



Ref: ASCL/SEC/2024-25/35

September 05, 2024

1. To,
The General Manager
Department of Corporate Services
BSE Limited
1st Floor, New Trading Ring
Rotunda Building, P. J. Tower
Dalal Street, Fort
Mumbai – 400 001
BSE Scrip Code: 532853
2. To,
The General Manager (Listing)
National Stock Exchange of India Ltd
5th Floor, Exchange Plaza
Plot No. C/1, G Block
Bandra – Kurla Complex
Bandra (East)
Mumbai – 400 051
NSE Trading Symbol: ASAHISONG

SUB: ANNUAL REPORT

REF: REGULATION 34 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Dear Sir/Madam,

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to enclose herewith a Copy of Annual Report of the Company for the financial year 2023-24.

You are requested to take the same on your records.

Thanking you,

Yours faithfully,
For, **ASAHI SONGWON COLORS LIMITED**

SAJI V. JOSEPH
Company Secretary and Compliance Officer

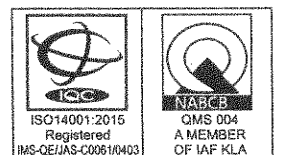
Encl: As above

Asahi Songwon Colors Ltd.

CIN: L24222GJ1990PLC014789

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Thaltej, Ahmedabad – 380 059, Gujarat, India.

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Chemistry *beyond* Colors



Chemistry *beyond* Colors

Asahi Songwon Colors Limited has long been a pioneering force in the pigment industry, renowned for our expertise in phthalocyanine pigments. Our journey began with a steadfast commitment to quality and innovation, propelling us to a leadership position within this sector. As we expanded our horizons, we ventured into Azo pigments, further cementing our status as a trusted and reliable supplier in the global market.

In our relentless pursuit of growth and diversification, we have recently embarked on an exciting new chapter by entering the Active Pharmaceutical Ingredients (API) sector. This strategic move is not merely about expanding our product portfolio but also about leveraging our core chemistry skills to innovate and integrate operations backward, ensuring efficiency and sustainability.

Throughout our evolution, one constant has been the unwavering trust and reliability we offer to our customers. Our chemistry expertise transcends the boundaries of colour, driving us to explore new frontiers and deliver exceptional value. As we continue to build on this legacy, we remain committed to pushing the boundaries of innovation and excellence.

*This year, we celebrate
our journey and future
aspirations under the theme
Chemistry Beyond Colors.*

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Forward Looking Statement

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.



for more information visit:
www.asahisongwon.com

ABOUT THE COMPANY

Building a Future Beyond Colors

Asahi Songwon Colors Limited (ASCL) has been a prominent force in the Indian pigment industry for over three decades. Our journey is marked by creativity and a commitment to excellence, which has established us as a leader in the pigment sector. Our expertise in blue (Phthalocyanine) pigments has set industry standards, and our strategic expansion into yellow and red pigments has reinforced our position as a key manufacturer in India's vibrant market.

In a significant move to diversify our offerings, we acquired Atlas Life Sciences Private Limited, marking our presence in the pharmaceutical sector with a focus on active pharmaceutical ingredients (APIs). This acquisition has broadened our product range to include anti-convulsant, antipsychotic, and anti-diabetic APIs, allowing us to serve a wider array of industries.

Despite economic challenges in the pigments and pharmaceuticals sectors over the past year, we have remained dedicated to our growth ambitions. Through strategic decisions, we have expanded our product range, enhanced our manufacturing capabilities, and explored new markets, all while navigating a volatile economic landscape. As we look to the future, our commitment to our stakeholders and our core values guide us, inspiring us to seize the endless opportunities that lie ahead.



Vision

To be a world leader in the fields of pigments and pharmaceuticals by supplying quality and environment-friendly products to multinational corporations worldwide.

Mission

To be the preferred supplier of finished pigments and APIs to multinational corporations worldwide with increased capacity.

To be the largest supplier of blue crude globally.

To be the market leader in the pigment and pharmaceutical industries worldwide.



Industries We Serve



Coating & paints



Ink



Pharmaceuticals



Rubber



Paper



Textile



Plastic

Business Verticals

1

Phthalocyanine Pigments

Our core expertise lies in the production of Phthalocyanine pigments, which are widely used in printing inks, paints, plastics, and textiles. These pigments are known for their stability and vibrant hues, making them a preferred choice in various industries.

[Read more on page 08](#)

2

Azo Pigments

Azo pigments represent a growing segment for us, with applications in the production of red, yellow, and orange pigments. These pigments are valued for their excellent colouring properties and are used in a variety of industries, including textiles and cosmetics.

[Read more on page 10](#)

3

APIs (Active Pharmaceutical Ingredients)

With the complete acquisition of Atlas Life Sciences, we have expanded into the pharmaceutical sector, focusing on the production of APIs. Our portfolio includes APIs for anti-convulsant, antipsychotic, and anti-diabetic medications, reflecting our commitment to healthcare innovation.

[Read more on page 12](#)

Marquee Clientele



Supply agreement since last 18 years



Supply agreement since last 18 years



21 years of collaboration and still going strong



Repeat business since last 13 years with no quarter without sales



Repeat business since last 12 years with no quarter without sales

OUR PURPOSE

Empowering Progress with Responsibility

At Asahi Songwon Colors Limited, our purpose is to drive innovation and sustainability across all facets of our business. We are committed to enhancing shareholder value, fostering a culture of responsibility, and creating customised solutions that meet the unique needs of our diverse clientele. Our focus on value creation and empowerment ensures that we remain at the forefront of the pigment and pharmaceutical industries, while our dedication to governance and ethical practices underpins our operations.

Purpose Statements

Knowledge



As a knowledge-driven company, we are dedicated to investing in processes, practices, and products that reinforce our competitive advantage. Our unwavering focus on research and development distinguishes us, enabling us to continually push the boundaries of innovation.

Shareholder Value



Maximising shareholder value is central to our ethos at Asahi. We are committed to creating enduring value through sustainable growth, continuous innovation, and long-term customer relationships. We firmly believe that our prosperity is intertwined with the success of our shareholders.

Culture



Our culture is rooted in a profound sense of responsibility and sustainability. We believe that growth should be pursued ethically and sustainably, ensuring that our progress benefits both society and the environment.

Customisation



In an era where tailored solutions are paramount, we strive to create bespoke products that cater to the specific needs of our global customer base. This approach not only strengthens long-term relationships but also provides valuable insights into customer preferences, leading to enhanced product offerings.



Value Creation



Value creation is the cornerstone of our business strategy. Our commitment to prudent scaling, optimised asset utilisation, and effective cost management drives our efforts to deliver tangible, sustainable value for all stakeholders.

Responsibility



At ASCL, we acknowledge our environmental and societal responsibilities by investing in effluent treatment equipment, infrastructure, and a sustainability-focused mindset. Our goal is to minimise our environmental impact while maximising our societal contributions.

Empowerment



Our employees are the backbone of our company. We are committed to nurturing and empowering them, providing opportunities for growth, skill development, and meaningful contributions. By prioritising their professional and personal development, we attract and retain top talent, fostering a culture of excellence.

Governance



We uphold the highest standards of governance, ethics, and compliance. Trust, transparency, and accountability are integral to our business dealings, and our Board of Directors ensures these principles are embedded throughout the company by recruiting specialised professionals and maintaining systemic checks that promote integrity.

4

MANUFACTURING FACILITIES

3

DECADES OF MANUFACTURING EXPERIENCE

19

COUNTRIES EXPORTED TO

100+

CUSTOMERS SERVED

Zero

TRACK RECORD OF ZERO RETURNS

OUR JOURNEY

Charting a Path of Strategic Growth

Our Journey

Phase 1

Small Start with Aspirations to Become a Global Leader



⇒ 1993

Initiated operations with green pigment production.

⇒ 2003

Established a technical collaboration with Clariant for CPC Blue crude manufacturing.

⇒ 2007

Formed a technical collaboration and supply agreement with DIC Japan; went public, raising ₹33.50 crores through an IPO.

⇒ 2008

Increased CPC Blue crude capacity and introduced Beta Blue capacity as forward integration.

⇒ 2010

Expanded Beta Blue capacity.

⇒ 2014

Demerged the green pigment segment to focus on core strengths.

Phase 2

Strengthening Business Model



⇒ 2016

Enhanced CPC Blue crude capacity through debottlenecking; established Alpha Blue capacity as forward integration.

⇒ 2018

Further increased Beta Blue capacity.

Asahi Songwon Colors Limited has embarked on a transformative journey from a modest start to becoming a prominent player in the pigment industry. Through strategic initiatives and a focus on innovation, we have strengthened our business model, ensuring resilience and adaptability in a dynamic market landscape.

Phase 3

Ready for the Next Leg of Growth



⇒ 2019-2021

Entered a joint venture with Tennants Textile Colors Limited (TTC) UK for manufacturing Red and Yellow (AZO) pigments at Dahej, with an initial capacity of 2,400 TPA and infrastructure to expand to 10,000 TPA.

⇒ 2022

Acquired Atlas Life Sciences Private Limited, marking a significant entry into the pharmaceutical sector with a focus on APIs.

⇒ 2023

Commenced commercial production of API intermediates at a new state-of-the-art plant in Chhatral, Gujarat of Atlas Life sciences (India) Private Limited.

⇒ 2024

Acquired the remaining stake in Atlas Life Sciences Private Limited, making it a wholly-owned subsidiary.

Strengthening Our Business Model

Product Expansion and Diversification

⇒ 2005-2015

Introduced two new products in Phthalocyanine pigments, reflecting a steady pace of growth.

⇒ 2015-2024

Accelerated product development, adding three new products in Phthalocyanine pigments and entering the AZO pigments and API categories, showcasing a strategic shift towards diversification and innovation.

Customer and Revenue Growth

⇒ 2015

Served 19 customers with a high revenue dependency on the top five customers, contributing 90% of revenue.

⇒ 2024

Expanded to serve over 100 customers, reducing revenue dependency on the top five customers to less than 75%, indicating a more balanced and diversified customer base.

End-Use Industry Diversification

Revenue contributions from the ink industry have decreased from over 90% to approximately 55%, demonstrating a successful de-risking strategy and diversification across different industries.

Over the years, Asahi Songwon Colors Limited has transformed its business model, focusing on product innovation, customer diversification, and industry de-risking. These strategic moves have not only strengthened our market position but also enhanced our resilience and adaptability, making us a stronger and more versatile company than ever before.

Driving Growth through *Diverse Offerings*

At Asahi Songwon Colors Limited, we pride ourselves on a diverse and robust product portfolio that spans across the pigment and pharmaceutical industries. Our commitment to quality, innovation, and strategic partnerships has positioned us as a leader in the global market, enabling us to meet the evolving needs of our clients with precision and excellence.

1 Phthalocyanine Pigments

For over three decades, we have been a steadfast presence in the pigment industry, known for our superior product quality and reliable deliveries. We have become a trusted partner across sectors such as printing inks, packaging inks, paints, plastics, and textiles. India has emerged as a leading supplier in the Phthalocyanine pigment market, fulfilling over 70% of global demand - a role once dominated by China.



Growth Drivers

- Increasing adoption of Phthalocyanine pigments in paints, printing inks, plastics, and other sectors due to their lightfastness, translucency, and high-straining properties.
- Rising demand for copper Phthalocyanine blue in high-performance paint compositions in the automotive industry, valued for its vibrant colour and strength.
- Growing need for colourants in the paints and coatings sector as more commercial establishments invest in maintaining the visual appeal of their facilities.

Driving Growth through *Diverse Offerings*

2 Azo Pigments

Through a joint venture with Tennants Textiles Colors Limited (TTC) of UK, we established Asahi Tennants Color Private Limited to produce red, yellow, and orange Azo pigments. We have also laid the groundwork to increase our yellow pigment capacity.



Growth Drivers

- Azo pigments are renowned for their exceptional colouring abilities and superior lightfastness, making them a preferred choice globally. The market is set for growth, driven by increasing demand for high-quality pigments across various industries.
- The increasing availability of raw materials in India is expected to boost Azo pigment production, ensuring consistent and uninterrupted supply.
- The anticipated rise in global population and economic expansion is expected to increase the demand for packaging inks, particularly in developing countries.
- Increased consumer spending and demand for diverse colours, driven by the growing middle-class population in emerging economies, are expected to fuel the demand for colourants, including Azo pigments, which find applications in construction materials, synthetic fibres, and cosmetics.

Driving Growth through *Diverse Offerings*

3 Active Pharmaceutical Ingredients (APIs)

In April 2022, we acquired Atlas Life Sciences Private Limited, a manufacturer of bulk pharmaceutical ingredients (APIs). This acquisition added a fully operational WHO GMP-certified manufacturing facility in Odhav, Ahmedabad, a state-of-the-art R&D facility, a corporate office, and a significant land parcel in Chhatral to our portfolio. The R&D centre houses a Product Development Lab and a Process Development Lab, with quality control and stability studies conducted on-site. The QC Lab is equipped with advanced instruments such as high-performance liquid chromatography (HPLC).

In 2024, we acquired the remaining 22% stake in Atlas Life Sciences, making it a wholly-owned subsidiary. The completion of the Chhatral site has commenced commercial production of API intermediates. This backward integration will enhance our profitability in the API business, as we anticipate further improvements as we transition to commercial production of APIs.



Growth Drivers

- The increasing prevalence of chronic diseases worldwide is a major growth driver for the API market.
- Rising drug research and development activities are driving the demand for APIs.
- The adoption of sedentary lifestyles and rapid urbanisation are propelling the demand for therapeutic drugs.
- Strict regulatory guidelines to enhance the clinical effectiveness of final products are resulting in higher overhead costs, prompting many pharmaceutical companies to outsource API manufacturing, making the Asia-Pacific region a preferred cost-effective alternative to in-house manufacturing in Western countries.

OUR MANUFACTURING INFRASTRUCTURE

Infrastructure that Powers Growth

Corporate Overview • Our Manufacturing Infrastructure

Padra Site

2004
ESTABLISHED

98,000
LOCATION
(Sq. Mt. plot)

Phthalocyanine Pigments
(CPC Blue crude, Beta Blue, Alpha Blue)
PRODUCTS MANUFACTURED

Waste and effluent treatment facilities, no forced pollution shutdowns in the last decade, green cover around the premises

ENVIRONMENTAL FEATURES



1

Dahej Site

2020
ESTABLISHED

60,000
LOCATION
(Sq. Mt. plot)

10,000
EXPANSION
POTENTIAL
(Capacities expandable up to TPA)

CAPACITIES (TPA)

1,200
Red Pigments

1,200
Yellow Pigments

Waste and effluent treatment facilities, area available for future expansion

ENVIRONMENTAL FEATURES



2

Odhav Site

2,401
LOCATION
(Sq. Mt. plot)

Manufacturing of APIs, currently operating at optimum capacity
FOCUS

Pregabalin

R-Compound

Levosulpiride

Amisulpride

Gliclazide

Phenylephrine

KEY PRODUCTS



3

Chhatral Site

2024
ESTABLISHED

Manufacturing of Pregabalin and key intermediates
FOCUS

15,000
LOCATION
(Sq. Mt. Plot)

Commenced commercial production of API intermediates, with trial runs for APIs underway, transitioning to commercial production soon

AVAILABLE LAND FOR FUTURE EXPANSIONS

CURRENT STATUS



4



Reaching Customer *Far and Wide*

56%

REVENUE CONTRIBUTIONS
FROM EXPORTS IN FY24



Transforming Challenges into Opportunities

Dear Shareholders,

The past year has been a transformative period for our company and the broader chemical industry in India. As we reflect on the progress made, it is clear that our strategic initiatives and commitment to sustainable growth have positioned us well for the future. The Indian chemical industry is at a pivotal moment, poised for significant expansion as it aligns with the nation's economic ambitions. Our company is proud to be at the forefront of this transformation, contributing to the industry's growth and sustainability.

300 bn

A PROJECTED MARKET SIZE OF USD 300 BILLION BY 2025

A Catalyst for Economic Growth

The Indian chemical industry plays a crucial role in the country's economic development, contributing significantly to various sectors such as agriculture, textiles, and healthcare. As one of the largest chemical producers globally, India is well-positioned to become a key player in the global market. The industry's growth is supported by favourable government policies, increasing foreign direct investment, and a robust domestic market. The government's focus on developing a competitive landscape for the chemical industry, coupled with initiatives like the China-Plus-One strategy, is expected to drive unprecedented growth in the coming years.

The industry's growth trajectory is further bolstered by its integral role in achieving the government's vision of a USD 5 trillion economy. With a projected market size of USD 300 billion by 2025, the chemical sector is set to be a cornerstone of India's economic aspirations. The sector's contribution to the economy is not just limited to its size but also its ability to create employment opportunities and foster innovation. The establishment of investment regions and skill development initiatives are key to supporting this growth and ensuring a skilled workforce for the future.



The past year has been a transformative period for our company and the broader chemical industry in India. As we reflect on the progress made, it is clear that our strategic initiatives and commitment to sustainable growth have positioned us well for the future.

Navigating Challenges and Embracing Opportunities

Despite the promising outlook, the chemical industry faces several challenges that require strategic intervention. The sector is navigating a complex landscape marked by geopolitical tensions, supply chain disruptions, and stringent environmental regulations. These challenges necessitate a focus on innovation, sustainability, and operational efficiency. Our company is committed to addressing these challenges by investing in research and development, adopting sustainable practices, and leveraging technology to enhance our operations.

The industry's focus on sustainability is particularly noteworthy. As the world moves towards a more sustainable future, the chemical industry must play a pivotal role in reducing emissions, promoting circularity, and adopting renewable energy sources. Our company is dedicated to leading this change by implementing sustainable practices across our operations and supply chain. We are committed to reducing our environmental footprint and contributing to a more sustainable future for the industry and the communities we serve.

Strategic Direction and Future Outlook

Asahi Songwon Colors operates across several key business verticals, each contributing to our overall strategy and growth trajectory. Our blue pigment segment has shown robust performance, benefiting from increased demand and strategic pricing adjustments. We anticipate continued performance in this segment as we optimise our production processes and expand our market reach.

The Azo pigments segment, encompassing yellow, red, and orange pigments, has faced challenges due to market fluctuations. However, we are seeing steady improvements in demand, particularly for yellow pigments. Our strategic investments in expanding capacity at our Dahej site will position us to meet this growing demand and enhance our market presence.

Our API business has made significant strides, with the successful commencement of commercial

production at our Chattral site. The acquisition of the remaining stake in Atlas Life Sciences has strengthened our position, making it a wholly-owned subsidiary. This backward integration has enhanced our profitability and operational efficiency, and we are optimistic about the future contributions of this segment to our overall profitability.

People and Community: Our Pillars of Strength

Our people are at the heart of our success, and we are committed to fostering a culture of inclusivity, innovation, and excellence. We have implemented several initiatives to support the professional development and well-being of our employees. Our focus on skill development and continuous learning ensures that our workforce is equipped to meet the challenges of a dynamic industry landscape.

We are also committed to making a positive impact on the communities we serve. We believe that by supporting the communities around us, we can create a more inclusive and equitable society. Our sustainability initiatives extend beyond our operations, as we work to promote sustainable practices and environmental stewardship in the communities we engage with.

Conclusion and Gratitude

In conclusion, I would like to express my gratitude to our employees, partners, and stakeholders for their unwavering support and dedication. Their commitment has been instrumental in our success and will continue to drive our growth in the future. As we look ahead, we are confident that our strategic initiatives and focus on sustainability will position us for continued success in the years to come. Thank you for your trust and support as we embark on this exciting journey together.

Warm Regards

Paru M Jaykrishna

CHAIRPERSON

Charting a Course for a Prosperous Future

Dear Shareholders,

The past financial year has been a period of significant challenges and strategic realignments for our company. As we reflect on the year, it is clear that our ability to adapt and respond to a rapidly changing market environment has been crucial to our success.



The past financial year has been a period of significant challenges and strategic realignments for our company.

Despite facing a subdued demand landscape and increased freight costs, we have managed to steer the company towards stability and growth. Our commitment to maintaining operational efficiency and implementing rigorous cost control measures has been a cornerstone of our strategy, allowing us to achieve our financial objectives and position ourselves for future success.

Adapting to a Dynamic Market Landscape

At the beginning of the year, we encountered a challenging operating environment marked by a destocking phase that impacted demand across all our business segments. This destocking phase was a significant hurdle, as it led to reduced sales volumes and lower capacity utilisation. Furthermore, the increase in freight costs added pressure on our margins, necessitating a strategic realignment of our operations to mitigate these impacts. Despite these challenges, we remained focused on our core strengths, leveraging our expertise to adapt to the evolving market dynamics. Our ability to remain agile and responsive has been instrumental in navigating these turbulent times.

Financial Performance and Strategic Initiatives

Our financial performance for the year reflects our strategic initiatives and operational discipline. We achieved a revenue from operations of ₹426.24 crore, which, although a decline from the previous year, demonstrates our resilience in a challenging market. More importantly, our EBITDA margins improved significantly from 1% in FY23 to 4% in FY24, highlighting our enhanced operational efficiency and cost management strategies. This improvement was driven by our rigorous

426.24

REVENUE FROM OPERATIONS
(IN ₹ CRORE)

15.64

PROFIT AFTER TAX
(IN ₹ CRORE)

cost control measures and strategic focus on high-margin segments. Our PAT for the year was ₹15.64 crore, a substantial turnaround from the previous year's loss of ₹18.47 crore, underscoring the effectiveness of our strategic initiatives.

The phthalocyanine pigments business has been a focal point of our strategy, and we are pleased with the progress made in this segment. Despite the initial challenges posed by the destocking phase, we have successfully stabilised our operations, achieving increased capacity utilisation. During the year the plant operated at higher capacity utilisations, reflecting our efforts to optimise production and enhance operational efficiencies. While we have not yet witnessed a strong demand pull or a significant jump in realisations, however we are confident that as the market stabilises, there will be opportunities for improved sales and margins. Our current focus is on maintaining our market leadership and improving efficiencies, with no major capital expenditure planned for the coming years.

The Azo pigments segment has faced its share of challenges, particularly due to subdued demand in the red pigments category. However, we have made significant progress in overcoming these challenges. Our capacity utilisation has improved, reaching 60%, and we have seen encouraging performance in the yellow pigments segment. The strong demand for yellow pigments has prompted us to proceed with the debottlenecking of our yellow capacity, and we expect to expand capacities by the end of the current financial year. While we continue to face challenges in the red pigments part of the business, we have had some important breakthroughs in recent quarters. Our strategic focus remains on achieving break-even at the PAT level in the Azo business, and we are optimistic that this segment will contribute positively to our profitability in the coming quarters.

Our API business has been a key area of focus, and we have made significant strides in this segment.

The commencement of commercial production at our Chattral site marks a major milestone in our strategic expansion plans. This site is now fully operational, and we have successfully integrated it into our production processes. Additionally, the successful acquisition of the remaining stake in Atlas Life Sciences has strengthened our position, making it a wholly-owned subsidiary. This backward integration will enhance our profitability, allowing us to leverage operational efficiencies and improve our EBITDA margins. We have also commenced commercial production of APIs at the Chattral site, and we expect it to start contributing to sales from Q3 of the current financial year. Our strategic focus on backward integration and operational efficiencies has positioned us well for future growth in the API segment.

Positioned for Growth

Looking ahead, we are optimistic about the future and the opportunities that lie ahead. Our strategic initiatives have positioned us well to capitalise on emerging opportunities and drive sustained growth. While challenges remain, particularly in the Azo segment, we are confident that our focus on operational excellence and strategic investments will enable us to overcome these challenges and achieve our growth objectives. We are nearing the end of our CAPEX cycle, barring a few debottlenecking projects in the Azo and API businesses. Our focus will now shift towards deleveraging our balance sheet and continuing to bring down debt levels at the consolidated level over the next two years. We believe that our strategic focus on operational excellence and cost control will drive sustained growth and deliver value to our stakeholders.

Conclusion and Gratitude

In conclusion, I would like to express my gratitude to our dedicated team, whose unwavering commitment has been instrumental in our success. Their hard work and dedication have been the driving force behind our achievements, and I am confident that with their continued support, we will achieve our strategic objectives and deliver value to our stakeholders. I would also like to thank our shareholders and partners for their trust and support as we embark on this exciting journey. We are optimistic about the future and are committed to building a stronger, more resilient company that is well-positioned to capitalise on emerging opportunities and deliver sustained growth. Thank you for your continued support and confidence in our company.

Warm Regards

Gokul M. Jaykrishna

JOINT MANAGING DIRECTOR AND CEO

KEY PERFORMANCE INDICATORS

Navigating Challenges with Resilience

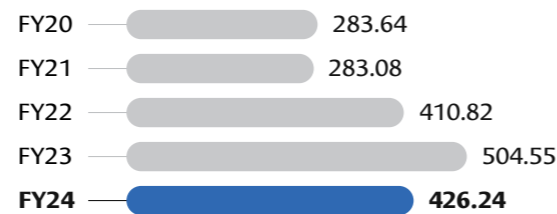
Despite a challenging year marked by supply chain disruptions and volatile demand patterns, we have remained resolute in making prudent decisions that have fortified the core of our business. As we look to the future, we do so with confidence, knowing that we have not only weathered the storm but have emerged with a renewed sense of purpose and direction.



Revenue from Operations

(IN ₹ CRORE)

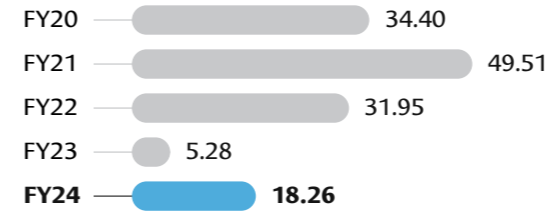
426.24



EBITDA

(IN ₹ CRORE)

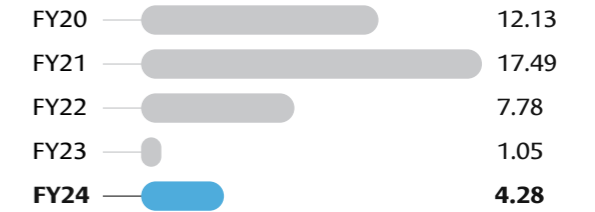
18.26



EBITDA Margin

(IN %)

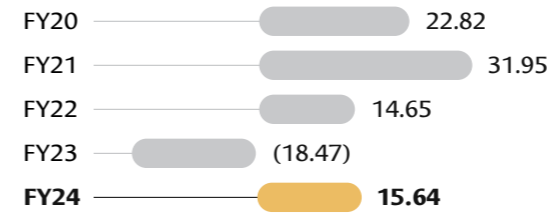
4.28%



PAT

(IN ₹ CRORE)

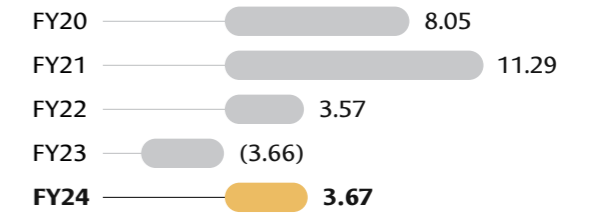
15.64



PAT Margin

(IN %)

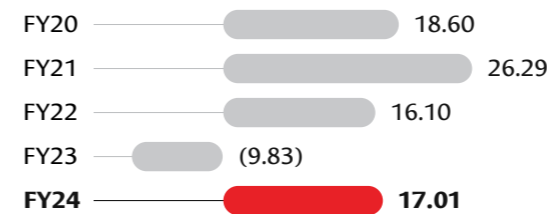
3.67



EPS

(IN ₹)

17.01



Net Worth

(IN ₹ CRORE)

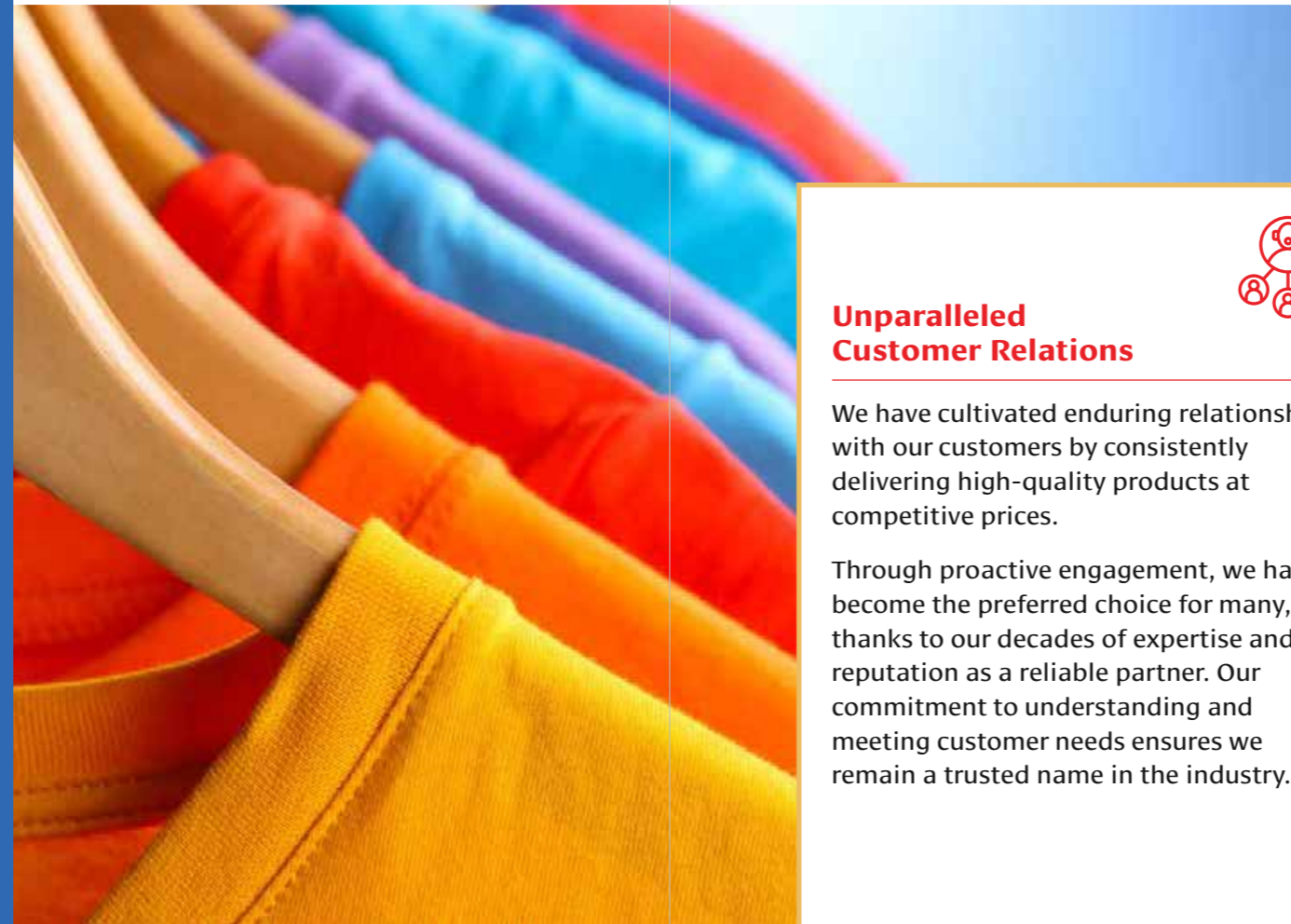
235.59



COMPETITIVE ADVANTAGE

Leveraging Strategic Advantages for Growth

Our commitment to excellence, customer relations, and cutting-edge infrastructure ensures we remain a trusted partner and leader in our field. By capitalising on our strengths, we continue to navigate challenges and seize opportunities in a competitive landscape.



Superior Geographical Advantage

Our manufacturing facilities are strategically located to optimise the availability of skilled labour, robust infrastructure, and proximity to raw materials. This strategic positioning results in significant savings and logistical efficiencies.

The addition of our Dahej plant has further cemented our presence in a key chemical cluster, providing access to a broader customer base and fostering opportunities for future growth. Our choice of location offers a unique edge over competitors, enhancing our operational capabilities.



Unparalleled Customer Relations

We have cultivated enduring relationships with our customers by consistently delivering high-quality products at competitive prices.

Through proactive engagement, we have become the preferred choice for many, thanks to our decades of expertise and reputation as a reliable partner. Our commitment to understanding and meeting customer needs ensures we remain a trusted name in the industry.



Cutting-Edge Production Infrastructure

As a leader in Phthalocyanine, Azo, and API production, our manufacturing facilities are central to our success. We continuously seek to diversify our operations while maintaining an unwavering commitment to quality.

Our rigorous Quality Maintenance System (QMS), complete with Standard Operating Procedures (SOPs) and a dedicated quality control team, ensures our products meet the highest standards. Our advanced facilities are equipped with state-of-the-art quality testing equipment, including muller machines and injection moulding machines.



Innovation Prowess

Innovation is the backbone of our operations. Our products, certified by ISO 9001:2015 and ISO 14001:2015 and approved by the Department of Scientific and Industrial Research, are endorsed by leading ink, plastics, and paint companies.

By aligning with global best practices that prioritise stability and predictability, we have introduced a range of cutting-edge products in recent years, pushing the boundaries of possibility.



Supply Chain Reconfiguration

The global market for dyes and pigments has been affected by disruptions in China, leading to higher prices and a shift in reliance. This has positioned India as a prime alternative due to its cost advantages and access to raw materials.

At ASCL, we are well-positioned to capitalise on this opportunity, leveraging our lower domestic costs and extensive operations to drive sustained growth. By optimising resource utilisation and enhancing cost-efficiency, we aim to strengthen our competitive advantage and ensure long-term success.

Cultivating Opportunities for Future Success

At Asahi Songwon Colors Limited, our growth strategy is rooted in prudence and innovation. By capitalising on opportunities, expanding production capacities, and committing to sustainability, we are well-positioned to achieve long-term success. Our strategic initiatives are designed to enhance operational efficiency and drive profitability, ensuring we remain at the forefront of the pigment and pharmaceutical industries.



Growth Strategy

- 1 Prudence as a Virtue**

Our growth strategy is anchored in exercising caution and sound judgement, prioritising not just immediate profits but also securing long-term success. By making prudent decisions, we aim to build a resilient and sustainable business model that withstands market fluctuations.
- 2 Capitalising on Opportunities**

We believe that fortune favours the bold, and by closely monitoring market trends, we seize opportunities to expand our operations. Our proactive approach enables us to reach new markets and deepen our presence, ensuring sustained growth and profitability.
- 3 Production Amplification**

The initiation of capital expenditure for expanding capacities in Yellow pigments at our Dahej facility is set to drive growth and boost production levels. By enhancing our operations, we are poised to unleash our full potential and regain momentum, positioning ourselves for future success.
- 4 Greenfield Expansion**

Our Chhatral site has been a pivotal component of our growth story. With the completion of this facility, we are set to increase existing capacities and achieve backward integration in API manufacturing. This strategic move is expected to enhance operational efficiency and improve margins.
- 5 Reducing Our Environmental Impact**

As a responsible corporate citizen, we are committed to minimising our environmental footprint. By adhering to best practices and implementing sustainable policies, we aim to make our operations cleaner, greener, and more efficient, contributing positively to society and the environment.

BOARD OF DIRECTORS

Visionaries that Shape Our Future



Mrs. Paru M Jaykrishna
CHAIRPERSON &
MANAGING DIRECTOR

She holds a Bachelor's degree in Law and Philosophy & Sanskrit, and a Masters' degree in English Literature. She is the Founder, Chairperson and Managing Director of the Company responsible for strategic decision making and devising policies for growth.

A renowned Women Entrepreneur of India, she has the distinction of being the First Elected Lady as a President of Gujarat Chambers of Commerce and Industry in 70 years.

She has been a Director in Tourism Corporation of Gujarat Ltd., Gujarat State Handloom House Corporation and Small Industries Development Bank of India (SIDBI).



