Holdings Private Limited	55,09,421	19.76%	(0.03)	53,65,296	22.06%	-	53,65,296	22.06%	-
Priyanilgiri Holdings Private Limited	48,96,929	17.56%	-	48,96,929	20.13%	-	48,96,929	20.13%	-
MKK Holdings Private Limited	37,77,877	13.55%	-	37,77,877	15.53%	-	37,77,877	15.53%	-
Mahendra Kishore Khatau	31,14,967	11.17%	(0.90)	16,37,066	6.73%	-	16,37,066	6.73%	-
Khatau Holdings and Trading Company Private Limited	8,47,705	3.04%	-	8,47,705	3.48%	-	8,47,705	3.48%	-
Emerald Capital Services Private Limited	3,88,920	1.39%	-	3,88,920	1.60%	-	3,88,920	1.60%	-
Khatau Leasing and Finance Company Private Limited	2,59,425	0.93%	-	-	-	-	-	-	-
Leelabai Kishore Khatau	80,883	0.29%	-	80,883	0.33%	-	80,883	0.33%	-
Asha Marine Products Private Limited	52,700	0.19%	-	52,700	0.22%	-	52,700	0.22%	-
Asha Mahendra Khatau	53,046	0.19%	(0.17)	45,243	0.19%	-	45,243	0.19%	-
Anil Kishore Khatau	42,738	0.15%	(0.01)	42,393	0.17%	-	42,393	0.17%	-
Priya Mahendra Khatau	47,015	0.17%	(0.21)	38,920	0.16%	-	38,920	0.16%	-
Manish Mahendra Khatau	45,453	0.16%	(0.28)	35,592	0.15%	-	35,592	0.15%	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(iv) Promoter's Shareholding : (Contd.)

Assets	As at March 31, 2024			As at March 31, 2023 (Refer Note No. 31)			As at April 1, 2022 (Refer Note No. 31)		
	No of shares	% of total shares	% change during the year	No of shares	% of total shares	% change during the year	No of shares	% of total shares	% change during the year
Prism Plantations Private Limited	21,890	0.08%	(0.06)	20,737	0.09%	-	20,737	0.09%	-
Neomy Anil Khatau	12,500	0.04%	-	12,500	0.05%	-	12,500	0.05%	-
Ilesha Anil Khatau	5,250	0.02%	-	5,250	0.02%	-	5,250	0.02%	-
Shreya S. Singhania	5,000	0.02%	-	5,000	0.02%	-	5,000	0.02%	-

Note 9 (b) : Other equity

₹ in lakhs

Particulars	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
Securities premium	1,218	1,225	1,225
Capital reserve	453	453	453
General reserve	648	648	648
Other Reserves	21	21	21
Retained earnings	(1,539)	(904)	(782)
Revaluation Reserve	2,011	1,649	1,666
Foreign Currency Translation Reserve	267	259	215
Total reserves and surplus	3,079	3,351	3,446

Nature and purpose of other reserves:
Securities premium

Securities premium reserve is used to record premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

Capital reserve

Capital reserve includes amounts realised on forfeiture of shares and reserves acquired on previous amalgamations.

General reserve

General reserve consists of reserve created on account of the difference between the fair valuation of assets and liabilities acquired by Company vis-a-vis the share capital it issued on amalgamation with its subsidiary companies vide Amalgamation Scheme approved by the Honorable High Court of Bombay.

Other Reserves

This arises due to consolidation of financials with step down subsidiary named TEX CARE MIDDLE EAST LLC (TCME), UAE.

Foreign Currency Translation Reserve

Exchange differences relating to the translation of the results and net assets of the Group's foreign operations from their functional currencies to the Group's presentation Currency (i.e. INR) are recognised in the other comprehensive income and accumulated in foreign currency translation reserve.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 10(a) : Long term borrowings

₹ in lakhs

Particulars	Non-current			Current		
	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
Secured						
(a) Rupee term loans / vehicle loans						
(i) from banks (Refer note (i) below)	26	138	55	23	42	37
(ii) from financial institutions (Refer note (i) and (iii) below)	69	-	22	22	-	15
(b) from bank Working capital	-	-	-	567	452	461
(c) Loans repayable						
(i) from banks - (Refer note (i) below)	570	604	363	80	80	-
Total Secured loans [A]	665	742	440	692	574	513
Unsecured						
(a) 20,70,975 8% Non- cumulative redeemable preference shares of ₹10/- each (Refer note (ii) below)	207	207	207	-	-	-
(b) Loans from Bank	17	42	-	25	21	6
(c) Loans from financial institutions (Refer note (i) and (iii) below)	390	341	296	39	34	16
Total unsecured loans [B]	614	590	503	64	55	22
Total borrowings [A+B]	1,279	1,332	943	756	629	534

Note 10(b) : Short term borrowings

₹ in lakhs

Particulars	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
Secured			
a) Current maturities of long term borrowings(Refer note 10(a))			
(i) from banks (Refer note (i) below)	103	122	37
(ii) from financial institutions (Refer note (i) below)	22	-	15
b) From Bank working capital	567	452	461
Unsecured			
(a) Inter Corporate Deposit	-	-	43
(b) from financial institution	39	34	16
(c) Loan from banks	25	21	6
(d) Loan from related parties ((Refer note (iv) below)	205	271	277
Total	960	900	855

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
i) Repayment terms and securities of secured loans:

₹ in lakhs

Nature of security	Terms of repayment	Month in which last installment is due	Prevailing Interest rate per annum	Balance as at March 31, 2024	Balance as at March 31, 2023	Balance as at April 1, 2022
Secured and unsecured rupee term loans / vehicle loans from banks / financial institution / working capital						
Secured against hypothecation of specific vehicle	Monthly instalments	September 10, 2023*	8.95%	-*	-*	22
Secured against hypothecation of specific vehicle	Monthly instalments	August 5, 2025	10.42%	6	9	13
Secured against hypothecation of specific vehicle	Monthly instalments	August 5, 2025	10.41%	6	10	14
Secured against hypothecation of specific vehicle	Monthly instalments	January 5, 2026	8.64%	7	11	14
Secured against hypothecation of specific vehicle	Monthly instalments	September 20, 2026	6.89%	13	17	22
Secured against hypothecation of specific vehicle	Monthly instalments	September 2, 2026	7.40%	16	22	27
Secured against hypothecation of specific vehicle	Monthly instalments	December 4, 2027	8.22%	90	110	-
Secured against hypothecation of machinery	Monthly instalments	July 5, 2022	10.25%	-	-	1
Loan from NBFC Secured against hypothecation of specific vehicle	Monthly instalments	October 20, 2022	8.49%	-	-	2
Loan from NBFC Unsecured	Monthly instalments	October 5, 2022	14% to 19%	52	85	33
Loan from Bank Unsecured	Monthly instalments	November 3, 2025	15% to 17%	42	63	6
Secured against property - (Building - Khatau house, first and exclusive charge on entire current and movable fixed asset and Dropline overdraft facility of ₹800 lakhs were sanctioned in the month of March, 2022. Validity of facility is for 120 months leads reduction in limit by ₹6.67 lakhs every month.	Monthly reducing reset plan		11.40% to 11.96%	650	683	363
Intercompany Deposit	Repayable on Demand	3 to 4 Months	15.00%	-	-	44
Working Capital from ICICI Bank, Secured by a first charge over the entire fixed and current assets and personally guaranteed by two Promoter Directors of the Company.	Repayable on Demand	Repayable on Demand	6.1% to 11%	567	452	461
				1,450	1,463	1,021

*- Loan was repaid during F. Y. 2023-24

(ii) Unsecured preference shares

The 8% non-cumulative, redeemable preference shares amounting to ₹207 lakhs were allotted on February 11, 2016. The terms of redemption have been extended to February 10, 2025, and the company is expecting a further extension with the necessary approval.