Mr. Gokul M Jaykrishna
JOINT MANAGING
DIRECTOR & CEO

A major in Finance with a minor in Economics, from Lehigh University, USA. He overlooks the Company's operations, finance, production, marketing and strategic development. Prior to his stint with the Company, he worked for Krieger Associates, New Jersey (USA), one of the most influential currency and option traders in USA. He is also on board of AksharChem (India) Ltd.



Mr. Arvind Goenka
DIRECTOR

A graduate from St. Xavier College, Kolkata, he is an industrialist hailing from the renowned Goenka family. He has rich experience over 38 years in managing and overlooking operations of diverse business interests such as jute, cotton textiles, rubber, chemical and sophisticated industrial engineering products. He is on the board of reputed companies like Oriental Carbon and Chemicals Ltd. and Schrader Duncan Ltd.



MR. R.K. SUKHDEVSINGHJI
DIRECTOR

A graduate from St. Stephens College, Delhi, he is the son of late Maharaja Rajendrasinhji. In 1981, he was deputed to the Ministry of Petroleum and Natural Gas, as Director (Operations) in the Oil Coordination Committee (OCC). He has also served as the Chairman and Managing Director of Bharat Petroleum Corporation Ltd. He has held Board level position in various Central Government and public sectors companies.



Mr. Jayprakash M Patel
DIRECTOR

He holds a B. E. degree in Chemical Engineering from USA. He is an industrialist with more than 49 years of experience in Dyes and Chemicals Industry with in-depth and expert knowledge in this field. He is the founder of Loxim Industries Limited.



Dr. Pradeep Jha
DIRECTOR

He is a renowned mathematician having over 49 years of teaching experience. He is actively involved and guides several universities in exploring different research areas in mathematics. He has written over 20 research articles which have been published by reputed international journals, authored several books on Mathematics and Operations Research and designed soft skills program for corporates.



Mr. Munjal M Jaykrishna
DIRECTOR

A Major in Finance and Marketing from Lehigh University, USA. He has an experience of working with Bank of California (San Francisco) as Financial Analyst and Paragon Knits, Bethlehem, (USA) as a Consultant.



Mr. Arjun G Jaykrishna
EXECUTIVE DIRECTOR

A Bachelor of Science in Chemical Engineering with a Minor in Sustainable Energy from the prestigious Northwestern University, USA. He has a high school degree in the International Baccalaureate Board from the renowned UWCSEA, Singapore. Prior to joining the Company, he has worked with Deloitte gaining exposure to the Indian business environment and knowledge of the brown field acquisition process. He also worked at DIC (Dainippon Ink and Chemicals) of Japan to better understand operations and management in the chemical industry. He is now actively in charge of Pigment marketing and plant operations at Asahi.



Mrs. Shivani Revat Lakhia
DIRECTOR

She is an Advocate having vast knowledge in various laws and in particular Conveyance, Land & Revenue. She is having more than 14 years of experience in legal matters.



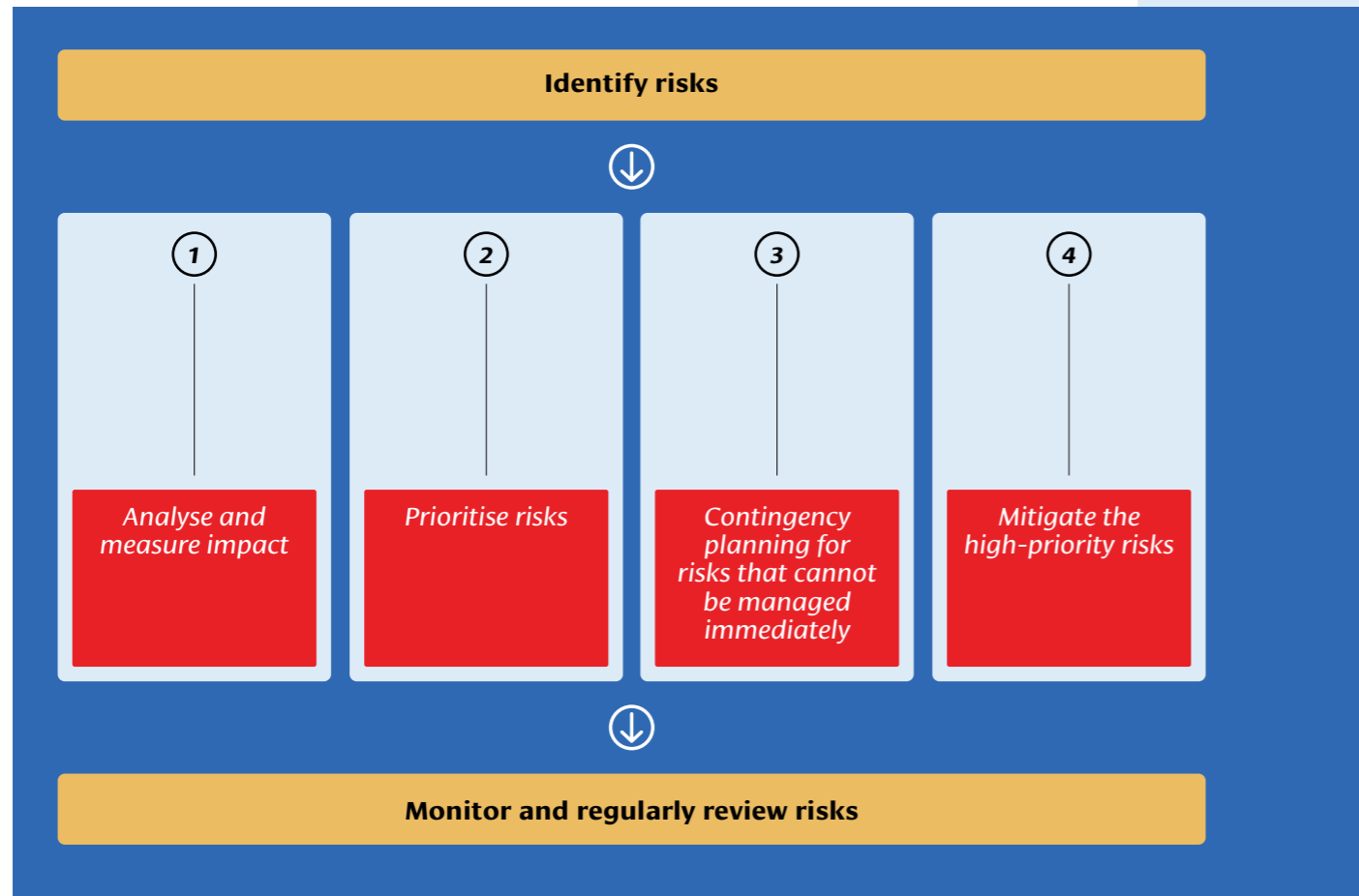
Mr. Mitesh Patel
EXECUTIVE DIRECTOR

With over 18 years of experience in the chemical industry, he has been a valuable asset to the company since 2006. His expertise lies in commercial operations, new project development, and strategic execution. He has held the position of Senior Vice President of Techno Commercial and Strategy Execution, where he has played a pivotal role in driving the company's growth and success.

Proactive Measures for a Resilient Future

In an ever-evolving business landscape, Asahi Songwon Colors Limited is committed to identifying and mitigating potential risks to ensure sustainable growth and resilience. By implementing strategic measures, we aim to turn challenges into opportunities, safeguarding our business and delivering value to our stakeholders.

Risk Management Process



RISK	DESCRIPTION	MITIGATION STRATEGY
MARKET AVOLATILITY	Fluctuations in market demand and pricing can significantly affect revenue and profitability.	We diversify our product portfolio and customer base to reduce dependency on specific markets. By expanding into new product categories and geographies, we ensure a more stable revenue stream and mitigate the impact of market volatility.
SUPPLY CHAIN AND LOGISTICS	Disruptions in the supply chain, such as those experienced in the Red Sea region, can lead to production delays and increased costs.	We maintain strategic relationships with multiple suppliers and invest in advanced logistics solutions to ensure a resilient supply chain. By implementing real-time monitoring systems and scenario planning, we enhance our ability to respond swiftly to disruptions and maintain operational continuity.
REGULATORY COMPLIANCE	Changes in regulatory requirements can lead to increased compliance costs and operational challenges.	Our dedicated compliance team actively monitors regulatory developments and ensures full adherence to all applicable laws. We engage in continuous dialogue with regulatory bodies to anticipate changes and adapt our processes accordingly.
ENVIRONMENTAL IMPACT	Increasing environmental regulations and sustainability expectations require ongoing adaptation and investment.	We invest in eco-friendly technologies and processes, ensuring compliance with environmental standards and reducing our carbon footprint. Our commitment to sustainability is integrated into our business strategy, aligning with global best practices.
OPERATIONAL EFFICIENCY	Inefficiencies in operations can lead to higher costs and reduced competitiveness.	We continuously optimise our processes and invest in technology to enhance operational efficiency. By implementing lean manufacturing practices and regular performance assessments, we maintain our competitive edge and drive cost-effectiveness.

Management Discussion and Analysis



Global Economy

In 2024, the global economy is demonstrating a robust trajectory, with the International Monetary Fund (IMF) forecasting a steady growth rate of 3.2%, matching the rhythm of the previous year. This resilience, particularly notable in advanced economies, reflects an increase from 1.6% in 2023 to an anticipated 1.7% in 2024. Emerging markets are also adapting positively, with projections suggesting growth stabilising at 4.2% in 2024, indicating a slight deceleration but still contributing significantly to global GDP. This growth convergence highlights an optimistic outlook as nations gradually transition towards more sustainable economic practices.

Moreover, inflation rates are expected to decline significantly; from 6.8% in 2023 to 5.9% in 2024. Such improvements suggest effective monetary policies aimed at achieving stable price levels whilst accommodating growth. The World Bank echoes this sentiment, reporting that global growth will stabilise at about 2.6%, while low-income economies could experience a substantial uptick to 5%, encouraging hopes for greater economic inclusion.

This dual perspective of advanced economies on one hand and developing nations on the other presents a balanced but hopeful scenario for global economics in the near future. With advancements in fiscal support and greater resilience shown by major economies like the U.S., positive measures seem to overshadow risks posed by geopolitical tensions and inflationary pressures. Ultimately, as we look forward to 2025, evidence indicates a steady path towards recovery with anticipated GDP growth forecasts suggesting stabilisation across diverse regions. Increasing investments in sectors like technology and sustainable energy will bolster confidence and propel this momentum further.

Indian Economy

The Indian economy is poised for an impressive performance in 2024, with the International Monetary Fund (IMF) and the World Bank projecting robust growth rates that continue to position India as a global economic powerhouse. According to the IMF, India's GDP is expected to grow by 7% in 2024-25, an upward revision from the previous forecast of 6.8%, driven by improving private consumption, particularly in rural areas. This positive outlook is further supported by the World Bank, which projects an even higher growth rate of 7.5% for the same period.

This optimistic forecast is underpinned by several key factors. Firstly, strong domestic demand and a surge in investment are major contributors to India's economic momentum. The World Bank highlights that India's economic activity surprised on the upside in the last quarter of 2023, with a remarkable growth rate of 8.4% year-on-year, supported by rapid increases in investment and government consumption. Additionally, India's composite purchasing managers index (PMI) stood at a robust 60.6 in February 2024, well above the global average of 52.1, indicating continued strong performance in the manufacturing and services sectors.

Inflation in India has remained within the Reserve Bank of India's target range of 2-6% since mid-2023, despite challenges such as elevated food prices due to a weak harvest influenced by El Niño. The policy rate has remained stable since February 2023, contributing to accommodative financial conditions that support economic growth. Furthermore, domestic credit issuance to the commercial sector grew by 14% year-on-year in December 2023, the fastest pace since 2013, reflecting robust financial health.

India's financial soundness indicators continue to improve, with the nonperforming-loan ratio falling to 3.2% in 2023, well below its peak of about 11% in March 2018. Additionally, foreign portfolio investment inflows rebounded in FY24, contributing to an 8% rise in foreign reserves, sufficient to cover about 11 months of imports.

Global Chemical and Pigment Industry

The global chemical and pigment industry has faced significant challenges in recent years, but long-term prospects remain cautiously optimistic. According to the International Monetary Fund, global chemical production grew by a modest 1.7% year-over-year in 2023, primarily driven by a 7.5% increase in Chinese production. However, other regions experienced declines, reflecting the uneven nature of the industry's recovery.

One of the most pressing challenges facing the sector is the volatile energy market, particularly in Europe. The American Chemistry Council reports that natural gas prices in Europe remain approximately double the average between 2019 and 2021. This has put significant pressure on European chemical manufacturers, impacting their competitiveness on the global stage.

The pigment market, a crucial subset of the chemical industry, is also navigating a complex landscape. The global organic pigments market, valued at \$2.68 billion in 2023, is expected to grow at a compound annual growth rate (CAGR) of 5.3% through 2030. Meanwhile, the inorganic pigments market, which reached \$24.4 billion in 2023, is projected to grow at a CAGR of 5.38% during the same period. These growth projections, while positive, are tempered by ongoing challenges in raw material supply and pricing volatility. Supply chain disruptions continue to pose significant challenges for the industry. The American Chemistry Council's survey in August 2022 revealed that over 50% of manufacturers had halted production due to delivery issues, while 35% of respondents reported order cancellations from customers concerned about deliveries. Although the situation has improved since then, lingering effects persist, necessitating a focus on supply chain resilience.

Despite these challenges, the chemical and pigment industry is adapting and finding new opportunities for growth. Sustainability has emerged as a key driver of innovation and investment. The industry is increasingly focusing on developing eco-friendly products and processes, with a particular emphasis on recyclable

materials and reduced carbon footprints. This shift is not only driven by regulatory pressures but also by changing consumer preferences and the need for long-term sustainability. Digitalisation and technological advancements are also reshaping the industry. The adoption of artificial intelligence, machine learning, and advanced analytics is helping companies optimise their operations, improve product quality, and drive innovation. These technologies are expected to play a crucial role in enhancing the industry's competitiveness and sustainability in the coming years.

Looking ahead, the long-term outlook for the global chemical and pigment industry remains cautiously positive. The World Bank projects that global growth will stabilise at about 2.6%, with low-income economies potentially experiencing a substantial uptick to 5%. This economic backdrop, coupled with the industry's ongoing efforts to innovate and adapt, suggests a path towards sustained growth.

Companies in the sector must remain agile and responsive to changing market conditions. The Chemical Industry Association's yearly survey revealed that energy prices, raw material costs and shortages, and labour costs continue to be significant concerns for many firms. Addressing these challenges while capitalising on emerging opportunities will be crucial for success in the evolving landscape.

MD&A



Indian Chemical and Pigment Industry

The Indian chemical and pigment industry is a dynamic and rapidly evolving sector, poised for significant growth despite facing several challenges. According to the Indian Brand Equity Foundation (IBEF), the chemical sector in India, valued at approximately USD 220 billion in 2022, is anticipated to reach USD 300 billion by 2025 and USD 1 trillion by 2040. This growth is driven by rising demand from various end-user industries such as food processing, personal care, and home care, alongside robust export performance.

Despite the promising outlook, the industry contends with several challenges. One major issue is declining realisations due to increased competition and pricing pressures. The Indian chemical sector has seen a surge in competition, particularly from China, which has a well-established infrastructure and lower production costs. This has led to price wars and reduced profit margins for Indian manufacturers. Another significant challenge is destocking, which has been prevalent due to over-ordering in previous years. The global chemical market experienced high inventory levels, leading to months of destocking. This situation has been exacerbated by economic uncertainties and fluctuating demand, particularly in key export markets like the US and Europe.

Despite these challenges, the long-term outlook for the Indian chemical and pigment industry remains positive. The sector is expected to benefit significantly from the global shift towards de-risking supply chains away from China. This trend, known as the "China-Plus-One" strategy, positions India as a favourable alternative for global chemical companies looking to diversify their supply chains.

Additionally, significant investments are being made in the development of chemical clusters and PCPIRs, which are expected to attract substantial foreign direct investment and generate employment.

The specialty chemicals segment is particularly promising, with companies expanding their capacities

to meet rising domestic and international demand. According to Deloitte, the specialty chemicals market in India is witnessing robust growth, driven by increased outsourcing from global companies and strategic capital expenditures by Indian firms. This segment's growth is further supported by the rising demand for eco-friendly and sustainable products, which aligns with global trends towards sustainability and environmental responsibility.

The pigment market in India is also on a growth trajectory. According to a report by Expert Market Research, the India dyes and pigments market, which accounts for nearly a quarter of the global market, is expected to grow at a compound annual growth rate (CAGR) of 11% between 2024 and 2032. This growth is driven by the increasing demand for organic pigments, particularly in the cosmetics and personal care industries, as well as the expanding construction and infrastructure sectors.



Global API Market

The global Active Pharmaceutical Ingredients (API) market is experiencing significant growth, driven by advancements in biopharmaceutical manufacturing, the rising prevalence of chronic diseases, and an ageing global population. According to Precedence Research, as of 2023, the market size was valued at approximately USD 214.72 billion and is projected to reach around USD 384.51 billion by 2033, growing at a compound annual growth rate (CAGR) of 6.08%.

Several factors are propelling the growth of the API market. Firstly, advancements in biopharmaceutical manufacturing have led to improved production efficiencies and the introduction of innovative therapies. This has been particularly impactful in the development of biologics and specialty drugs, which require complex and high-quality APIs. Secondly, the increasing prevalence of chronic diseases such as cardiovascular diseases, diabetes, and cancer is driving demand for APIs.

Despite the positive growth trajectory, the API market faces several challenges. Stringent regulatory frameworks imposed by health authorities demand high compliance standards, which can slow down the production process and increase costs. Regulatory bodies such as the US FDA and the European Medicines Agency (EMA) require rigorous testing and validation of APIs, adding to the complexity of bringing new products to market.

Rising competition, both domestically and internationally, has led to pricing pressures. Manufacturers in regions with lower production costs, such as China and India, continue to dominate the market, making it challenging for companies in higher-cost regions to compete effectively. This competition has resulted in reduced profit margins for many API producers. Supply chain disruptions have also been a significant challenge, particularly in the wake of the COVID-19 pandemic and ongoing geopolitical tensions. These disruptions have necessitated improvements in operational agility and the diversification of supply chains to ensure a continuous supply of essential APIs.

The long-term outlook for the global API market remains positive. One of the key trends driving this optimism is the global shift towards outsourcing API production. Pharmaceutical companies are increasingly looking to outsource manufacturing to achieve greater flexibility and cost efficiency. This trend is expected to continue, with many companies establishing operations in emerging markets such as India and China, which offer lower production costs and favourable regulatory environments. The focus on precision medicine also presents significant growth opportunities. Precision medicine involves tailoring treatments to individual patients based on their genetic profiles, which requires specialised and high-quality APIs. This approach is gaining traction globally and is expected to drive demand for innovative APIs in the coming years. Moreover, the increasing investment in research and development (R&D) by pharmaceutical companies is likely to spur further growth. Companies are investing heavily in the development of new drugs and therapies, which will require a steady supply of high-quality APIs.

Indian API Market

The Indian Active Pharmaceutical Ingredients (API) industry has been experiencing significant growth and transformation in recent years. According to ICRA Limited, the sector grew at a compound annual growth rate (CAGR) of 8.4% between 2017 and 2022, with projections indicating a continued CAGR of approximately 7% over the next few years. This growth is underpinned by steady expansion in the formulations industry and increasing demand for contract manufacturing as global players seek to diversify their supply chains.

However, the industry has faced several challenges. One of the primary issues has been declining realisations due to intense competition and pricing pressures. The Indian API sector has experienced margin pressures, with operating profit margins (OPM) declining. This decline was attributed to rising input costs, including raw materials, freight, and energy, as well as supply chain disruptions. Destocking has been another significant challenge. The global chemical market, including APIs, experienced high inventory levels, leading to months of destocking. This situation was exacerbated by economic uncertainties and fluctuating demand, particularly in key export markets like the US and Europe.

Despite these challenges, there are signs of improvement. The moderation in energy and freight costs, along with softening raw material prices, is expected to lead to a gradual improvement in margins over the near to medium term. This suggests that realisations may be bottoming out and starting to improve, offering a more positive outlook for the industry. A key driver of growth and transformation in the Indian API sector is the Production Linked Incentive (PLI) scheme introduced by the government. The scheme, with an outlay of ₹6,940 crore, aims to reduce dependence on Chinese imports and boost domestic production of critical APIs. As of February 2023, 51 projects had been selected for 34 notified bulk drugs, with a committed investment of ₹4,138 crore over six years. This initiative is expected to significantly enhance India's API manufacturing capabilities and reduce import dependence.

The 'China Plus One' strategy has also been a boon for the Indian API industry. Global pharmaceutical companies are increasingly looking to diversify their supply chains away from China, positioning India as a favourable alternative. This trend is expected to drive further growth in the Indian API sector, as companies seek to establish more resilient and diversified supply chains.

Looking ahead, the long-term outlook for the Indian API industry remains positive. The government's focus on making India self-reliant in API production is also contributing to the positive outlook. The PLI scheme, along with other initiatives like the bulk drug parks scheme, is expected to significantly reduce India's dependence on API imports from China over the medium to long term.

MD&A

Company Overview

Asahi Songwon Colors Limited is a leading Indian manufacturer specialising in the production of pigments and active pharmaceutical ingredients (APIs). Established in 1990, the company has built a strong reputation for its high-quality blue (Phthalocyanine) and Azo pigments, which are extensively used in the ink, plastics, paint, textile, and paper industries. With state-of-the-art manufacturing facilities in Gujarat, India, Asahi Songwon has a robust production capacity of 13,800 metric tonnes per annum (MTPA) for blue pigments and 2,400 MTPA for red and yellow pigments. The company also exports its products to 19 countries, serving over 101 customers globally.

In recent years, Asahi Songwon has diversified its product portfolio by venturing into the API sector. The acquisition of Atlas Life Sciences Private Limited, a prominent manufacturer of anti-convulsant, antipsychotic, and anti-diabetic APIs, has strengthened the company's position in the pharmaceutical industry. Asahi Songwon's commitment to innovation, sustainability, and customer satisfaction has enabled it to establish long-term relationships with leading multinational corporations.

Financial Performance in FY24

Asahi Songwon Colors Limited reported a consolidated revenue from operations of ₹426.24 crore for the financial year 2023-24 (FY24), reflecting a decline from ₹504.55 crore in the previous year. The company's Earnings Before Interest, Taxes, Depreciation, and Amortisation (EBITDA) stood at ₹18.26 crore, a significant improvement from ₹5.28 crore in FY23. The EBITDA margin improved to 4% from 1% in the previous year. Profit After Tax (PAT) for FY24 was ₹15.64 crore, a remarkable turnaround from a loss of ₹18.47 crore in FY23.

The blue pigment segment, which has been the mainstay of Asahi Songwon, showed signs of recovery in FY24. The inventory destocking phase has concluded, and the value chain now maintains low inventory levels, leading to higher demand. The company has successfully passed on increased raw material costs to customers, helping regain profitability margins.

The Azo pigment segment, which includes red, yellow, and orange pigments, has also shown improvement. Capacity utilisation for Azo pigments approached 65%, and the company has made significant customer additions and quality improvements. Although demand remains subdued, the company is optimistic about the segment's future performance.

The API business, bolstered by the acquisition of Atlas Life Sciences, has made substantial progress. The Chatral site commenced commercial production of API intermediates, which are now fully consumed internally. Trial runs for APIs have also begun, and commercial production is expected to start shortly. The backward integration through intermediates is expected to enhance the profitability in the API business.



The Company is strategically positioned as a leading player in the global pigment and API markets. The company's strong technical capabilities, decades of manufacturing expertise, and long-standing relationships with multinational corporations give it a competitive edge. Asahi Songwon's commitment to sustainability and quality has made it a preferred supplier for many leading brands.

Outlook

The long-term outlook for Asahi Songwon Colors Limited remains positive. The company is well-positioned to capitalise on emerging opportunities in the pigment and API markets. The global shift towards diversifying supply chains away from China, coupled with favourable government policies, is expected to drive growth in the Indian chemical and pigment industry. The company's focus on innovation, sustainability, and customer satisfaction will continue to strengthen its market position.

In the blue pigment segment, Asahi Songwon aims to maintain its leadership position and improve profitability margins. The Azo pigment segment is expected to benefit from increased capacity utilisation and customer additions. The API business is poised for growth, with new product launches and backward integration enhancing margins.

Overall, Asahi Songwon Colors Limited is on a path to sustained growth and profitability. The company's strategic initiatives, strong financial position, and commitment to quality and innovation will enable it to navigate challenges and seize opportunities in the evolving global market.

Financial Performance

(₹ in lakh)		
PARTICULARS	FY24	FY23
Revenue from operations	42,624	50,455
Other Income	281	586
Total Income	42,905	51,041
Total operating expenses	40,798	49,927
Interest cost	1,255	1,402
Depreciation	1,622	1,486
Profit before tax, excluding exceptional items	(770)	(1,774)
Profit after tax	1,564	(1,847)

Key Financial Ratios

PARTICULARS	FY24	FY23
Debtors turnover ratio (times)	3.71	5.09
Inventory turnover ratio (times)	4.97	5.23
Interest coverage ratio (times)	1.45	0.37
Current ratio (times)	1.15	1.12
Debt-equity ratio (times)	0.74	0.69
Operating profit (PBIT) margin (%)	1.14	(0.74)
Net profit margin (%)	4	(4.00)
Return on net worth (RoNW) (%)	6	(7.00)

Human Resources

As Asahi Songwon Colors Limited navigates through a landscape filled with diverse challenges and opportunities, the contributions of each team member are consistently recognised. The collective skills and dedication of the team propel the organisation forward, driving the accomplishment of its objectives. The team's adaptability, resilience, and collaborative efforts serve as a continual source of inspiration.

It is essential to remember that employees constitute the core of the organisation, with their well-being being of utmost importance. The Company is committed to cultivating a nurturing environment that facilitates both personal and professional growth. As of 31 March 2024, the Company had a workforce of over 850 employees, reflecting its commitment to human capital development.

Internal Control Systems and their Adequacy

Asahi Songwon Colors Limited maintains an unwavering commitment to the implementation of internal financial control systems that are proportionate to the size and complexity of its operations. The primary objective of these systems is to provide reasonable assurance by ensuring the accuracy and reliability of financial and operational information, complying with relevant accounting standards and statutory requirements, protecting assets from unauthorised use, and ensuring proper authorisation of transactions.

To ensure the adequacy and effectiveness of these internal controls, the Company has appointed independent auditors who conduct periodic audits and make recommendations for improvements. The Audit Committee, led by a non-executive Independent Director, regularly reviews the internal control systems for their effectiveness and translates the recommended changes into the system. Furthermore, the Company's internal audit reports are subjected to thorough review and scrutiny by the Board's Audit Committee, thus providing a robust system of checks and balances.

Cautionary Statement

Statements in the Management Discussion and Analysis and other parts of the report describing the Company's objectives, projections, estimates, and expectations may be forward-looking statements. Actual results may differ materially from those expressed or implied due to various risks and uncertainties. Important factors that could impact the Company's operations include economic and political conditions in India and other countries where the Company may operate. Other factors that may influence the Company's operations include volatility in interest rates, changes in government regulations and policies, tax laws, statutes, and other incidental factors. The Company does not intend to update these statements.

Notice

Notice is hereby given that the **34th** Annual General Meeting (“AGM”) of the Members of **ASAHI SONGWON COLORS LIMITED** will be held on **Friday, 27th day of September, 2024 at 11.30 AM (IST)** through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at “Asahi House”, 20, Times Corporate Park, Thaltej-Shilaj Road, Thaltej, Ahmedabad – 380059, Gujarat, India.

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the Reports of the Board of Directors’ and the Auditors’ thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Report of the Auditors’ thereon.
2. To declare a final dividend on Equity Shares of the Company for the Financial Year ended March 31, 2024.
3. To appoint a Director in place of Mrs. Paru M. Jaykrishna (DIN: 00671721), who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Mr. Gokul M. Jaykrishna (DIN: 00671652), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. APPOINTMENT OF MR. ANIL JAIN (DIN: 00805735) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s) the following resolution as **Special Resolution:**

“**RESOLVED THAT** in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Anil Jain (DIN: 00805735), who was appointed as an Additional Director (Non-Executive Independent) of the Company with effect from July 27, 2024, and

who holds office up to the date of this Annual General Meeting (AGM) and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for a term of 5 (Five) consecutive years with effect from July 27, 2024 to July 26, 2029 (both days inclusive) and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts and take all such steps as maybe necessary, proper or expedient to give effect to this resolution.”

6. APPOINTMENT OF MR. SUDHIN BHAGWANDAS CHOKSEY (DIN: 00036085) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s) the following resolution as **Special Resolution:**

“**RESOLVED THAT** in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Sudhin Bhagwandas Choksey (DIN: 00036085), who was appointed as an Additional Director (Non-Executive Independent) of the Company with effect from August 10, 2024, and who holds office up to the date of this Annual General Meeting (AGM) and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for a term of 5 (Five) consecutive years with effect from August 10, 2024 to August 09, 2029 (both days inclusive) and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts and take all such steps as maybe necessary, proper or expedient to give effect to this resolution.”

7. APPOINTMENT OF MR. SAMVEGBHAI ARVINDBHAI LALBHAI (DIN: 00009278) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s) the following resolution as **Special Resolution:**

“**RESOLVED THAT** in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Samvegbhai Arvindbhai Lalbhai (DIN: 00009278), who was appointed as an Additional Director (Non-Executive Independent) of the Company with effect from September 02, 2024, and who holds office up to the date of this Annual General Meeting (AGM) and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for a term of 5 (Five) consecutive years with effect from September 02, 2024 to September 01, 2029 (both days inclusive) and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts and take all such steps as maybe necessary, proper or expedient to give effect to this resolution.”

8. RE-APPOINTMENT OF MR. ARJUN GOKUL JAYKRISHNA (DIN: 08548676) AS AN EXECUTIVE DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s) the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) (including any statutory modification(s) or re-enactment

thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (‘the Rules’), as amended from time to time, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) as amended from time to time and the Articles of Association of the Company and subject to such other approvals/permissions as may be required, the consent of the members be and is hereby accorded for the re-appointment and terms of remuneration of Mr. Arjun Gokul Jaykrishna (DIN:08548676), as Executive Director of the Company for a period of 3 (three) years commencing from October 14, 2024 up to October 13, 2027, liable to retire by rotation, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, upon the terms and conditions set out in the Explanatory Statement (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) including the approval accorded for payment of annual remuneration exceeding the limits to such Executive Director who is promoters or members of the promoters group remain in force and valid till expiry of existing term of such Executive Director, with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said appointment and remuneration in such manner as may be agreed to between the Board of Directors and Mr. Arjun Gokul Jaykrishna.

RESOLVED FURTHER THAT Mr. Arjun Gokul Jaykrishna, Executive Director of the Company shall be entitled to receive remuneration including salary and other allowances up to the limits approved by the members by way of this resolution, as minimum remuneration notwithstanding that such remuneration, along with the remuneration to be received by him from the Company’s subsidiary(ies)/associate(s), if any at any point of time exceed the limit specified under Section 197 of the Companies Act, 2013 read with Schedule V thereto and limits mentioned in Regulation 17 of Listing Regulations in the event of loss or inadequacy of profits during his tenure calculated in accordance with applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and 198 of the Act read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members be and is hereby accorded for payment of remuneration to Mr. Arjun Gokul Jaykrishna during his tenures in excess of the limits prescribed under the second proviso to sub-section (1) of Section 197 of the Act and shall exceed the computation of the net profits of the Company, if any for that financial year

computed in the manner laid down in Section 198 of the Act except as may be authorised by the Company, subject to the provisions of Schedule V to the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds and things and execute all such document(s), instrument(s), and writing(s) as the Board may in its absolute discretion, consider necessary, expedient or desirable, including power to sub-delegate, in order to give effect to this resolution.”

9. APPROVAL OF LOAN, GUARANTEE OR SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013

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

“**RESOLVED THAT** pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of

the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) upto an aggregate sum of ₹ 50 Crore (Rupees Fifty Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing Company for its principal business activities.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

By the Order of the Board of Directors

Place: Ahmedabad

Date: September 02, 2024

Registered Office:

“Asahi House”,
20, Times Corporate Park
Thaltej-Shilaj Road, Thaltej
Ahmedabad – 380059, Gujarat (India)
CIN: L24222GJ1990PLC014789
Phone: +91 079 48239999
Website: www.asahisongwon.com
E-mail ID: cs@asahisongwon.com

PARU M. JAYKRISHNA
Chairperson & Mg. Director
DIN: 00671721

1. Explanatory Statement

An Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013 ("the Act"), Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) in respect of the Ordinary and Special Businesses, specified in item Nos. 5 to 9 of the accompanying Notice is annexed hereto.

2. Ministry of Corporate Affairs ("MCA"), vide General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022 and 11/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 respectively (collectively referred to as "MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFDCMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as 'SEBI Circulars') has permitted to hold Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual means (OAVM).

3. In compliance with applicable provisions of the Companies Act, 2013 ("the Act") read with the aforesaid MCA Circulars, SEBI Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 34th Annual General Meeting of the Company is being held through VC/OAVM and no physical presence of members, directors, auditors and other eligible persons shall be required for this meeting. National Securities Depository Limited ("NSDL") will be providing facility for voting through remote e-Voting, for participation in the Annual General Meeting through VC/OAVM and e-Voting during the Annual General Meeting.

4. For the purpose of recording the proceedings, the Annual General Meeting will be deemed to be held at the registered office of the Company at "Asahi House", 20, Times Corporate Park, Thaltej-Shilaj Road, Thaltej, Ahmedabad - 380059, Gujarat, India. Keeping in view the guidelines, the Members are requested to attend the Annual General Meeting from their respective locations by VC and not to visit the registered office to attend the Annual General Meeting.

5. For convenience of the Members and proper conduct of Annual General Meeting, the Members can login and join at least 20 minutes before the time scheduled for the Annual General Meeting and the meeting link shall be kept open throughout the proceedings of Annual General Meeting. The facility of participation at the Annual General Meeting through VC/OAVM will be made available for 1000 members on first come first served basis. However, this number does not include the large Shareholders i.e. 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 Annual General Meeting without restriction on account of first come first served basis.

6. Proxy

Since the Annual General Meeting (AGM) is being held pursuant to the e- Annual General Meeting circulars through video conferencing/ other audiovisual means, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence, the Proxy Form, Attendance Slip and route map of the Annual General Meeting venue are not annexed to this Notice. However, a Member may appoint a representative as per applicable provisions of the Companies Act, 2013 to attend and/or vote.

7. The attendance of the Members attending the Annual General Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

8. Corporate Members are required to send by e-mail a certified true copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote on their behalf at the Meeting.

9. Pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide its members the facility for voting through remote e-Voting as well as

e-Voting during the Annual General Meeting in respect of all the businesses to be transacted at the Annual General Meeting and has engaged National Security Depositories Ltd (NSDL) to provide e-Voting facility and for participation in the Annual General Meeting through VC/OAVM facility.

10. Directors proposed to be re-appointed

In terms of the provisions of Section 152 of the Companies Act, 2013, Mrs. Paru M. Jaykrishna and Mr. Gokul M. Jaykrishna, retires by rotation at the ensuing Annual General Meeting and being eligible, offers themselves for re-appointment.

Except Mrs. Paru M. Jaykrishna, Mr. Gokul M. Jaykrishna, Mr. Munjal M. Jaykrishna and Mr. Arjun G. Jaykrishna or their relatives, none of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution at item no. 3 and 4, except to their equity holdings and/or Directorships in the Company, if any.

The Board of Directors of the Company recommends their re-appointment.

The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information of Secretarial Standard-2 on General Meetings are given in annexure to notice of Annual General Meeting.

11. Electronic copy of the Annual Report for Financial Year 2023-2024 and Notice of Annual General Meeting will be made available on the Company's website www.asahisongwon.com. In and is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s)/RTA for communication purposes and to the registered address of those members who have requested for physical copy. Both the Annual Report and Notice of Annual General Meeting are available on the website of BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. Further, Notice of Annual General Meeting shall be made available on the website of National Securities Depository Limited, the agency engaged for providing e-Voting facility, i.e. www.evoting.nsdl.com.
12. All documents referred to in the accompanying Notice and the Statement setting out material facts can be obtained for inspection by writing to the Company at its email ID cs@asahisongwon.com till the date of Annual General Meeting.
13. The annual accounts of the subsidiary companies are made available on the website of the Company www.asahisongwon.com

14. Appointment of Statutory Auditors

The Company's Statutory Auditors M/s. Talati & Talati LLP., Chartered Accountants (Firm Registration No. 110758W/W100377), Ahmedabad were appointed as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of 32nd Annual General Meeting till the conclusion of 37th Annual General Meeting of the Company to be held in the year 2027 (subject to ratification of such appointment at every Annual General Meeting, if so required under the Companies Act, 2013).

Pursuant to the Companies (Amendment) Act, 2017, effective from May 07, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from Section 139 of the Companies Act, 2013.

In view of the above, no resolution is proposed for ratification of appointment of the Statutory Auditors. As authorised by the members, at the 32nd Annual General Meeting, the Board of Directors (the Board), as recommended by the Audit Committee, has ratified the appointment of the Statutory Auditors for their respective remaining terms, at such remuneration as may be mutually agreed between the Board and the Statutory Auditors, from time to time. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as the Statutory Auditors.

15. Book Closure

Pursuant to the provisions of Section 91 of the Companies Act, 2013, Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, September 21, 2024 to Friday, September 27, 2024 (both days inclusive)**.

16. Payment of Dividend

The final dividend on equity shares for the financial year 2023-2024, if approved, will be paid within thirty days of declaration by members:

- (i) in respect of shares held in physical form, to those members whose names appear in the Register of Members of the Company on **Friday, September 20, 2024**.
- (ii) in respect of shares held in electronic form, to those beneficial owners whose names appear in the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the end of business hours on **Friday, September 20, 2024**.

17. Tax at Source (TDS) on Dividend

Pursuant to the changes introduced by the Finance Act 2020, with effect from April 01, 2020, the Company would be required to deduct tax at source (TDS) at the prescribed rates on the dividend paid to its shareholders. The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company. Accordingly, the above referred Final Dividend will be paid after deducting the TDS.

18. The resident and non-resident shareholders should send the scanned copies of exemption forms and other documents at cs@asahisongwon.com on or before September 27, 2024, in order to enable the Company to determine and deduct an appropriate TDS/withholding tax rate. Members who have not submitted the aforesaid details and documents, may submit the same by September 27, 2024. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from the Members, there will still be an option available with the Members to file the return of income and claim an appropriate refund, if eligible.

19. The Company will arrange to e-mail the soft copies of TDS certificates to the Members at their registered e-mail addresses in due course, post payment of the dividend.

20. Unclaimed/Unpaid Dividend

In terms of the provisions of Section 124 and other applicable provisions of the Act, the amount of dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. The following are the details of dividends declared by the Company and respective due dates for transfer of unclaimed dividend to IEPF:

Dividend Year	Date of Declaration of Dividend	Due date of transfer to IEPF
2017-2018 Final	28/09/2018	03/11/2025
2018-2019 Final	27/09/2019	01/11/2026
2019-2020 Interim	05/03/2020	10/03/2027
2020-2021 Final	28/09/2021	03/11/2028
2021-2022 Final	30/09/2022	04/11/2029
2022-2023 Final	28/09/2023	02/11/2030

Members who have not encashed their dividend pertaining to the aforesaid years may approach the Company/its Registrar, for obtaining payments thereof as earliest and at least 30 days before they are due for transfer to the said fund.

Accordingly, the unclaimed dividend in respect of Financial Year 2017-18 (Final) is due for transfer to the said Fund. Members who have not yet encashed their dividend warrant(s) pertaining to the dividend for the Financial Year 2017-18 onwards, are requested to lodge their claims with the Company for the same.

21. Compulsory Transfer of Shares to demat account of IEPF Authority

The members may kindly note that pursuant to the provisions of Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ("IEPF Rules"), all shares in respect of which dividend has remained unclaimed/unpaid for seven consecutive years or more shall be transferred by the Company to the demat account of Investor Education and Protection Fund Authority ("IEPF Authority").

The members are hereby informed that the Company is required to transfer the dividends, which remain unclaimed for a period of seven years, to the Investor Education and Protection Fund ("IEPF") constituted by the Central Government.

22. Members who wish to seek any information with regard to the Financial Statements or any matter to be placed at 34th Annual General Meeting are requested to write to the Company at least 10 days before the meeting so as to enable the Company to keep the information ready at the Meeting.

23. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.

24. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in electronic form and with Company's Registrar & Share Transfer Agent i.e. Link Intime India Private Limited in case the shares are held by them in physical form.

25. SEBI vide its Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 read with SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has mandated the listed companies to have PAN, Contact details, Postal address with PIN, Mobile number, Email address, Bank account details (bank name and branch, bank account number, IFSC code), Specimen Signature and Nomination of all shareholders holding shares in physical form. The investor

service requests forms for updation of above mentioned details viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 are available website of Company's Registrar & Share Transfer Agent Link Intime India Private Limited for assistance in this regard.

- 26.** In accordance with SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated September 7, 2020 all share transfers shall be carried out compulsorily in the dematerialised form with effect from April 01, 2021. Hence no transfer of shares in physical form are allowed. Further, in compliance with SEBI vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only: i. Issue of duplicate share certificate, ii. Claim from unclaimed suspense account, iii. Renewal/Exchange of securities certificate, iv. Endorsement, v. Sub-division/splitting of securities certificate, vi. Consolidation of securities certificates/folios, vii. Transmission, viii. Transposition. For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of Registrar and share transfer agent (RTA) Link Intime India Private Limited.

27. Banking Account Details

Regulation 12 and Schedule I of Listing Regulation requires all companies to use the facilities of electronic clearing services for payment of dividend. In compliance with these regulations, payment of dividend will be made only by electronic mode directly into the bank account of Members and no dividend warrants or demand drafts will be issued without bank particulars.

- 28.** Regulation 12 and Schedule I of Listing Regulation requires all companies. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- 29.** Since the Annual General Meeting will be held through VC/OAVM, the Route Map is not annexed with Notice.

30. Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Company is providing facility of remote e-Voting to its members in respect of the business to be transacted at the Annual General Meeting. For this purpose, the Company

has entered into an agreement with National Securities Depository Limited for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-Voting system as well as e-Voting on the date of the Annual General Meeting will be provided by National Securities Depository Limited.

The Members desiring to vote through electronic mode may refer to the detailed procedure on remote e-Voting given hereinafter.

The remote e-Voting period will commence on **Tuesday, September 24, 2024 at 9.00 a.m. (IST) and will end on Thursday, September 26, 2024 at 5.00 p.m (IST)**. During this period, members holding shares either in physical form or in dematerialised form, as on **Friday, September 20, 2024** i.e. cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by National Securities Depository Limited for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-Voting facility either during the period commencing from **September 24, 2024 to September 26, 2024** or e-Voting during the Annual General Meeting. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the Annual General Meeting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

Voting Options

- 30.1 The Company has engaged National Securities Depository Limited ("NSDL") to provide the facility of casting the votes by the members using an electronic voting system ("Remote e-Voting") as well as e-Voting system on the date of the Annual General Meeting.
- 30.2 The members attending the Annual General Meeting who have not cast their vote by Remote e-Voting shall be able to exercise their right through e-Voting system at the Annual General Meeting.
- 30.3 The members who have cast their vote by Remote e-Voting prior to Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again at Annual General Meeting.
- 30.4 The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access to NSDL e-Voting system

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

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

Pursuant to SEBI Circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020**, under Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on 'e-Voting facility provided by Listed Companies', e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile no. 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	<p>A. NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps;</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. 2. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. 3. A new screen will open. You will have to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. 4. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. 5. Click on options available against 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. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> 6. Option to register is available at https://eservices.nsdl.com. 7. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 8. Please follow steps given in points 1-7 above. 9. 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. 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. 10. 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.

Login method for Individual shareholders holding securities in demat mode is given below: (Contd.)

Type of shareholders	Login Method
	11. Shareholders/Members can also download NSDL Mobile App “ NSDL Speede ” facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 toll free no.: (022) 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 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 joining 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 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.

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 cs@asahisongwon.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 cs@asahisongwon.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.**

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 komalmotiani09@gmail.com with a copy marked to evoting@nsdl.co.in.
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 toll free no.: (022) 4886 7000 or send a request at evoting@nsdl.co.in
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.

31. The instructions for members for e-Voting on the day of the Annual General Meeting are as under:

1. The procedure for e-Voting on the day of the Annual General Meeting is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/shareholders, who will be present in the Annual General Meeting 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 Annual General Meeting.

3. Members who have voted through Remote e-Voting will be eligible to attend the Annual General Meeting. However, they will not be eligible to vote at the Annual General Meeting.
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 Annual General Meeting shall be the same person mentioned for Remote e-Voting.

32. Instructions for members for attending the 34th Annual General Meeting through VC/OAVM are as under:

1. Member will be provided with a facility to attend the Annual General Meeting 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 General 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 fluctuation in their respective network. It is therefore recommended to use Stable

Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Members who would like to express their views or ask questions during the Annual General Meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, DPID and Client ID/Folio Number, PAN, mobile number at cs@asahisongwon.com. Such requests need to reach the Company at least seven days before the date of Annual General Meeting. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Annual General Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

33. The Board of Directors of the Company has appointed M/s. Komal Motiani & Associates, Company Secretaries, Ahmedabad (ICSI Membership No. A39696) to scrutinise the e-Voting at Annual General Meeting and Remote e-Voting process in a fair and transparent manner.
34. The scrutiniser shall, immediately after the conclusion of e-Voting at the Annual General Meeting, first count the votes cast through e-Voting at the Annual General Meeting and thereafter unblock the votes cast through Remote e-Voting in the presence of atleast two witnesses not in the employment of the Company.
35. The Scrutiniser shall make, not later than 48 Hours of conclusion of the Annual General Meeting, a consolidated scrutiniser's report and submit the same to the Chairperson of Annual General Meeting or any other person authorized by Chairperson in writing who shall countersign the same and declare the results of the voting forthwith, which shall be displayed on the Notice Board of the Company at its Registered Office (as per details mentioned above). The results declared alongwith scrutiniser's report shall be placed on the Company's website www.asahisongwon.com and on the website of National Securities Depository Limited immediately after the results are declared. The results shall also be immediately forwarded to the BSE Limited (BSE), Mumbai and National Stock Exchange of India Limited (NSE), Mumbai.



STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

As required under Section 102(1) of the Companies Act, 2013, the following Statement set out all the material facts relating to the Special Business mentioned in Item No. 5 to 9 of the accompanying Notice.

Item No. 5

The Board of Directors, upon recommendation of Nomination and Remuneration Committee at its meeting held on July 27, 2024, appointed Mr. Anil Jain (DIN: 00805735) as an Additional Director of the Company in the capacity of Non-Executive Independent Director for a term of 5 years with effect from July 27, 2024 to July 26, 2029, subject to approval of the Members of the Company.

Mr. Anil Jain is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Anil Jain that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations') and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority. The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Anil Jain for the office of Independent Director of the Company.

Brief Profile:

Mr. Anil Jain is a distinguished veteran in the chemical industry, with an impressive track record of over three decades in manufacturing and exporting specialty fine chemicals. As the founder, CEO, and Managing Director of Ascent Finechem, he has played a pivotal role in establishing the Company as a leading manufacturer and exporter of Anisic Aldehyde and its derivatives.

Mr. Jain holds an M. S. in Chemistry from California Polytechnic State University, showcasing his strong academic background in the field. He has further honed his business skills through prestigious management programs, including the Management Education Program (MEP) from the renowned Indian Institute of Management, Ahmedabad (IIM-A), and the Seed Transformation Program (STP) from Stanford University's Graduate School of Business.

Apart from his responsibilities at Ascent Finechem, Mr. Jain actively contributes to the chemical industry through his leadership positions in various organisations. He is director of Hester Biosciences Limited.

He serves as the Honorary Secretary of the Gujarat Chamber of Commerce and Industry (GCCCI), where he actively engages in promoting business growth and development.

He holds the position of Vice President in the Gujarat Dyestuff Manufacturing Association (GDMA), demonstrating his commitment to the advancement of the industry.

Mr. Jain also contributes as a Board Member of the Gujarat Chemical Association and as an Executive Board Member and Director of the Green Environment Co-operative Society.

In the opinion of the Board, Mr. Anil Jain fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and Listing Regulations for his appointment as an Independent Director of the Company.

Nomination and Remuneration Committee reviewed the capabilities of Mr. Anil Jain vis a vis the role and capabilities required as decided by the Committee based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mr. Anil Jain as an Independent Director, for a term of 5 (Five) consecutive years effective from July 27, 2024 to July 26, 2029. In the opinion of Nomination and Remuneration Committee and the Board of Directors, Mr. Anil Jain possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company.

The Board of Directors also appointed Mr. Anil Jain as Member of Audit Committee, Nomination and Remuneration Committee, Stakeholder's Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee of the Board with effect from August 10, 2024.

Draft letter of appointment of Mr. Anil Jain setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode.

The additional details of Mr. Anil Jain in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 are given in Annexure to this Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Mr. Anil Jain and his relatives, are concerned or interested, financially or otherwise, in the resolution set out in the Notice.

The Board recommends this Special Resolution for your approval.

Item No. 6

The Board of Directors, upon recommendation of Nomination and Remuneration Committee at its meeting held on August 10, 2024, appointed Mr. Sudhin Bhagwandas Choksey (DIN: 00036085) as an Additional Director of the Company in the capacity of Non- Executive Independent Director for a term of 5 years with effect from August 10, 2024 to August 09, 2029, subject to approval of the Members of the Company.

Mr. Sudhin Choksey is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Sudhin Choksey that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations') and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority. The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Sudhin Choksey for the office of Independent Director of the Company.

Brief Profile:

Mr. Sudhin Choksey is a fellow member of the Institute of Chartered Accountants of India and has done B.Com (Hons) from The Sydenham College of Commerce & Economics, Bombay University.

Mr. Sudhin Choksey was the former Managing Director of GRUH Finance Ltd. which was merged with Bandhan Bank. As a part of the scheme of merger, Mr. Sudhin Choksey joined Bandhan Bank as Executive Director (Designate) in October 2019 and retired on February 16, 2021. Mr. Choksey was an experienced CEO at GRUH Finance with a demonstrated history of working in the mortgage finance business and skilled in lending business. During the span of 26 years of working with GRUH Finance, he has held various positions including that of General Manager, Executive Director, Chief Executive Director and Managing Director. At Bandhan Bank, he was the vertical head of the housing finance business. Mr. Choksey has overall 44 years of professional experience; both in India and Overseas.

At present, Mr. Choksey is an Independent Director on the board of CSB Bank Limited, Fairchem Organics Limited, Gujarat Ambuja Exports Limited, The Sandesh Limited, Anchorage Infrastructure Investment Holdings Limited, ArMee Infotech Limited. He is Nominee Director on the Board of Kuhoo Finance Private Limited, India Shelter Finance Corporation Limited, Kuhoo Technology Services Private Limited.

Mr. Choksey has served as independent director on the boards of HDFC Credila Financial Services,

Deepak Nitrite Limited, Light Microfinance Private Limited.

In the past Mr. Choksey was also on the board of Gujarat State Financial Services Limited (a Government of Gujarat Undertaking) and Hunnar Shaala Foundation For Building Technology and Innovations.

In 2014, Mr. Choksey was appointed as a member of the National Taskforce on Rural Housing and Habitat set up by Ministry of Rural Development (India) for rural housing finance. Mr. Choksey is a recipient of BUSINESS LEADER – FINANCIAL SERVICES Award for 2015 from The Institute of Chartered Accountants of India, New Delhi.

In the opinion of the Board, Mr. Sudhin Choksey fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management.

Nomination and Remuneration Committee reviewed the capabilities of Mr. Sudhin Choksey vis a vis the role and capabilities required as decided by the Committee based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mr. Sudhin Choksey as an Independent Director, for a term of 5 (Five) consecutive years effective from August 10, 2024 to August 09, 2029. In the opinion of Nomination and Remuneration Committee and the Board of Directors, Mr. Sudhin Choksey possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company. In the opinion of the Board, the Company will benefit from his valuable experience and knowledge.

Draft letter of appointment of Mr. Sudhin Choksey setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode.

The additional details of Mr. Sudhin Choksey in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 are given in Annexure to this Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Mr. Sudhin Choksey and his relatives, are concerned or interested, financially or otherwise, in the resolution set out in the Notice.

The Board recommends this Special Resolution for your approval.

Item No. 7

The Board of Directors, upon recommendation of Nomination and Remuneration Committee at its meeting held on September 02, 2024, appointed

Mr. Samvegbhai Arvindbhai Lalbhai (DIN: 00009278) as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from September 02, 2024 to September 01, 2029, subject to approval of the Members of the Company.

Mr. Samvegbhai Arvindbhai Lalbhai is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Samvegbhai Arvindbhai Lalbhai that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations') and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority. The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Samvegbhai Arvindbhai Lalbhai for the office of Independent Director of the Company.

Brief Profile:

Mr. Samvegbhai Arvindbhai Lalbhai holds a graduate degree in Commerce from Gujarat University. He is the Managing Director of Atul Limited.

Mr Lalbhai is actively associated with Ahmedabad Textile Mills Association, Ahmedabad Textile Industry's Research Association, Gujarat Chamber of Commerce and Industry, Federation of Indian Chamber of Commerce and Industry and Indian Cotton Mills Federation.

Mr Lalbhai is also associated with some of the social institutions established by the Lalbhai Group.

In the opinion of the Board, Mr. Samvegbhai Arvindbhai Lalbhai fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management.

Nomination and Remuneration Committee reviewed the capabilities of Mr. Samvegbhai Arvindbhai Lalbhai vis a vis the role and capabilities required as decided by the Committee based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mr. Samvegbhai Arvindbhai Lalbhai as an Independent Director, for a term of 5 (Five) consecutive years effective from September 02, 2024 to September 01, 2029. In the opinion of Nomination and Remuneration Committee and the Board of Directors, Mr. Samvegbhai Lalbhai possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company.

Draft letter of appointment of Mr. Samvegbhai Arvindbhai Lalbhai setting out the terms and

conditions of appointment is being made available for inspection by the Members through electronic mode.

The additional details of Mr. Samvegbhai Arvindbhai Lalbhai in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 are given in Annexure to this Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Mr. Samvegbhai Arvindbhai Lalbhai and his relatives, are concerned or interested, financially or otherwise, in the resolution set out in the Notice.

The Board recommends this Special Resolution for your approval.

Item No. 8

Mr. Arjun Gokul Jaykrishna (DIN: 08548676) was appointed as an Executive Director of the Company for a term of five consecutive years effective from October 14, 2019 to October 13, 2024 in the 30th Annual General Meeting held on September 30, 2020.

Mr. Arjun Gokul Jaykrishna, aged 28 years has a Bachelor of Science degree in Chemical Engineering with a minor in Sustainable Energy from the prestigious Northwestern University, USA. Prior to this, he has gained his high school degree in the International Baccalaureate board from United World College South East Asia, Singapore. His core areas are commercial, new project, strategy execution marketing, and over all development of the Company.

Taking into consideration his qualifications, experience and knowledge, on the recommendation of the Nomination and Remuneration Committee, the Board is of the view that the reappointment of Mr. Arjun G Jaykrishna as Executive Director will be of immense benefit to the Company and the remuneration payable to him is commensurate with his abilities and experience.

The Company has received consent and requisite declarations/disclosures from Mr. Arjun Gokul Jaykrishna and a confirmation that he is not disqualified from being appointed as a Director under the provisions of Section 164 of the Act, nor debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India or any other such authority. Mr. Arjun Gokul Jaykrishna satisfies all the conditions set out in Part I of Schedule V to the Act as also the conditions set out under Section 196(3) of the Act for being eligible for re-appointment.

Subject to the approval of the Members, on recommendation of Nomination and Remuneration Committee, the Board of directors has reappointed Mr. Arjun Gokul Jaykrishna, as Executive Director for a period of 3 (three) years effective from October 14, 2024 to October 13, 2027.



1. Remuneration	
A. Basic Salary	₹ 3,00,000/- (Rupee Three Lakhs) per month with effect from October 14, 2024 with such revisions as approved by the Board of Directors and/or Nomination and Remuneration Committee from time to time.
B. Commission	In addition to the salary, perquisites and allowances payable, a commission, as may be decided by the Board of Directors at the end of each financial year calculated with reference to the net profits of the Company. Commission should not exceed 2% of the Company's Net Profit for each Financial Year subject to the overall ceiling stipulated in Section 196 and 197 read with Schedule V of the Companies Act, 2013.
2 Perquisites:	
In addition to the salary and commission as outlined above, the Executive Director shall be entitled to perquisites/allowances as under:	
Category "A"	
a. Housing	i) The expenditure incurred by the Company on hiring furnished accommodation for the Executive Director, subject to a ceiling of 60% of the salary, over and above 10% payable by the Executive Director. ii) In case the accommodation is owned by the Company, 10% of the salary of Executive Director shall be deducted by the Company. iii) In case no accommodation is provided by the Company, Executive Director shall be entitled to House Rent Allowance not exceeding 60% of his Salary.
Explanation: The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income-tax Rules, 1962, subject to a ceiling of 10% of salary.	
b. Medical Reimbursement	The Company shall reimburse expenses incurred for the Executive Director for himself and his family subject to a ceiling of one-month salary in a year or three months' salary over a period of three years.
c. Leave Travel Concession	For the Executive Director and his family once in a year incurred in accordance with the rules of the Company.
d. Insurance	Insurance policy to cover personal effects, personal accident and medical expenses.
e. Club Fees	Fees of clubs subject to maximum five clubs. This will include admission or entrance fees and monthly and annual subscriptions.
f. Entertainment Expenses	The Company shall reimburse entertainment expense actually incurred in the course of business of the Company subject to such annual limits as may be fixed by the Board of Directors of the Company.
Explanation: For the purposes of Category "A" family means the spouse, the dependent children and dependent parents of the Executive Director.	
Category "B"	Contribution to Provident Fund and Superannuation fund will not be included in the computation of the ceiling on remuneration to the extent they are, either singly or put together not taxable under the Income-tax Act, 1961. Gratuity not exceeding half month salary for each completed year of service as per The payment of Gratuity Act, 1972. Gratuity and encashment of leave shall not be included in the computation of the ceiling on the remuneration.
Category "C"	The Company shall provide a car with driver and telephone at residence. Provision of Car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Executive Director.
3. Overall Remuneration	
The aggregate of salary, perquisites, allowances and commission in any one financial year shall not exceed the limits prescribed under Section 196, 197 and other applicable provisions read with Schedule V of the Companies Act, 2013 or any statutory modifications or re-enactments thereof.	
4. Minimum Remuneration	
In the event of absence or inadequacy of profits in any financial year during the currency of tenure of the Executive Director, the payment of salary, allowances, perquisites and all other payments shall be governed by the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013.	

The additional detailed information as per Section-II of Schedule-V is as follows:

I. General Information:	
1) Nature of Industry	The Company is engaged in the business of manufacturing of Chemical Products.
2) Date or expected date of commencement of commercial production.	The Company is in the business of manufacturing of Chemicals Products since 1990 and manufacturing of API and Intermediates since 2022.
3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable
4) Financial performance based on given indicators.	<p>On Standalone Basis</p> <p>Financial year 2023-2024: Gross Revenue: ₹ 28,182.09 Lakhs Profit/(Loss) after Tax: ₹ 2,632.79 Lakhs Dividend: 5% Earnings per Share: 22.34</p> <p>Financial year 2022-2023: Gross Revenue: ₹ 34,304.35 Lakhs Profit/(Loss) after Tax: ₹ (470.97) Lakhs Dividend: 5% Earnings per Share: (3.97)</p> <p>Financial year 2021-2022: Gross Revenue: ₹ 40,747.99 Lakhs Profit after Tax: ₹ 2,418.90 Lakhs Dividend: 5% Earnings per Share: 20.11</p>
5) Foreign investments or collaborators, if any	The Company has not made any foreign investments and neither entered into any foreign collaborations.
II. Information about the Appointee:	
a) Background details	Mr. Arjun G. Jaykrishna as Executive Director of the Company. He has a Bachelor of Science degree in Chemical Engineering with a minor in Sustainable Energy from the prestigious Northwestern University, USA. Prior to this, he has gained his high school degree in the International Baccalaureate board from United World College South East Asia, Singapore. His core areas are commercial, new project, strategy execution, marketing, and over all development of the Company.
b) Expertise in specific functional area	Strategy and Planning, Marketing, critical and innovative thinking, commercial concurrence, strategic evaluation of new capital projects and its timely delivery.
c) Qualifications	Bachelor of Science degree in Chemical Engineering with a minor in Sustainable Energy.
d) Past remuneration	₹ 24.08 lakhs during FY 2023-2024
e) Recognition or awards	Not Applicable
f) Job profile and his suitability	He is Executive Director of the Company and devotes whole time attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company.
g) Remuneration proposed	The details of the proposed remuneration are mentioned in Explanatory Statement as required under Section 102 of the Companies Act, 2013.

h) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is Commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.
i) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Arjun Gokul Jaykrishna is son of Mr. Gokul M. Jaykrishna, Mrs. Paru M. Jaykrishna is his grand mother and Mr. Munjal M. Jaykrishna is his uncle.
III. Other Information:	
a) Reasons of loss or inadequate profits	Inadequate Profits is primarily due to the following factors: 1) Financial year 2023-2024 was marked by accumulated consumer demand, persistent supply interruptions and significant increases in commodity prices. 2) The business was particularly affected by consumers destocking in response to the uncertain economic environment in European market, leading to decrease demand and lower realisations.
b) Steps taken or proposed to be taken for improvement	The Company is confident that the situation will gradually improve and is well-poised to capitalize on upcoming opportunities through its operational excellence, maximized efficiency and elevated performance across the installed capacity.
c) Expected increase in productivity and profits in measurable terms	The management has taken concrete steps to improve overall business growth and profitability. However, the actual outcome shall depend upon the prevailing global and local economic and geo political situation.

The Board commends the Special Resolution set forth in the Notice in relation to re-appointment of Mr. Arjun Gokul Jaykrishna as Executive Director for a period of three years with effect from October 14, 2024 for approval of the Members pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and Regulation 17 of SEBI Listing Regulations.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Arjun Gokul Jaykrishna under Section 190 of the Companies Act, 2013.

Except Mr. Arjun Gokul Jaykrishna, and his relatives Mrs. Paru M. Jaykrishna, Mr. Gokul M. Jaykrishna and Mr. Munjal M. Jaykrishna, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the Resolution set forth in the Notice.

This explanatory statement along with the additional information as per Regulation 36 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India (ICSI), as annexed herewith may also be regarded as disclosure under the provisions

of the Companies Act, 2013 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 9

Pursuant to Section 185 of the Companies Act, 2013, a Company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to approval of the shareholders of the Company by way of passing a Special Resolution.

The Company has subsidiaries engaged in the business of manufacturing of pigments and API. Since, these subsidiaries are in its initial state of operations, it would require funds for its business operations. It is proposed to grant loan or give guarantee or provide security in respect of any loan granted to the subsidiaries for its principal business activities.

The Board of Directors, therefore, recommends for passing this special resolution under Section 185 and other applicable provisions of the Companies Act, 2013 for an amount not exceed ₹ 50 Crores (Rupees Fifty Crores Only) as set out in item No. 9 for approval of the members of the Company.

Further, the approval is sought to advance loan including loan represented by a book debt, or give guarantee or provide security in connection with loan taken by any person as per the details given in table placed herein below:

Name of the Party	Nature of Interest/ Relationship	Purpose for which the Loan or Guarantee or Security is proposed to be utilised by the Recipient
Asahi Tennants Color Private Limited	Subsidiary Companies	In connection with the Credit facilities taken or to be taken by the Entity for the capital expenditure and/or working capital requirements as may be required from time to time for the expansion of its business activities and other matters connected and incidental thereon for their principal business activities.
Atlas Life Sciences (India) Private Limited		

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution, except to their equity holdings and/or Directorships in the Company, if any.

By the Order of the Board of Directors

Place: Ahmedabad
Date: September 02, 2024

PARU M. JAYKRISHNA
Chairperson & Mg. Director
DIN: 00671721

Registered Office:
"Asahi House",
20, Times Corporate Park
Thaltej-Shilaj Road, Thaltej
Ahmedabad – 380059, Gujarat (India)
CIN: L24222GJ1990PLC014789
Phone: +91 079 48239999
Website: www.asahisongwon.com
E-mail ID: cs@asahisongwon.com

DETAILS OF DIRECTOR SEEKING REAPPOINTMENT/APPOINTMENT PURSUANT TO REGULATION 36(3) OF SECURITIES EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS (SS-2) ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ARE GIVEN BELOW:

Name	Mrs. Paru M. Jaykrishna	Mr. Gokul M. Jaykrishna	Mr. Anil Jain	Mr. Sudhin Choksey	Mr. Samvegbbhai Lalbbhai	Mr. Arjun Gokul Jaykrishna
Director Identification No. (DIN)	00671721	00671652	00805735	00036085	00009278	08548676
Date of Birth (Age)	05.08.1943 (81 Years)	24.10.1968 (56 Years)	03.01.1966 (58 Years)	31.01.1954 (70 Years)	04.06.1961 (63 Years)	17.04.1996 (28 Years)
Nationality	Indian	Indian	Indian	Indian	Indian	Indian
Date of first on the Board	19.12.1990	08.03.1996	27.07.2024	10.08.2024	02.09.2024	14.10.2019
Educational Qualifications	Law Graduate, MA English Literature and Bachelors degree in Philosophy and Sanskrit.	Major in Finance and Marketing from Lehigh University, Bethlehem (USA).	M. S. in Chemistry from California Polytechnic State University, He has further honed his business skills through prestigious management programs, including the Management Education Program (MEP) from the renowned Indian Institute of Management, Ahmedabad (IIM-A), and the Seed Transformation Program (STP) from Stanford University's Graduate School of Business.	Fellow member of the Institute of Chartered Accountants of India and has done B.Com (Hons) from The Sydenham College of Commerce & Economics, Bombay University.	He holds a graduate degree in Commerce from Gujarat University.	Bachelor of Science degree in Chemical Engineering with minor in Sustainable Energy from the prestigious North Western University, USA.
Brief Profile/ Experience of the Director including nature of expertise in specific function area	A renowned Entrepreneur of India, she has the distinction of being the First Elected Lady as a President of Gujarat Chambers of Commerce and Industry in 72 years. She has been a Director in Tourism Corporation of Gujarat Ltd., Gujarat State Handloom House Corporation and Small Industries Development Bank of India (SIDBI). She is responsible for strategic decision making and devising growth Policies for the Company.	He has over 26 years' experience in the chemical and pigments industries. He has the experience of working with Krieger Associates, New Jersey (USA) one of the largest currency option traders. He currently taking all management decisions and he is incharge of operation of the Company including finance, production, marketing and strategic development of the Company.	Refer to Item No.5 of the Notice of the Annual General Meeting.	Refer to Item No.6 of the Notice of the Annual General Meeting.	Refer to Item No.7 of the Notice of the Annual General Meeting.	Refer to Item No.8 of the Notice of the Annual General Meeting.



DETAILS OF DIRECTOR SEEKING REAPPOINTMENT/APPOINTMENT PURSUANT TO REGULATION 36(3) OF SECURITIES EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS (SS-2) ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ARE GIVEN BELOW: (Contd.)

Name	Mrs. Paru M. Jaykrishna	Mr. Gokul M. Jaykrishna	Mr. Anil Jain	Mr. Sudhin Choksey	Mr. Samvegghai Lalbhai	Mr. Arjun Gokul Jaykrishna
No of shares held including beneficial ownership, if any, in the Company as on March 31, 2024	Nil	9,627	Nil	Nil	Nil	33,384
Terms and conditions of reappointment/ appointment along with details of remuneration sought to be paid	She is Chairperson and Managing Director of the Company. As per terms of appointment, she is liable to retire by rotation as per the provisions of Section 152 of the Companies Act, 2013 and being eligible offers herself for reappointment. She is entitled for remuneration.	He is the Joint Managing Director & CEO of the Company. As per the terms of appointment, he is liable to retire by rotation as per the provisions of Section 152 of the Companies Act, 2013. He is entitled for remuneration.	He shall not be liable to retire by rotation. He shall be entitled to sitting fees for attending meetings of the Board/Committees	He shall not be liable to retire by rotation. He shall be entitled to sitting fees for attending meetings of the Board/Committees	He shall not be liable to retire by rotation. He shall be entitled to sitting fees for attending meetings of the Board/ Committees	He is a Whole-Time Director designated as Executive Director of the Company. As per the terms of appointment, he is liable to retire by rotation as per the provisions of the Companies Act, 2013. He is entitled for remuneration.
Relationship with other Directors, Manger and other Key Managerial Personnel of the Company	Mother of Mr. Gokul M. Jaykrishna and Mr. Munjal M. Jaykrishna and Grand Mother of Mr. Arjun G. Jaykrishna	Son of Mrs. Paru M. Jaykrishna, brother of Mr. Munjal M. Jaykrishna and father of Mr. Arjun G. Jaykrishna	None	None	None	Son of Mr. Gokul M. Jaykrishna, Mr. Munjal M. Jaykrishna is his Uncle and Mrs. Paru M. Jaykrishna his Grand Mother.
Name of the listed entities in which the person also holds the Directorship (excluding the Company)	1 AksharChem (India) Limited 2 The Anup Engineering Limited	1. AksharChem (India) Limited 2. The Anup Engineering Limited	1. Hester Biosciences Limited	1. The Sandesh Limited 2. India Shelter Finance Corporation Limited	1. Atul Limited 2. Bengal Tea & Fabrics Limited	1. Nil

DETAILS OF DIRECTOR SEEKING REAPPOINTMENT/APPOINTMENT PURSUANT TO REGULATION 36(3) OF SECURITIES EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS (SS-2) ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ARE GIVEN BELOW: (Contd.)

Name	Mrs. Paru M. Jaykrishna	Mr. Gokul M. Jaykrishna	Mr. Anil Jain	Mr. Sudhin Choksey	Mr. Samvegghai Lalbhai	Mr. Arjun Gokul Jaykrishna
Membership of Committees (Audit Committee and Stakeholder Relationship Committee in other listed entities)	1. Asahi Songwon Colors Limited - Stakeholder Committee Member	1. The Anup Engineering Limited – Audit Committee - Member and Stakeholder Committee - Member	Nil	3. Gujarat Ambuja Exports Limited 4. CSB Bank Limited 5. Fairchem Organics Limited	Nil	Nil
				1. Gujarat Ambuja Exports Limited – Audit Committee (Chairperson) 2. Fairchem Organics Limited – Audit Committee (Chairperson) 3. India Shelter Finance Corporation Limited – Stakeholder Relationship (Member)		
				4. CSB Bank Limited – Stakeholder Relationship (Member) 5. The Sandesh Limited - Audit Committee (Chairperson)		



DETAILS OF DIRECTOR SEEKING REAPPOINTMENT/APPOINTMENT PURSUANT TO REGULATION 36(3) OF SECURITIES EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS (SS-2) ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ARE GIVEN BELOW: (Contd.)

Name	Mrs. Paru M. Jaykrishna	Mr. Gokul M. Jaykrishna	Mr. Anil Jain	Mr. Sudhin Choksey	Mr. Samvegghai Lalbhai	Mr. Arjun Gokul Jaykrishna
Name of listed entities from which the person has resigned in the past three years	Nil	Nil	Nil	Nil	Nil	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Not Applicable	Refer to Item No. 5 of the Notice of the Annual General Meeting	Refer to Item No. 6 of the Notice of the Annual General Meeting	Refer to Item No. 7 of the Notice of the Annual General Meeting	Not Applicable



Boards' Report

To the Members of
Asahi Songwon Colors Limited

Your Directors' take pleasure in presenting their 34th Annual Report on the business and operations of the Company together with the Audited Financial Statements both Standalone and Consolidated for the Financial Year ended March 31, 2024.