(iii) Unsecured loans from financial institutions

Loans from financial institutions are secured against pledging of investments held by promoters in personal capacity. It carries a rate of interest ranging from 9 % to 19 % p.a.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
(iv) Unsecured loans from related parties

Unsecured loans from related parties do not have any specific repayment schedule. Hence it has been classified under Short Term Borrowings.

Note 10(c). Other financial liabilities

₹ in lakhs

Particulars	Non-current			Current		
	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
Security deposits from others	269	251	235	4	7	7
Interest accrued but not due on loans	-	-	-	6	7	1
Accrued compensation to employee	-	-	-	-	-	32
Unclaimed dividend	-	-	-	2	2	2
Provision for Service Tax receivable	-	-	-	2	2	2
Interest accrued and due on borrowings	-	-	-	5	12	3
Total other financial liabilities	269	251	235	19	30	47

Note 10 (d) : Trade payables

₹ in lakhs

Particulars	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
Trade payables:			
- Dues to micro and small enterprises (Refer Note below)	126	62	-
- Other than micro and small enterprises	3,020	2,486	2,688
Total trade payables	3,146	2,548	2,688

Trade payable ageing summary

₹ in lakhs

Particulars	Not Due	Less than 1 year	1-2 years	2-3 Years	More than 3 Years	Total
As at March 31, 2024						
MSME	-	126	-	-	-	126
Others	1,368	1,625	5	2	18	3,020
Disputed Dues - MSME	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-
As at March 31, 2023						
MSME	23	39	-	-	-	62
Others	953	1,492	7	1	33	2,486
Disputed Dues - MSME	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-
As at April 1, 2022						
MSME	-	-	-	-	-	-
Others	1,154	1,459	6	24	43	2,688
Disputed Dues - MSME	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 11 : Provisions

₹ in lakhs

Particulars	Non-current			Current		
	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
Provision for employee benefits						
Gratuity	365	359	315	283	195	138
Compensated absences	65	76	64	24	40	26
Bonus	-	-	-	-	-	7
Superannuation scheme	8	7	7	-	-	-
Total provisions	438	442	386	307	235	171

Note 12 : Other current liabilities

₹ in lakhs

Particulars	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
Statutory and other related dues	63	77	63
Employee benefit payable	184	181	120
Payable to others	45	29	42
Advance from customers	191	64	234
Total other current liabilities	483	351	459

Note 13 : Revenue from operations

₹ in lakhs

Particulars	Year ended March 31, 2024	Year ended March 31, 2023 (Refer Note No. 31)
Sale of products		
Sales		
Finished goods	16,050	15,595
Trading sales	374	408
Total Sales	16,424	16,003
Other operating revenues		
Freight, octroi, insurance and handling charges recovered	2	1
Export incentives	54	60
Total revenue from operations	16,480	16,064

Note 14 : Other income

₹ in lakhs

Particulars	Year ended March 31, 2024	Year ended March 31, 2023 (Refer Note No. 31)
Interest income		
- on fixed deposits with banks	3	2
- on others	4	1
Recovery of office expenses	4	7
Gain on foreign exchange transactions (net)	10	18
Service charges earned	1	-*
Provisions no longer required written back	9	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 14 : Other income (Contd.)

₹ in lakhs

Particulars	Year ended March 31, 2024	Year ended March 31, 2023 (Refer Note No. 31)
Misc Income- others	6	4
Profit / (Loss) on sale of investment	2	5
Sundry balances written back (net)	2	36
Total other income	41	73

Note: * Amount is below the rounding off limits followed by the group's norms.

Note 15 : Cost of materials consumed

₹ in lakhs

Particulars	Year ended March 31, 2024	Year ended March 31, 2023 (Refer Note No. 31)
Opening stock of raw materials	1,391	1,425
Add : Purchases	10,739	10,194
Less : Closing stock of raw materials	1,871	1,391
Cost of raw materials consumed	10,259	10,228
Opening stock of packing materials	112	96
Add : Purchases	682	738
Less : Closing stock of packing materials	100	112
Cost of packing materials consumed	694	722
Total cost of materials consumed	10,953	10,950

Note 16. Changes in inventories of finished goods, work-in-process and stock in trade

₹ in lakhs

Particulars	Year ended March 31, 2024	Year ended March 31, 2023 (Refer Note No. 31)
Opening Stock:		
Finished goods	526	561
Stock in trade	25	26
Work-in-process	17	-
Less: Closing Stock:		
Finished goods	448	526
Stock in trade	26	25
Work-in-process	-*	17
(Increase) / decrease in inventories	94	19

* Amount is below the rounding off limits followed by the group's norms.

Note 17 : Employee benefit expenses

₹ in lakhs

Particulars	Year ended March 31, 2024	Year ended March 31, 2023 (Refer Note No. 31)
Salaries, wages and bonus	1,798	1,660
Contribution to staff provident and other funds	41	40
Staff welfare expenses	43	45
Gratuity expenses	32	37
Total employee benefit expenses	1,914	1,782

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 18 : Finance cost

₹ in lakhs

Particulars	Year ended March 31, 2024	Year ended March 31, 2023 (Refer Note No. 31)
Interest expense on		
- Borrowings	252	244
- Others	56	49
Total finance costs	308	293

Note 19 : Other expenses

₹ in lakhs

Particulars	Year ended March 31, 2024	Year ended March 31, 2023 (Refer Note No. 31)
Rent	160	143
Power and fuel	207	345
Water charges	5	3
Repairs and maintenance		
Buildings	29	38
Plant & machinery	49	52
Equipments	29	26
Others	84	71
Security charges	25	24
Effluent treatment plant expenses	8	7
Laboratory and testing expenses	43	30
Rates and taxes	6	6
Doubtful debts written off (net)	71	39
Provision / Reversal of Expected Credit Loss	19	12
Freight, forwarding and repacking	728	713
Legal and professional fees	311	216
Travelling and conveyance	340	283
Auditor's remuneration (Refer Note below)	22	17
Communication expense	24	21
Printing, postage and courier	41	34
Insurance	29	29
Commission on sales	212	248
Advertisement and sales promotion	488	382
Directors sitting fees	8	7
Penalties and fines	.*	2
Sundry balances written off (net)	1	9
MEIS licence written off	-	18
Amalgamation Expenses	30	18
Miscellaneous expenses	426	96
Total other expenses	3,394	2,889

* Amount is below rounding off limits followed by the group's norms

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 19 : Other expenses (Contd.)
Note : Auditor's remuneration comprises (net of goods and service tax / service tax)
₹ in lakhs

Particulars	Year ended March 31, 2024	Year ended March 31, 2023 (Refer Note No. 31)
As an auditor including limited review	14	15
Tax audit	1	1
Other Tax Matters	7	2
Total auditor's remuneration	22	17

Note 20 : Income taxes

Income tax expenses recognised in the statement of profit and loss comprises of:

₹ in lakhs

Particulars	Year ended March 31, 2024	Year ended March 31, 2023 (Refer Note No. 31)
Current income taxes	-	-
Deferred tax	-	-
Effective income tax rate (%)*	Nil	Nil

* Note: Due to the carried forward business and unabsorbed depreciation losses of past years, the taxable profit of the Company shall be set off against such losses. Hence, the effective tax rate is Nil.

Note 21 : Earnings per share

Particulars	Year ended March 31, 2024	Year ended March 31, 2023 (Refer Note No. 31)
Profit / (loss) after tax (₹ in lakhs)	(623)	(132)
Weighted average equity shares for the purpose of calculating		
Basic earnings per share (nos.)	2,78,88,255	2,43,25,600
Diluted earnings per share (nos.)	2,78,88,255	2,43,25,600
Basic earnings per share		
From continuing operations attributable to owners (₹)	(2.23)	(0.47)
Basic earnings per share attributable to owners (₹)	(2.23)	(0.47)
Diluted earnings per share		
Diluted earnings per share attributable to owners (₹)	(2.23)	(0.47)

Note 22 : Contingent liabilities (to the extent not provided for)
₹ in lakhs

Particulars	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
Disputed income tax demand in appeal	125	14	14
Claims against the group not acknowledged as debts	78	78	78
Disputed provident fund damages in appeal	77	77	77
Disputed Employees' State Insurance Corporation fund damages in appeal	7	-	-
Custom duty in the event of non-fulfilment of export obligations in respect of advance licenses availed	29	29	35
Goods and service tax demand in appeal	1567	-	-
Immigration Guarantee with Ministry of labour (TCME)	12	11	11
Total	1,895	209	215

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 23 : Financial instruments
(i) Capital management

For the purpose of the group's capital management, equity includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the group. The primary objective of the group's capital management is to maximise the shareholder 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 future so as to maximise shareholders' value. The group is monitoring capital using debt equity ratio as its base, which is debt to equity. The group manages its capital to ensure that the group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The capital structure of the group consists of debt which includes the borrowings, cash and cash equivalents including short term bank deposits, equity comprising issued capital, reserves and non-controlling interests. The gearing ratio for the year is as under:

₹ in lakhs

Particulars	As at March 31, 2024	As at March 31, 2023 (Refer Note No. 31)	As at April 1, 2022 (Refer Note No. 31)
Debt (including borrowings from related and unrelated parties)	2,239	2,232	1,798
Less: Cash and cash equivalents including short term deposits	(244)	(275)	(246)
Net debt (A)	1,995	1,957	1,552
Total equity (B)	5,866	6,140	6,235
Net debt to equity ratio (A/B)	0.34	0.32	0.25

(ii) Categories of financial instruments

The carrying value of financial instruments by categories as of March 31, 2024 is as follows:

₹ in lakhs

Particulars	Amortized cost	Financial assets / liabilities at fair value through profit or loss	Financial assets / liabilities at fair value through OCI	Total carrying value	Total fair value
Financial assets :					
Cash and cash equivalents	193	-	-	193	193
Bank balance other than cash and cash equivalents	51	-	-	51	51
Investments	-	1	-	1	1
Trade receivables	3033	-	-	3,033	3,033
Loans	2	-	-	2	2
Other financial assets	123	-	-	123	123
Total	3,402	1	-	3,403	3,403
Financial liabilities:					
Borrowings	2,239	-	-	2,239	2,239
Trade payables	3,147	-	-	3,147	3,147
Other financial liabilities	288	-	-	288	288
Total	5,674	-	-	5,674	5,674

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

Categories of financial instruments

The carrying value of financial instruments by categories as of March 31, 2023 is as follows:

₹ in lakhs

Particulars	Amortised cost	Financial assets / liabilities at fair value through profit or loss	Financial assets / liabilities at fair value through OCI	Total carrying value	Total fair value
Financial assets :					
Cash and cash equivalents	233	-	-	233	233
Bank balance other than cash and cash equivalents	42	-	-	42	42
Investments in subsidiary	-	-	-	-	-
Investments	-	1	-	1	1
Trade receivables	3,121	-	-	3,121	3,121
Loans	-	-	-	-	-
Other financial assets	122	-	-	122	122
Total	3,518	1	-	3,519	3,519
Financial liabilities:					
Borrowings	2,232	-	-	2,232	2,232
Trade payables	2,548	-	-	2,548	2,548
Other financial liabilities	281	-	-	281	281
Total	5,061	-	-	5,061	5,061

Categories of financial instruments

The carrying value of financial instruments by categories as of April 1, 2022 is as follows:

₹ in lakhs

Particulars	Amortised cost	Financial assets / liabilities at fair value through profit or loss	Financial assets / liabilities at fair value through OCI	Total carrying value	Total fair value
Financial assets :					
Cash and cash equivalents	210	-	-	210	210
Bank balance other than cash and cash equivalents	36	-	-	36	36
Investments in subsidiary	-	-	-	-	-
Investments	-	1	-	1	1
Trade receivables	3,068	-	-	3,068	3,068
Loans	1	-	-	1	1
Other financial assets	145	-	-	145	145
Total	3,460	1	-	3,461	3,461
Financial liabilities:					
Borrowings	1,798	-	-	1,798	1,798
Trade payables	2,688	-	-	2,688	2,688
Other financial liabilities	282	-	-	282	282
Total	4,768	-	-	4,768	4,768

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Fair Value Hierarchy :

The fair value hierarchy is based on the inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels :

Level 1- Level 1 hierarchy includes financial instruments measured using quoted prices and mutual funds are measured using the closing net asset value (NAV)

Level 2 - The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs are required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3 – if one or more of the significant inputs is based on observable market data, the instrument is included in Level 3.

The fair value hierarchy of assets and liabilities measured at fair value as of March 31, 2024 is as follows :

₹ in lakhs

Particulars	Level 1	Level 2	Level 3	Total
Financial assets :				
At fair value through profit and loss	-	-	-	-
Investment in optionally convertible debentures	-	-	1	1
Total	-	-	1	1

The fair value hierarchy of assets and liabilities measured at fair value as of March 31, 2023 is as follows :

₹ in lakhs

Particulars	Level 1	Level 2	Level 3	Total
Financial assets :				
At fair value through profit and loss	-	-	-	-
Investment in optionally convertible debentures	-	-	1	1
Total	-	-	1	1

The fair value hierarchy of assets and liabilities measured at fair value as of April 1,2022 is as follows :

₹ in lakhs

Particulars	Level 1	Level 2	Level 3	Total
Financial assets :				
At fair value through profit and loss	-	-	-	-
Investment in optionally convertible debentures	-	-	1	1
Total	-	-	1	1

The fair value of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

Cash and cash equivalents, other bank balances, trade and other receivables, trade and other payables and other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities or nature of these instruments.

The fair value of group's interest bearing borrowings are determined using amortised cost basis using a discount rate that reflects issuer's borrowing rate as at the end of reporting date.

Financial risk management objectives:

The group's activities exposes it to a variety of financial risk viz. market risks, credit risks and liquidity risks. In order to manage the aforementioned risks, the group has a risk management policy and a program that performs close monitoring of and responding to each risk factors.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates and other market changes.

Foreign currency risk:

Foreign currency risk mainly arises from transactions undertaken by an operating unit in currencies other than its functional currency. The carrying amount of group's financial assets and financial liabilities denominated in foreign currencies at the reporting date are as follows :

Particulars	USD	₹ in lakhs
As at March 31, 2024		
Financial assets	13	1,119
Financial liabilities	5	407

5% appreciation / depreciation of the respective foreign currencies with respect to the functional currency of the group would result in decrease / increase in the group's profit before tax by approximately ₹35.61 lakhs (net) for the year ended March 31, 2024.

Particulars	USD	₹ in lakhs
As at March 31, 2023		
Financial assets	24	1,924
Financial liabilities	2	205

5% appreciation / depreciation of the respective foreign currencies with respect to the functional currency of the group would result in decrease / increase in the group's profit before tax by approximately ₹85.93 lakhs (net) for the year ended March 31, 2023.

Particulars	USD	₹ in lakhs
As at April 1, 2022		
Financial assets	24	1,787
Financial liabilities	6	439

5% appreciation / depreciation of the respective foreign currencies with respect to the functional currency of the group would result in decrease / increase in the group's profit before tax by approximately ₹67.38 lakhs (net) for the year ended April 1, 2022

Interest rate risk:

Interest rate risk 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 does not have significant floating interest rate borrowings during the year ended March 31, 2024, March 31, 2023 and April 1, 2022. Hence, the Company is not exposed to significant interest rate risk as at the respective reporting dates.

Credit risk:

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Trade receivables are typically unsecured and are derived from revenue earned from customers located in India. Credit risk has always been managed by the group through continuously monitoring the creditworthiness of customers to which the group grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the group uses expected credit loss model to assess the impairment loss or gain.