FINANCIAL HIGHLIGHTS

The Company's standalone and consolidated financial performance for the year ended March 31, 2024 is summarised below:

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	2023-2024	2022-2023	2023-2024	2022-2023
Revenue from Operations	27,658.43	33,716.00	42,623.53	50,455.14
Other Income	523.66	588.35	281.37	585.93
Total Income	28,182.09	34,304.35	42,904.90	51,041.07
Profit before Depreciation, Finance Cost, Exceptional Item and Tax Expenses	2,208.58	1,404.44	2,107.32	1,114.24
Less: Depreciation	1,032.87	1,001.18	1,622.32	1,486.45
Less: Finance Cost	666.19	867.80	1,254.98	1,401.96
Profit before Tax before Exceptional Item	509.52	(464.54)	(769.98)	(1,774.17)
Add: Exceptional Items	2,561.03	-	2,561.03	-
Profit before Tax (PBT)	3,070.55	(464.54)	1,791.05	(1,774.17)
Less: Tax Expenses	437.75	6.43	227.41	72.71
Profit after Tax (PAT)	2,632.79	(470.97)	1,563.64	(1,846.88)
Attributable to:				
Owners of the Company	-	-	2,004.69	(1,164.90)
Non-Controlling Interest	-	-	(441.05)	(681.98)
Other Comprehensive Income/(Loss)	55.46	11.37	50.14	12.13
Total Comprehensive Income	2,688.25	(459.60)	1,613.78	(1,834.75)
Attributable to:				
Owners of the Company	-	-	2056.23	(1,153.10)
Non-Controlling Interest	-	-	(442.45)	(681.65)
Opening Balance in Retained Earnings	20,160.66	20,679.20	18,472.82	19,684.86
Amount available for appropriation	22,848.91	20,219.60	20,231.75	1,8531.76
Less: Dividend (including Dividend Distribution Tax) on equity shares	58.94	58.94	58.94	58.94
Closing Balance in Retained Earnings	22,789.97	20,160.66	20,172.81	1,8472.82

BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIRS

a. General

Financial year 2023-2024, your Company encountered formidable challenges steaming from inventory destocking, commodity price volatility, fluctuating foreign exchange rates, several challenges including economic slow down in Europe as well as deep geopolitical tensions was evident throughout the year. The war in Ukraine, the major conflict in the Middle East and the crisis in the Red Sea had high impact on global trade. Falling demand coupled with sharp inflation of input cost created additional pressure on margins. The market of the Phthalo pigments was also sluggish during the year, which challenged the volume. The disruption in the global supply chain coupled with reduced demand from various end user industries negatively impacted the demand for pigments. Despite, this challenging environment, your Company sustained its growth trajectory.

The blue pigment segment, which has been the mainstay of the Company, showed signs of recovery in FY2024. The inventory destocking phase has concluded, and the value chain now maintains low inventory levels, leading to higher demand. The Company has successfully passed on increased raw material costs to customers, helping regain profitability margins.

The Azo pigment segment, which includes red and yellow pigments, has also shown improvement. Capacity utilisation for Azo pigments approached 65%, and the Company has made significant customer additions and quality improvements. Although demand remains subdued, the Company is optimistic about the segment's future performance.

The API business, bolstered by the acquisition of Atlas Life Sciences, has made substantial progress. The Chattral site commenced commercial production of API intermediates, which are now fully consumed internally. API's plant has also commenced commercial production. The backward integration through intermediates is expected to enhance the profitability in the API business.

The Company is strategically positioned as a leading player in the global pigment and API markets. The Company's strong technical capabilities, decades of manufacturing expertise, and long-standing relationships with multinational corporations give it a competitive edge. The Company's commitment to sustainability and quality has made it a preferred supplier for many leading brands.

b. Performance review

On Standalone basis

During the year under review, the revenue from operation stood at ₹ 27,658 lakhs compared to ₹ 33,716 lakhs in the previous year. EBITDA for FY2024 stood at ₹ 2,209 lakhs with an EBITDA margin of 7.99%.

The Profit after tax (PAT) for FY2024 was ₹ 2,633 lakhs compared to loss ₹ 471 lakhs in the previous year.

On Consolidated basis

During the year under review, on consolidated revenue from operations was ₹ 42,624 lakhs, reflecting a decline from ₹ 50,455 lakhs in the previous year. The Company's Earnings Before Interest, Taxes, Depreciation, and Amortisation (EBITDA) stood at ₹ 2,107 lakhs, a significant improvement from ₹ 1,114 lakhs in FY2023. The EBITDA margin improved to 4% from 1% in the previous year. Profit After Tax (PAT) for FY2024 was ₹ 1,564 lakhs, a remarkable turnaround from a loss of ₹ 1,847 lakhs in FY2023.

c. Exports

During the year under review, the total exports on a standalone basis contributed to ₹ 15,595 lakhs compared to ₹ 20,894 lakhs during the previous year. Your Company continues to focus on export markets for its product competitiveness and for seeking profitable opportunities for growth. The Company keeps close watch on global developments with an aim to cater to global requirements to the maximum extent possible.

SALE OF LEASE HOLD LAND

During the year under review, the Company has completed sale of land Company's leasehold land located at Saykha Industrial Estate, Village Saykha, Tal: Vagra, Dist: Bharuch for a total consideration of ₹ 4,657.21 lakhs resulting into a gain of ₹ 2,561.03 lakhs (net of transaction cost and incidental costs). The buyer is a third party and not belonging to the Promoter or Promoter Group/Group Companies and the transaction does not fall under the ambit of Relative Party Transactions.

TRANSFER TO RESERVE

Your Directors do not propose to transfer any amount to the General Reserves for the Financial Year ended March 31, 2024.

DIVIDEND

The Board of Directors at their meeting held on May 28, 2024 has recommended dividend on equity shares at a rate of ₹ 0.50 per share (Fifty Paise Only) (5%) of face value of ₹ 10/- each on the fully paid up equity share capital as final dividend for the Financial Year 2023-2024. The dividend payment is subject to approval of the members of the Company at the ensuing 34th Annual General Meeting ("AGM") of the Company.

During the previous financial year, the Company has paid Final Dividend of ₹ 0.50 per share (5%) of face value of ₹ 10/- each on the fully paid up equity share capital of the Company.

The final dividend, if approved by the members at the ensuing Annual General Meeting would involve a total outgo of ₹ 58.94 lakhs towards dividend for the year.

As per the Income Tax Act, 1961, the Dividend is taxable in the hands of the Shareholders at the applicable tax rates of the respective shareholders and the Company is required to deduct tax at source from dividend paid to the members at prescribed rates as per Income Tax Act, 1961.

The dividend recommended is in accordance with the Dividend Distribution Policy of the Company. The Dividend Distribution Policy, in terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is available on the Company's website at <http://www.asahisongwon.com/pdf/Dividend-Policy.pdf>.

ANY REVISION MADE IN FINANCIAL STATEMENTS OR BOARD'S REPORT

The Company has not revised the Financial Statements or Board's Report in respect of any of the three preceding Financial Years.

SHARE CAPITAL

a. Issue of equity Shares with differential rights

The Company's issued, subscribed and paid-up equity share stood at ₹ 1,178.73 lakhs divided into 1,17,87,262 equity shares of ₹ 10/- each. During the year under review, no equity shares with differential rights as to dividend, voting or otherwise were issued.

b. Issue of sweat equity shares

During the year under review, the Company has not issued any sweat equity shares.

c. Issue of employee stock options

The Company has not granted any Employee Stock Option within the meaning of Section 62(1)(b) of the Companies Act, 2013 read with its Rules framed there under and Regulation 14 of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015.

d. Debentures

During the financial year under review, your Company has not issued any Debenture in terms of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment) Rules, 2014 and no debentures were redeemed during the Financial Year 2023-2024.

LISTING

As at March 31, 2024, 1,17,87,262 Equity shares of the Company continue to remain listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The Company has paid the Annual Listing Fees to the said Stock Exchange(s) for the financial year 2024-2025.

CREDIT RATINGS

During the year under review, CARE has assigned CARE A-: Stable rating to the long-term facilities of your Company. This rating is applicable to facilities having tenure of more than one year.

CARE has also assigned the CARE A2+ rating to the short-term facilities of your Company. This rating is applicable to facilities having tenure up to one year.

FINANCE AND INSURANCE

The Company has been financed by State Bank of India, Federal Bank Limited and HDFC Bank Limited for both working capital and term loans.

The Company's Plant, Property, Equipment's and Stocks are adequately insured under the Industrial All Risk Policy. The Company has insurance coverage for Public Liability, Marine Coverage and Commercial General Liability (CGL). The Company has Directors and Officers Liability Policy (D&OL) to provide coverage against risk arising thereon.

BOARD OF DIRECTORS AND ITS COMMITTEES

Composition of the Board of Directors

As on March 31, 2024, the Board of Directors of the Company comprised of ten Directors, with four Executive and six Non-Executive Directors, which includes five Independent Directors. The composition of the Board of Directors meets the requirements of provisions of Regulation 17 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013.

Change in office of Directors and Key Managerial Personnel of the Company during the year under review and details of Directors seeking Re-appointment at 34th Annual General Meeting

Directors liable to retirement by rotation

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 and in terms of the Articles of Association of the Company, Mrs. Paru M. Jaykrishna and Mr. Gokul M. Jaykrishna, Directors of the Company is due to retire by rotation at the ensuing 34th Annual General Meeting and being eligible, offers themselves for re-appointment. The Board recommends their re-appointment.

Independent Director

Based on the recommendations of the Nomination and Remuneration Committee and approval of the Board, Mr. Anil Jain was appointed as Non-Executive Independent Director of the Company for a period of five years commencing from July 27, 2024 to July 26, 2029. The aforesaid appointment is required to be approved by the members of the Company by way of Special Resolution at the ensuing Annual General Meeting. Your Directors recommend passing of the special resolution by the members.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as per Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Regulation 25(8) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impact or impair their ability to discharge their duties with an objective independent judgement and without any external influence. Based on the declarations received from the Independent Directors, the Board has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that they are independent of the management.

In the opinion of the Board, there has been no change in the circumstances which may affect their status as Independent Directors of the Company and the Board is satisfied of the integrity, expertise, and experience (including proficiency in terms of Section 150(1) of the Companies Act, 2013 and applicable rules thereunder) of all Independent Directors on the Board. Further, in terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended,

Appointment of Executive Director

During the year under review, Mr. Miteshkumar Nandubhai Patel (DIN: 10362008) was appointed as Executive Director by the members through Postal Ballot on January 24, 2024 for three consecutive years with effect from October 25, 2023.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on July 27, 2024 considered the reappointment of Mr. Arjun Gokul Jaykrishna as Executive Director of the Company for a period of 3 years from October 19, 2024 to October 18, 2027. Your directors propose re-appointment of Mr. Arjun Gokul Jaykrishna, Executive Director of the Company for the approval of the members of the Company by way of Special Resolution at the ensuing Annual General Meeting.

Profile of Directors seeking appointment/re-appointment

As required under Regulation 36(3) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, particulars of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting are annexed to the notice convening 34th Annual General Meeting.

BOARD EFFECTIVENESS

Performance Evaluation of Directors

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees. The way, the evaluation has been carried out has been explained in the Corporate Governance Report.

Remuneration Policy

The Board has framed a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration as recommended by the Nomination & Remuneration Committee.

The policy of the Company on directors' appointment, including criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under Sub-section (3) of Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the remuneration paid to the directors are governed by the Nomination and Remuneration Policy of the Company. The detailed Policy may be accessed from the website of the Company. The highlights of the Remuneration Policy and other details are given in the Corporate Governance Report, which is forming part of Board Report.

Familiarization programmes

The details of programmes for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at the web link: www.asahisongwon.com.

Director and Officers Insurance

The Company has taken Directors and Officers insurance for all the Directors of the Company pursuant to Regulation 25(10) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Sections 2(51) and 203 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as on March 31, 2024, the Key Managerial Personnel (KMP) in the Company are as follows:

- Mr. Gokul M. Jaykrishna, Joint Managing Director & CEO
- Mr. Alok Jhawar, Chief Financial Officer
- Mr. Saji Varghese Joseph, Company Secretary

During the year under review, Mr. Alok Jhavar was appointed as Chief Financial Officer and Key Managerial Personnel in the terms of provisions of Section 203 of the Companies Act, 2013 with effect from October 11, 2023 upon the resignation of Mr. Narendra Rathi as Chief Financial Officer and Key Managerial Personnel with effect from close of business hours on May 29, 2023.

Mr. Gokul M. Jaykrishna, Joint Managing Director & CEO of the Company who is also serving as Managing Director & CEO of Asahi Tennants Color Private Limited, the Subsidiary of the Company received ₹ 84 lakhs as remuneration from the Subsidiary Company during the year 2023-2024. Whereas Mr. Arjun G. Jaykrishna, Executive Director of the Company who is also serving as Managing Director of Atlas Life Science Private Limited the Subsidiary of the Company received ₹ 48 lakhs as remuneration from the Subsidiary Company during the year 2023-2024. Mr. Miteshkumar Nandubhai Patel (DIN: 10362008), Executive Director of the Company who is also serving as Executive Director of Asahi Tennants Color Private Limited the Subsidiary of the Company received ₹ 3.65 lakhs as remuneration from the Subsidiary Company during the year 2023-2024.

Women Director

The Composition of the Board of Directors of the Company includes women Directors viz. Mrs. Paru M. Jaykrishna and Mrs. Shivani Revat Lakhia. Accordingly, the Company is in compliance with the requirement of Section 149(1) of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Policy on Directors' appointment and Policy on remuneration

Pursuant to Section 134(3)(e) and Section 178(3) of the Companies Act, 2013, the policy on appointment of Board members including criteria for determining qualifications, positive attributes, independence of a director and the policy on remuneration of directors, KMP and other employees. The same are also available on the website of the Company at weblink <https://www.asahisongwon.com>.

Particulars of remuneration of Directors/KMP/ Employees'

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as per **Annexure-"D"** to this report.

Certificate from Practicing Company Secretary

Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. Shyamsingh Tomar Associates, Company Secretary in Practice, Ahmedabad, has certified that none of the Directors on the Board of the Company has been debarred

or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority and the certificate forms part of the Report of Corporate Governance forming part of this Annual Report.

DIVERSITY OF THE BOARD

The Company recognises and embraces the benefit of having a diverse Board of Directors and views increasing diversity at the Board level as an essential element in maintaining competitive advantage in the Business in which it operates. This Policy can be accessed from the Company's website at <http://www.asahisongwon.com/pdf/Policy%20of%20Board%20Diversity.pdf>

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013, the Board of Directors hereby states and confirms that:

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures, if any.
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the profits of the Company for the financial year ended on March 31, 2024.
- iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) the Directors had prepared the Annual Accounts on a 'going concern' basis.
- v) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Number of Meetings of the Board of Directors

The Board meets at regular intervals to consider and approve financial results, business policies and strategic proposals apart from other items of business. The Board and Committee meetings are pre-scheduled, and a tentative annual calendar of meetings is circulated to the Directors in advance to ensure participation of all Directors.

During the year under review, five (5) Board meetings were held, and meetings of Subcommittees were also held. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details of the meetings are given in the Report on Corporate Governance which forms part of this Report. The Company provides all the Board members the facility to participate the meetings of Board and Subcommittees through Video Conferencing/ Other Audio-Visual means. Pursuant to the requirements of Schedule IV to the Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 a separate Meeting of the Independent Directors of the Company was held on October 25, 2023, and the Directors reviewed the matters enumerated under Schedule IV(VII)(3) to the Act and Regulation 25(4) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

STATUTORY COMMITTEES OF THE BOARD

The Company has the following five (5) Board level Committees, which have been established in compliance with the requirements of the relevant provisions of applicable laws and statutes:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Corporate Social Responsibility Committee
4. Stakeholders' Relationship Committee
5. Risk Management Committee

Audit Committee

The Audit Committee comprises of three Non-Executive Directors, all of whom are Independent Directors. Dr. Pradeep Jha is the Chairman of the Audit Committee. The Composition of the Audit Committee meets the requirement of Section 177 of the Companies Act, 2013 and Regulation 18 of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015.

Dr. Pradeep Jha is the Chairman of the Audit Committee. The Composition of the Audit Committee meets the requirement of Section 177 of the Companies Act, 2013 and Regulation 18 of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015. The Company Secretary is the Secretary of the Committee. The Joint Managing Director, Chief Financial Officer and Auditors are permanent invitees to the committee meetings.

The detail of terms of reference of Audit Committee, number and dates of meetings held, attendance

of the directors and remunerations paid to them are given separately in the attached Corporate Governance Report. Your Company has a well structured Internal Audit System commensurate with its size and operations. During the year there were no instances where the board had not accepted the recommendations of the Audit Committee.

Further details on the Audit Committee are provided in the Corporate Governance Section of the Annual Report.

Nomination and Remuneration Committee

The constitution and terms of reference of nomination and remuneration committee of the Company are in compliance with Section 178 of the Companies Act, 2013 and Regulation 19 and Part D of Schedule II of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As on March 31, 2024, the Nomination and Remuneration Committee comprises of three (3) Non-Executive Independent Directors Mr. Jayprakash M. Patel, Chairman, Mr. R. K. Sukhdevsinhji and Dr. Pradeep Jha, Member as its members.

Further details relating to the Nomination and Remuneration Committee are provided in the Corporate Governance Report, which forms an integral part of this Annual Report.

Corporate Social Responsibility Committee

In terms of the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 the Board of Directors of your Company has constituted a Corporate Social Responsibility ('CSR') Committee which is Chaired by Mrs. Paru M. Jaykrishna the Chairperson and Managing Director of the Company, the other members of the committee are Mr. Jayprakash M. Patel and Dr. Pradeep Jha who are independent directors of the Company. Your Company also has in place a CSR policy and the same is available on the website of the Company. The committee places before the Board the details of the activities to be undertaken during the year. A detail report is attached as **Annexure-"E"** forming part of this report.

Stakeholders Relationship Committee

The Stakeholders' Relationship Committee is primarily responsible to review all matters connected with the Company's transfer of securities and redressal of shareholders'/investors'/security holders' complaints. The constitution and terms of reference of Stakeholder Relationship Committee of the Company pursuant to Section 178(5) of the Companies Act, 2013 and Regulation 20 and Part D of Schedule VI of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Risk Management Committee

As per Regulation 21 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted a Risk Management Committee. Your Company has prepared Risk Management Policy and Formulated Risk Management Committee and define role and responsibilities as per Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

AUDITORS RELATED MATTERS

a. Statutory Auditors

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with rules made thereunder, M/s. Talati & Talati LLP., Chartered Accountants, Ahmedabad (ICAI Firm Registration No. 110758W/W100377) Independent Auditors of the Company shall to hold office from the conclusion of the 32nd Annual General Meeting (“AGM”) until the conclusion of the 37th Annual General Meeting of the Company to be held in the calendar year 2027.

The Independent Auditors of the Company have not reported any fraud as specified under the second proviso of Section 143(12) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force).

M/s. Talati & Talati LLP, Chartered Accountants, Ahmedabad, have submitted their Report on the Financial Statements of the Company for the Financial Year 2023-2024, which forms part of the Annual Report 2023-2024.

The Notes on financial statement referred to in the Auditors’ Report are self-explanatory and do not call for any further comments. The Auditors’ Report does not contain any qualification, reservation or adverse remark.

The Company has received a certificate from the Auditors stating that their appointment, if made, will be within the limit specified under Sections 139 and 141 of the Companies Act, 2013.

The Auditors have also confirmed that they have subjected themselves to the peer review process of Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of the ICAI.

b. Cost Auditors

During the year under review, cost audit was not applicable to the Company.

c. Secretarial Auditors

Pursuant to Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s. Shyamsingh Tomar & Associates, Company Secretaries, Ahmedabad as a Secretarial Auditor to conduct Secretarial Audit of the Company for the Financial Year 2023-2024 (Period from April 1, 2023 to March 31, 2024).

The Report of Secretarial Auditor in the prescribed form MR-3 for the financial year 2023-2024 is set out as **Annexure-“F”** and it forms a part of this Report.

Certain remarks in the Secretarial Audit Report do not have material impact on financial performance of the Company. The views of the Management on such remark are given hereunder:

During the year under review, penalty was levied by National Stock Exchange of India Limited and BSE Limited under Regulation 29(9) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for delay disclosure of related party transactions for the quarter and half year ended September 30, 2023 (Late Submission). The Company has duly paid penalty levied by National Stock Exchange of India Limited as per their Invoice.

Further, under regulation 24A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has received Secretarial Compliance Report for the 2023-2024 from M/s. Shyamsingh Tomar & Associates, Company Secretaries, Ahmedabad and same has filed with the Stock Exchanges (BSE& NSE).

d. Internal Auditors

M/s. Fenil P. Shah & Associates, a Practicing Chartered Accountants, Ahmedabad are the Internal Auditors of the Company for the financial year 2023-2024. Internal Auditors are appointed by the Board of Directors of the Company on a yearly basis, based on the recommendation of the Audit Committee. The Internal Auditors report their findings on the internal audit of the Company, to the Audit Committee on a quarterly basis. The scope of internal audit is approved by the Audit Committee.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

During the year under review, neither the Statutory Auditors or the Secretarial Auditors have reported to the Audit Committee under Section 143(12) of the Companies Act, 2013 any instances of fraud committed against your Company by its officers and employees, details of which would need to be mentioned in the Board’s Report.

INVESTOR EDUCATION AND PROTECTION FUND

Transfer of Unpaid/Unclaimed Dividend & Share Application Money to Investor Education and Protection Fund (IEPF)

During the year under review, unclaimed dividend amount of ₹ 0.59 lakhs towards the unpaid dividend account of the Company for the financial year 2015-2016 (Interim Dividend) was transferred to Investor Education and Protection Fund (IEPF) of the Central Government. The said amount had remained unclaimed for seven years.

Reminders are sent regularly to the Shareholders who have not claimed the dividend amount, to claim the same from the Company failing which, the unclaimed dividend lying in the unpaid account for seven years shall be transferred to IEPF within thirty days from the due date for transfer of unpaid dividend. Unclaimed dividend in respect of the financial year 2017-18 (Final) is due for transfer to IEPF.

Transfer of Equity Shares to Investor Education Protection Fund Authority (IEPFA)

Pursuant to Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended from time to time), all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to the Demat Account of IEPFA within a period of thirty days of such shares become due for transfer. Upon transfer of such shares, all benefits (like dividend, bonus, split, consolidation etc.), if any, accruing on such shares shall also be transferred to the demat/bank Account of IEPF and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. The Company is in the process to transfer all shares in respect of which dividends declared for the year 2017-2018 or earlier financial years has not been paid or claimed by members for 7 (seven) consecutive years or more.

FINANCIAL STATEMENTS

As per the provisions of the Act and in accordance with the Circulars issued by the Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India (SEBI), from time to time, the Annual Report 2023-2024 containing Balance Sheet, Statement of Profit & Loss, other statements and notes thereto, including consolidated financial statements, prepared as per the requirements of Schedule III to the Act, Boards Report (including Management Discussion & Analysis and Corporate Governance Report) is being sent to all shareholders through permitted mode.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

During the year under review, the Company has three (3) Subsidiary Companies and one (1) Associate Company.

Asahi Tennants Color Private Limited ("ATC")

Asahi Tennants Color Private Limited ("ATC") is a joint venture between your Company and Tennants Textile Colours Limited, England, where in your Company is holding 51% of total Equity Share Capital and the balance share capital of 49% is held by Tennants Textile Colours Limited, England.

Tennants Textile Colours Limited (TTC) is the leading UK manufacturer of colour, based beside the River Lagan in Belfast, Northern Ireland with solvent production facility outside Birmingham, England. They produce a wide range of colour dispersions (Water & Solvent base) tailored to optimise their suitability for a range of markets including Textile, Paper, Paints & Coatings, Ink, Agriculture & Plastic. Today they export to over 41 countries globally from their base in the UK. The Company has a state of art plant at Dahej, Bharuch, Gujarat manufacturing AZO pigments.

Atlas Life Sciences Private Limited

On April 18, 2022, the Company acquired 78% stake of Atlas Life Sciences Private Limited, a manufacturer of Active pharmaceutical ingredients (APIs) for an all-cash consideration of ₹ 4,800 lakhs. Atlas Life Sciences Private Limited is a leading manufacturer of Anti-convulsant, Anti-psychotic and Anti-diabetic APIs with focus on product and process research. Its key products includes : Pergabalin, R-Compound, Levosulpiride, Amisulpride, Glicazide, Phenylephrine. On March 26, 2024 the Company has acquired remaining 22% stake of Atlas Life Sciences Private Limited and it is now a wholly owned Subsidiary of the Company. The Company has plant at Odhav, Ahmedabad, Gujarat.

Atlas Life Sciences (India) Private Limited

On April 28, 2022 the Company has incorporated Atlas Life Sciences (India) Private Limited a wholly owned subsidiary of the Company to manufacture Active Pharmaceutical Ingredient and Bulk Drugs. The commercial operation of API and Intermediate has started at the new plant at Chhatral, Mehsana, Gujarat.

Plutoeco Enviro Association

Plutoeco Enviro Association, an Associate Company of the Company incorporated on October 27, 2020 as Section 8 Company to work as Non-Profit Organisation. Further, it is not Material associates as per the Securities Exchange Board of India (Listing Obligation and Disclosures Requirements) Regulations, 2015.

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, statement containing the salient features of the financial statements of its subsidiaries in AOC-1 is attached to the financial statements in a separate section and forms part of this Report. The policy relating to material subsidiaries as approved by the Board may be accessed on the Company's website <http://www.asahisongwon.com/pdf/Policy%20of%20Material%20Subsidiaries.pdf>.

During the year, no other Company, except the companies mentioned above, has become or ceased to be subsidiary, joint venture or associate of the Company.

Financial Position and Performance of Subsidiaries, Joint Ventures and Associates

The financial summary of the subsidiary companies are as follows:

(₹ in Lakhs)

Particulars	Asahi Tennants Colors Private Limited		Atlas Life Sciences Private (India) Limited		Atlas Life Sciences Private Limited	
	2024	2023	2024	2023	2024	2023
Revenue from Operations	5,583.40	4,148.65	445.74	-	9,382.01	13,444.89
Profit/(Loss) Before Tax	(1,179.77)	(1,378.61)	(270.64)	(0.34)	235.17	108.10
Profit/(Loss) After Tax	(976.89)	(1,420.23)	(199.02)	(0.34)	172.52	79.19

ANNUAL ACCOUNTS OF SUBSIDIARY COMPANY

As provided in Section 136 of the Companies Act, 2013, the Balance Sheet, Statement of Profit and Loss and other documents of the subsidiary Company are not being attached with the Financial Statements of the Company. The Company has uploaded on its website the Audited Financial Statements of the subsidiary Company and the related detailed information to any member of the Company who may be interested to receive the same.

The Financial Statements of the subsidiary Company will also be kept open for inspection at the Registered Office of the Company. The Consolidated Financial Statements presented by the Company include financial results of its subsidiary companies and the financial highlights of subsidiaries are part of this Annual Report as **Annexure-“A”** as prescribed in Form AOC-1.

CONSOLIDATED FINANCIAL STATEMENTS

Your Directors have pleasure in attaching the Consolidated Financial Statements pursuant to the requirement of Regulation 33 & Regulation 34 of the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred as Listing Regulations) read with other applicable provisions and prepared in accordance with applicable Ind AS, for financial year ended March 31, 2024.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

The Company has not received any significant or material orders passed by any regulatory authority, court or tribunal which shall impact the going concern status and Company's operations in future.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, 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

There have been no material changes and commitments, affecting the financial position of the Company since the close of Financial Year i.e. March 31, 2024 and the date of this report.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the financial year ended March 31, 2024.

FIXED DEPOSITS

During the year under review, your Company has not accepted any deposit from the shareholders and public within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force). Further, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013, if any, are given in the notes to the Financial Statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All related party transactions which were entered during the Financial Year were in the ordinary course of business and on an arm's length basis. There were no materially significant related party transactions entered by the Company with the Promoters, Directors, Key Managerial Personnel or other persons which may have a potential conflict with the interests of the Company.



A statement of all related party transactions is presented before the Audit Committee on quarterly basis, specifying the nature, value and terms and conditions of transactions. Since all the related party transactions entered during the financial year were on an arm's length basis and in the ordinary course of business, no details are required to be provided in Form AOC-2 as per **Annexure-"B"** as prescribed under Section 134(3) (h) of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014. In accordance with the requirements of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has also adopted Policy on Materiality and dealing with Related Party Transactions and the same has been placed on the website of the Company at <http://www.asahisongwon.com/pdf/Policy%20on%20Relative%20Party%20Transaction.pdf>.

CASH FLOW STATEMENT

As required under Regulation 34(2)(c) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, a Cash Flow Statement prepared in accordance with the Indian Accounting Standard 7 (Ind AS-7) is attached to the Financial Statement.

ANNUAL RETURN

The details forming part of the Annual Return of the Company containing the particulars prescribed under Section 92 and 132 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, in Form MGT-7, as on March 31, 2024, is made available on the Company's website www.asahisongwon.com.

EXPORT HOUSE STATUS

The Company has been awarded status of "Three Star Export House" by Directorate of Foreign Trade in accordance with provisions of Foreign Trade Policy 2023. This status is valid till March 31, 2028.

RESEARCH AND DEVELOPMENT (R&D)

The Company has a Research and Development center, which is recognized by the Ministry of Science and Technology, Government of India. Focused areas of the Research and Development Centre was on product quality, cost reduction, new product offerings and environmental sustainability.

CERTIFICATIONS

Your Company has ISO 14001:2015 for Environmental Management System certification and ISO 9001-2015 for quality management system for plant at Vadodara.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In compliance with Regulation 34(2)(e) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report forms part of this Annual Report.

CORPORATE GOVERNANCE

The report of the Board of Directors of your Company on Corporate Governance in terms of Regulation 34 read with Schedule V of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented as a separate section titled Corporate Governance Report as per **Annexure-"G"**.

The composition of the Board, the Audit Committee, the Nomination and Remuneration Committee, the Stakeholders Relationship Committee, the Corporate Social Responsibility Committee and other Committees of the Board, the number of meetings of the Board and Committees of the Board, and other matters are presented in the Corporate Governance Report.

A certificate from M/s. Shyamsingh Tomar & Associates, Company Secretaries, Ahmedabad regarding compliance with the Corporate Governance requirements as stipulated in the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which forms part of the Annual Report.

Further as required under Regulation 17(8) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate from the Joint Managing Director & CEO and Chief Financial Officer is annexed with this Report.

POLICY MATTERS

Nomination, Remuneration and Evaluation Policy

In terms of provisions of Section 178(3) of the Act, the Nomination and Remuneration Committee of the Company has formulated and recommended to the Board a policy, containing the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director (Executive/Non- Executive) and it highlights the remuneration for the Directors, Key Managerial Personnel and other employees, ensuring that it covers the matters mentioned in Section 178(4) of the Act. Nomination, Remuneration and Evaluation Policy approved by the Board is available on the website of the Company at <http://www.asahisongwon.com/pdf/Nomination-and-Remuneration-Policy.pdf>.

Vigil Mechanism/Whistle Blower Policy

The Company has adopted a Whistle Blower Policy, which enables the Directors and Employees to report instances of unethical behavior, fraud or violation of Company's Code of Conduct. The policy provides for direct access to the Chairperson of the Audit Committee and safeguarding the employees and Directors who raises grievances against victimization. The policy has been circulated amongst the employees of the Company working at various locations, divisions/units. The policy formulated in line with the provisions of the Act and the Securities Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015 is available on the website of the Company at <http://www.asahisongwon.com/pdf/Policy%20of%20Whistle%20Blower%20Policy.pdf>.

Corporate Social Responsibility Policy

In terms of the provisions of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors of your Company has constituted a Corporate Social Responsibility (CSR) Committee and framed a CSR policy which details the programs/activities that can be carried out under various program heads and the same is available on the website of the Company at <http://www.asahisongwon.com/pdf/Policy%20on%20CSR.pdf>

The Company's CSR Programmes are focused on Health Care and Education, Infrastructure Development, Sustainable Livelihood and Social Empowerment & Welfare. During the year, the Company carried out several initiatives under the CSR programme heads a report on CSR activities is attached as **Annexure-“E”** forming part of this report.

Risk Management Policy

The Company has formulated Risk Management policy in accordance with the guidelines provided under the Charter of the Risk Management Committee of the Board of Directors, and pursuant to Regulation 21 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Risk Management policy provides a structured, consistent, and continuous process across the whole organization for identifying, assessing, deciding on mitigations and reporting on the opportunities and threats that may affect the achievement of its strategic objectives. For detailed framework and outcome refer to Risk Management section in the Management Discussion and Analysis Report.

Your Company has an elaborate Risk Management procedure covering various Risks including Business, Operational, Financial, Sectoral, Market, Regulatory and Compliance, Sustainability, Human Resources, Information and Cyber Security and Strategic Risks and its Assessment, measurement and mitigation processes. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuous basis within the risk appetite as approved from time to time by the Board of Directors.

Your Company has a Risk Management Committee in accordance with the requirements of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The key risks and mitigating actions are being placed before the Committee and the Board of Directors of the Company.

CODE OF CONDUCT

In compliance with Regulation 26(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the Company has framed and adopted Code of Conduct (the Code) for Directors and Senior Management, which provides guidance on ethical conduct of business and compliance of law. All members of the Board and Senior Management personnel have affirmed the compliance with the Code as on March 31, 2024. A declaration to this effect, signed by the Managing Director in terms of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in the Report of Corporate Governance forming part of this Annual Report. The Code is made available on the Company's website www.asahisongwon.com,

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The Board has formulated Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (Fair Disclosure Code) for fair disclosure of events and occurrences that could impact price discovery in the market for the Company's securities and to maintain the uniformity, transparency and fairness in dealings with all stakeholders and ensure adherence to applicable laws and regulations. The copy of the same is available on the website of the Company at <http://www.asahisongwon.com/pdf/Asahi%20Songwon%20Colors%20Code%20of%20Practices%20and%20Procedure%20for%20Fair%20Disclosure%20of%20Unpublished%20Price%20Sensitive%20Information.pdf>

PREVENTION OF INSIDER TRADING

The Board has formulated code of conduct for regulating, monitoring and reporting of trading of shares by Insiders. This code lays down guidelines, procedures to be followed and disclosures to be made by the insiders while dealing with shares of the Company and cautioning them on consequences of non-compliances. The copy of the same is available on the website of the Company www.asahisongwon.com.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information in accordance with the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 regarding conservation of energy, technology absorption and foreign exchange earnings and outgo is given as per **Annexure-“C”** hereto forming part of this Report.



DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

Your Company has in place adequate internal control systems commensurate with the size of its operations. The internal control systems, comprises of policies and procedures which are designed for safeguarding the assets, optimal utilization of resources, sound management of Company's operations. These are continually reviewed by the Company to strengthen the same wherever required. The internal control systems are supplemented by internal audit carried out by an Independent Chartered Accountant and periodical review by management. The Audit Committee of the Board addresses issues, if any, raised by both, the Internal Auditors and the Statutory Auditors.

Details in respect of adequacy of internal financial controls with reference to the financial statements are stated in Management Discussion and Analysis which forms part of this Report.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has in place a policy on prevention of sexual harassment at workplace. The policy aims at prevention of harassment of employees and lays down the guidelines for identification, reporting and prevention of sexual harassment. All women employees (permanent, temporary, contractual and trainees) are covered under this policy and it has been circulated amongst the employees of the Company and the same is exhibited on the notice board of all the business locations of the Company.

The Company has complied with the provisions relating to the constitution of the Internal Complaints Committee as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the financial year 2023-24, there was no complaint/case of sexual harassment and hence no complaint remains pending as on March 31, 2024.

DETAILS OF THE DESIGNATED OFFICER

Mr. Saji V. Joseph, Company Secretary & Compliance officer of the Company is a Designated officer under Rule (9)(5) of the Companies (Management and Administration) Rules, 2014.

ENVIRONMENT, HEALTH AND SAFETY

The Company is committed to health and safety of its employees, contractors and visitors. We are compliant with all EHS Regulations stipulated under the Water (Prevention and Control of Pollution) Act, The Air (Prevention and Control of Pollution) Act, The Environment Protection Act, The Factories Act and Rules made there under. Safety and environmental

standards are periodically reviewed and upgraded. The Company preserves in its efforts to educate safe and environmentally accountable behavior in every employee, as well as its vendors.

The Company has undertaken various environment friendly measures in its different Units for promoting a better environment. The Company has in place adequate pollution control equipment.

The solid waste generated at the Works, after treatment of its liquid effluent is shifted to a Gujarat Pollution Control Board (GPCB) approved site.

The Company has maintained a greenbelt around its sites as a part of its commitment to environment management.

The Company continues to demonstrate its commitment to a clean and safe environment. The state of the art effluent treatment plant continues to run satisfactorily, so that the treated wastewater discharged is well within the stipulated norms set by GPCB. As a part of water conservation efforts, the Company has implemented suitable engineering solution to utilize recycled water as much as possible in cleaning, gardening and other utilities.

REGISTRAR AND SHARE TRANSFER AGENT

Link Intime India Private Limited is the Registrar and Share Transfer Agent of the Company.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The information required pursuant to Section 197 of Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is given as per **Annexure-"D"** hereto forming part of this Report.

In accordance with the provisions of Section 197(12) of the Companies Act, 2013 read with rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the names and other particulars of employees drawing remuneration in excess of the limits, set out in the aforesaid rules, forms part of this Report. In line with the provisions of Section 136(1) of the Companies Act, 2013, the Annual Report, as set out therein, are being sent to all the Members of your Company excluding the aforesaid information about the employees. Any Member, who is interested in obtaining these particulars about employees, may write to the Company Secretary of the Company.

INDUSTRIAL RELATIONS

The Company maintained healthy, cordial and harmonious industrial relations at all levels. The enthusiasm and unstinting efforts of employees have enabled the Company to remain at the leadership position in the industry. It has taken various steps to improve productivity across organization.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Board of Directors affirms that the Company has complied with the applicable Secretarial Standards issued by the Institute of Companies Secretaries of India (SS1 and SS2) respectively relating to Meetings of the Board and its Committees which have mandatory application during the year under review.

SIGNIFICANT OR MATERIAL ORDERS WERE PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

No significant or material orders were passed by the Regulators or Courts or Tribunals, which affect the going concern status and Company's operations in future.

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

During the year under review, the Company has neither made any application nor any proceeding pending under the Insolvency and Bankruptcy Code, 2016.

ONE TIME SETTLEMENT WITH BANKS

There is no instance for one time settlement with Banks or Financial Institutions. Hence, there is no question of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions.

DETAILS OF UTILIZATION OF FUNDS

During the year under review, the Company did not raise any funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of the Securities Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

GREEN INITIATIVE

The Ministry of Corporate Affairs had taken the Green Initiative in Report on Corporate Governance by allowing paperless compliances by Companies through electronic mode. Your Company supports the Green Initiative and has accordingly decided to send necessary communications to its Shareholders to their respective registered E-mail addresses.

DISCLOSURE OF EVENTS OR INFORMATION

In compliance with Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has formulated a policy for determination of materiality of events and pursuant to the same, the Company makes disclosures to the Stock Exchanges.

The said policy can be accessed from the website of the Company at <http://www.asahisongwon.com>

Your Company has authorized the Key Managerial Personnel (KMP) jointly and severally for the purpose of determining materiality of an event or information and making disclosures to the Stock Exchanges.

APPRECIATION AND ACKNOWLEDGEMENTS

Your directors place on records their gratitude for the valuable support extended by the Government of India, Government of Gujarat, Electricity supply companies, various stake holders and Bankers and look forward to their continued support in future. The directors also place on record appreciations to all employees for their contribution to your Company's performance.

The Company is thankful to the shareholders for reposing trust in the Company and their unflinching enthusiasm and patronage.

For and on behalf of the Board of Directors

Place: Ahmedabad
Date: July 27, 2024

Registered Office:
"Asahi House"
20, Times Corporate Park,
Thaltej – Shilaj Road,
Thaltej, Ahmedabad – 380 059 (India)
CIN: L24222GJ1990PLC014789

Paru M. Jaykrishna
Chairperson & Mg. Director
DIN: 00671721



Annexure-"A"

TO THE DIRECTORS' REPORT

Form No. AOC-1

Statement containing salient features of the financial statement of subsidiaries/associates 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" – SUBSIDIARY & ASSOCIATE

(Rupees in Lakhs)

Particulars	Subsidiary Company	Subsidiary Company	Wholly Owned Subsidiary Company	Associate Company
Name of the Subsidiary & Associate Co.	Asahi Tennants Color Private Limited	Atlas Life Sciences Private Limited	Atlas Life Sciences (India) Private Limited	Plutoeco Enviro Association
Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	March 31, 2024	March 31, 2024	March 31, 2024	March 31, 2024
Reporting currency for the subsidiary	Indian Rupees	Indian Rupees	Indian Rupees	Indian Rupees
Reporting exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries Rupee equivalent of 1 unit of foreign currency as at March 31, 2024	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Share Capital	7,267.82	300.00	1.00	1.00
Reserve & Surplus	(1,071.20)	2,740.09	(199.06)	421.46
Total Assets	13,695.18	6,576.46	8,603.57	426.26
Total Liabilities (excluding Share Capital and Reserves & Surplus)	7,498.56	3,536.37	8,801.62	3.80
Investments	-	-	-	0.25
Turnover	5,583.40	9,382.01	445.74	-
Profit before taxation	(1,179.77)	235.17	(270.64)	-
Provision for taxation	(202.88)	62.65	(71.62)	-
Profit after taxation	(976.89)	172.52	(199.02)	-
Proposed Dividend	-	-	-	-
% of shareholding	51%	100%	100%	25%

PART "B" – JOINT VENTURE: NONE

Note:

- 1) There are no subsidiary Companies which are yet to commence business operations.
- 2) None of the subsidiaries have been liquidated or sold during Financial Year 2023-2024.

For and on behalf of the Board of Directors

Place: Ahmedabad
Date: July 27, 2024

Paru M. Jaykrishna
Chairperson & Mg. Director
DIN: 00671721

Annexure-"B"

TO THE DIRECTORS' REPORT

Form No. AOC-2

Particulars of Contracts/Arrangements made with related parties

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

Forms for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

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

The Company has not entered into any contract/arrangement/transaction with its related parties, which is not in ordinary course of business or at arm's length during the year ended on March 31, 2024. In addition, the process goes through internal and external checking, followed by quarterly reporting to the Audit Committee.

- a) Name(s) of the related party and nature of relationship: **Not Applicable**
- b) Nature of contracts/arrangements/transactions: **Not Applicable**
- c) Duration of the contracts/arrangements/transactions: **Not Applicable**
- d) Salient terms of the contracts or arrangements or transactions including the value, if any: **Not Applicable**
- e) Justification for entering into such contracts or arrangements or transactions: **Not Applicable**
- f) Date(s) of approval by the Board: **Not Applicable**
- g) Amount paid as advances, if any: **Not Applicable**
- h) Date on which the special resolution was passed in general meeting as required under first proviso to Section 188: **Not Applicable**

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: **Not Applicable**
- b) Nature of contracts/arrangements/transactions: **Not Applicable**
- c) Duration of the contracts/arrangements/transactions: **Not Applicable**
- d) Salient terms of the contracts or arrangements or transactions including the value, if any: **Not Applicable**
- e) Date(s) of approval by the Board, if any: **Not Applicable**
- f) Amount paid as advances, if any: **Not Applicable**

Note:

1. During the financial year 2023-2024, all related party transactions entered into by the Company were in the ordinary course of business and on an arm's length basis and were approved by the Audit Committee of the Company.

For and on behalf of the Board of Directors

Place: Ahmedabad

Date: July 27, 2024

Paru M. Jaykrishna
Chairperson & Mg. Director
DIN: 00671721



Annexure-"C"

TO THE DIRECTORS' REPORT

Information required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rule, 2014 regarding Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

A. CONSERVATION OF ENERGY

The Company mainly focuses on the conservation of energy and its utilization. Continuous monitoring of high consumption areas/equipment and taking appropriate corrective measures as and when required resulted in energy saving and maintained marginal increment in power consumption as against production growth. The Company conduct Energy Audit every year and actions are taken on finding of the audit.

(i) The steps taken or impact on conservation of energy:

- The Company installed an automatic coal feed controller, which controls the feeding of coal to boiler by sensing O₂ content in the gases.
- The Company has installed a Heat exchanger to recover the heat from alkaline hot wash water.
- Use of energy efficient motors and process equipment in its operations.
- Efforts have been taken to upgrade plant and machinery.
- Installation of capacitors to control the Power Factor.
- Periodical checking of electrical earthing.
- Replacement of different conventional lights with energy-efficient LED lights.
- Installed Electrostatic Precipitator (ESP) for Boiler and TFH flue gases, thereby, reduction in air pollution. Around 95% of particulate matter is being arrested by ESP.
- Installation of economizer in both thermic fluid heater, capacity 7.5M³/hr flow rate, temp rise up to 60 degree from ambient feed water temperature. To get hot water for boiler feed through flue gas waste heat recovery.
- Installation of Mist type combo vacuum ejector system to optimize steam consumption as well as operations/maintenance of conventional steam ejector for CPC plant.

(ii) The steps taken by the Company for utilizing alternative sources of energy:

To conserve energy the Company has one windmill with total installed capacity of 750 KW WTG, 128

KVA and 4.90 MW Solar Power Plant, which will help to generate energy through environmental friendly measure and also reduce carbon emission in the atmosphere.

(iii) The Capital investment on energy conservation equipment:

Studies to reduce energy consumption of existing unit are on and suitable investment will continue to be made in these areas.

B. TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION

(i) The efforts made towards technology absorption:

The Company has a Research and Development centre, which is recognized by the Ministry of Science and Technology, Government of India. The centre is engaged in:

- (a) Development of new products.
- (b) Reduction in effluent generation from each production plant.
- (c) Cost effective technology for existing and new product which are environment friendly.
- (d) Improvement in quality, productivity and cost reduction to meet the customers changing requirements.
- (e) Cost reduction by process improvement and cycle time reduction.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

- (a) High quality products and process rationalisation.
- (b) Improved product quality, production and cost reduction to meet the changing requirements of customer.
- (c) Cost reduction by process improvement and cycle time reduction.
- (d) Reduction in waste generation and energy inputs.
- (e) Successful in developing value added pigments.

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

a. The details of technology imported	: Nil
b. The year of Import	: Not Applicable
c. Whether the technology been fully absorbed	: Not Applicable
d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	: Not Applicable

(iv) The Expenditure incurred on Research and Development

(₹ in Lakhs)

	2023-2024	2022-2023
Capital	-	-
Recurring	31.93	76.78
Total	31.93	76.78
Total Research and Development Expenditure as percentage of total turnover	0.18	0.23

C. FOREIGN EXCHANGE EARNINGS AND OUT GO

a. Activities relating to Exports, initiatives taken to increase exports, development of new export markets for products and service and export plans

The Company is an export oriented Company, where 56% of the total turnover comes from Exports. During the year under review, the Company exported pigments (Blue) valuing (FOB) ₹ 15,215.05 lakhs (Previous Year ₹ 20,231.35 lakhs) to various countries around the World. The Company is global phthalocyanine pigment exporter to various countries, major to Europe, USA and Asian Markets. The Company is striving to increase its exports reach through various business initiatives. The Company keeps close watch on global developments with an aim to cater to global requirements to the maximum extent possible.

b. Foreign Exchange used and earned

(₹ in Lakhs)

	2023-2024	2022-2023
Foreign Exchange Earned (FOB)	15,215.05	20,231.35
Foreign Exchange Used	2,654.41	4,946.59

Annexure-"D"

TO THE DIRECTORS' REPORT

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 as amended are given below:

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

Sr. No.	Name & Designation of Director & KMP	Ratio of the remuneration of each director to the median remuneration of the employees of the Company	% increase/(decrease) in remuneration in the financial year
1.	Mrs. Paru M. Jaykrishna Chairperson and Managing Director	15.98	50.60
2.	Mr. Gokul M. Jaykrishna Joint Managing Director & CEO	9.15	(19.34)
3.	Mr. Arjun G. Jaykrishna Executive Director	6.08	68.48
4.	Mr. Mitesh Patel Executive Director	3.32	-
Independent Directors have been paid only sitting fees during the financial year 2023-2024 and hence Ratio of Median Remuneration has not been shown for Independent Directors.			
5.	Mr. Alok Jhavar Chief Financial Officer (w.e.f. 11.10.2023)	3.05	-
6.	Mr. Narendra Rathi Chief Financial Officer (Till 29.05.2023)	0.68	(42.65)
7.	Mr. Saji V. Joseph Company Secretary	4.02	5.05

ii. The percentage increase in the median remuneration of employees in the financial year:

During the year under review, there was a decrease of 1.04% in the median remuneration of employees.

iii. The number of permanent employees on the rolls of Company:

There were 126 permanent employees on the rolls of the Company as on March 31, 2024.

iv. 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:

The average percentage of salaries has increased of employees other than the managerial personnel in the year under review by 0.98%, whereas there was average decrease in the managerial remuneration of 1.04% for the financial year 2023-2024.

v. Affirmation that the remuneration is as per the remuneration policy of the Company:

It is hereby affirmed that remuneration paid is as per the Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

For and on behalf of the Board of Directors

Place: Ahmedabad

Date: July 27, 2024

Paru M. Jaykrishna
Chairperson & Mg. Director
DIN: 00671721

Particulars of Employees in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014



- i. Employed throughout the financial year with salary above ₹ 102 lakhs p.a.:
Information showing names and other particulars of employees who were employed throughout the year and were in receipt of remuneration in aggregate of not less than ₹ 102 lakhs for financial year: Nil
- ii. Employed part of the Financial year with average salary above ₹ 8.50 lakhs per month: NA
- iii. Employee employed throughout Financial year or part thereof, was in receipt of remuneration of in aggregate is in excess of that drawn by the Managing Director or Whole-Time Director or Manager and holds by himself or along with his spouse and dependent children, not less than Two percent (2%) of the Equity Shares of the Company: NA
- iv. Details of remuneration to Top 10 (Ten) Employees other than Directors which form part of the Director's Report will be made available to any members on request in terms of provisions of Section 136(1) of the Companies Act, 2013.

Annexure-"E"

TO DIRECTORS' REPORT

Annual Report on Corporate Social Responsibility (CSR) Activities

[Pursuant to Section 134(3)(o) of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended]

1. Brief Outline on CSR Policy of the Company

The Corporate Social Responsibility (CSR) Policy of the Company defines its philosophy and guides its actions for undertaking and supporting socially relevant project and programs. Company's underlying value system has a firm belief that only in a healthy society healthy businesses becomes successful. The CSR Policy encompasses the Company's philosophy of giving back to the society as a responsible corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programmes for the welfare & sustainable development of the community at large and also to set up process of execution, implementation and monitoring of the CSR activities to be undertaken by the Company. Further, the CSR Policy shall contain the approach and direction given by the Board, taking into account the recommendations of its CSR Committee, and includes guiding principles for selection, implementation and monitoring of activities as well as formulation of the Annual Action Plan.

2. Composition of the CSR Committee:

As at March 31, 2024 the Corporate Social Responsibility Committee comprises of 3 (Three) members of the Board out of which 2 (Two) are Independent Directors. The CSR Committee comprises of the following directors:

Sr. No.	Name of Directors	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings CSR Committee attended during the year
1.	Mrs. Paru M. Jaykrishna	Chairperson/Chairperson & Managing Director	4	4
2.	Mr. Jayprakash M. Patel	Member/ Independent Director	4	3
3.	Dr. Pradeep Jha	Member/ Independent Director	4	4

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:

<https://asahsongwon.com/corporate-governance.html>

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report):

Not Applicable

5.	(a)	Average net profit of the Company as per section sub-section (5) of Section 135	₹ 2336.35 Lakhs
	(b)	Two percent of average net profit of the Company as per sub-section (5) of Section 135	₹ 46.73 Lakhs
	(c)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years	Nil
	(d)	Amount required to be set off for the financial year, if any	Nil
	(e)	Total CSR obligation for the financial year [(b)+(c)-(d)]	₹ 46.73 Lakhs

6. (a)	Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project)	₹ 46.73 Lakhs
(b)	Amount spent in Administrative Overheads	Nil
(c)	Amount spent on Impact Assessment, if applicable	Nil
(d)	Total amount spent for the Financial Year [(a)+(b)+(c)]	₹ 46.73 Lakhs
(e)	CSR amount spent or unspent for the financial year	

Total Amount Spent for the Financial Year (₹ in Lakhs)	Amount Unspent (₹ in Lakhs)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)*		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
46.73	Nil	Nil	Nil	Nil	Nil

(f) Excess amount for set off, if any

Sr. No.	Particular	Amount (₹ in Lakhs)
(i)	Two percent of average net profit of the Company as per Section 135(5)	46.73
(ii)	Total amount spent for the Financial Year	47.50
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.77
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0

7. Details of Unspent Corporate Social Responsibility amount for the preceding three financial years:

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under sub-section (6) of Section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of Section 135, if any		Amount remaining to be spent in succeeding financial year (in ₹)	Deficiency, if any
				Amount in (₹)	Date of Transfer		
Not Applicable							

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

No

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Not Applicable

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

The Company has spent the entire CSR Budget for the Financial Year 2023-2024.

Gokul M. Jaykrishna
 Jt. Managing Director & CEO
 DIN: 00671652

Paru M. Jaykrishna
 Chairperson of the CSR Committee
 DIN: 00671721

Place: Ahmedabad
Date: July 27, 2024

Annexure-"F"

TO THE DIRECTORS' REPORT

Form No. MR-3

Secretarial Audit Report

For the financial year ended March 31, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
ASAHI SONGWON COLORS LIMITED
Asahi House, 20, Times Corporate Park,
Thaltej-Shilaj Road, Thaltej,
Ahmedabad-380059, Gujarat.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to corporate practices by **Asahi Songwon Colors Limited** (hereinafter called the "Company") Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my 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 the explanation and clarification given to me and the representation made by the Management, I hereby report that in my opinion, the Company has generally, during the audit period complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent based on the management representation letter/confirmation, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 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 the extent of foreign director investment, overseas direct investment and external commercial borrowings;

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, 2018;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits), Regulations, 2014;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations; 2009;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

However, it has been found that there were no instance requiring compliance with the provisions of the laws indicated at point (c), (d), (e) and (g) of the paragraph (v) mentioned herein above during the period under review.

vi. I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test – check

basis other than fiscal and labour laws which are generally applicable to all manufacturing/trading companies, the following laws/acts are also, inter alia, applicable to the Company.

1. The Environment (Protection) Act, 1986.
2. The Water (Prevention & Control of Pollution) Act, 1974.
3. The Air (Prevention & Control of Pollution) Act, 1981.
4. Public Liability Insurance Act, 1991.
5. Explosives Act, 1884.
6. Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India; and
 - (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- vii. During the Audit period under review and as per representations and clarifications provided by the management, I confirm that the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. as mentioned hereinabove.

I further report that based on the information provided by the Company, its officers there exists adequate systems, process and control commensurate with the size and operation of the Company to monitor and ensure compliance of other laws. I have not reviewed the compliance by the Company of applicable financial laws like direct and indirect tax laws as the same has been reviewed by the other designated professionals.

I 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. However, during the year under review, fine was levied by National Stock Exchange of India Limited and BSE Limited for Non-compliance to Regulation 29(9) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 for the quarter and half year ended September 30, 2023. The Company has submitted the disclosure of related party transaction for the quarter and half year ended September 30, 2023 but delay submission. The company has paid penalty to National Stock Exchange of India Limited as per their Invoice.

Adequate notice is 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.

Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

I 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 referred to above.

I further report that during the audit period there were no specific events/actions having a major bearing on the affairs of the Company in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc, except:

1. Mr. Miteshkumar Nandubhai. Patel (DIN: 10362008) was appointed as Whole-Time Director by the members through Postal Ballot on January 24, 2024 for three consecutive years with effect from October 25, 2023.
2. The members at the 33rd Annual General Meeting held on 28th September, 2023, passed Special Resolution:
 - a. Approval of Loan, Guarantee or Security under Section 185 of the Companies Act, 2013.

For, **SHYAMSINGH TOMAR & ASSOCIATES**
Company Secretaries

Shyamsingh R. Tomar
[Proprietor]
FCS No.: 12345
COP: 15973
PR No.: 1076/2021
UDIN: F012345F000839424

Place: Ahmedabad
Date: July 27, 2024

This report is to be read with my letter of even date which is annexed as **Annexure 'A'** and forms an integral part of this report.

ANNEXURE 'A'

To,
The Members,
ASAHI SONGWON COLORS LIMITED
Asahi House, 20, Times Corporate Park,
Thaltej-Shilaj Road, Thaltej,
Ahmedabad-380059, Gujarat.

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I 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. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My 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, **SHYAMSINGH TOMAR & ASSOCIATES**
Company Secretaries

Shyamsingh R. Tomar
[Proprietor]
FCS No.: 12345
COP: 15973
PR No.: 1076/2021
UDIN: F012345F000839424

Place: Ahmedabad
Date: July 27, 2024

Annexure-"G"

TO THE DIRECTORS' REPORT

Report on Corporate Governance

For the year ended March 31, 2024

1. CORPORATE GOVERNANCE

Corporate Governance is a set of principles, processes and system which governs a Company. The elements of Corporate Governance are independence, transparency, accountability, responsibility, compliance, ethics, values and trust. It is essential for the long term success of any business, as it aims accountability, transparency and ethical decision making. It refers to a set of laws, regulations and good practices that enables an organisation to perform its business efficiently. A Report on compliance with the principles of Corporate Governance as prescribed by the Securities and Exchange Board of India ("SEBI") in Chapter IV read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Regulations") for the year ended March 31, 2024 is given below:.

2. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Philosophy of Asahi Songwon Colors Limited ("the Company") is doing business in an efficient, responsible and ethical manner. Our governance practice is to build the trusts between the Company and its stakeholder's viz. shareholders, customers, suppliers and employees. The Company believes that Corporate Governance is a perquisite for attaining sustained growth in this competitive world. The Company constantly endeavour for the best corporate governance and for complete satisfaction of all its shareholders.

The Company has established system and procedure to ensure that its Board of Directors is well informed and well equipped to discharge its overall responsibility and provide the management with the strategic direction catering to creation of long term shareholders value.

In the line with this philosophy, your Company continuously strives for excellence through timely compliances and maximum disclosure of information to investors.

The Company has adhered to the requirements stipulated under Regulations 17 to 27 read with Para C and D of Schedule V and clauses (b) to (i) and (t) of Regulation 46(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as applicable with regard to Corporate Governance.

3. BOARD OF DIRECTORS

The Board of Directors ("Board"), is the highest authority for the governance and the custodian who push our business in the right direction and is responsible for the establishment of cultural, ethical, sustainable and accountable growth of the Company. The Board is constituted with a high level of integrated, knowledgeable and committed professionals. The Board provides strategic guidance and independent views to the Company's senior management while discharging its fiduciary responsibilities. The Board also provides direction and exercises appropriate control to ensure that the Company is managed in a manner that fulfils stakeholders' aspirations and societal expectations.

The business of the Company is conducted under the superintendence, directions and control of the Board. The Chairman and Managing Director, the Joint Managing Director & CEO and the Whole-Time Director look after the day-to-day business affairs of the Company. The Board formulates strategies, regularly reviews the performance of the Company and ensures that the projected targets and agreed objectives are met on a consistent basis. The Board has constituted various committees, which guide the matters delegated to them in accordance with their terms of reference. The Senior Managerial Personnel/Functional Heads assist the Joint Managing Director & CEO and Whole-Time Director in overseeing the functional matters of the Company.

Size and Composition

The Board of your Company comprises highly experienced persons of repute, eminence and has a good and diverse mix of Executive and Non-Executive Directors with 50% of the Board members comprising Independent Directors including an Independent Woman Director. The Board composition is in conformity with Regulation 17 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 SEBI Listing Regulations read with Sections 149 and 152 of the Companies Act, 2013 ('the Act'). The Chairperson and Managing Director, Joint Managing Director & CEO and Executive Director of the Company looks after the day-to-day business affairs of the Company, the Board of Directors reviews the overall business operations at least once in quarter based on updates on the Company's performance provided by the Chairperson and Managing Director/Joint Managing Director & CEO and Executive Director.



3.1 Composition and category of Directors

The Company has a balanced mix of Executive and Non-Executive Directors. As at March 31, 2024, the total strength of the Board of Directors of the Company was Ten (10) members including four executive directors and six non executive directors and five of them are independent directors. Mr. Munjal M. Jaykrishna is the Non-Executive – Non-Independent Director of the Company. Mrs. Shivani Revat Lakhia is the Women Independent Director of the Company. The detail profiles of all the Board Members are available on the website of the Company at web link: <http://www.asahisongwon.com/pdf/Asahi%20Songwon%20Composition%20of%20Committees%20of%20Board%20Directors.pdf>

Board Diversity

Your Company has over the years been fortunate to have eminent persons from diverse fields as Directors on its Board. Pursuant to Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination & Remuneration Committee has formalized a policy on Board Diversity to ensure diversity of experience, knowledge, perspective, background, gender, age and culture. The policy is posted on the Company's website and can be accessed on web link <http://www.asahisongwon.com/pdf/Policy%20of%20Board%20Diversity.pdf>

Independent Directors

Independent Directors plays an important role in the governance processes of the Board. With different points of views flowing from their expertise and experience, they enrich the decision making process of the Board and prevent conflicts of interest in such decision making.

As on March 31, 2024, Mr. R. K. Sukhdevsinhji, Mr. Arvind Goenka, Mr. Jayprakash M. Patel, Dr. Pradeep Jha and Mrs. Shivani Revat Lakhia were the independent directors of the Company.

The Independent Directors on the Board are senior, competent and eminent persons from their respective fields/profession. Based on the

confirmations/disclosures received from the Directors and on evaluation of the relationships disclosed, all the Non-Executive – Independent Directors are independent in terms of provisions of Companies Act, 2013 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors on the Board of the Company is a Director in more than seven (7) listed entities. None of the Non-Executive Directors is an Independent Director in more than seven (7) listed entities as required under the Listing Regulations. Further, the Managing Director and the Executive Director of the Company do not serve as an Independent Directors in any listed Company. None of the Directors hold Directorships in more than ten (10) public limited companies and in aggregate twenty (20) Indian companies. None of the Directors on the Board is a member of more than ten (10) Committees and Chairman of five (5) Committees (committees being Audit Committee and Stakeholders' Relationship Committee) across all public limited companies in India, in which he/she is a Director. Necessary disclosures regarding Committee positions have been made by all the Directors.

Further, none of our Independent Directors serve as Non-Independent Director of any Company on the board of which any of our Non-Independent Director is an Independent Director i.e. None of the Independent Directors have any inter-se relationship and each one of them is independent to each other.

No Independent Director is related to any other director on the Board in terms of the definition of "relative" as defined under Section 2(77) of the Companies Act, 2013.

The Board does not have any Nominee Director representing any institution.

The composition of the Board satisfies the requirement of Section 149 of the Companies Act, 2013 ("the Act") and Regulation 17(1) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

As on March 31, 2024, the composition of the Board of Directors of the Company was as follows:

No.	Name of the Director	Promoter/ Non-Promoter	Category	Number of Shares held as on March 31, 2024	% holding as on March 31, 2024
1.	Mrs. Paru M. Jaykrishna*	Promoter	Executive Chairperson and Managing Director	-	-
2.	Mr. Gokul M. Jaykrishna *		Executive Joint Managing Director & CEO	9,627	0.08

As on March 31, 2024, the composition of the Board of Directors of the Company was as follows: **(Contd.)**

No.	Name of the Director	Promoter/ Non-Promoter	Category	Number of Shares held as on March 31, 2024	% holding as on March 31, 2024
3.	Mr. Arjun G. Jaykrishna		Executive Director	33,384	0.28
4.	Mr. Munjal M. Jaykrishna		Non-Executive Director	-	-
5.	Mr. R. K. Sukhdevsinhji	Non-Promoter	Independent Director	-	-
6.	Mr. Arvind Goenka		Independent Director	-	-
7.	Mr. Jayprakash M. Patel		Independent Director	-	-
8.	Dr. Pradeep Jha		Independent Director	-	-
9.	Mrs. Shivani Revat Lakhia		Women Independent Director	-	-
10.	Mr. Mitesh N. Patel		Executive Director	-	-

* Mrugesh Jaykrishna Family Trust – I is holding 51,78,403 (43.93%) Equity Shares of the Company and Mrs. Paru M. Jaykrishna is one of the trustees(s) of Mrugesh Jaykrishna Family Trust – I.

* Gokul M. Jaykrishna Family Trust. is also holding 26,48,980 (22.47%) Equity Shares of the Company and Mr. Gokul M. Jaykrishna is one of the trustee(s) of the Gokul M. Jaykrishna Family Trust.

Board Meetings Process

The Board meets at regular intervals to discuss and decide on Company's business policy and strategy including their implementation and also reviews risk, audit, control, compliance and other related matters apart from other Board businesses. Quarterly updates on relevant statutory changes encompassing important laws are regularly circulated to the Directors.

The schedule of the Board meetings and Board Committee meetings are finalised in consultation with the Board members and communicated to them in advance. Additional meetings are called, when necessary, to consider urgent business matters. All committee recommendations placed before the Board during the year under review were unanimously accepted by the Board. The Board devotes its significant time in evaluation of current and potential strategic issues and reviews Company's business plans, corporate strategy and risk management issues based on the markets it operates in and in light of global industry trends and developments to help achieve its strategic goals.

The notice of Board Meeting is given well in advance to all the Directors. The meetings are usually held at the Company's at the Registered Office of the Company. Agenda papers and notes on the agenda are circulated to the Directors, in advance, in the defined agenda format. All material information is

circulated along with agenda papers for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, the same is tabled before the meeting with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted. In order to transact some urgent business, which may come up after circulation of agenda papers, the same is placed before the Board by way of table agenda or Chairman's agenda. Frequent and detailed deliberation on the agenda provides the strategic roadmap for the future growth of the Company.

In case of business exigencies or urgency of matters, resolutions are passed by circulation and the same is placed before the Board in the next meeting. Considerable time is spent by the Directors on discussion and deliberations at the Board Meetings.

Invitees & proceedings

Apart from the Board members, Chief Financial Officer, Company Secretary, Senior Management executives are invited as and when necessary, to provide additional inputs for the items being discussed by the Board. The Chairman of various Board Committees brief the Board on all the important matters discussed & decided at the respective committee meetings, which are generally held prior to the Board meeting.



3.2 Details of Attendance of each director at the meeting of Board of Directors

Name of the Director	Category	Attendance at the Meeting held on					No of Meetings Attended	Attendance at the Last Annual General Meeting
		29.05.2023	10.08.2023	11.10.2023	25.10.2023	30.01.2024		
Mrs. Paru M. Jaykrishna	CMD	✓	✓	✓	✓	✓	5	Yes
Mr. Gokul M. Jaykrishna	MD & CEO	✓	✓	✓	✓	✓	5	Yes
Mr. Munjal M. Jaykrishna	NED	✓	✓	✓	✓	✓	5	Yes
Mr. Arjun G. Jaykrishna	ED	✓	✓	✓	✓	✓	5	Yes
Mr. R. K. Sukhdevsinhji	ID	✓	✓	✓	✓	✓	5	Yes
Mr. Arvind Goenka	ID	✓	✓	LOA	LOA	✓	3	Yes
Mr. Jayprakash M. Patel	ID	✓	✓	✓	✓	LOA	4	Yes
Dr. Pradeep Jha	ID	✓	✓	✓	✓	✓	5	Yes
Mrs. Shivani Revat Lakhia	ID	✓	✓	✓	✓	✓	5	Yes
Mr. Mitesh Patel	ED	NA	NA	NA	NA	✓	1	Yes

ID - Independent Director; CMD - Chairperson and Managing Director, MD & CEO - Managing Director & Chief Executive Officer; ED – Executive Director; LOA – Leave of Absence

All the members of the Board of Directors attended the last Annual General Meeting (“AGM”) of the Company held on 28th September, 2023 through Video Conference (VC)/Other Audio Visual Means (OAVM).

3.3 Details regarding Directorship(s) and Committee Membership(s) in Other Listed Companies as on March 31, 2024

Name	Designation	No of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity	
				Chairman	Member
Mrs. Paru M. Jaykrishna	Chairperson and Managing Director	2	-	-	1
Mr. Gokul M. Jaykrishna	Jt. Managing Director & CEO	2	-	-	-
Mr. Munjal M. Jaykrishna	Non Executive – Non-Independent Director	2	-	-	-
Mr. Arjun G. Jaykrishna	Executive Director	1	-	-	-
Mr. R. K. Sukhdevsinhji	Independent Director	1	1	-	2
Mr. Arvind Goenka	Independent Director	3	1	-	1
Mr. Jayprakash M. Patel	Independent Director	1	1	-	2
Dr. Pradeep Jha	Independent Director	2	2	4	4
Mrs. Shivani Revat Lakhia	Non Executive – Non - Independent Director	1	1	-	-
Mr. Mitesh Patel	Executive Director	1	-	-	-

Directorship, Membership and Chairmanship in other companies shown above do not include alternate directorship, Private Limited Companies that are neither a subsidiary nor a holding Company of a Public Company, Companies incorporated under Section 8 of the Act, high value debt listed entities and Foreign Companies.

3.4 Number of Meetings of the Board of Directors held and dates on which held

During the financial year 2023-2024, Five (5) meetings of the Board of Directors were held and the maximum time gap between two meetings did not exceed one hundred and twenty days. All the Directors have periodically and regularly informed the Company about their Directorship and Membership on the Board/Committees of the Board of other companies. As per the disclosure received, none of the Directors of your Company hold memberships/Chairmanships more than the prescribed limits across all companies in which he/she is a Director. During the year under review, all the meetings were deemed to be held at the registered office of the Company.

3.5 Flow of information to the Board

The Board has complete access to all Company related information. The Company Secretary is responsible for collation, review and distribution of all papers submitted to the Board and Committees thereof for consideration. The Chairperson and Managing Director of the Board and the Company Secretary determine the agenda for every meeting along with explanatory notes in consultation with the Joint Managing Director & CEO. The agenda along with the explanatory notes are sent well in advance to the Directors. All Statutory and other matters of significance including information as mentioned in Part A of Schedule II to the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are placed before the Board to enable it to discharge its responsibility of strategic supervision of the Company.

The Company adheres to the provisions of the Companies Act, 2013 read with the Rules issued thereunder, Secretarial Standards and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to convening and holding the meetings of the Board of Directors, its Committees and the General Meetings of the shareholders of the Company.

3.6 Information placed before the Board of Directors

The Board has complete access to any information within your Company which includes the information as specified in Regulation 17 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Regular updates provided to the Board, inter alia, include:

- Annual operating plans and budgets and any updates;
- Capital budgets and any updates;
- Quarterly financial results for your Company and its operating divisions or business segments;
- Minutes of meetings of Committees of the Board of Directors;
- The information on recruitment and remuneration of Senior Management Personnel just below the level of Board of Directors, including appointment or removal of Chief Financial Officer and the Company Secretary;
- Show cause, demand, prosecution and penalty notices, which are materially important;
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems;
- Any material defaults in financial obligations to and by the Company;
- Any issue, which involves possible public or product liability claims of substantial nature;
- Details of any joint venture or collaboration agreement;
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property;
- Any significant labour problem involving human resource management;
- Sale of a material nature, or of investments, subsidiaries and assets which are not part of the normal course of business;
- Details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material;
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as nonpayment of dividend, delay in share transfer;
- Issues relating to shareholders such as ratification of transfers, demat status, pending grievances, issue of duplicate share certificates etc;
- Contracts in which Director(s) are deemed to be interested;
- Details of investment of surplus funds available with the Company;
- General disclosure of interest;
- The information on recruitment and remuneration of senior officers just below the Board level including appointment or removal of Chief Financial Officer and the Company Secretary;

- Perspective plan for the future of the Company;
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material;
- Minutes of Board Meetings of unlisted subsidiary companies;
- Statement of significant transactions or arrangements made by unlisted subsidiary companies;
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as nonpayment of dividend, delay in share transfer;
- Compliance reports pertaining to applicable laws and steps taken to rectify instances of non-compliances, if any; and
- Any other information which is relevant for decision making by the Board.