Liquidity risk:

The responsibility for liquidity risk management rests with the Board of Directors, which has an appropriate liquidity risk management framework for the management of the group's short, medium and longterm funding and liquidity management requirements. The group manages liquidity risk by maintaining adequate reserves, banking facilities by regularly monitoring forecast and actual cash flows.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

The table below provides details regarding contractual maturities of significant financial liabilities as at March 31, 2024

₹ in lakhs

Particulars	Within one year	One to five years	More than five years	Total
Financial instruments:				
Borrowings	960	1,279	-	2,239
Trade and other payables	3,147	-	-	3,147
Other financial liabilities	19	269	-	288
Total financial liabilities	4,126	1,548	-	5,674

The table below provides details regarding contractual maturities of significant financial liabilities as at March 31, 2023

₹ in lakhs

Particulars	Within one year	One to five years	More than five years	Total
Financial instruments:				
Borrowings	900	1,332	-	2,232
Trade and other payables	2,548	-	-	2,548
Other financial liabilities	30	251	-	281
Total financial liabilities	3,478	1,582	-	5,061

The table below provides details regarding contractual maturities of significant financial liabilities as at April 1, 2022

₹ in lakhs

Particulars	Within one year	One to five years	More than five years	Total
Financial instruments:				
Borrowings	855	943	-	1,798
Trade and other payables	2,688	-	-	2,688
Other financial liabilities	47	235	-	282
Total financial liabilities	3,590	1,178	-	4,768

Note 24 : Disclosure as required under Ind AS-19 - Employee Benefits
I. Defined Contribution Plans:

The group has recognised the following amounts in the Income Statement during the year under "Contribution to staff provident and other funds. (Refer Note No. 17)

₹ in lakhs

Particulars	Year ended March 31, 2024	Year ended March 31, 2023 (Refer Note No. 31)
Employer's contribution to Provident Fund	39	40
Employer's contribution to Employee State Insurance	2	-*
Total	41	40

Note: * Amount is below the rounding off limits followed by the group's norms.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
II. Defined benefit plans
A) Gratuity

The Gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the plan, qualifying employees are entitled to Gratuity depending upon the number of years of service rendered by them subject to minimum specified number of years of service and the salary at time of retirement / resignation.

a) Movements in present value of defined benefit obligation (DBO)

₹ in lakhs

Particulars	Gratuity March 31, 2024	Gratuity March 31, 2023 (Refer Note No. 31)
Obligations as at beginning of the year	285	261
Current service cost	21	21
Interest cost	10	17
Past Service Cost	-	-
Benefits paid	(42)	(23)
Actuarial (gain) / loss on obligations	31	9
Present value of defined benefit obligation as at end of the year	305	285

b) Movements in the fair value of plan assets

₹ in lakhs

Particulars	Gratuity March 31, 2024	Gratuity March 31, 2023 (Refer Note No. 31)
Fair value of plan assets at beginning of the year	-	-
Expected return on plan assets	-	-
Return on plan assets excluding amounts included in interest income	-	-
Actuarial gain / (loss) on plan assets	-	-
Contributions by the employer	-	-
Benefits paid	-	-
Fair value of plan assets as at end of the year	-	-

c) Amount recognised in the Balance Sheet

₹ in lakhs

Particulars	Gratuity March 31, 2024	Gratuity March 31, 2023 (Refer Note No. 31)
Present value of defined benefit obligation as at end of the year	305	285
Fair value of plan assets as at end of the year	-	-
Net liability recognised in the Balance Sheet	305	285

d) Amounts recognised in the statement of Profit and Loss

₹ in lakhs

Particulars	Gratuity March 31, 2024	Gratuity March 31, 2023 (Refer Note No. 31)
Current service cost	21	20
Past service cost	-	-
Interest cost	10	17
Expected return on plan assets	-	-
Total amounts recognised in the statement of Profit and Loss	31	37

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
e) Amounts recognised in other comprehensive income

₹ in lakhs

Particulars	Gratuity March 31, 2024	Gratuity March 31, 2023 (Refer Note No. 31)
Components of actuarial gain / losses on obligations:		
Due to change in financial assumptions	1	(12)
Due to change in demographic assumptions	-	-
Due to change in experience adjustments	31	21
Return on plan assets excluding amounts included in interest income	-	-
Total	32	9

f) Sensitivity analysis

₹ in lakhs

Particulars	Gratuity March 31, 2024	Gratuity March 31, 2023 (Refer Note No. 31)
DBO On base assumptions		
A. Discount Rate		
1. Effect due to 0.5% increase in discount rate	300	155
2. Effect due to 0.5% decrease in discount rate	311	161
B. 1. Effect due to 0.5% increase in salary escalation rate	311	161
2. Effect due to 0.5% decrease in salary escalation rate	300	155
C. Withdrawal Rate		
1. Effect due to 10 % (10%) increase in withdrawal rate	307	158
2. Effect due to 10 % (10%) decrease in withdrawal rate	304	157

g) Actuarial assumptions
Following are the principal actuarial assumptions used at Balance Sheet date:

Particulars	Gratuity March 31, 2024	Gratuity March 31, 2023 (Refer Note No. 31)
Discount rate (per annum)	7.20%	7.30% to 7.50%
Expected Return on Plan Assets	NA	NA
Withdrawal rate	15% p.a at younger ages to 10% p.a. at older ages	2%, 15% & 10%
Salary growth rate	5%	5% to 6%
Mortality rates	India Assured Lives Mortality (2012-14)	

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
B) Compensated absences

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year end are treated as other long term employee benefits for measurement purpose. The group's liability is actuarially determined by an independent actuary using the Projected Unit Credit Method at the end of each year. Actuarial losses / gains are recognised in the Statement of Profit and Loss in the year in which they arise.

a) Movements in present value of defined benefit obligation (DBO)

₹ in lakhs

Particulars	Compensated absences March 31, 2024	Compensated absences March 31, 2023 (Refer Note No. 31)
Obligations as at beginning of the year	115	96
Current service cost	23	18
Interest Cost	4	3
Past Service Cost	-	-
Benefits paid	(30)	(6)
Others	(14)	-
Actuarial (gain) / loss on obligations	(9)	4
Present value of defined benefit obligation as at end of the year	89	115

b) Movements in the fair value of plan assets

₹ in lakhs

Particulars	Compensated absences March 31, 2024	Compensated absences March 31, 2023 (Refer Note No. 31)
Fair value of plan assets at beginning of the year	-	-
Expected return on plan assets	-	-
Return on plan assets excluding amounts included in interest income	-	-
Actuarial gain / (loss) on plan assets	-	-
Contributions by the employer	-	-
Benefits paid	-	-
Fair value of plan assets as at end of the year	-	-

c) Amount recognised in the Balance Sheet

₹ in lakhs

Particulars	Compensated absences March 31, 2024	Compensated absences March 31, 2023 (Refer Note No. 31)
Present value of defined benefit obligation as at end of the year	89	115
Fair value of plan assets as at end of the year	-	-
Net liability recognised in the Balance Sheet	89	115

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
d) Amounts recognised in the statement of Profit and Loss

₹ in lakhs

Particulars	Compensated absences March 31, 2024	Compensated absences March 31, 2023 (Refer Note No. 31)
Current service cost	23	18
Past service cost	-	-
Interest cost	4	3
Expected return on plan assets	-	-
Total amounts recognised in the statement of Profit and Loss	27	21

e) Sensitivity analysis

₹ in lakhs

Particulars	Compensated absences March 31, 2024	Compensated absences March 31, 2023 (Refer Note No. 31)
DBO On base assumptions		
A. Discount Rate		
1. Effect due to 0.5% increase in discount rate	88	57
2. Effect due to 0.5% decrease in discount rate	92	59
B. Salary Escalation Rate		
1. Effect due to 0.5% increase in salary escalation rate	92	59
2. Effect due to 0.5% decrease in salary escalation rate	88	57
C. Withdrawal Rate		
1. Effect due to 10% (10%) increase in withdrawal rate	90	58
2. Effect due to 10% (10%) decrease in withdrawal rate	90	58

f) Actuarial assumptions

Following are the principal actuarial assumptions used at Balance Sheet date:

Particulars	Compensated absences March 31, 2024	Compensated absences March 31, 2023 (Refer Note No. 31)
Discount rate (per annum)	7.20%	7.3% to 7.50%
Expected Return on Plan Assets	NA	NA
Withdrawal rate	10% to 15%	5%, 15% & 10%
Salary growth rate	5.00%	5% to 6%
Mortality rates	India Assured Lives Mortality (2012-14)	
Leave availment rate	1.50%	1.5% to 2%
Leave encashment rate	0.00%	0.00%

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 25 : Operating leases

The group has taken office, factory spaces and warehouses under cancellable operating leases for periods ranging from 11 months to 3 years. Lease arrangements are usually renewable on mutually agreed terms and are cancellable by written notice.