Detailed presentations are made at the Board/Committee meetings covering financial and operations of the Company. During the year, the Board of Directors accepted all recommendations of the Committees of the Board, which were statutory in nature and required to be recommended by the Committee and approved by the Board of Directors. Hence, the Company is in compliance with the condition of clause 10(j) of schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The important decisions taken at the Board/Committee meetings are communicated to departments concerned promptly. Action taken report on the decisions taken at the meeting(s) is placed at the immediately succeeding meeting of the Board/Committee for noting by the Board/Committee.

3.7 Recording minutes of proceeding of Board and Committee meetings

The Company Secretary records minutes of proceedings of each Board and Committee meeting. Draft minutes are circulated to Board/Committee members for their comments. The minutes are entered in the Minutes Book within 30 (thirty) days from the conclusion of the meeting or in the next Board Meeting.

3.8 Post Meeting Follow-up

The Important decisions taken at Board/Committee meetings are communicated promptly to the concerned departments. Action taken report on decisions of the previous meeting(s) is placed at the succeeding meeting of the Board/Committees for noting.

3.9 Compliance

The Company Secretary is responsible for and is required to ensure adherence to all the applicable laws and regulations including the Companies Act, 2013 read with the rules issued there under and to the extent feasible, the Secretarial Standards recommended by the Institute of Company Secretaries of India, New Delhi.

3.10 Disclosure of relationships between Directors inter-sec

Mrs. Paru M. Jaykrishna, Chairperson and Managing Director of the Company is the mother of Mr. Gokul M. Jaykrishna, Joint Managing Director & CEO of the Company and Mr. Munjal M. Jaykrishna, Non-Executive Director of the Company. Mr. Gokul M. Jaykrishna and Mr. Munjal M. Jaykrishna are brothers. Mr. Gokul M. Jaykrishna is father, Mrs. Paru M. Jaykrishna is grandmother and Mr. Munjal M. Jaykrishna is uncle of Mr. Arjun G. Jaykrishna. Other than Mrs. Paru M. Jaykrishna, Mr. Gokul M. Jaykrishna, Mr. Munjal M. Jaykrishna and Mr. Arjun G. Jaykrishna, none of the directors are related to any other directors.

3.11 Independent Directors

Independent Directors play a pivotal role by overseeing the Company's internal controls, financial reporting and risk management. They provide valuable insights and recommendations that help the Company achieve its goals for ensuring effective Corporate Governance for the success and sustainability of the organisation. The selection of eminent people for appointment as Independent Directors on the Board is considered by the Nomination and Remuneration Committee. The Committee, inter alia, considers qualification, positive attributes, area of expertise and number of directorships and memberships held in various committees of other companies by such person and recommend the same to the Board. The Board considers the Committee's recommendation and takes an appropriate decision.

Independent Directors of the Company are Non-Executive Directors as defined under Regulation 16(1)(b) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Independent Directors have confirmed that they are not aware of any circumstance or situation that exists or may be reasonably 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 Regulation 16(1)(b) of the Listing Regulations and Section 149(6) of the Act and that they are independent of the management.

The Independent Directors, immediately upon appointment are issued a formal letters of appointment and the terms and conditions of their appointment are disclosed on the Company's website at www.asahisongwon.com.

3.12 Separate Meeting of Independent Directors

As per Schedule IV of the Companies Act, 2013 and Regulation 25(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of Independent Directors was convened on October 25, 2023 without the presence of Non-Independent Directors and management representatives, inter alia, to discuss:

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

The suggestions made by the Independent Directors were discussed at the Board meeting and are being implemented.

3.13 Familiarisation Programme for Independent

3.15 Matrix Setting out skill Board of Directors

The list of core skills/expertise/competencies identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the Board.

1.	Technical skills - Chemical Industry
2.	Business operation and management
3.	Research and Development
4.	Project Management
5.	Risk management
6.	Quality and Performance management
7.	Board and Governance
8.	Strategic planning
9.	Global market awareness
10.	Finance, Accounting, Auditing,
11.	Indian Corporate Laws and Compliance Global Corporate Laws and Compliance
12.	Safety management
13.	Stakeholder Engagement
14.	Merger and acquisitions
15.	Government and Government/industrial policy which in impact to Chemicals business sector
16.	Market Awareness of Chemicals Product (Domestic as well as International) awareness of Demand, Supply and Price of Chemicals products
17.	Business Ethics as well as Corporate Ethics
18.	Human Resources Management and labour Relations/Labour Laws

Directors

Pursuant to Regulations 25(7) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has a familiarization program for its Independent Directors to familiarize the Independent Directors to enable them to understand the Company, its operations, business, industry and environment in which it functions and the regulatory requirement applicable to it and the familiarisation programme for the Independent Directors is available on the website of the Company at www.asahisongwon.com

At the time of appointment of a Director (including Independent Director), a formal letter of appointment is provided to him/her, which inter alia explains the role, function, duties and responsibilities expected by him/her as a Director of the Company.

3.14 Skills/Expertise/Competencies of the Board of Directors

The Board of Directors of the Company consists of eminent qualified professional members from the diverse field, who have significant amount of skills/expertise/competencies and thus make valuable contributions to the Board. The collective contribution of the Board members reflects in the performance of the Company.

Pursuant to Schedule V(C) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has identified the following skills/expertise/competencies of the Directors in context of Company's business for effective functioning:

The current composition of the Board meets the requirements of skills, expertise and competencies as identified above:

Name of Board Members and Designation	Mrs. Paru M. Jaykrishna	Mr. Gokul M. Jaykrishna	Jt. MD & CEO	Mr. Munjal M. Jaykrishna	NED	Mr. Arjun G. Jaykrishna	Mr. R. K. Sukhdevsinhji	Mr. Arvind Goenka	Mr. Jayprakash M. Patel	Mr. Mitesh N. Patel	Dr. Pradeep Jha	Mrs. Shivani Revat Lakhai
	CMD			ED	ID	ID	ID	ID	ED	ID	ID	ID
Technical skills- Chemical Industry	√	√	√	√	√	√	-	√	√	√	-	-
Business operation and management	√	√	√	√	√	√	-	√	√	√	-	√
Research and Development	√	√	√	√	√	√	-	√	√	√	-	-
Project Management	√	√	√	√	√	√	-	√	√	√	-	-
Risk Management	√	√	√	√	√	√	-	√	√	√	-	√
Quality and Performance management	√	√	√	√	√	√	-	√	√	√	-	-
Board and Governance	√	√	√	√	√	√	√	√	√	√	√	√
Strategic planning	√	√	√	√	√	√	√	√	√	√	√	√
Global Market Awareness	√	√	√	√	√	√	√	√	√	√	√	√
Finance, Accounting, Auditing	√	√	√	√	√	√	√	√	√	√	√	√
Indian Corporate Laws and Compliance	√	√	√	√	√	√	√	√	√	√	-	√
Global Corporate Laws and Compliance	√	√	√	√	√	√	√	√	√	√	-	√
Safety management	√	√	√	√	√	√	-	√	√	√	-	-
Stakeholder Engagement	√	√	√	√	-	√	√	-	√	√	√	√
Merger and acquisitions	√	√	√	√	√	√	-	√	√	√	-	√
Government and Government/Industrial policy which impact to Chemicals business sector	√	√	√	√	√	√	-	√	√	√	-	√
Market Awareness of Chemicals Product (Domestic as well as International) awareness of Demand, Supply and Price of Chemicals products	√	√	√	√	√	√	-	√	√	√	-	-
Business Ethics as well as Corporate Ethics	√	√	√	√	√	√	√	√	√	√	√	√
Human Resources Management and labour Relations/Labour Laws	√	√	√	√	-	√	√	-	√	√	√	√

ID - Independent Director; Jt. MD & CEO - Managing Director & Chief Executive Officer; CMD - Chairperson and Managing Director ED - Executive Director.

3.16 Reappointment of Director liable to retire by rotation

Mrs. Paru M. Jaykrishna and Mr. Gokul M. Jaykrishna, Directors of the Company shall retire by rotation at the ensuing Annual General Meeting of the Company and being eligible is considered for reappointment. Their brief resume is annexed to the notice of the Annual General Meeting.

3.17 Change/Appointment/Reappointment in Directors

During the year under review, Mr. Miteshkumar Nandubhai Patel was appointed as Executive Director by the members through Postal Ballot on January 24, 2024 for three consecutive years with effect from October 25, 2023.

Based on the recommendations of the Nomination and Remuneration Committee and approval of the Board, Mr. Anil Jain was appointed as Non-Executive Independent Director of the Company for a period of five years commencing from July 27, 2024 to July 26, 2029. The aforesaid appointment is required to be approved by the members of the Company by way of Special Resolution at the ensuing Annual General Meeting.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on July 27, 2024 considered the reappointment of Mr. Arjun Gokul Jaykrishna as Executive Director of the Company for a period of 3 years from October 19, 2024 to October 18, 2027.

3.18 Directors Profile

A brief resume of Directors, nature of their expertise in specific functional areas are available on the website of the Company.

3.19 Performance Evaluation of Board

In terms of applicable provisions of the Companies Act, 2013 read with Rules framed there under and Part D of Schedule II of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has put in place a process to formally evaluate the effectiveness of the Board, its Committees along with performance evaluation of each Director to be carried out on an annual basis.

Accordingly, the annual performance evaluation of the Board, its Committees and each Director was carried out for the financial year 2023-2024.

3.20 Code of Conduct

The Board has formulated Code of Conduct for all Board members and senior level employees of the Company. Requisite annual affirmations of compliance with the Code have been made by the Board member and senior level employees for the financial year 2023-2024. Annual Declaration by the Chairperson and Managing Director to this effect is annexed at the end of this report.

4. COMMITTEES OF THE BOARD

The Board Committees play a vital role in ensuring sound Corporate Governance practices. The Committees are constituted under the formal approval of the Board to carry out clearly defined roles under which are considered to be performed by members of the Board as a part of good corporate governance practice. The Board supervises these committees and minutes of the all the committees are placed before the board for review.

As required under the applicable laws, the Board delegated certain functions to its various Committees that are established for that purpose. These Committees conduct detailed reviews of the items under their purview before presenting them to the Board for consideration.

Generally, Committee meetings are held before the Board meeting and the Chairperson of each Committee reports to the Board about the deliberations and decisions taken by the Committees.

They also provide specific recommendations to the Board on matters within their purview. All decisions and recommendations made by the Committees are presented to the Board for either approval or information.

During the Financial Year ended March 31, 2024, all recommendations made by the Committees were accepted by the Board. The Meetings of each of these Committees are convened by the respective Chairman of the Committees, who also apprise the Board about the summary of discussions held in the Committee Meetings. The minutes of the Committee Meetings are sent to all the Committee Members individually for their approval/comments and after the Minutes are duly approved are circulated to the Board of Directors' and tabled at the Board Meeting.

As on March 31, 2024 there are Five (5) committees of the Board.

1. Audit Committee
2. Nomination and Remuneration Committee
3. Corporate Social Responsibility (CSR) Committee
4. Stakeholders Relationship Committee
5. Risk Management Committee

4.1 Audit Committee

The Audit Committee assists the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial reporting process of the Company, the audits of the Company's financial statements, the appointment, independence and performance of the statutory auditors and the internal auditors.

The composition of the Audit Committee is in alignment with provisions of Section 177 of the Companies Act, 2013 and Regulation 18 read with Part C of Schedule II of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The members of the Audit Committee are financially literate and have experience in financial management. The Committee invites the Managing Director, Joint Managing Director & CEO, Executive Director, Chief Financial Officer, General Manager Accounts, Company Secretary, Statutory Auditor and Internal Auditors as and when necessary.

The Audit Committee meets the Statutory Auditors and the Internal Auditor independently without the management at least once in a year.

A. Brief description of terms of reference:

The terms of reference of the Audit Committee are as per the governing provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (specified in Part C of Schedule II). The terms of reference of the Audit Committee include the monitoring, implementing and review of risk management plan as required under Regulation 21 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and therefore a separate Risk Management Committee has not been constituted. The broad terms of reference of the Audit Committee therefore include:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending to the Board the appointment, reappointment and if required, the replacement or removal of the statutory auditors and fixation of audit fees;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
 - b) Changes, if any, in accounting policies and practices and reasons for the same;
 - c) Major accounting entries involving estimates based on the exercise of judgment by management;
5. Reviewing with the Management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing with the Management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance and effectiveness of audit process;
8. Approval of any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing with the Management, the performance of statutory and internal auditors and adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit;
14. Discussion with internal auditors any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting matters to the Board;

16. Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 18. Reviewing the functioning of the whistle blower mechanism;
 19. Approval of appointment of CFO after assessing the qualifications, experience and background etc., of the candidate; and
 20. Reviewing the utilization of loans and/or advances from/investment by the holding Company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower;
 21. To review periodically statutory compliances of various laws, regulatory changes, if any;
 22. Review of financial statements, in particular, investments made by the subsidiary companies;
 23. Reviewing the utilisation of loans and/or advances from/investment by the Company in any subsidiary exceeding ₹ 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments;
 24. Review compliance with the provisions of the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and verify that the systems for internal controls are adequate and are operating effectively;
 25. Periodically review pending legal cases;
 26. Carrying out any other function as is mentioned in terms of reference of the Audit committee; and
 27. Considering such other matters as may be required by the Board.
- d. Internal audit reports relating to internal control weaknesses;
 - e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
 - f. Statement of deviations:
 - i. quarterly statement of deviation(s), including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Listing Regulation;
 - ii. annual statement of funds utilised for the purposes other than those stated in the offer document/prospectus/notice in terms of Listing Regulation.
 - g. Any Show cause, demand, prosecution and penalty notices against the Company or its Directors which are materially important, including any correspondence with regulators or government agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies;
 - h. Any material default in financial obligations by the Company; and
 - i. Any significant or important matters affecting the business of the Company.

There are no instances of Board not accepting the recommendations of the Audit Committee during the year.

B. Composition, Name of Members and Chairman

As on March 31, 2024, the Audit Committee comprises of three Non Executive Directors as members. All of the members are independent directors. All members of the Audit Committee are financially literate and a majority having accounting or financial management expertise.

The following are members of Audit Committee:

Name of the Member	Category	Designation
Dr. Pradeep Jha	Independent – Non-Executive Director	Chairman
Mr. R. K. Sukhdevsinhji	Independent – Non-Executive Director	Member
Mr. Jayprakash M. Patel	Independent – Non Executive Director	Member

Dr. Pradeep Jha, Chairman of the Audit Committee attended the last Annual General Meeting (AGM).

The Audit Committee mandatorily reviews the following information:

- a. Management discussion and analysis of financial condition and results of operations;
- b. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c. Management letters/letters of internal control weaknesses issued by the statutory auditors;

C. Secretary

The Company Secretary act as secretary to the committee.

D. Meeting and Attendance during the year

Sr. No.	Name of the Member	Attendance in Audit Committee Meetings held on				
		29.05.2023	10.08.2023	11.10.2023	25.10.2023	30.01.2024
1.	Dr. Pradeep Jha	✓	✓	✓	✓	✓
2.	Mr. R. K. Sukhdevsinhji	✓	✓	✓	✓	✓
3.	Mr. Jayprakash M. Patel	✓	✓	✓	✓	X

E. Vigil Mechanism/Whistle Blower Policy

The Company has adopted Whistle Blower Policy that provides a formal vigil mechanism for Directors and Employees to report genuine concerns about the unethical behaviour, actual or suspected frauds of violation of the Company's Code of Conduct. The said mechanism also provides for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases. No employee of the Company was denied access to the Chairman of the Audit Committee.

4.2. Nomination and Remuneration Committee

The constitution and terms of reference of nomination and remuneration committee of the Company are in compliance with Section 178 of the Companies Act, 2013 and Regulation 19 and Part D of Schedule II of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Nomination and Remuneration Committee is responsible for evaluating the balance of skills, experience, independence, diversity and knowledge on the Board and for drawing up selection criteria, ongoing succession planning and recommending appointment of Directors and Senior Management employees. Further, the Nomination and Remuneration Committee is also responsible for formulating policies with respect to remuneration, performance evaluation, Board diversity, etc. in line with requirements of the Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A. Brief description of terms of reference:

The Nomination and Remuneration Committee determines on behalf of the Board and on behalf of the Shareholders, the Company's policy governing remuneration payable to the Whole-Time Directors as well as the nomination and appointment of Directors.

The terms of reference of the Nomination and Remuneration Committee are as per the governing provisions of Section 178 of the Companies Act, 2013 and the Securities Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015 (specified in Part D of Schedule II). The Nomination and Remuneration Committee is empowered with the following terms of reference and responsibilities in accordance with the provisions of law and the Nomination and Remuneration Policy:

1. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the Directors, Key Managerial Personnel and other employees;
2. Formulate the criteria for effective evaluation of performance of the Board, its Committees and individual Directors and review its implementation and compliance;
3. Devise a policy on diversity of the Board of Directors;
4. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal;
5. To consider whether to extend or continue the term of appointment of Independent Directors, on the basis of the report of performance evaluation of Independent Directors;
6. Set the level and composition of remuneration which is reasonable and sufficient to attract, retain and motivate Directors and Senior Management of the quality required to run the Company successfully;
7. Set the relationship of remuneration to performance;
8. Check whether the remuneration provided to Directors, Key Managerial Personnel and Senior Management includes a balance between fixed and incentives pay reflecting short-term and long-term performance objectives appropriate to the working of the Company and its goals;

9. Review and implement succession plans for Managing Director, Executive Directors and Senior Management;
10. Review and make recommendations to the Board with respect to any incentive-based compensation and equity-based plans that are subject to Board or shareholder approval (including broad-based plans); and
11. Undertake any other matters as the Board may decide from time to time.

B. Composition, Name of Members and Chairman

As on March 31, 2024, the Nomination and Remuneration Committee comprises of three (3) Non-Executive Independent Directors:

Name of the Member	Category	Designation
Mr. Jayprakash M. Patel	Independent – Non-Executive Director	Chairman
Mr. R. K. Sukhdevsinhji	Independent – Non-Executive Director	Member
Dr. Pradeep Jha	Independent – Non-Executive Director	Member

Mr. Jayprakash M. Patel, Chairman of the Nomination and Remuneration Committee attended the last Annual General Meeting (AGM).

C. Secretary

The Company Secretary acts as secretary to the committee.

D. Meeting and Attendance during the year

Sr. No.	Name of the Member	Attendance in Nomination and Remuneration Committee Meetings held on			
		29.05.2023	10.08.2023	25.11.2023	30.01.2024
1.	Dr. Pradeep Jha	✓	✓	✓	✓
2.	Mr. R. K. Sukhdevsinhji	✓	✓	✓	✓
3.	Mr. Jayprakash M. Patel	✓	✓	✓	X

E. Performance Evaluation of Directors

Pursuant to the provisions of the Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has carried out an annual evaluation of its own performance, its Committees, Independent Directors, Non-Executive Directors, Executive Directors, and the Chairman of the Board.

The Nomination and Remuneration Committee of the Board has laid down the manner in which formal annual evaluation of the performance of the Board, its Committees and Individual Directors has to be made. It includes circulation of evaluation forms separately for evaluation of the Board and its Committees, Independent Directors/Non-Executive Directors/Executive Directors and the Chairman of the Company.

The performance of Non-Independent Directors, the Board as a whole, and the Committees of the Board has been evaluated by Independent Directors in a separate meeting. At the same meeting, the Independent Directors also evaluated the performance of the Chairman of your Company,

after taking into account the views of Executive Directors and Non-Executive Directors. Evaluation as done by the Independent Directors was submitted to the Nomination and Remuneration Committee and subsequently to the Board.

The performance of the Board and its Committees was evaluated by the Nomination and Remuneration Committee after seeking inputs from all the Directors, on the basis of criteria such as the Board/Committee composition and structure, effectiveness of the Board/Committee process, information and functioning, etc.

Following the meetings of Independent Directors and of Nomination and Remuneration Committee, the Board at its meeting discussed the performance of the Board, as a whole, its committees and individual Directors. The performance evaluation of all the Directors of your Company, (including Independent Directors, Executive and Non-Executive Directors and Chairman), is done at the Board meeting by all the Board members, excluding the Director being evaluated on the basis of criteria, such as contribution at the meetings, strategic perspective or inputs regarding the growth and performance of your Company, among others.

F. Nomination process of new Directors

The search and nomination process of new Directors are through personal contacts and recommendations of Directors. Nomination and Remuneration Committee review and assess candidates before making recommendation to the Board.

G. Remuneration policy, details of remuneration and other terms of appointment of directors

The remuneration policy of the Company is directed towards rewarding performance based on review of achievements on a period basis.

H. Details of remuneration paid to Executive Directors

Mrs. Paru M. Jaykrishna, Chairperson and Managing Director of the Company, Mr. Gokul M. Jaykrishna, Joint Managing Director & CEO, Mr. Arjun G. Jaykrishna Executive Director and Mr. Mitesh Patel, Executive Director are the Executive Directors on the Board. On the recommendation of the Nomination and Remuneration Committee, the Board of Directors decides and approves the remuneration payable to them within the ceiling fixed by the shareholders as per the Resolution passed at the General Meeting.

Details of the remuneration paid to the Executive Directors are as below:

Whole-Time Director	Business relationship with the Company	Remuneration during the year 2023-2024 (inclusive of Perquisites and Commission) (₹ in Lakhs)
Mrs. Paru M. Jaykrishna	Chairperson & Managing Director	63.25
Mr. Gokul M. Jaykrishna	Joint Managing Director & CEO	36.24
Mr. Arjun G. Jaykrishna	Executive Director	24.08
Mr. Mitesh Patel	Executive Director	13.16
Total		136.73

1. Service Contract, Severance Fees and Notice Period:

The appointment of the Managing Director and Whole-Time directors are governed by Articles of Association of the Company and the resolution passed by Board of Directors and the members of the Company. These covers and terms and condition of such appointment. No separate service contract is entered into by the Company with Managing Directors. There is no separate provision for payment of Severance fees under the resolution governing the appointment of the Managing Directors.

2. Stock Option details, if any

The Company does not have any stock option plan for the Executive Directors.

I. Details of remuneration paid to Non Executive Directors

Non-Executive Directors

Non-Executive Directors were paid sitting fees for attending the Board Meeting and Committee Meetings of the Company.

Shareholding of Non-Executive Directors

None of the Non-Executives of the Company are holding any shares in the Company.

4.3. Corporate Social Responsibility (CSR) Committee

The Company has constituted a Corporate Social Responsibility Committee as required under

Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

A. Terms of Reference

The Committee looks into the matters relating to:

1. To formulate and recommend to the Board, a Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and rules made there under;
2. To recommend the amount of expenditure to be incurred on CSR activities;
3. To monitor the implementation of framework of CSR policy; and
4. To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for performance of its duties.

The Corporate Social Responsibility Policy of the Company is available on the website of the Company.

The details of the Corporate Social Responsibility Policy of the Company have also been disclosed in the Directors' Report section of the Annual Report.

B. Composition of the Committee

As on March 31, 2024, the Committee comprises of following directors:

Name of the Member	Category	Designation
Mrs. Paru M. Jaykrishna	Executive Director	Chairperson
Mr. Jayprakash M. Patel	Independent – Non-Executive Director	Member
Dr. Pradeep Jha	Independent – Non-Executive Director	Member

C. Secretary

The Company Secretary acts as secretary to the committee.

D. Attendance of the Corporate Social Responsibility (CSR) Committee

The details of meeting and attendance of the members are as below:

Sr. No.	Name of the Member	Attendance in Corporate Social Responsibility Committee Meetings held on			
		29.05.2023	10.08.2023	11.10.2023	30.01.2024
1.	Mrs. Paru M. Jaykrishna	✓	✓	✓	✓
2.	Dr. Pradeep Jha	✓	✓	✓	✓
3.	Mr. Jayprakash M. Patel	✓	✓	✓	X

4.4 Stakeholders Relationship Committee

The Stakeholders' Relationship & Investors Grievance Committee cohesively supports the Company and its Board in maintaining strong and long-lasting relationship with its stakeholders at large. The Stakeholders' Relationship & Investors Grievance Committee majorly ensures and oversees the prompt resolution of the grievances of security holders; the implementation of ways to enhance shareholder experience; assessment of performance of Registrar and Transfer Agent; monitoring of shareholding movements etc.

The constitution and terms of reference of Stakeholder Relationship Committee of the Company pursuant to Section 178(5) of the Companies Act, 2013 and Regulation 20 and Part D of Schedule VI of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The terms of reference and other details of the committee are as follows:

A. Terms of Reference

The functioning and broad terms of reference of the Stakeholders' Relationship Committee as adopted by the Board are as under:

- To monitor complaints received by your Company from its Shareholders, and their security holders, Securities and Exchange Board of India (SEBI), Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies etc. and action taken by your Company for redressing the same;

- To approve allotment of shares, debentures or any other securities as per the authority conferred/to be conferred to the Committee by the Board of Directors from time to time;
- To approve requests for transposition, deletion, consolidation, sub-division, change of name, dematerialisation, rematerialisation etc. of shares, debentures and other securities;
- To authorise Officers of your Company to approve requests for transposition, deletion, consolidation, sub-division, change of name, dematerialisation, rematerialisation etc. of shares, debentures and other securities;
- To approve and ratify the action taken by the authorised officers of your Company in compliance of the requests received from the shareholders/investors for issue of duplicate/replacement/consolidation/sub-division, dematerialisation, rematerialisation and other purposes for the shares, debentures and other securities of your Company;
- To monitor and expedite the status and process of dematerialisation and rematerialisation of shares, debentures and other securities of your Company;
- To give directions for monitoring the stock of blank stationery and for printing of stationery required by the Secretarial Department of your Company from time to time for issuance of share certificates, allotment letters, dividend warrants, pay orders, cheques and other related stationery;

8. To review the measures taken to reduce the quantum of unclaimed dividend/interest and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of your Company;
9. Resolving grievances of security holders including complaints related to transfers/transmission of shares, non-receipt of annual report, non-receipt of dividends, issue of new/duplicate certificates, general meetings etc.;
10. Review measures taken for effective exercise of voting rights by shareholders;
11. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent; and
12. To perform such other acts, deeds, and things as may be delegated to the Committee by the Board from time to time.

The main object of the Committee is to strengthen investor relations.

B. Composition of the Committee

As on March 31, 2024, the Committee comprises of following directors:

Name of the Member	Category	Designation
Dr. Pradeep Jha	Independent – Non-Executive Director	Chairperson
Mrs. Paru M. Jaykrishna	Executive Director	Member
Mr. Jayprakash M. Patel	Independent – Non-Executive Director	Member

As per Regulation 20 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Dr. Pradeep Jha, Chairman of the Stakeholder Relationship Committee was present at 33rd Annual General Meeting held on September 28, 2023.

C. Secretary

The Company Secretary and compliance officer acts as secretary to the committee.

D. Meeting and Quorum

The committee meets as and when required. The quorum for the meeting is either two members.

E. Attendance of the Stakeholders Relationship Committee

The details of meeting held of Stakeholders Relationship Committee:

Sr. No.	Name of the Member	Attendance in Stakeholders Relationship Committee Meetings held on			
		29.05.2023	10.08.2023	25.10.2023	30.01.2024
1.	Dr. Pradeep Jha	✓	✓	✓	✓
2.	Mrs. Paru M. Jaykrishna	✓	✓	✓	✓
3.	Mr. Jayprakash M. Patel	✓	✓	✓	X

F. Details of Shareholders Complaints

Number of complaints received and resolved to the satisfaction of Stakeholders Relationship Committee during the year under review is below:

Number of complaints pending at the beginning of the year	: Nil
Number of complaints received	: 8
Number of complaints resolved during the year	: 8
Number of pending complaints at the end of the year	: Nil

G. Compliance Officer

Mr. Saji V. Joseph, Company Secretary and Compliance Officer is entrusted with the responsibility to specifically look into the redressal of the shareholders and investors complaints and report the same to the Stakeholder's Relationship Committee.

4.5. Risk Management Committee

The Company has formulated a Risk Management Committee in line with the Regulation 21 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Risk Management Committee met 4 (four) times during the financial year 2023-2024. The intervening period between 2 (two) consecutive Risk Management Committee meetings was well within the maximum allowed gap of 180 (one hundred and eighty) days.

A. Terms of references

The terms of reference of Risk Management Committee are as follows:

- i. To formulate a detailed risk management policy which shall include:
 - (a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information,

cyber security risks or any other risk as may be determined by the Committee.

- (b) Measures for risk mitigation including systems and processes for internal control of identified risks.
- (c) Business continuity plan.
- ii. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- iii. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- iv. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.
- v. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- vi. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

B. Composition of the Committee

As on March 31, 2024, the Committee comprises of following directors:

Name of the Member	Category	Designation
Dr. Pradeep Jha	Independent – Non-Executive Director	Chairman
Mr. R. K. Sukhdevsinhji	Independent – Non-Executive Director	Member
Mr. Jayprakash M. Patel	Independent – Non-Executive Director	Member

C. Secretary

The Company Secretary acts as secretary to the committee.

D. Attendance of the Risk Management Committee

The members of the Risk Management Committee met two times, attendance of the members at the meeting held during financial year 2023-2024 is as follows:

Sr. No.	Name of the Member	Attendance in Risk Management Committee Meetings held on			
		29.05.2023	10.08.2023	25.11.2023	30.01.2024
1.	Dr. Pradeep Jha	✓	✓	✓	✓
2.	Mr. R. K. Sukhdevsinhji	✓	✓	✓	✓
3.	Mr. Jayprakash M. Patel	✓	✓	✓	X

5. INFORMATION OF KEY MANAGERIAL PERSONNEL

As required under Section 2(51) and Section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, following persons are the Key Managerial Personnel of your Company:

Sr. No	Name	Designation
1.	Mr. Gokul M. Jaykrishna	Joint Managing Director & CEO
2.	Mr. Alok Jhawar	Chief Financial Officer
3.	Mr. Saji Varghese Joseph	Company Secretary and Compliance Officer

6. INFORMATION OF SENIOR MANAGEMENT

Details of Senior Management Personnel as on March 31, 2024 as defined under Regulation 16(1)(d) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:

Sr. No	Name	Designation
1.	Mr. Alok Jhawar	Chief Financial Officer
2.	Mr. Saji Varghese Joseph	Company Secretary and Compliance Officer
3.	Mr. K. K. Magar	General Manager - Production, Maintenance & ETP
4.	Mr. C. R. Raval	General Manager – Accounts

7. SUBSIDIARY

As on March 31, 2024, the Company has one unlisted subsidiary Company namely:

Asahi Tennants Color Private Limited with its Board having the rights and obligations to manage the Company in the best interest of their stakeholders.

The Company also has two wholly owned unlisted subsidiary namely Atlas Life Sciences Private Limited and Atlas Life Sciences (India) Private Limited with its Board having the rights and obligations to manage the Company in the best interest of their stakeholders. The Company fulfils all the applicable requirements of Corporate Governance as enumerated in Regulation 24 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- (1) The Audit Committee of the Company reviews the Financial Statements of subsidiary companies as well as the Consolidated Financial Statements.
- (2) Minutes of the meetings of Audit Committee and Board of Directors of subsidiary companies are placed before the Audit Committee and Board of Directors of the Company, respectively.
- (3) A quarterly statement of all significant transactions and arrangements entered into by the subsidiary companies are placed before the Board of Directors of the Company.
- (4) The Audit Committee and Board of Directors of the Company quarterly review the utilization of the investment made by the Company in the subsidiary Companies.

8. GENERAL BODY MEETINGS

8.1 Details of location, time and date of last three Annual General Meeting are given below:

Financial Year	Date	Time	Venue
2022-2023	September 28, 2023	11.30 am	Through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”)
2021-2022	September 30, 2022	11.30 am	Through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”)
2020-2021	September 28, 2021	11.30 am	Through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”)

Note: At the Annual General Meeting held on September 28, 2021, September 30, 2022 and September 28, 2023 respectively, the ordinary and special businesses were transacted through E-voting prior to the date of Annual General Meeting and during the proceedings of the Annual General Meeting.

8.2 Extra Ordinary General Meeting

No Extra Ordinary General Meeting was held during the financial year 2023-2024.

8.3 Special Resolution passed in the last three years at the Annual General Meetings

At the 31st Annual General Meeting held on September 29, 2021 the following Special Resolutions were passed:

- i. Re-appointment of Mrs. Paru M. Jaykrishna (DIN: 00671721), as Chairperson and Managing Director of the Company
- ii. Private Placement of Non-Convertible Debenture and/or other debt securities.

At the 32th Annual General Meeting held on September 30, 2022 the following Special Resolutions were passed:

- i. Approval of Loan, Guarantee or Security under Section 185 of the Companies Act, 2013.

At the 33rd Annual General Meeting held on September 28, 2023 the following Special Resolutions were passed:

- i. Approval of Loan, Guarantee or Security under Section 185 of the Companies Act, 2013.

8.4 Resolution passed with requisite majority in last year through Postal Ballot

During the year 2023-2024, One Special Resolutions has been passed through Postal Ballot, details of which is given under:

Date of Postal Ballot Notice	December 22, 2023
Date of commencement of e-Voting for the Postal Ballot	December 26, 2023
Date of Approval	January 24, 2024
Date of declaration of result	January 25, 2024

Description of the Resolution	No. of Vote polled	Vote caste in favour	% of Votes in favour on votes polled	Vote cast against	% of Votes against on votes polled
Appointment of Mr. Mitesh Patel (DIN: 10362008) as Executive Director of the Company for a term of three consecutive years	79,02,864	79,01,323	99.9805	1541	0.0195

8.5 Person who conducted the Postal Ballot exercise:

M/s. Komal Motiani & Associates, Company Secretary in Practice, Ahmedabad was appointed as the Scrutiniser to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

8.6 Special Resolution proposed to be conducted through postal ballot

None of the business proposed to be transacted at the ensuing Annual General Meeting require passing a resolution through Postal Ballot.

8.7 Procedure for Postal Ballot

The Company has followed the procedure prescribed for conducting Postal Ballot under the provisions of the Companies Act, 2013 and rules made thereunder and the Listing Regulations.

9. MEANS OF COMMUNICATION

The Company promptly discloses information on material corporate developments and other events as required under Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Such timely disclosures are an indicator of the Company's good corporate governance practices.

i. Publication of Financial Results: The Company publishes limited reviewed un-audited financial results on a quarterly basis. In respect of the fourth quarter, the Company publishes the audited financial results for the complete financial year. Quarterly, half-yearly and annual financial results of the Company are published in widely circulating national and local dailies such as, The Business Standard (English) and Jahind (Gujarati).

ii. Annual Report: Annual Report containing, inter alia, audited Annual Accounts, Directors' Report, Auditors' Report and other important information is sent to Members and others entitled thereto. The Management Discussion and Analysis (MD&A) forms part of the Annual Report. The Annual Report is also available on the Company's website.

iii. Website, where displayed

In compliance with Regulation 46 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate dedicated section under 'Investors' on the Company's website gives information on various announcements made by the Company, status of unclaimed dividend, Annual Report, Quarterly/Half yearly/Nine-months and Annual financial results along with the applicable policies of the Company.