₹ in lakhs

Particulars	Year ended March 31, 2024	Year ended March 31, 2023 (Refer Note No. 31)
Future minimum lease payments are as follows:		
- not later than one year	97	92
- later than one year but not later than five years	106	177
- later than five years	-	-
Total	203	269

Note 26 : Segment reporting
Business Segment:

The group operates in two segment viz. textile dyes and chemicals and electrical capacitors, however the segment reporting for electrical capacitors is not disclosed separately, as the same does not qualify for separate disclosure as per Ind AS 108 on operating segments.

Note 27 : Deferred tax

Deferred tax asset on carry forward of unused tax losses and unused tax credits has not been recognised because it is not probable that future taxable profit will be available against which the group can use the benefits therefrom.

Details of business loss and unabsorbed depreciation carry forward in future till assessment year 2023-24 is as follows.

Assessment year	Unabsorbed Deprecation ₹	Unabsorbed Business Loss ₹	Remarks
2000-01	2,17,65,557	-	
2001-02	25,79,773	-	
2002-03	4,581	-	
2003-04	1,91,628	-	
2004-05	19,19,838	-	
2006-07	1,04,49,874	-	
2009-10	6,38,048	-	
2011-12	18,64,382	-	
2012-13	18,25,816	-	
2013-14	14,60,963	-	
2014-15	9,78,171	-	
2015-16	12,86,911	-	
2016-17	63,63,878	-	
2019-20	97,89,040	-	
2021-22	20,68,741	-	
2022-23	7,27,460	-	
2023-24	-	-	
Total	6,39,14,661	-	
Total unabsorbed depreciation and business loss	6,39,14,661	-	
Income tax @ 26.75%	1,70,97,172	-	

Based on the above deferred tax assets to the extent of ₹170.97 lakhs is available in future to set off against future income tax.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 28 : Related party relationships, transactions and balances: (as per Ind AS 24)
a) Enterprise significantly influenced by the Key Managerial Personnel or their relatives

- 1) Samudra Dye-chem Private Limited
- 2) Spiweld Chemtrade Private Limited
- 3) Textomax Chemicals Private Limited
- 4) Formost Chemicals Private Limited
- 5) Chemron Texchem LLP
- 6) Asha Marine Products Private Limited
- 7) Emerald Capital Services Private Limited
- 8) Vindhyapriya Holdings Private Limited
- 9) Khatau Leasing and Finance Company Private Limited
- 10) Prism Plantations Private Limited
- 11) Khatau Holding and Trading Company Private Limited
- 12) Prerana Leasing and Finvest Private Limited
- 13) MKK Holdings Private Limited
- 14) Priyanilgiri Holdings Private Limited
- 15) Priyamvada Holdings Limited (w.e.f April 1, 2017) (Associate till March 31, 2017)
- 16) Orchard Acres
- 17) Reactive Engineering Private Limited (w.e.f January 1st, 2022)

b) Key management personnel and their relatives

- 1) Mr. Mahendra K. Khatau (Chairman and Managing Director)
- 2) Mrs. Asha M. Khatau (Non-Executive Director and wife of Chairman)
- 3) Mr. Manish M. Khatau (Whole -Time Director and son of Chairman)
- 4) Mr. Kailash Pershad (Non-Executive Independent Director) till 31.03.24
- 5) Mr. Bhalachandra G. Sontakke (Non-Executive Independent Director) till 31.03.24
- 6) Mrs. Sneha Vidyadhar Khandekar (Non-Executive Independent Director)
- 7) Mr. Suyash Neelkanth Bhise (Non-Executives Independent Director)
- 8) Mr. Adarsh Shukla (Non-Executive Independent Director)
- 9) Mr. Rahul Singh (Non-Executive Independent Director)
- 10) Ms. Rupal B. Parikh (Chief Financial Officer)
- 11) Mr. Rajesh D. Pisal (Company Secretary)
- 12) Mr. Arup Basu (Managing Director)
- 13) Mr. Vikas Agarwal (CFO, Refnol Resins and Chemicals Limited) till 29.09.23
- 14) Mr. Bilal Topia (CS, Refnol Resins and Chemicals Limited) till 29.09.23
- 15) Mrs. Leela K. Khatau (Consultant, Mother of Shri Mahendra Khatau - Chairman) till 29.09.23
- 16) Mr. Mukund R. Nagpurkar (Non-Executive Independent Director) till 29.09.23

c) Key Managerial Personnel Compensation
₹ in lakhs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023 (Refer Note No. 31)
Short-term employee benefits	198	189
Terminal Benefits	14	14
Other Benefits	7	4
Total Compensation	219	207

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
d) Details of transactions with related parties during the year

₹ in lakhs

Nature of transactions	Significantly Influenced		Key Management Personnel and their relatives		Total	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Revenue from operations						
Orchard Acres	169	15	-	-	169	15
Total	169	15	-	-	169	15
Purchase of Goods						
Orchard Acres	913	626	-	-	913	626
Total	913	626	-	-	913	626
Income :						
Rent Received / Other Income / Sale Of Assets						
Orchard Acres	22	14	-	-	22	14
Total	22	14	-	-	22	14
Director's Sitting Fees						
Mr. Mahendra K. Khatau	-	-	-*	-*	-*	-*
Mrs. Asha M. Khatau	-	-	1	1	1	1
Mr. Kailash Pershad	-	-	1	1	1	1
Mr. Bhalachandra G. Sontakke	-	-	2	2	2	2
Mr. Mukund R. Nagpurkar	-	-	-*	1	-*	1
Mr. Rahul Singh	-	-	2	2	2	2
Mr. Adarsh Shukla	-	-	-*	-	-*	-
Mr. Suyash Neelkanth Bhise	-	-	-*	-	-*	-
Mrs. Sneha Vidyadhar Khandekar	-	-	-*	-	-*	-
Total	-	-	7	7	7	7
Managerial Remuneration #						
Mr. Mahendra K. Khatau	-	-	72	72	72	72
Mr. Manish M. Khatau	-	-	36	36	36	36
Ms. Rupal B. Parikh	-	-	24	23	24	23
Mr. Arup Basu	-	-	34	34	34	34
Mr. Vikas Agarwal	-	-	29	23	29	23
Mr. Bilal Topia	-	-	5	5	5	5
Mr. Rajesh D. Pisal	-	-	19	18	19	18
Total	-	-	219	211	219	211
Expenses						
Orchard Acres	22	21	-	-	22	21
Mrs. Leela K. Khatau	-	-	5	9	5	9
Reactive Engineering Private Limited	24	21	-	-	24	21
Total	46	42	5	9	51	51

Note 1 : *Amount is below the rounding off limits followed by the group's norms.