The Annual Report of the Company as well as the quarterly/half yearly and annual results are posted on the website of the Company at www.asahisongwon.com and can be downloaded by the shareholders.

iv. Press release made by the Company from time to time are also displayed on the Company's website and Stock Exchanges.

v. Analysts presentations

The presentations on performance of the Company are placed on the Company's website for the benefit of the institutional investors, analysts and other shareholders immediately after the conclusion of investors call for the financial results.

vi. Conference Call with Investors

Conference calls with Investors on Financial Results are held every half yearly. Concall Transcript, Audio Recording of Concall are uploaded on the website of the Company within the prescribed time limit under Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are available on the website of the Company at www.asahisongwon.com

vii. Stock Exchange:

All unpublished price-sensitive information and material events are disclosed to the respective Stock Exchanges where the securities of the Company are listed. All submissions to the Stock Exchanges are made through the respective electronic filing systems. Material events or information as detailed in Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are disseminated on the Stock Exchanges by filing them with the National Stock Exchange of India Limited ('NSE') through NEAPS/NSE digital portal and with BSE Limited ('BSE') through BSE Listing Centre. They are also displayed on the Company's website at www.asahisongwon.com.

viii. Chairperson's communiqué: Annual Report contains Chairperson's speech.

ix. All disclosures made to the stock exchanges as statutorily required are also available on the Company's website.

x. Ministry of Corporate Affairs: The Company has periodically filed all the necessary documents with the MCA.

10. GENERAL SHAREHOLDER'S INFORMATION

i. 34th Annual General Meeting

Day, Date, Time & Venue	Friday, 27 th September, 2024 at 11.30 am through Video conferencing ("VC") or Other Audio Visual Means ("OAVM").	
ii. Tentative Financial Year Calendar (2024-2025)	Financial Year of the Company	April 1, 2024 to March 31, 2025
	First Quarter Results	On or before August 14, 2024
	Second Quarter Results	On or before November 14, 2024
	Third Quarter Results	On or before February 14, 2025
	Audited Results for the year 2024-2025	On or before May 30, 2025
	Annual General Meeting	August/September, 2025

iii.	Dividend	<p>The Board of Directors in their meeting held on May 28, 2024 has recommended a final dividend of Rupee 0.50 (5%) per equity share for the Financial Year 2023-2024. The dividend on equity shares for the financial year ended March 31, 2024, if approved by the members at the ensuing Annual General Meeting will be paid within 30 days of declaration by members.</p> <p>i) to all those shareholders holding shares in physical and whose names appear in Company's Register of Member as on September 20, 2024.</p> <p>ii) to all those beneficial owners holding shares in electronic mode, as per the ownership data made available to the Company by National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of he ended of the day on September 20, 2024.</p>
iv. Date of Book Closure		
	Closure of Register of Members and Share Transfer Books	September 21, 2024 to September 27, 2024 (both days inclusive) on account of Annual General Meeting and payment of Final Dividend.
v.	Electronic Voting	Pursuant to Section 108 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities Exchange Board of India (Listing obligation and Disclosure Requirements) Regulation, 2015 members have been provided the facility to exercise their right to vote at the 34 th Annual General Meeting by electronic voting through services provided by NSDL. The electronic voting period will be from 9.00 a.m. IST on September 24, 2024 to 5.00 p.m. IST September 26, 2024, both days inclusive.
vi.	Scrutiniser for electronic voting	M/s. Komal Motiani & Associates Company Secretaries, Ahmedabad (Membership No. A39696) has been appointed as the Scrutinizer to scrutinizer the electronic voting process in a fair and transparent manner and to give his report to the Chairperson.
vii.	a. Dividend payment date	Within 30 days from the date of declaration.
	b. Dividend Policy	Dividends, other than interim dividends are to be declared at the Annual General Meeting of the shareholders based on the recommendation of the Board of Directors. Generally, the factors that may be considered by the Board of Directors before making any recommendations for dividend include, without limitation, the Company's future expansion plan and capital requirements, profit earned during the fiscal year, cost of raising the funds from alternate sources, liquidity position, applicable laws including tax on dividend. The Board of Directors may also from time to time interim dividends to shareholders.
viii.	Name and address of each Stock Exchange(s) at which the Company securities are listed and a confirmation about payment of annual listing fee to each of such Stock Exchange(s)	<p>Name and Address of Stock Exchange:</p> <p>BSE Limited P. J. Towers, Dalal Street, Fort, Mumbai - 400 001</p> <p>National Stock Exchange of India Ltd Exchange Plaza, 5th Floor Plot No. C/1, G Block, Bandra – Kurla Complex, Bandra (East), Mumbai – 400 051</p> <p>Payment of Fees to Exchanges</p> <p>Pursuant to Regulation 14 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has paid the Annual Listing Fees for the Financial Year 2024-2025 to the above stock exchange within the stipulated time.</p>
ix.	Stock Code/Symbol	BSE Scrip Code 532853 NSE Scrip Code ASAHISONG
x.	Type of Security	Equity Shares
	Number of paid up shares	1,17,87,262 equity shares of ₹ 10/- each fully paid
	Market lot of shares	1 Equity Share

xi.	Corporate identification Number (CIN) of the Company	The Company's CIN, allotted to the by the Ministry of Corporate Affairs, Government of India is L24222GJ1990PLC014789.
xii.	International Securities Identification Number (ISIN)	The Company's scrip form part of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 compulsory demat segment bearing ISIN No. INE228I01012 . The name address of depositories are: National Securities Depository Limited Trade World, 4 th Floor, "A" Wing Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013. Central Depository Services (India) Limited Marathon Futurex, 25 th Floor N. M. Joshi Marg, Lower Parel (East), Mumbai – 400 013. Payment of Depository Fees The Annual Custodial fees for the financial year 2024-25 have been paid to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

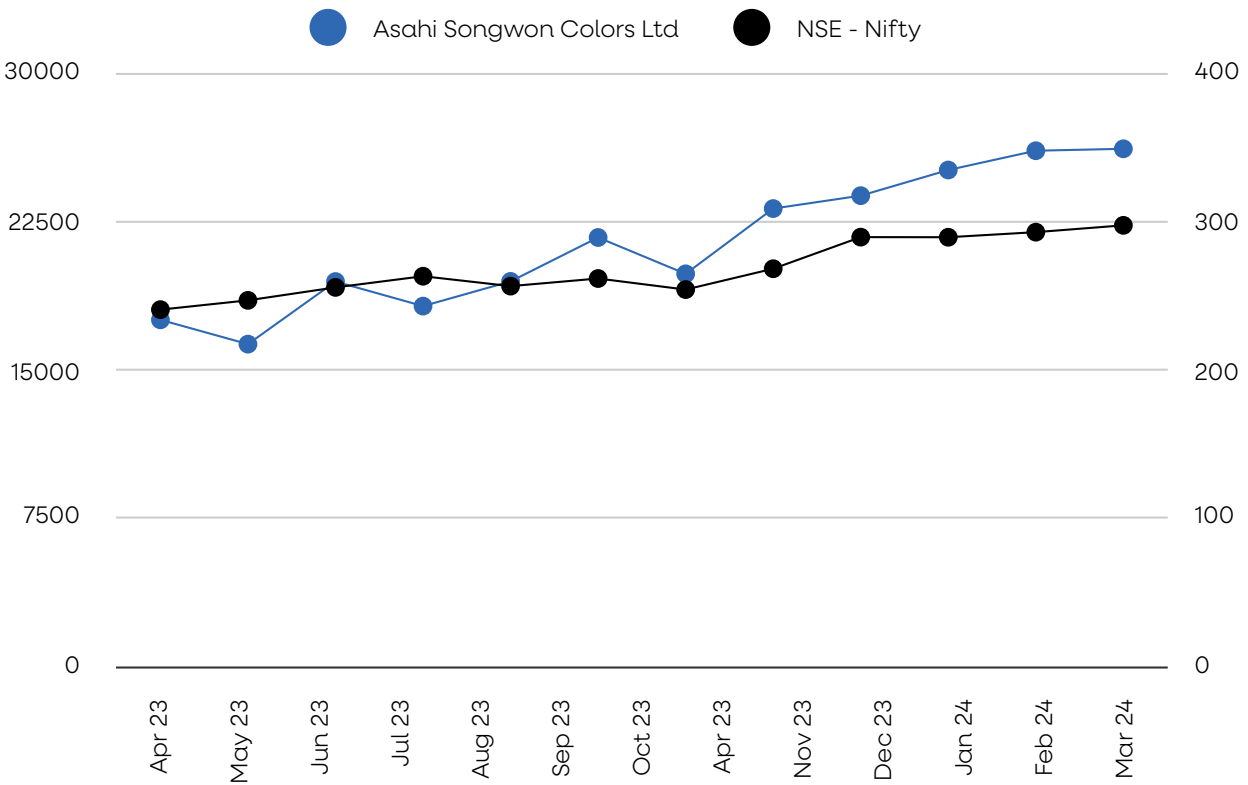
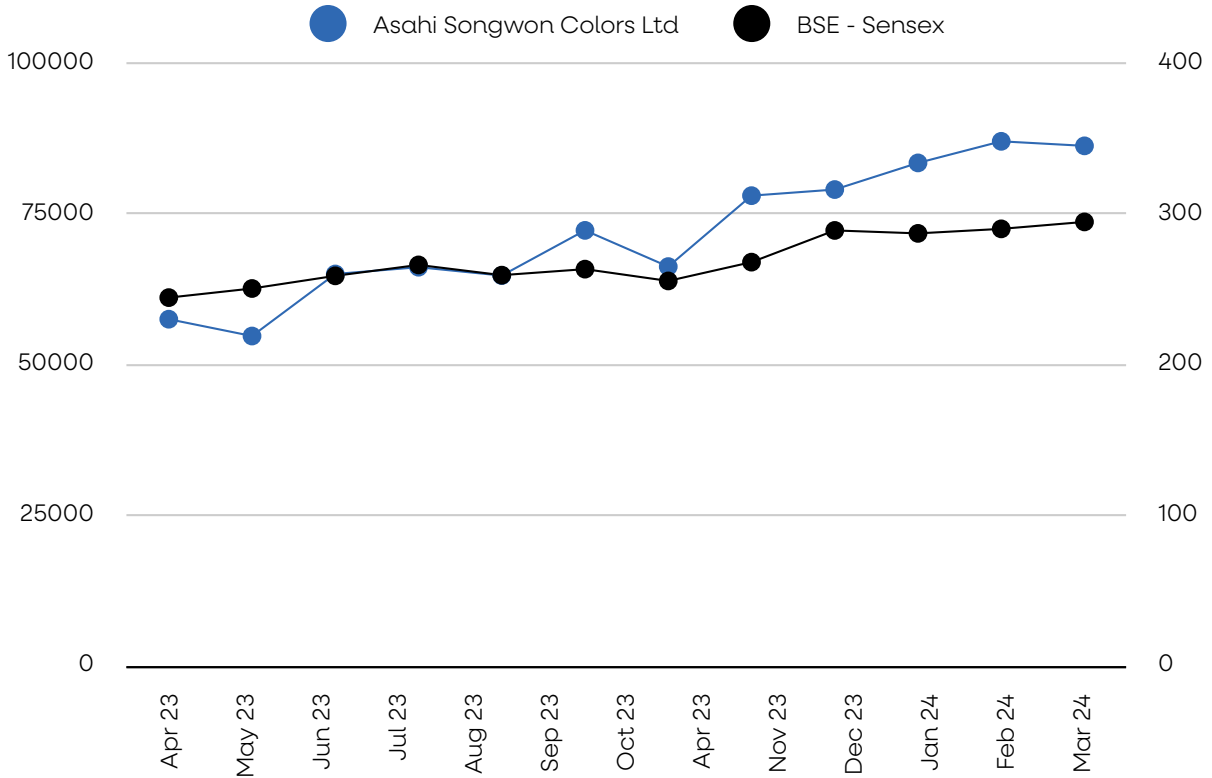
xiii. a) Market Price Data-high, low during each month in last financial year:

The monthly High, Low (based on closing prices) and volumes of the equity shares of the Company during each month in the year 2023-2024 on BSE Limited and National Stock Exchange of India Limited are given below:

Month	BSE Limited			National Stock Exchange of India Limited		
	High (₹)	Low (₹)	Volume (No. of Shares)	High (₹)	Low (₹)	Volume (No. of Shares)
April, 2023	230.15	176.10	13,344	234.00	182.80	1,83,462
May, 2023	219.00	173.00	14,402	217.60	192.05	1,13,251
June, 2023	260.10	188.00	50,873	259.80	186.20	5,02,021
July, 2023	264.60	212.00	15,523	243.25	223.50	1,43,646
August, 2023	259.05	221.50	41,490	259.90	221.00	6,31,269
September, 2023	289.00	223.00	1,03,898	289.50	218.35	16,84,134
October, 2023	265.00	237.50	28,378	265.00	236.85	2,53,794
November, 2023	312.00	251.85	83,870	309.00	252.25	10,39,380
December, 2023	316.05	269.00	49,598	317.70	276.30	5,13,960
January, 2024	333.70	298.00	31,721	335.00	297.40	6,25,063
February, 2024	348.00	300.70	28,221	348.00	300.00	6,38,470
March, 2024	345.00	268.00	27,947	349.30	299.05	3,50,918

xiv. Performance of the Company' Equity Share vis-a-visa BSE Sensex & NSE Nifty during 2023-2024

The chart below provides the relative movement of the closing price of the Company's share and the BSE Sensex & NSE Nifty. The period covered is April 1, 2023 to March 31, 2024. The Management cautions that the stock movement shown in the chart should not be considered indicative of potential future stock price performance.



xv. In case the securities are suspended from trading the Directors Report shall explain the reason thereof:

Not Applicable

xvi. Registrar and Transfer Agent

Pursuant to Regulation 53A of the Securities and Exchange of India (Depositories & Participants) Regulations, 1996, the Company has appointed following SEBI registered Agency as Common Registrar and Share Transfer Agent of the Company for both the Physical and Dematerialised segment:

Link Intime India Private Limited**UNIT: ASAHI SONGWON COLORS LIMITED****Mumbai Office:**

C-101, 247 Park, L.B. S Marg, Vikhroli (West), Mumbai – 400 083.

Tel: 022- 49186270 Fax: 022-49186060

Email ID: rnt.helpdesk@linkintime.co.in

Website: www.linkintime.co.in

Ahmedabad Branch Office:

506-508, Amarnath Business Centre -1, (ABC-1), Besides Gala Business Centre, Near St. Xavier's College Corner, Off C. G. Road, Ellisbridge, Ahmedabad-380 006.

Tel: 079-26465179/86/87

E-mail ID: ahmedabad@linkintime.co.in

Website: www.linkintime.co.in

xvii. Share Transfer System

a) In terms of Regulation 40(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. Pursuant to SEBI Circular dated January 25, 2022, the listed companies shall issue the securities in dematerialized form only, for processing any service requests from shareholders viz., issue of duplicate share certificates, endorsement, transmission, transposition, etc. After processing the service request, a letter of confirmation will be issued to the shareholders and shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerializing those shares. If the shareholders fail to submit the dematerialisation request within 120 days, then the Company shall credit those shares in the Suspense Escrow Demat account held by the Company. Shareholders can claim

these shares transferred to Suspense Escrow Demat account on submission of necessary documentation. Additionally, the Company/RTA shall issue a reminder after the end of 45 days and 90 days from the date of issuance of Letter of Confirmation, informing the shareholders to submit the demat request as above, in case no such request has been received by the RTA/ Issuer Company. Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

b) Nomination facility for shareholding

SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 has made it mandatory for all shareholders holding shares in physical form to furnish nomination details to the Company/RTA. Shareholders can register their nomination details in Form SH-13 or they can choose to give declaration to opt out of Nomination by filing Form ISR-3.

In case the shareholder holding shares in physical form wishes to change the nominee or cancel the nomination then Form SH-14 needs to be filled.

The aforementioned forms are available on the website of the Company as well as the Registrar and Share Transfer Agent and duly filled form is required to be furnished in hard copy form or through electronic mode with e-signature to the Company/Registrar and Share Transfer Agent.

SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, has made it mandatory for all holders holding shares in physical form to furnish the following documents/details to the RTA: a) Permanent Account Number b) Contact details, postal address with PIN, mobile number, E-mail address c) Bank account details (bank name and branch, bank account number, IFS code) d) Specimen signature. For furnishing the above mentioned details, Shareholder shall send the hard copy of Form ISR- 1 and/or ISR-2, available on the website of the Company as well as on the website of Registrar and Share Transfer Agent. Further, SEBI has mandated that the security holders holding securities in physical form, whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any dividend payment in respect of such

folios, only through electronic mode with effect from April 1, 2024, only upon furnishing all the mentioned details. As a part of the effective Shareholder management and grievances redressal processes, various Shareholders' request received by the Company and RTA are processed promptly within the prescribed time line. Pursuant to Regulation 40(9) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, certificates, on half yearly basis have been issued by a Company Secretary in-Practice for due compliance of share transfer formalities by the Company within timelines as required under the applicable provisions.

Shareholders are informed that in case of any dispute against the Company and/or its RTA on delay or default in processing your requests, as per SEBI Circular dated May 7, 2024, an arbitration can be filed with the Stock Exchanges for resolution.

Correspondence regarding change of address

Shareholders are requested to ensure that any correspondence of Change of Address, change of Bank Mandates should be signed by the first named shareholder. Shareholders who hold shares in dematerialized form should correspond with the Depository participant with whom they opened Demat Account.

Green Initiative for Paperless Communication

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" by allowing service of documents by a Company to its members through electronic mode. The move of the ministry allows public at large to contribute to the green movement. Keeping in view the underlying theme, the Company will continue to send various communication and documents in electronic form in the email address provided by the members to the Depositories or to the Company.

Pending Investors' Grievances

Any shareholder whose grievance has not been resolved to his/her satisfaction may kindly write to the Company Secretary at the Registered office of the Company with a copy of earlier correspondence.

xviii. Corporate Benefits to Shareholders

a) Dividend declared for the last five years

Financial Year	Dividend %	Total Dividend (₹)
2022-2023	5	58,93,631
2021-2022	5	58,93,631
2020-2021	35	4,20,95,417
2019-2020	30	3,68,16,786
2018-2019	30	3,68,16,786
2017-2018	30	3,68,16,786

b) Unclaimed Dividend

Pursuant to the Section 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividend, if not claimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company are liable to be transferred to IEPF.

All unclaimed interim dividend amount up to financial year 2017-18 have been transferred to Investor Education & Protection Fund.

The Company shall be transferring the unclaimed/unpaid dividend for the financial year 2017-2018 on due date to the Investor Education and Protection Fund (IEPF). Members who have not encashed their dividend may approach the Company or Registrar and Share Transfer Agent.

The following are the details of dividends declared by the Company and respective due dates for transfer of unclaimed dividend to IEPF:

Dividend Year	Date of Declaration of Dividend	Due date of transfer to IEPF
2017-2018 Final	28/09/2018	03/11/2025
2018-2019 Final	27/09/2019	01/11/2026
2019-2020 Interim	05/03/2020	10/03/2027
2020-2021 Final	28/09/2021	02/11/2028
2021-2022 Final	30/09/2022	04/11/2029
2022-023 Final	28/09/2023	02/11/2030



c) Transfer of Shares to Investor Shares to Investor Education and Protection Fund

In terms of Section 124(6) of the Companies Act, 2013 read with Investor Education & Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, and Notifications issued by the Ministry of Corporate Affairs from time to time, the Company is required to transfer the shares in respect of which dividends have remained unpaid/unclaimed for a period of seven consecutive years or more to the IEPF Account established by the Central Government. The Company sends individual communication to the concerned shareholders at their registered address, whose shares are liable to be transferred to the IEPF, on account of the dividend remained unclaimed/unpaid. Notices in this regard are also published in the newspapers and the details of unclaimed dividends and shareholders whose shares are liable to be transferred to the IEPF Authority, are uploaded on the Company's website at www.asahisongwon.com.

d) Disclosures with respect to demat suspense account/unclaimed suspense account

Regulation 39(4) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule VI "Manner of dealing with Unclaimed Shares", had directed Companies to dematerialize such shares which have been returned as "Undelivered" by the postal authorities and hold these shares in an "Unclaimed Suspense Account" to be opened with either one of the Depositories viz. NSDL or CDSL.

All corporate benefits on such shares viz. bonus, dividends etc. shall be credited to the unclaimed

suspense account as applicable for a period of seven years and thereafter be transferred in accordance with the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer, and Refund) Rules, 2016 (IEPF Rules) read with Section 124(6) of the Companies Act, 2013.

The disclosure as required under schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below:

- (i) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: **Nil**
- (ii) Number of shareholders who approached listed entity for transfer of shares from suspense account during the year: **Nil**
- (iii) Number of shareholders to whom shares were transferred from suspense account during the year: **Nil**
- (iv) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: **Nil**
- (v) Voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: **NA**

e) Nodal Officer in accordance with the IEPF Rules

The Board of Directors of the Company have appointed Mr. Saji V. Joseph, Company Secretary of the Company as the Nodal Officer.

xix. Distribution of shareholding

The distribution of shareholding as on March 31, 2024 is as under:

a. Distribution by number of shares:

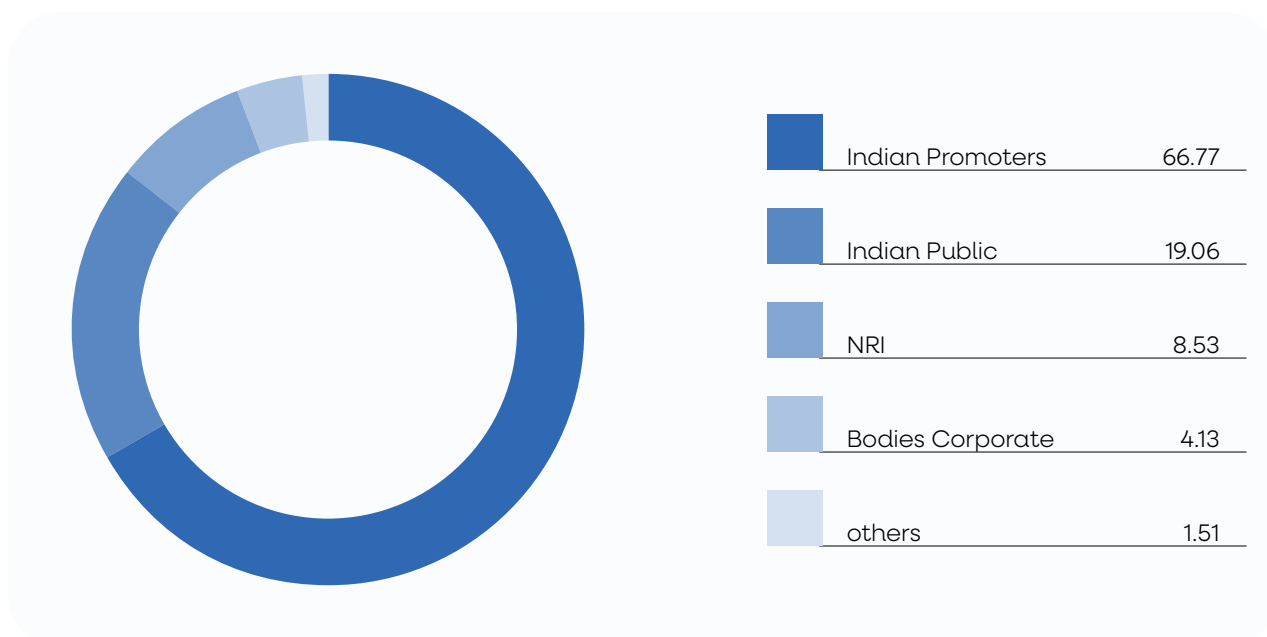
Number of Equity Shares Held	Shareholders		Shareholding	
	Number of shares	% of Total Shareholding	Number of shares	% of Total Shareholding
1-500	8,435	91.6051	6,97,347	5.9161
501-1000	371	4.0291	2,91,942	2.4768
1001-2000	190	2.0634	2,83,956	2.4090
2001-3000	69	0.7493	1,78,603	1.5152
3001-4000	24	0.2606	83,412	0.7076
4001-5000	22	0.2389	1,03,841	0.8810
5001-10000	51	0.5539	3,69,007	3.1306
10001 and above	46	0.4996	97,79,154	82.9637
Total	9,208	100.0000	1,17,87,262	100.0000

b. Shareholding Pattern as on March 31, 2024 (Category wise)



Sr. No.	Category of shareholder	As on March 31, 2024		As on March 31, 2023	
		Number of shares	% of shareholdings	Number of shares	% of shareholdings
A.	Promoters				
1	Indian Promoters				
	Individuals	43,011	0.36	38,011	0.32
	Bodies Corporate	-	-	-	-
	Private Family Trust	78,27,383	66.32	78,27,383	66.32
2	Foreign Promoters				
	Total Promoters Holding	78,70,394	66.77	78,65,394	66.73
B.	Non Promoter				
1	Institutional Investors				
	Mutual Funds	-	-	-	-
	Banks, Financial Institutions, Insurance Companies	-	-	-	-
	Foreign Portfolio Investors	11,782	0.10	2,065	0.02
	Sub Total	11,782	0.10	2,065	0.02
2	Non-Institutional Investors				
	Bodies Corporate	4,86,470	4.13	2,49,536	2.12
	Indian Public	22,47,443	19.06	25,31,885	21.47
	Nris/Ocbs/Foreign Company	10,05,127	8.53	10,05,403	8.53
	HUF	1,60,550	1.36	1,27,261	1.08
	IEPF	2,771	0.02	2,771	0.02
	Clearing Members	2,947	0.03	2,947	0.03
	Sub Total	39,05,086	33.13	39,19,803	33.25
	Grand Total	1,17,87,262	100.00	1,17,87,262	100.00

(*) Pursuant to Regulation 31(2) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 100% Shareholding of Promoters is in dematerialise form and the same is maintained on continuous basis.



List of Top Ten Shareholders other than Promoters as on March 31, 2024

Sr. No.	Name of the Shareholder	No. of Shares held	% of Total Holding
1.	DIC Corporation	8,65,200	7.34
2.	Aratrikashi Realtors LLP	1,06,840	0.91
3.	Vinapani Success LLP	1,06,315	0.90
4.	Manoj Dua	96,644	0.82
5.	Kaushik Mayachand Mehta	45,500	0.39
6.	Amol Ramchandra Pawar	40,330	0.34
7.	Hussian Shabbir Tambawala	33,660	0.29
8.	MSPL Limited	32,829	0.28
9.	Rameshchandra Vinaychand Shah	31,800	0.27
10.	Kalyani P Jain	31,703	0.27

xx. Market Capitalisation The Market Capitalisation of the Company as on March 31, 2024 at NSE is ₹ 38,255.56 Lakh, which is at 1,504 position.

xxi. Dematerialization of Shares and Liquidity The Equity Shares of the Company are traded compulsorily in the dematerialized form by all the investors. The Company has entered into an agreement with both National Securities Depository Ltd. (“NSDL”) and Central Depository Services (India) Ltd. (“CDSL”) whereby the Shareholders have an option to dematerialize their shares with either of the depositories.

The Demat ISIN Number for both NSDL and CDSL for the Company’s Equity Shares is INE228I01012. Nearly 99.98% of total listed Equity Shares have been dematerialised as on March 31, 2024. The status of shares held in demat and physical format is given below. The Company’s shares are liquid and actively traded on the BSE Limited and National Stock Exchange of India Limited.

Details of Dematerialised Shares as at March 31, 2024

Particulars	As on March 31, 2024		As on March 31, 2023	
	Number of Shares	Percentage	Number of Shares	Percentage
Shares in Demat Form				
NSDL	23,26,537	19.74	24,92,418	21.14
CDSL	94,58,629	80.24	92,92,745	78.84
Shares in Physical Form	2,096	0.02	2,099	0.02
Total	1,17,87,262	100.00	1,17,87,262	100.00

Dematerialisation of Shares
(in %)

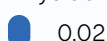
NSDL



CDSL



Physical



xxii. Outstanding Global Depository Receipts or American Depository Receipts or Warrants or any convertible instruments, conversion date and likely impact on equity

- a) As on March 31, 2024, there are no Global Depository Receipts or American Depository Receipts or Warrants outstanding.
- b) Paid up Share Capital

During the year under review, the Company's issued, subscribed and paid-up equity share stood at ₹ 1,178.73 lakhs divided into 1,17,87,262 equity shares of ₹ 10/- each Equity Shares of ₹ 10/- each.

xxiii. Details on use of public funds obtained in the last three years:

No public funds have been obtained in the last three years.

xxiv. Credit Ratings and any revisions thereto for debt instruments or any fixed deposit programme or any scheme or proposal involving mobilization of funds, whether in India or abroad

The Company has not issued any debt instruments and does not have any fixed deposit programme or any scheme or proposal involving mobilization of funds in India or abroad during the financial year ended March 31, 2024.

During the year, CARE has assigned credit rating CARE A-; Stable. This rating is applicable to facilities having tenure of more than one year.

CARE has also assigned CARE A2+ rating to the short-term facilities of your Company. This rating is applicable to facilities having tenure up to one year.

xxv. Secretarial Auditors

Pursuant to Section 204 of the Companies Act, 2013, Mr. Shyamsingh Tomar & Associates, Practicing Company Secretaries, Ahmedabad has conducted a Secretarial Audit of the Company for the financial year 2023-2024. The Audit Report is annexed to the Board's Report.

xxvi. Location of the Manufacturing facilities

Pigment Blue Plant
437-440, Village: Dhudwad,
ECP Channel Road, Padra,
Vadodara, Gujarat – 391 450.

xxvii. Address for investor correspondence with the Company

The Company Secretary
Asahi Songwon Colors Limited
"Asahi House", 20, Times Corporate Park
Thaltej – Shilaj Road, Thaltej,
Ahmedabad – 380 059, Gujarat.
Tel: (079) 43239999 Fax: (079) 68325099
www.asahisongwon.com
E-mail ID: cs@asahisongwon.com

Address for correspondence with the Registrar and Transfer Agent

Link Intime India Private Limited
C-101, 247 Park, L.B. S Marg,
Vikhroli (West)
Mumbai – 400 083.
Tel. No.: – (022) 49186000
Fax No.: – (022) 49186060
E-mail ID: rnt.helpdesk@linkintime.co.in

Ahmedabad Branch Address

(for all the correspondences pertaining to the Company)

Link Intime India Private Limited
Unit: Asahi Songwon Colors Limited
5th Floor, 506 to 508,
Amarnath Business Centre – 1 (ABC-1),
Besides Gala Business Centre,
Nr. St. Xavier's College Corner,
Off C. G. Road, Ellisbridge,
Ahmedabad – 380 006.
Tel No. 079-26465179/86/87
E-mail ID: ahmedabad@linkintime.co.in

xxviii. Designated exclusive email-id for Investor servicing:

cs@asahisongwon.com

11. OTHER DISCLOSURES

i. The Company has complied with the requirements specified in Regulation 17 to 27 and clause (b) i (i) of sub - regulation 46 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ii. Disclosures on materially significant related party transactions that may have potential conflict with the interests of the Company

All transaction entered into by the Company with related parties, during the financial year 2023-2024, were in ordinary course of business and on arm's length basis. The details of the Related Party Transactions are set out in the Notes to Financial Statements forming part of this Annual Report.

Also, the Related Party Transactions undertaken by the Company were in compliance with the provisions set out in the Companies Act, 2013 read with the Rules issued thereunder and relevant provisions of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company follows a documented framework for identifying, entering into and monitoring the related party transactions. The deviations, if any, to the said process have been brought to the attention of Audit Committee suitably. The Audit Committee, during the financial year 2023-2024, has approved Related Party Transactions along with granting omnibus approval in line with the Policy of dealing with and materiality of Related Party Transactions and the applicable provisions of the Companies Act, 2013 read with the Rules



issued there under and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The related party transactions entered into by the Company pursuant to the omnibus approval granted by the Audit Committee is reviewed at least on a quarterly basis by the said Committee.

The details of loans and advances in the nature of loans to subsidiary, if any, is given in the notes to the Financial Statements.

In terms of Clause (2A) of Schedule V (Annual Report) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has not entered into any transactions with any person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the Company, save and except as given in the Notes to Financial Statements, if any.

Further, the Company or its subsidiary has not given any loan or advances in the nature of loans to firms/companies in which directors are interested, except to the extent of loans or advances given by your Company to its Subsidiary Companies as mentioned in the notes to the financial statements and/or Boards' Report/Corporate Governance Report.

iii. Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years

The Company has complied with all the requirements of the Stock Exchange(s) and Securities Exchange Board of India on matters relating to Capital Markets.

During the year under review, penalty was levied by National Stock Exchange of India Limited and BSE Limited for Non-compliance to Regulation 29(9) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for delay disclosure of related party transactions for the quarter and half year ended September 30, 2023 (Late Submission). The Company has duly paid penalty levied by National Stock Exchange of India Limited as per their Invoice.

iv. Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel has been denied access to the Audit Committee

The Company has established a Whistle Blower policy and has established necessary mechanism to enable directors and employees to report concerns about ethical behaviour, actual or suspected fraud or violation of the Companies code of conduct. The policy offer appropriate protection to the

whistle blowers from victimization, harassment or disciplinary proceedings. The Audit Committee reviews periodically the functioning of whistle blower mechanism. No personnel are denied the opportunity to meet the Audit Committee members of the Company. A copy of the Whistle Blower Policy is also available on the website of the Company.

The committee has not received any complaint during the financial year ended March 31, 2024.

v. Details of compliance with mandatory requirements and adoption of the non mandatory requirements

The Company has fully complied with the mandatory requirements of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

vi. Web link where policy for determining 'material' subsidiaries is disclosed

The policy for determining 'material' subsidiaries is available on the website of the Company in the 'Corporate Governance' section and can be accessed at www.asahisongwon.com.

vii. Web link on policy on dealing with related party transactions is disclosed

The policy on dealing with related party transactions is available on the website of the Company in the 'Corporate Governance' section and can be accessed at www.asahisongwon.com.

viii. Web link on policy on Board Diversity

The Company recognises and embraces the benefit of having a diverse Board of Directors and views increasing diversity at the Board level as an essential element in maintaining competitive advantage in the Business in which it operates. This Policy can be accessed available on the website of the Company in the 'Corporate Governance' section and can be accessed at www.asahisongwon.com.

ix. Web link on policy on Policy and procedures for inquiry in case of leak of Unpublished Price Sensitive Information

In compliance with requirement of regulation 9A (5) of Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 for Inquiry in case of leak of Unpublished Price Sensitive Information. This Policy can be accessed from the Company's website www.asahisongwon.com

x. Web link on Archival Policy

In Compliance with Regulation 30(8) of Securities Exchange Board of India ((Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company discloses on its website all such events, information which has been disclosed to the Stock Exchange(s) under Regulations 30. Such disclosures shall be posted on website of the Company for minimum five years and there after determine

further action as per the archival policy of the Company. This policy can be accessed from the Company's website www.asahisongwon.com

xi. Web link on Policy for preservation of Documents

In Compliance with Regulation 9 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, The Board of Directors has adopted policy on preservation of Documents. This policy for preservation of Documents can be accessed from the Company's website www.asahisongwon.com

xii. Web link on Policy Determining Materiality of Events

In Compliance with Regulations 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has adopted a policy on Determining Materiality of Events or Information. The objective of this policy is to ensure timely and adequate disclosure of events or information. This Policy can be accessed from the Company's website www.asahisongwon.com

xiii. Total fees paid to the Statutory Auditors

Total fees for all services paid by your Company to the Statutory Auditors is ₹ 2.75 lakhs for the financial year 2023-2024.

xiv. Redressal of Grievances under Sexual Harassment Policy

The Company has in place, a policy on Prevention, Prohibition and Redressal of Sexual Harassment of women at workplace in accordance with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal Act, 2013). The details of complaints received and resolved during the year are as follows:

Sr. No.	Complaints received	Complaint Status
1	Number of grievances received during the financial year	Nil
2.	Number of grievances disposed during the financial year	Nil
3	Number of complaints pending at end of financial year	Nil

xv. Commodity Price Risks and Foreign Exchange Risk and Hedging Activities

The Risk Management Committee of the Company oversees various risks associated with the business activities of the Company including the Commodity Price Risk, Foreign Exchange Risk and formulate the Company's hedging policy. The Audit Committee and the Board of Directors are periodically updated about the outstanding exposure of Foreign Exchange Risk and Company's hedging activities. Daily report is submitted to the Chairman and Managing Director

of the Company. All the risks associated with the business activities of the Company are separately dealt with in the Management Discussion and Analysis.

xvi. Details of the Directors seeking appointment/re-appointment

Details of the Directors seeking appointment/re-appointment are provided in the Notice of the Annual General Meeting, which forms part of this Annual Report.

xvii. Non-Compliance of any Requirements of Corporate Governance

As on March 31, 2024, there are no instances of non-compliance of any requirement of Corporate Governance Report as mentioned in sub paras (2) to (10) of Para (C) of Schedule V of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has been regularly submitting the quarterly compliance report to the Stock Exchanges as required under Regulation 27 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

xviii. Certification from Company Secretary in Practice

The Company has obtained a certificate from M/s. Shyamsingh Tomar & Associates, Company Secretaries, Ahmedabad, in compliance with the provisions of Regulation 34(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V Para C clause (10)(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 confirming that none of the Director of the Company is debarred or disqualified from being appointed or continuing as a Director of any Company, by Securities Exchange Board of India, Reserve Bank of India or Ministry of Corporate Affairs or any other Statutory Authority as on March 31, 2024. Certificate obtained from the Practising Company Secretary, forms part of this Report.

xix. Management Discussion and Analysis Report

A report on Management Discussion and Analysis report is annexed to the Directors Report and forms part of this Annual Report.

xx. Disclosure of Accounting Treatment

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.



xxi. Subsidiary Companies

Details of holding/Details of Holding/Subsidiary/Associates Companies (as on March 31, 2024):

Name of Company	CIN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
Asahi Tennants Color Private Limited	U24290GJ2019PTC110526	Subsidiary	51	2(87)
Atlas Life Sciences Private Limited	U24114GJ2004PTC044016	Subsidiary	100	2(87)
Atlas Life Sciences (India) Private Limited	U24100GJ2022PTC131537	Subsidiary	100	2(87)
Plutoeco Enviro Association	U85300GJ2020NPL117736	Associate	25	2(87)

The subsidiaries of the Company function independently with an adequately empowered Board of Directors and sufficient resources. For more effective governance, the minutes of Board Meetings of subsidiaries are placed before the Board of the Company for its review on a quarterly basis and a statement of all significant transactions and arrangements entered into by the unlisted subsidiary companies are also placed before the Board. Pursuant to the explanation under Regulation 16(1)(c) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a policy for determining material subsidiaries which is disclosed on the Company's website of the Company.