Note 2 : # does not include the amount payable towards compensated absences by the group, as the same is calculated for the group as a whole on actuarial basis.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
e) Details of transactions with related parties during the year

₹ in lakhs

Nature of transactions	Significantly Influenced		Key Management Personnel and their relatives		Total	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Interest on Borrowings						
Prism Plantations Private Limited	2	2	-	-	2	2
Mr. Mahendra K. Khatau	-	-	16	21	16	21
Mrs. Asha M. Khatau	-	-	7	8	7	8
Mr. Manish M. Khatau	-	-	9	12	9	12
Total	2	2	32	41	34	43
Loan Taken during the year						
Prism Plantations Private Limited	3	-	-	-	3	-
Mr. Mahendra K. Khatau	-	-	63	5	63	5
Mrs. Asha M. Khatau	-	-	20	-	20	-
Mr. Manish M. Khatau	-	-	-	2	-	2
Total	3	-	83	7	86	7
Loan repaid during the year						
Prism Plantations Private Limited	.*	2	-	-	.*	2
Mr. Mahendra K. Khatau	-	-	125	6	125	6
Mrs. Asha M. Khatau	-	-	20	1	20	1
Mr. Manish M. Khatau	-	-	7	4	7	4
Total	.*	2	152	11	152	13

* Amount is below the rounding off limits followed by the group's norms.

f) Outstanding balances with related parties:

₹ in lakhs

Nature of transactions	Significantly Influenced		Key Managerial Personnel and their relatives		Total	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Trade receivables						
Orchard Acres	61	7	-	-	61	7
Less: Allowances for Credit Losses	-	-	-	-	-	-
Net amount receivable	61	7	-	-	61	7
Total	61	7	-	-	61	7
Other receivables						
Orchard Acres	115	28	-	-	115	28
Total	115	28	-	-	115	28
Deposit given						
Orchard Acres	.*	5	-	-	.*	5
Reactive Engineering Private Limited	2	1	-	-	2	1
Total	2	6	-	-	2	6
Investments in optionally convertible debentures						
Khatau Holding and Trading Company Private Limited	.*	.*	-	-	.*	.*
Priyamvada Holdings Limited	1	1	-	-	1	1
Total	1	1	-	-	1	1

*Amount is below the rounding off limits followed by the group's norms.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
g) Outstanding balances with related parties:

₹ in lakhs

Nature of transactions	Significantly Influenced		Key Managerial Personnel and their relatives		Total	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Trade Payables						
Orchard Acres	355	174	-	-	355	174
Total	355	174	-	-	355	174
Borrowings						
Prism Plantations Private Limited	16	13	-	-	16	13
Mr. Mahendra K. Khatau	-	-	67	129	67	129
Mrs. Asha M. Khatau	-	-	54	54	54	54
Mr. Manish M. Khatau	-	-	68	75	68	75
Total	16	13	189	258	205	271
Interest accrued and due on borrowings						
Prism Plantations Private Limited	-*	-	-	-	-*	-
Mr. Mahendra K. Khatau	-	-	1	9	1	9
Mrs. Asha M. Khatau	-	-	1	2	1	2
Mr. Manish M. Khatau	-	-	1	2	1	2
Total	-*	-	3	13	3	13
Other Payables						
Mr. Mahendra K. Khatau	-	-	-	-*	-	-*
Mrs. Leela K. Khatau	-	-	-	1	-	1
Reactive Engineering Private Limited	2	2	-	-	2	2
Total	2	2	-	1	2	3
O/S Dues Managerial Remuneration						
Mr. Mahendra K. Khatau	-	-	3	3	3	3
Mr. Manish M. Khatau	-	-	2	2	2	2
Mr. Arup Basu	-	-	2	2	2	2
Mr. Vikas Agarwal	-	-	2	1	2	1
Mr. Bilal Topia	-	-	-	-*	-	-*
Ms. Rupal B. Parikh	-	-	2	1	2	1
Mr. Rajesh D. Pisal	-	-	1	1	1	1
Total	-	-	12	10	12	10

*Amount is below the rounding off limits followed by the group's norms.

Note 29 : Expenditure on Corporate Social Responsibility (CSR)

There is no amount required to be spent by the group during the year towards Corporate Social Responsibility in terms of Section 135 of the Companies Act, 2013.

Note 30 : Managerial Remuneration

In view of inadequacy of profits of the year 2023-24 the total remuneration paid by the group to its Directors including Managing Director (MD) was in accordance with the limits prescribed under section 197 read with Schedule V of the Companies Act, 2013.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 31: (A) Additional Disclosures

The Holding company has changed its accounting policy w.e.f. April 1, 2022 with respect to Revaluation model for the entire class of asset related to free hold and leasehold land and Provisioning for its recoverable financial assets. Under existing accounting policy, the Company had opted for deemed cost model for entire class of asset related to free hold and leasehold land. Under the new accounting policy, the group has changed from deemed Cost model to Revaluation model for the entire class of asset related to free hold and leasehold land and has modified its provisioning for its recoverable financial assets. The aforesaid change, being in line with the Generally Accepted Accounting Principles, will result into reporting for such obligations on a more realistic basis.

As required by Ind AS - 8 "Accounting Policies, Changes in Accounting Estimates and Errors", the group has retrospectively restated its Balance Sheet as at March 31, 2023, as at April 1, 2022 and Statement of Profit and Loss for the year ended on March 31, 2023 to give impact for change in accounting policy.

The impact of said changes in the accounting Policy on this financial results are as under:

₹ in lakhs

Statement of Assets and Liabilities	As at March 31, 2023	As at April 1, 2022
Increased in Class of Assets -Freehold and Leasehold Land	1650	1666
Provisioning for recoverable Financial Assets	(1032)	(937)
Other Equity	619	730

₹ in lakhs

Statement of Profit and loss	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation and Amortisation Expenses	(17)	(17)
Provisioning for recoverable Financial Assets	-	(95)
Loss before tax	(17)	(112)
Loss for the period	(17)	(112)
Total Comprehensive Income / Loss	(17)	(112)
Earnings per equity share of ₹10/- each:- Basic and Diluted (₹)	(0.06)	(0.40)

Note 31: (B) Scheme of Arrangement and Amalgamation

In terms of the Scheme of Arrangement and Amalgamation ("the Scheme") under sections 230 to 232, read with the Companies (Compromises, Arrangements and Amalgamations) Rules 2016 or any other provisions of the Companies Act 2013, sanctioned by the order dated September 25, 2023 of The National group Law Tribunal (NCLT) Mumbai Bench, effective from September 29, 2023. The Appointed date of the Scheme being April 1, 2021, the previous years' (F.Y. 2021-22), figures of Balance Sheet, Statement of Profit & Loss (including Other Comprehensive Income) & Statement of Cash Flows have been restated. Since the amalgamated entities are under common control, the accounting of the said amalgamation has been done applying Pooling of Interest method as prescribed in Appendix C of Ind AS 103.

1. Refnol Resins and Chemicals Limited (Refnol) and hereinafter referred to as Transferor company is amalgamated with Indokem Limited (Group) under the "Pooling of Interest Method" from the appointed date April 1, 2021. Transferor company ("Refnol") is engaged in the Textile and other chemicals business.
2. In accordance with the Scheme and as per the approval granted by the Hon'ble NCLT, Mumbai Bench Court II :
 - i. The assets, properties, liabilities, rights and obligations of the Transferor company have vested in the group with effect from the appointed date.
 - ii. Inter corporate investments / deposits / loans / advances outstanding between the group and the Transferor company have been cancelled.
 - iii. The sales / purchases / income / expenses arising between the group and the Transferor company have been cancelled.
 - v. In terms of the Scheme of Amalgamation, 1153 shares of ₹10/- each fully paid-up of Indokem Limited would be issued for every 1000 shares held in Refnol Resins and Chemicals Ltd. Accordingly 35,62,654 shares of Indokem Limited will be issued to shareholders of Refnol Resins and Chemicals Limited.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

- vi. As required by the Scheme, Capital Reserve of Indokem Limited has been adjusted to the extent of ₹47.28 lakhs towards difference between net value of assets and liabilities and reserves of the Transferor company over the face value of the shares to be allotted.
- vii. The authorised share capital of the Company has been increased at the time of issue of shares.

Restated Consolidated Balance Sheet as at April 1, 2022

Particulars	₹ in lakhs			
	As at March 31, 2022 (Reported)	Adjustment in view of change in Accounting policy	Additions / (Eliminations) on account of Amalgamation	As at April 1, 2022
ASSETS				
Non-current Assets				
Property, plant and equipment	2,598	1,666	1,518	5,782
Capital work-in-progress	88	-	-	88
Goodwill	71	-	-	71
Intangible assets	7	-	1	8
Financial assets	-	-	-	-
Investments	1	-	-	1
Loans	-	-	-	-
Other financial assets	43	-	8	51
Income tax assets (net)	20	-	-	20
Other non-current assets	210	-	9	219
Total Non-current Assets	3,038	1,666	1,536	6,240
Current Assets				
Inventories	1,599	-	517	2,116
Financial assets				
Trade receivables	3,402	(937)	603	3,068
Cash and cash equivalents	192	-	18	210
Bank balance other than cash and cash equivalents	2	-	34	36
Loans	1	-	-	1
Other financial assets	94	-	-	94
Income tax assets (net)	4	-	-	4
Other current assets	160	-	90	250
Total Current Assets	5,454	(937)	1,262	5,779
Total Assets	8,492	730	2,798	12,019
EQUITY AND LIABILITIES				
Equity				
Equity share capital	2,433	-	356	2,789
Other equity	1,885	730	831	3,446
Total Equity	4,318	730	1,187	6,235
LIABILITIES				
Non-current Liabilities				
Financial liabilities				
Borrowings	918	-	25	943
Other financial liabilities	45	-	190	235
Provisions	252	-	134	386
Total Non-current Liabilities	1,215	-	349	1,564

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Restated Consolidated Balance Sheet as at April 1, 2022 (Contd.)

₹ in lakhs

Particulars	As at March 31, 2022 (Reported)	Adjustment in view of change in Accounting policy	Additions / (Eliminations) on account of Amalgamation	As at April 1, 2022
Current Liabilities				
Financial liabilities				
Borrowings	306	-	549	855
Trade payables				
(i) Total outstanding dues of Micro and Small Enterprises	-	-	-	-
(ii) Total outstanding dues of Creditors other than Micro and Small Enterprises	2,201	-	487	2,688
Other financial liabilities	6	-	41	47
Provisions	147	-	24	171
Other current liabilities	298	-	161	459
Total Current Liabilities	2,958	-	1,262	4,220
Total Liabilities	4,173	-	1,611	5,784
Total Equity and Liabilities	8,491	730	2,798	12,019

Restated Consolidated Balance Sheet as at March 31, 2023

₹ in lakhs

Particulars	As at March 31, 2023 (Reported)	Adjustment in view of change in Accounting policy	Additions / (Eliminations) on account of Amalgamation	As at March 31, 2023
ASSETS				
Non-current Assets				
Property, plant and equipment	2,815	1,650	1,517	5,982
Capital work-in-progress	13	-	39	52
Goodwill	71	-	-	71
Intangible assets	3	-	1	4
Financial assets				
Investments	1	-	-	1
Other financial assets	72	-	9	81
Income tax assets (net)	18	-	1	19
Other non-current assets	218	-	10	228
Total Non-current Assets	3,211	1,650	1,578	6,438
Current Assets				
Inventories	1,609	-	470	2,079
Financial assets				
Trade receivables	3,747	(1,032)	406	3,121
Cash and cash equivalents	190	-	43	233
Bank balance other than cash and cash equivalents	1	-	41	42
Loans	-	-	-	-
Other financial assets	38	-	3	41
Income tax assets (net)	2	-	-	2
Other current assets	244	-	29	273
Total Current Assets	5,831	(1,032)	992	5,791
Total Assets	9,042	619	2,569	12,229

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Restated Consolidated Balance Sheet as at March 31, 2023 (Contd.)

₹ in lakhs

Particulars	As at March 31, 2023 (Reported)	Adjustment in view of change in Accounting policy	Additions / (Eliminations) on account of Amalgamation	As at March 31, 2023
EQUITY AND LIABILITIES				
Equity				
Equity share capital	2,433	-	356	2,789
Other equity	1,882	619	851	3,351
Total Equity	4,314	619	1,207	6,140
LIABILITIES				
Non-current Liabilities				
Financial liabilities				
Borrowings	1,223	-	109	1,332
Other financial liabilities	53	-	198	251
Provisions	282	-	160	442
Total Non-current Liabilities	1,558	-	467	2,025
Current Liabilities				
Financial liabilities				
Borrowings	386	-	514	900
Trade payables				
(i) Total outstanding dues of Micro and Small Enterprises	62	-	-	62
(ii) Total outstanding dues of Creditors other than Micro and Small Enterprises	2,219	-	267	2,486
Other financial liabilities	18	-	12	30
Provisions	210	-	25	235
Other current liabilities	274	-	77	351
Total Current Liabilities	3,170	-	895	4,064
Total Liabilities	4,728	-	1,362	6,089
Total Equity and Liabilities	9,042	619	2,569	12,229

Restated Consolidated Statement of Profit and Loss for the year ended March 31, 2023

₹ in lakhs

Particulars	For the year ended March 31, 2023 (Reported)	Adjustment in view of change in Accounting policy	Additions / (Eliminations) on account of Amalgamation	For the year ended March 31, 2023
Income				
Revenue from operations	13,181	-	2,883	16,064
Other income	70	-	3	73
Total Income	13,251	-	2,886	16,137

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Restated Consolidated Statement of Profit and Loss for the year ended March 31, 2023 (Contd.)

₹ in lakhs

Particulars	For the year ended March 31, 2023 (Reported)	Adjustment in view of change in Accounting policy	Additions / (Eliminations) on account of Amalgamation	For the year ended March 31, 2023
Expenses				
Cost of materials consumed	8,684	-	2,266	10,950
Purchase of stock in trade	730	-	(599)	131
Changes in inventories of finished goods, work-in-process and Stock in trade	(31)	-	50	19
Employee benefits expense	1,425	-	357	1,782
Finance cost	198	-	95	293
Depreciation / amortisation	135	17	53	205
Other expenses	2,254	-	635	2,889
Total Expenses	13,396	17	2,857	16,269
Profit / (loss) before tax	(144)	(17)	29	(132)
Excess / short Provision for previous years	-	-	-	-
Current tax	-	-	-	-
Profit / (loss) after tax	(144)	(17)	29	(132)
Other comprehensive income				
<i>Items that will not be reclassified subsequently to profit and loss account</i>				
Remeasurement of post employment benefit obligation	(1)	-	(8)	(9)
Exchange Difference on translation of foreign operations	3	-	-	3
Total other comprehensive income / (loss)	2	-	(8)	(6)
Total comprehensive income / (loss) for the year	(142)	(17)	21	(138)
Net Profit / (loss) attributable to:				
Owners of the company	(144)	(17)	29	(132)
Non - Controlling Interest	-	-	-	-
Profit / (loss) after tax				
Owners of the company	2	-	(8)	(6)
Non - Controlling Interest	-	-	-	-
Total comprehensive income / (loss) net of tax				
Owners of the company	(142)	(17)	21	(138)
Non - Controlling Interest	-	-	-	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 32 : Other Disclosures

a) The group holds all the title deeds of immovable property in its name except following properties.

Relevant line item in the Balance Sheet	Description of item of property	Gross carrying value as on March 31, 2024 (₹ in lakhs)	Title deeds held in the name of	Whether title deed holder is a Promoter, Director or relative of Promoter / Director or employee of Promoter / Director	Property held since which date	Reason for not being held in the name of the company
Buildings	Buildings - New Delhi	133.60	M/s Ramakem Limited	Amalgamated Company	01-10-1994	The company became the owners of the premises by virtue of Scheme of Amalgamation of M/s. Manish Dyes Products Private Limited and M/s. Ramakem Limited, with the group. However, pending completion of the relevant registration formalities, the immovable properties continue to be in the name of the erstwhile amalgamated company.
Buildings	Buildings-GIDC Naroda	2,103.45	Refnol Resins and Chemicals Ltd.	Amalgamated Company	01-04-2021	The company became the owners of the premises by virtue of Scheme of Amalgamation of Refnol Resins and Chmeicals Ltd. with the group. However, pending completion of the relevant registration formalities, the immovable property continue to be in the name of the erstwhile amalgamated company.

b) The group do not have any Benami property, where any proceeding has been initiated or pending against the group for holding any Benami property.

c) The group has following transactions with struck off companies.

Name of the Struck off Companies	Nature of transactions with struck off company	No. of shares	Balance outstanding / Nominal share value	Relationship with the struck off company, if any
ALMEIDA EQUITY FUND PVT LTD	Investments in securities	240	2,400.00	Equity shareholder
ARUNESH TRADING & INVESTMENTS (P) LTD	Investments in securities	50	500.00	Equity shareholder
ASHWIN TRADING & INVESTMENTS (P) LTD	Investments in securities	50	500.00	Equity shareholder
ADITI CAPITAL SERVICES P LTD	Investments in securities	50	500.00	Equity shareholder
CONSOLIDATED SERVICES & SEC I LTD	Investments in securities	5650	56,500.00	Equity shareholder
DEEPAUL TRADING & INVESTMENTS (P) LTD	Investments in securities	150	1,500.00	Equity shareholder
DELHI FINANCIERS PVT LTD	Investments in securities	150	1,500.00	Equity shareholder
G M DANDIDAR COMMERCIAL PVT LTD	Investments in securities	6500	65,000.00	Equity shareholder

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

c) The group has following transactions with struck off companies. (Contd.)

Name of the Struck off Companies	Nature of transactions with struck off company	No. of shares	Balance outstanding / Nominal share value	Relationship with the struck off company, if any
INTACT LEASING & FINANCE LTD	Investments in securities	500	5,000.00	Equity shareholder
M/S RAMHARI INVESTMENTS P LTD	Investments in securities	450	4,500.00	Equity shareholder
MANJAPRA SEC & INVT P LTD	Investments in securities	1650	16,500.00	Equity shareholder
NAVRATNA INVESTMENTS P LTD	Investments in securities	50	500.00	Equity shareholder
NAKUL TRADING & INVESTMENTS PVT. LTD	Investments in securities	150	1,500.00	Equity shareholder
ORLON EXPORTS PVT.LTD.	Investments in securities	100	1,000.00	Equity shareholder
SILVER ARROW INVEST PVT LTD	Investments in securities	100	1,000.00	Equity shareholder
SKIM INVESTMENTS AND LEASING P LTD	Investments in securities	50	500.00	Equity shareholder
SANTOSH SECURITIES LTD	Investments in securities	50	500.00	Equity shareholder
VINSUM CONSULTANTS PVT.LTD	Investments in securities	150	1,500.00	Equity shareholder
VMS CONSULTANTS PVT LTD	Investments in securities	80	800.00	Equity shareholder

- d) The group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- e) The group has not traded or invested in Crypto currency or Virtual Currency during the year.
- f) The group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group (Ultimate Beneficiaries) or
 - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries"
- g) The group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the group shall:
- (i) 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
 - (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- h) The group does not have any such 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).
- i) The group is not declared as wilful defaulter by any bank or financial institution or other lender.
- j) The group does not have subsidiary in India. All the subsidiaries are incorporated outside India and therefore section 2(87) of the Companies Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable to the group.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024
Note 33 : Quarterly Statements filed with Banks for Borrowings against Current Assets

Sr No.	Period	Amount as per Books	Amount reported in quarterly returns	Discrepancy	Reasons
1	Jun-23	1,468.04	1,444.94	23.10	None
2	Sep-23	1,584.02	1,559.32	24.70	
3	Dec-23	4,885.00	4,939.59	(54.59)	
4	Mar-24	-	4,806.92	(4,806.92)	

Note: Considered up to 5% of amount reported in quarterly returns

Note 34: Registration or Satisfaction of Charges with Registrar of Companies

Sr No.	Charge Holder	Charge Amount	Date of Satisfaction	Status of Charge	Delay (Months)	Reasons for Delay
1	Gujarat State Financial Corporation	16.65	1990*	OPEN	396*	Details required for filing of Satisfaction of Charge not available
2	State Bank of India	4.50	1990*	OPEN	396*	Details required for filing of Satisfaction of Charge not available
3	State Bank of India	4.50	1990*	OPEN	396*	Details required for filing of Satisfaction of Charge not available
4	CITI Bank	0.93	1992*	OPEN	372*	Details required for filing of Satisfaction of Charge not available
5	Canara Bank	10.00	1995*	OPEN	336*	Details required for filing of Satisfaction of Charge not available
6	Bank of Baroda	18.00	1995*	OPEN	336*	Details required for filing of Satisfaction of Charge not available

Note : * Date of Satisfaction of Loan not available.

Note 35 : Additional Disclosure

With reference to maintaining its books of accounts using audit trails (edit log) feature, in terms of the Scheme of Arrangement and Amalgamation, the company "Refnol Resins and Chemicals Limited" (Transferor company) is amalgamated with Indokem Limited with effect from September 29, 2023. In case of above transferor company, the said company has not used accounting software which has a feature of recording audit trails (edit log) facility for the period April 1, 2023 to September 29, 2023.

Note 36 : Details of Subsidiary Companies

Name of the group	% of holding	Country incorporation	Financial year ends on
Refnol Overseas Limited	100%	Mauritius	31-03-2024
Indokem Bangladesh PVT LTD	80%	Bangladesh	31-03-2024
Tex Care Middle East LLC (TCME)	100%*	UAE	31-03-2024

*including beneficiary interest

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

Note 37 : Disclosure of additional information pertaining to the parent, subsidiary companies and joint arrangement as per Schedule III of the Companies Act, 2013

No.	Name of the entity in the group	Total Assets		Share in Profit and Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As % of consolidated net assets	Amount	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount
	Parent group								
	Indokem Limited	92.63%	11826.38	84.42%	(525.99)	97.08%	(31.71)	85.05%	(557.70)
	Foreign Subsidiary Companies								
1	Refnol Overseas Limited	2.25%	287.75	-0.86%	5.33	0.00%	-	0.00%	-
2	Indokem Bangladesh (PVT.) Limited	0.20%	25.13	3.26%	(20.34)	0.00%	-	0.00%	-
3	Tex Care Middle East LLC	11.47%	1464.00	13.29%	(82.79)	0.00%	-	0.00%	-
	Total	106.55%	13603.26	100.12%	(623.79)	97.08%	(31.71)	85.05%	(557.70)
	Adjustment arising out of consolidation	-6.55%	(836.05)	-0.12%	0.73	2.92%	(0.95)	14.95%	(98.02)
	Grand Total	100%	12767.21	100%	(623.06)	100%	(32.67)	100%	(655.73)

Note 38 : Figures for previous year have been regrouped, wherever necessary.

As per our attached report of even date

For C N K & Associates LLP

Chartered Accountants

Firm Registration No.: 101961 W / W - 100036

For and on behalf of the Board

INDOKEM LIMITED

Pareen Shah

Partner

Membership No.: 125011

Mahendra K. Khatau

Director

DIN : 00062794

Manish M. Khatau

Director

DIN : 02952828

Rupal B. Parikh

Chief Financial Officer

Place: Mumbai

Date: May 30, 2024

Rajesh D. Pisal

Company Secretary

Place: Mumbai

Date: May 30, 2024



A Khatau Group

If undelivered please return to

Indokem Limited

Khatau House, Plot No. 410, Mogul Lane, Mahim,
Mumbai - 400 016.