The Company has complied with other requirements under Regulation 24 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regard to the subsidiary companies.

xxii. Directors and Officers Insurance ('D and O Insurance'):

The Company has in place D and O Insurance Policy of such quantum and covering all such risks as may be determined by the Board of Directors of the Company. The policy also covers all Independent Directors of the Company.

xxiii. Anti-Bribery Policy:

The Company has formulated an Anti Bribery Policy which explains the Company's individual responsibility to comply with anti-bribery and anticorruption laws around the world. The policy is available on the Company's website.

xxiv. Annual Secretarial Compliance Report:

The Company has undertaken an Annual Secretarial Compliance Audit for the financial year 2023-2024 for all applicable compliances as per Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars/Guidelines issued thereunder.

Accordingly, the Annual Secretarial Compliance Report for the financial year ended March 31, 2024 was submitted to the Stock Exchanges within the prescribed timeline.

xxv. Compliance of Regulation 26(6) of the Listing Regulations

In accordance with the provisions of Regulation 26(6) of the Listing Regulations, the Key Managerial Personnel, Director(s) and Promoter(s) of the Company have not entered into any agreement for themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

xxvi. Disclosure of certain type of agreements binding the Company

There is no agreement impacting management or control of the Company or imposing any restriction or creating any liability upon the Company as stated under Schedule III, Para A, Clause 5A of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

xxvii. Details of utilization of funds

During the year under review, the Company did not raise any funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Non-Mandatory Requirement

12. DETAILS OF ADOPTION OF DISCRETIONARY REQUIREMENTS SPECIFIED IN PART E OF SCHEDULE II TO THE SECURITIES EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The status of adoption of discretionary requirements of Regulation 27(1) as specified under Part E of Schedule II of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided below:

i. The Board

The Board - A non executive Chairman may be entitled to maintain a Chairman's office at the Company's expenses and also allowed reimbursement of expenses incurred in performance of his duties: The Company has an Executive Chairperson.

ii. Shareholders' Rights

A half-yearly declaration of financial performance including summary of the significant events in last six months may be sent to each household of shareholders:

The quarterly financial results are announced within 45 days from the close of the respective quarter. However, in case of the last quarter, the quarterly results and the annual results are announced within the 60 days from the close of the quarter. The financial results are published in leading newspaper. The financial results, press releases and other major events/developments concerning the Company are also posted on the Company's website.

iii. Audit qualifications

The Company's financial statements for the financial year 2023-2024 do not contain any audit qualification.

iv. Separate posts of Chairman and CEO

The Company may appoint separate persons to the post of Chairperson and Managing Director/CEO. As per the Companies Act, 2013, no individual shall be appointed or reappointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company at the same time after the date of commencement of the new Act if the Articles of such a Company provides otherwise. In order to comply with the Act, the Articles of Association of the Company has been amended to provide for appointment as Chairperson & Managing Director.

v. Report of Internal Auditor

Reporting of Internal Auditor: The internal auditors reports to the Audit Committee.

13. DECLARATION SIGNED BY THE CHIEF EXECUTIVE OFFICER STATING THAT THE MEMBERS OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL HAVE AFFIRMED COMPLIANCE WITH THE CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT

The Company has obtained affirmation from Chairperson and Managing Director that all the Members of the Board and Senior Management personnel that they have complied with the Code of Conduct for Board Members and Senior Management Personnel for the year ended March 31, 2024.

14. RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

Pursuant to Regulation 76 of Securities Exchange Board of India (Depositories and Participants) Regulation, 2018, certificates have been received from a Company Secretary in Practice for timely dematerialization of shares and for reconciliation of the share capital of the Company on a quarterly basis. The said reconciliation report confirms that the total issued/paid-up capital is in agreement with the total number of shares in Physical form and the total number of dematerialized shares held with NSDL and CDSL.

15. MANAGEMENT

No material transaction has been entered into by the Company with the Promoters, Directors or the Management, their subsidiaries or relatives etc. that may have a potential conflict with the interests of the Company.

16. CEO/CFO CERTIFICATION

A certificate from Joint Managing Director & CEO and Chief Financial Officer the Company on the financial reporting and internal controls was placed before the Board in terms of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

17. CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS

In accordance with the SEBI Insider Trading Regulations, the Company has a Code of Conduct to Regulate, Monitor and Report trading by Designated Person ("Code for Prevention of Insider Trading") and a Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information ("Code of Fair Disclosure"). Further, the Company has established systems and procedures to prohibit insider trading activity. The Prevention of Insider Trading Code is reviewed and amended



suitably from time to time, to incorporate the amendments carried out by Securities Exchange Board of India. The Company periodically circulates the informative emails on Prevention of Insider Trading, Do's and Don'ts, etc. to the employees to familiarise them with the provisions of the Code and educate and sensitize them on various aspects of Code for Prevention of Insider Trading. These activities have created substantial awareness amongst the Designated Persons.

During the year under review, the Audit Committee has reviewed the compliance with the provisions of the SEBI Insider Trading Regulations and has verified that the systems for internal controls are adequate and operating effectively. The Audit Committee reviews cases of non-compliances, if any, and makes necessary recommendations to the Board with respect to action taken against such defaulters. The said non-compliances are promptly intimated to the Stock Exchanges in the prescribed format and penalty, if any, is being directly deposited by the Designated Person with SEBI's Investor Protection and Education Fund.

18. COMPLIANCE CERTIFICATE FROM EITHER THE AUDITORS OR PRACTICING COMPANY SECRETARIES REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

The Certificate from M/s. Shyamsingh Tomar & Associates, Company Secretary in Practice, Ahmedabad regarding compliance of conditions of corporate governance is annexed with the Directors' Report and forms an integral part of the Annual Report.

19. DECLARATION AFFIRMING COMPLIANCE OF CODE OF CONDUCT

As provided under Regulation 26(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Level Employees have confirmed compliance with the Code of Conduct for the year ended March 31, 2024.

20. None of the Independent Directors of the Company have resigned before the expiry of their tenure. Thus, disclosure of detailed reasons for their resignation along with their confirmation that there are no material reasons, other than those provided by them is not applicable.

For and on behalf of the Board of Directors

Place: Ahmedabad

Date: July 27, 2024

Paru M. Jaykrishna
Chairperson & Mg. Director
DIN: 00671721

Certificate by CEO and CFO



Pursuant to regulation 17(8) of securities exchange board of India (listing obligations and disclosure requirements) regulations, 2015

To
The Board of Directors
Asahi Songwon Colors Limited

We, the undersigned, in our respective capacities as Joint Managing Director & CEO and Chief Financial Officer of Asahi Songwon Colors Limited ("the Company"), to the best of our knowledge and belief certify that:

1. We have reviewed the financial statements and the cash flow statement of Asahi Songwon Colors Limited for the year ended March 31, 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 ended March 31, 2024 which are fraudulent, illegal or violative 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, wherever applicable, 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. that there have been no significant changes in internal control over financial reporting during the year ended March 31, 2024;
 - b. that there have been no significant changes in accounting policies during the year ended March 31, 2024 and that the same have been disclosed in the notes to the financial statements; and
 - c. that there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

For and behalf of Board
Asahi Songwon Colors Limited

Place: Ahmedabad
Date: May 28, 2024

Gokul M. Jaykrishna
Jt. Managing Director & CEO
DIN: 00671652

Alok Jhawar
Chief Financial Officer

CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT POLICY

In terms of requirements under Regulation 26(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended March 31, 2024.

For and behalf of Board
Asahi Songwon Colors Limited

Place: Ahmedabad
Date: May 28, 2024

Paru M. Jaykrishna
Chairperson & Mg. Director
DIN: 00671721

Corporate Governance Compliance Certificate

To,
The Members,
Asahi Songwon Colors Limited

I have examined the compliance of conditions of Corporate Governance by Asahi Songwon Colors Limited ("the Company"), for the year ended on March 31, 2024, as stipulated in Chapter IV of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

We have examined the compliance of the conditions of Corporate Governance by Asahi Songwon Colors Limited ("the Company"), for the year ended on March 31 2024, as stipulated in Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of corporate governance is the responsibility of the management. My examination was limited to procedures and implementation thereof, adopted by the Company, for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, and the representations made by the Directors and the management, I certify that the Company has complied with the mandatory conditions of Corporate Governance as stipulated in the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the year ended March 31, 2024.

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

For, **SHYAMSINGH TOMAR & ASSOCIATES**
Company Secretaries

Shyamsingh R. Tomar

[Proprietor]

FCS No.: 12345

COP: 15973

PR No.: 1076/2021

UDIN: F012345F000839424

Place: Ahmedabad

Date: July 27, 2024

Certificate of Non-Disqualification of Directors



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

To,
The Members,
Asahi Songwon Colors Limited

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Asahi Songwon Colors Limited having CIN -L24222GJ1990PLC014789 and having registered office at "Asahi House", 20, Times Corporate Park, Thaltej – Shilaj Road, Thaltej, Ahmedabad – 380 059, Gujarat (hereinafter referred to as 'the Company'), produced before me 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 opinion and to the best of my 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 by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company 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	Date of Cessation
1.	Mrs. Paru Mrugesh Jaykrishna	00671721	19/12/1990	-
2.	Mr. Gokul Mrugesh Jaykrishna	00671652	08/03/1996	-
3.	Mr. Munjal Mrugesh Jaykrishna	00671693	08/03/1996	-
4.	Mr. Rajkumar Sukhdevsinhji	00372612	28/05/1996	-
5.	Mr. Arvind Goenka	00135653	16/04/1996	-
6.	Mr. Jayprakash Maneklal Patel	00256790	12/08/2019	-
7.	Dr. Pradeepbhai Jasubhai Jha	01539732	26/08/1997	-
8.	Mr. Arjun Gokul Jaykrishna	08548676	14/10/2019	-
9.	Mrs. Shivani Revat Lakhia	09527745	24/03/2022	-
10.	Mr. Miteshkumar Nandubhai Patel	10362008	25/10/2023	-

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. My 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.

This Certificate is issued at the request of the Company to make the disclosure in its Corporate Governance Report for the financial year ended March 31, 2024.

For, **SHYAMSINGH TOMAR & ASSOCIATES**
Company Secretaries

Shyamsingh R. Tomar
[Proprietor]
FCS No.: 12345
COP: 15973

PR No.: 1076/2021
UDIN: F012345F000839424

Place: Ahmedabad
Date: July 27, 2024

Independent Auditors' Report

To,
The Members
Asahi Songwon Colors Limited
Ahmedabad.

Report on the Audit of the Standalone Financial Statements

OPINION

We have audited the accompanying Standalone Financial Statements of **Asahi Songwon Colors Limited** ("the Company"), which comprise the Standalone Balance Sheet as at March 31, 2024, the Standalone Statement of Profit and Loss (including other comprehensive income), Standalone Statement of changes in Equity and the Standalone 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 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 ("Ind AS") prescribed under Section 133 of the Act read with 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 March 31, 2024, its profit including other comprehensive income, changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Companies Act, 2013 and the Rules thereunder, 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.

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 for the financial year ended March 31, 2024. 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 that there are no key audit matters to communicate in our report.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Board of Directors is responsible for the other information. The other information comprises the information included in the Directors' Report and its annexure, Management Discussion and Analysis, Corporate Governance Report, Dividend Distribution Policy, and performance trend, but does not include the Consolidated Financial Statements, the Standalone Financial Statements and our Auditor's Report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

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

RESPONSIBILITY OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity of the Company and cash flows and in accordance with the 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 financial statement 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 is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error and to issue an Auditor's Report that includes our opinion. Reasonable assurance is a high level of assurance, but is not 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 financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has

adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Director's use of the going concern basis of accounting in preparation of Standalone Financial Statements 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.

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 year 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. **(A)** 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 except for the matters stated in the paragraph 2B(f) below, on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - (c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including other comprehensive income), Standalone Statement of Changes in Equity and the Standalone 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 Indian Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended.
 - (e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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 with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B"**.
 - (g) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act: In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.
- (B)** 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:
 - (a) The Standalone Financial Statements disclose the impact of pending litigations on the financial position of the Company – Refer Note 40 to the Standalone Financial Statement.
 - (b) The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - (d) (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 persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company; or
 - provide any guarantee, security or the like to or 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 persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party; or
 - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
- (iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (d)(i) and (d)(ii) contain any material mis-statement.

- (e) The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend. As stated in note 48 to the Standalone Financial Statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.
- (f) Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which has the feature of recording audit trail (edit log) facility, at the database and application level. However, during the financial year the Company has not enabled the audit log feature citing certain technical issues. Therefore we are unable to comment whether there are any instances of the audit trail features being tempered with.

For, TALATI & TALATI LLP
Chartered Accountants
FRN: 110758W/W100377.

CA Kushal Talati
Partner
Membership No. 188150
UDIN: 24188150BKACVF4008

Place: Ahmedabad
Date: May 28, 2024



Annexure A

To Independent Auditor's Report on Standalone Financial Statements of Asahi Songwon Colors Limited for the year ended on March 31, 2024

(Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)

(i) In respect of its Property, Plant and Equipment and Intangible Assets:

- a. (i) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment ("PPE").
- (ii) The Company has maintained proper records showing full particulars of Intangible assets and Intangible assets under development.
- b. No item of Property, Plant and Equipment, were physically verified during the year by the Management and consequently we are unable to state if the physical verification was carried out at reasonable intervals. Accordingly, the question of reporting on material discrepancies noted on verification does not arise.
- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties disclosed in the Standalone Financial Statements are held in the name of the Company.
- d. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment or Intangible assets during the year.

- e. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) In respect of its Inventories:

- a. The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.
- b. During the year, the Company has been sanctioned working capital limit in excess of ₹ 5 crores from Banks or Financial Institutions on the basis of security of loans. Based on our examination of the records of the Company, the quarterly returns/statements filed by the Company with the said bank are not in agreement with the books of accounts maintained by the Company, however such differences between books of accounts and those submitted to the bank are reconciled. (Refer Note 53 of Standalone Financial Statements)

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security to companies, firms, Limited Liability Partnerships and other parties during the year. The Company has granted loans or advances in the nature of loans, secured or unsecured, to companies and any other parties during the year, in respect of which:

- a. The Company has granted loans and advances in the nature of loans during the year and details of which are given below:

Particulars	Aggregate amount granted/ provided during the year (₹ In Lakhs)	Balance Outstanding at the Balance Sheet Date (₹ In Lakhs)
- to Subsidiaries	3,148.65	3,747.60
- to Joint Ventures	-	-
- to Associates	-	-
- to Others	992	6.63

According to the information and explanation provided to us, the Company has not given any guarantee or security to other entity during the year.

- b. In our opinion and according to the information and explanations given to us, the grant of all loans and advances in the nature of loans and guarantees, provided during the year are, prima facie, not prejudicial to the Company's interest.
- c. In respect of some loans granted or advances in the nature of loans provided by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments are not due during the year so we were unable to comment on regularity of repayment receipts.
- d. According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted and advances in the nature of loans provided by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- e. No loan or advance in the nature of loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
- f. The Company has not granted any loans without specifying any terms or period of repayment.

(iv) According to the information and explanation given to us, the Company has complied with the provisions of Section 185 & 186 of the Companies Act, 2013, with respect to the loans given, investments made and guarantees and securities given.

(v) According to the information and explanation given to us and on the basis of verification of relevant records, the Company has not accepted any deposits from public and therefore clause (v) of Companies (Auditor's Report) Order, 2020 is not applicable.

(vi) According to the information and explanation provided to us, the Company is not required to maintain cost records as per the Companies (Cost Records and Audit) Rules, 2014 read with sub-section (1) of the Section 148 of the Companies Act, 2013. Therefore, reporting under Clause 3(vi) of the Order is not applicable.

(vii) In respect of statutory dues:

- a. According to the records of the Company, the Company is generally been regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employee's state insurance, income tax, goods and service tax, wealth tax, duty of customs, duty of excise, cess and any other statutory dues with the appropriate authorities applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect statutory dues which remained outstanding as at March 31, 2024 for a period of more than six months from the date they became payable.

- b. According to the records of the Company, there are no disputed statutory dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax or cess that have not been deposited on account of any dispute.

Name of the statute	Nature of dues	Amount (₹ in Lacs)	Periods to which the amount relates (A.Y)	Forum where the dispute is pending	Remarks (If any)
Income Tax Act	Income Tax	0.99	2016-17	Income tax Appellate Tribunal	-
Income Tax Act	Income Tax	18.41	2018-19	Income tax Appellate Tribunal	-
Income Tax Act	Income Tax	5.35	2020-21	Income tax Appellate Tribunal	-

(viii) According to the information and explanations provided to us and on the basis of verification of relevant documents, the Company has not surrendered any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Therefore, reporting under clause 3(viii) of the Order is not applicable.

- (ix) a. Based on our audit procedure and according to the information and explanation given to us, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institutions, banks or debenture holders.
- b. According to the information and explanations given to us, Company is not declared willful defaulter by any Bank or Financial Institution.
- c. Based on an overall examination of Standalone Financial Statements of the Company, in our opinion no new term loan was taken during the year.
- d. According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the Standalone Financial Statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- e. Based on our audit procedure and according to information and explanation given to us, we are of the opinion that the Company has not raised funds to meet the obligations of its Subsidiary.
- f. According to the information and explanations given to us, Company has not raised loan on pledge of securities held in subsidiaries.

(x) In Respect of Utilization of Issue Proceeds:

- a. According to the information and explanations given to us, the Company had not raised any money by way of public issue nor made any preferential allotment or private placement of shares or convertible debentures during the year, therefore reporting under Clause 3(x) of the Order is not applicable.

(xi) In respect of Frauds

- a. Based upon the audit procedures performed and information and explanations given by the management, we report that no material fraud by the Company or any fraud on the Company has been noticed or reported during the year under audit.
- b. According to the information and explanations given to us, no report u/s 143(12) of the Companies Act is required to be filed by the auditor in form ADT-4 as prescribed under rule 13 of Companies Rule, 2014 with Central Government.

- c. As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) In our opinion and according to the information and explanations given to us, the provisions of special statute applicable to chit funds and nidhi/mutual benefit funds/societies are not applicable to the Company. Hence, reporting under clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the transactions entered by the Company with related parties are in compliance with the provisions of Section 177 and 188 of The Companies Act, 2013 and details thereof are properly disclosed in the Standalone Financial Statements.

(xiv) In Respect of Internal Audit System

- a. In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- b. We have considered, during the course of our audit, the reports of Internal Audit for the period under audit, issued to the Company during the year till date, in accordance with the guidance provided in SA 610 "Using the work of Internal Auditors."

(xv) According to the information and explanations given to us, in our Opinion during the year the Company has not entered in to any non-cash transactions with its directors or persons connected to its directors during the year, hence Section 192 of the Companies Act, 2013 are not applicable to the Company. Therefore, reporting under Clause 3(xv) of the Order is also not applicable.

(xvi) a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi)(a), (b) and (c) of the order is not required.

- b) According to the information and explanations provided to us, the group does not have any Core Investment Company (CIC).

(xvii) In our opinion and according to the information and explanation given to us the Company has not incurred cash losses in the financial year and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the order is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Standalone Financial Statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

Place: Ahmedabad
Date: May 28, 2024

(xx) In Respect to Unspent CSR:

- a. In our opinion and according to the information and explanation given to us, In respect of other than ongoing projects, the Company has no unspent amount as on reporting date which was required to be transferred to a Fund specified in Schedule VII to the Companies Act within the period of six months of the expiry of financial year in compliance with second proviso to sub-section (5) of Section 135 of the said Act;
- b. In our opinion and according to the information and explanation given to us, there is no amount remaining unspent under sub-section (5) of Section 135 of the Companies Act, 2013, pursuant to any ongoing project. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable in case of the Company.

For, TALATI & TALATI LLP
Chartered Accountants
FRN: 110758W/W100377.

CA Kushal Talati
Partner
Membership No. 188150
UDIN: 24188150BKACVF4008



Annexure B

To the independent Auditors' Report of even date on the Standalone Financial Statements of Asahi Songwon Colors Limited for the year ended on March 31, 2024

Report on the internal financial controls with reference to the aforesaid standalone financial statements under clause (i) of sub-section 3 of Section 143 of the act.

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

OPINION

We have audited the internal financial controls with reference to Standalone Financial Statements of Asahi Songwon Colors Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at March 31, 2024, based on the internal financial controls with reference to Standalone Financial Statements 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 (the "Guidance Note").

MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR INTERNAL FINANCIAL CONTROLS

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to Standalone Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting 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 whether adequate internal financial controls with reference to the Standalone Financial Statements was established and maintained and if such controls operated effectively in all material respects.

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

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

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS

A Company's internal financial controls with reference to financial statements 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 controls with reference to Standalone Financial Statements include 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 WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to Standalone Financial Statements, 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 with reference to Standalone Financial Statements to future periods are subject to the risk that the internal financial controls with reference to Standalone Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For, TALATI & TALATI LLP
Chartered Accountants
FRN: 110758W/W100377.

CA Kushal Talati
Partner
Membership No. 188150
UDIN: 24188150BKACVF4008

Place: Ahmedabad
Date: May 28, 2024

Standalone Balance Sheet

as at 31st March, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Note	As at 31st March, 2024	As at 31st March, 2023
I ASSETS			
1) Non-current assets			
(a) Property, plant and equipment	3	12,191.19	12,976.74
(b) Right-of-use assets	4	33.83	2,083.50
(c) Intangible assets	5	1.18	-
(d) Financial assets			
(i) Investments in subsidiary companies and joint venture Company	6	10,661.07	9,696.07
(ii) Other investments	6	50.25	125.68
(iii) Loans	7	3,748.10	780.00
(iv) Other financial assets	8	20.60	16.39
(e) Other non-current assets	9	104.64	124.69
Total non-current assets		26,810.86	25,803.07
2) Current assets			
(a) Inventories	10	5,013.06	4,554.29
(b) Financial assets			
(i) Investments		-	-
(ii) Trade receivables	11	7,811.16	6,931.43
(iii) Cash and cash equivalents	12	34.97	44.98
(iv) Bank balances other than (iii) above	13	125.79	357.53
(v) Loans	14	6.13	860.05
(vi) Other financial assets	15	6.56	13.03
(c) Current tax assets (net)	16	172.64	551.73
(d) Other current assets	17	1,592.01	1,127.32
Total current Assets		14,762.33	14,440.37
Total assets		41,573.19	40,243.44
II EQUITY AND LIABILITIES			
1) Equity			
(a) Equity share capital	18	1,178.73	1,178.73
(b) Other equity	19	24,997.10	22,367.79
Total equity		26,175.83	23,546.52
2) Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	20	1,503.96	2,237.04
(b) Provisions	21	261.34	242.78
(c) Deferred tax liabilities (net)	22	1,719.13	1,578.39
(d) Other non-current liabilities	23	0.20	0.20
Total non-current liabilities		3,484.63	4,058.41
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	24	7,424.37	7,493.90
(ii) Trade payables	25		
Dues to micro enterprises and small enterprises		252.40	810.68
Dues to other than micro enterprises and small enterprises		3,999.96	4,125.62
(iii) Other financial liabilities	26	131.16	113.63
(b) Other current liabilities	27	43.85	35.08
(c) Provisions	28	60.99	59.60
Total current liabilities		11,912.73	12,638.51
Total equity and liabilities		41,573.19	40,243.44

Summary of material accounting policies followed by the Company 2

The accompanying notes 1-64 form an integral part of Standalone Financial Statements

As per our report of even date attached

For, Talati and Talati LLP

Chartered Accountants

ICAI Firm Registration No. 110758W/W100377

For and on behalf of the Board of Directors of

Asahi Songwon Colors Limited

CIN: L24222GJ1990PLC014789

Alok Jhavar
Chief Financial Officer

Paru M. Jaykrishna
Chairperson & Mg. Director
(DIN: 00671721)

Kushal U. Talati
Partner
Membership No. 188150

Saji V. Joseph
Company Secretary
Membership No. F 9596

Gokul M. Jaykrishna
Jt. Managing Director & CEO
(DIN: 00671652)

Standalone Statement of Profit & Loss

for the year ended 31st March, 2024



(All amounts are in ₹ Lakhs, unless otherwise stated)

Sr. No.	Particulars	Notes	Year Ended 31st March, 2024	Year Ended 31st March, 2023
I.	Income			
	Revenue from operations	29	27,658.43	33,716.00
	Other income	30	523.66	588.35
	Total income (I)		28,182.09	34,304.35
II.	Expenses			
	Cost of materials consumed	31	18,863.01	20,745.36
	Purchase of stock-in-trade		523.07	105.72
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	32	(603.79)	2,881.14
	Employee benefits expense	33	1,003.52	997.14
	Finance costs	34	666.19	867.80
	Depreciation and amortisation expenses	35	1,032.87	1,001.18
	Other expenses	36	6,187.69	8,170.55
	Total expenses (II)		27,672.57	34,768.89
III.	Profit before exceptional items and tax expenses (I - II)		509.52	(464.54)
IV.	Exceptional items		2,561.03	-
V.	Profit before tax expenses (III + IV)		3,070.55	(464.54)
VI.	Tax expense:			
	Current tax		294.00	-
	Deferred tax		143.75	6.43
	Total tax expense (VI)	39	437.75	6.43
VII.	Profit for the year (V - VI)		2,632.79	(470.97)
	Other comprehensive income	37		
	(i) Items that will not be reclassified to profit or loss		58.92	18.06
	Income tax relating to items that will not be reclassified to profit or loss		(3.46)	(6.69)
	(ii) Items that will be reclassified to profit or loss		-	-
	Income tax relating to items that will be reclassified to profit or loss		-	-
VIII.	Other comprehensive income for the year (net of tax)		55.46	11.37
IX.	Total comprehensive income for the year (net of tax)		2,688.25	(459.60)
X.	Earnings per equity share: (face value of ₹ 10/- each)	38		
	Basic (in ₹)		22.34	(3.97)
	Diluted (in ₹)		22.34	(3.97)

Summary of material accounting policies followed by the Company 2

The accompanying notes 1-64 form an integral part of Standalone Financial Statements

As per our report of even date attached

For, Talati and Talati LLP

Chartered Accountants

ICAI Firm Registration No. 110758W/W100377

For and on behalf of the Board of Directors of

Asahi Songwon Colors Limited

CIN: L24222GJ1990PLC014789

Alok Jhawar
Chief Financial Officer

Paru M. Jaykrishna
Chairperson & Mg. Director
(DIN 00671721)

Kushal U. Talati
Partner
Membership No. 188150

Saji V. Joseph
Company Secretary
Membership No. F 9596

Gokul M. Jaykrishna
Jt. Managing Director & CEO
(DIN 00671652)

Place: Ahmedabad
Date: 28th May, 2024

Place: Ahmedabad
Date: 28th May, 2024

Asahi Songwon Colors Limited
Annual Report 2023-24

Standalone Statement of Changes in Equity

for the year ended 31st March, 2024

A. EQUITY SHARE CAPITAL

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Amount
As at 1st April, 2022	1,202.73
Changes in equity share capital due to prior period errors	-
Restated balance as at 1st April, 2022	1,202.73
Changes in equity share capital during the year pursuant to buyback (refer Note 54)	(24.00)
As at 31st March, 2023	1,178.73
As at 1st April, 2023	1,178.73
Changes in equity share capital due to prior period errors	-
Restated balance as at 1st April, 2023	1,178.73
Changes in equity share capital during the year	-
As at 31st March, 2024	1,178.73

B. OTHER EQUITY

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Reserves and Surplus				Other Components of Equity			Total other equity
	Securities premium	General reserve	Retained earning	Capital redemption reserve	Equity instruments through other comprehensive income	Effective portion of gain or loss on cash flow hedges	Other items of comprehensive income/(loss)	
Balance as at 1st April, 2022	557.13	2,762.49	20,715.22	24.50	(49.75)	(3.98)	17.72	24,023.33
Profit for the year	-	-	(470.97)	-	-	-	-	(470.97)
Other comprehensive income (net of taxes)	-	-	-	-	(5.86)	23.92	(6.69)	11.37
Transfer from general reserve	-	-	-	24.00	-	-	-	24.00
Total comprehensive income for the year	-	-	(470.97)	24.00	(5.86)	23.92	(6.69)	(435.60)
Buyback of equity shares	(557.13)	(603.87)	-	-	-	-	-	(1,161.00)
Dividend on equity shares	-	-	(58.94)	-	-	-	-	(58.94)
Balance as at 31st March, 2023	-	2,158.62	20,185.31	48.50	(55.61)	19.94	11.03	22,367.79
Balance as at 1st April, 2023	-	2,158.62	20,185.31	48.50	(55.61)	19.94	11.03	22,367.79
Profit for the year	-	-	2632.79	-	-	-	-	2632.79
Other comprehensive income (net of taxes)	-	-	-	-	55.46	-	-	55.46
Total comprehensive income for the year	-	-	2632.79	-	55.46	-	-	2688.25
Dividend on equity shares	-	-	(58.94)	-	-	-	-	(58.94)
Balance as at 31st March, 2024	-	2,158.62	22,759.16	48.50	(0.15)	19.94	11.03	24,997.10

The accompanying notes 1-64 form an integral part of Standalone Financial Statements

As per our report of even date attached

For, Talati and Talati LLP
Chartered Accountants
ICAI Firm Registration No. 110758W/W100377

For and on behalf of the Board of Directors of
Asahi Songwon Colors Limited
CIN: L24222GJ1990PLC014789

Alok Jhawar
Chief Financial Officer

Paru M. Jaykrishna
Chairperson & Mg. Director
(DIN 00671721)

Kushal U. Talati
Partner
Membership No. 188150

Saji V. Joseph
Company Secretary
Membership No. F 9596

Gokul M. Jaykrishna
Jt. Managing Director & CEO
(DIN 00671652)

Standalone Statement of Cash Flows

for the year ended 31st March, 2024



(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year Ended 31st March, 2024		Year ended 31st March, 2023	
A. Cash flow from operating activities				
Profit before exceptional items and tax		509.52		(464.54)
Adjustments for:				
Depreciation and amortisation expense	1,032.87		1,001.18	
Finance cost	666.19		867.80	
(Profit)/loss on sale of property, plant and equipment (net)	0.44		(4.87)	
Interest income	(250.17)		(130.02)	
Dividend income	(0.29)	1,449.04	(0.26)	1,733.83
Operating profit before working capital changes		1,958.56		1,269.29
Working capital changes				
Adjustments for:				
(Increase)/decrease in trade receivables	(879.73)		1,769.85	
(Increase)/decrease in inventories	(458.78)		3,493.82	
Increase/(decrease) in trade payables, other current liabilities and provisions	(632.98)		(1,515.80)	
Changes in loans, other current and non-current financial assets	(441.81)	(2,413.30)	(85.71)	3,662.16
Cash flow Generated from operating activities		(454.74)		4,931.45
Income taxes paid (net of refunds) including tax related to exceptional items	78.62		(330.85)	
		78.62		(330.85)
Net cash flow from operating activities		(376.12)		4,600.60
B. Cash flow from investing activities				
Purchase of property, plant & equipment (including capital advances)	(241.77)		(717.05)	
Proceeds from sale of property, plant & equipment (including exception items)	4,634.81		48.57	
Purchase of equity instruments of subsidiary companies measured at cost	(965.00)		(4,801.00)	
Loans to subsidiaries	(2,114.17)		(1,633.43)	
Purchase of current investments	(2,745.15)		-	
Sale of current investments	2,843.99		-	
Margin money deposit (placed)/matured	231.29		(13.04)	
Dividend income	0.29		0.26	
Interest and other income	250.17		130.02	
Net cash flow from (used in) investing activities		1,894.45		(6,985.66)
C. Cash flow from financing activities				
Repayment of non-current borrowings	(983.09)		(828.76)	
Availment of non-current borrowings	-		2,040.40	
Availment/(repayment) of current borrowings (net)	180.47		3,280.32	
Dividend on equity shares	(58.94)		(58.94)	
Payment on buyback of shares with tax	-		(1,161.00)	
Unclaimed dividend paid	(0.59)		(0.76)	
Finance cost	(666.19)		(867.80)	
Net cash flow from (used in) financing activities		(1,528.34)		2,403.46
Net increase/(decrease) in cash and cash equivalents		(10.01)		18.39
Cash and cash equivalent at the beginning of the year		44.98		26.59
Cash and cash equivalent at the end of the year		34.97		44.98

Notes to Cash Flow Statement:

- Previous year figures have been regrouped wherever necessary, to confirm to this year's classification.
 - The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Ind AS 7 prescribed under the Companies (Indian Accounting Standard) Rules, 2015 under the Companies Act, 2013.
- The accompanying notes 1-64 form an integral part of Standalone Financial Statements
As per our report of even date attached

For, Talati and Talati LLP

Chartered Accountants
ICAI Firm Registration No. 110758W/W100377

For and on behalf of the Board of Directors of

Asahi Songwon Colors Limited
CIN: L24222GJ1990PLC014789

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Saji V. Joseph
Company Secretary
Membership No. F 9596

Gokul M. Jaykrishna
Jt. Managing Director & CEO
(DIN 00671652)

Place: Ahmedabad
Date: 28th May, 2024

Place: Ahmedabad
Date: 28th May, 2024

Notes forming part of the Standalone Financial Statements

1. COMPANY INFORMATION

Asahi Songwon Colors Limited (“the Company”) is a public limited Company domiciled and incorporated in India having CIN: L24222GJ1990PLC014789 with its registered office at “Asahi House”, 20, Times Corporate Park, Thaltej – Shilaj Road, Thaltej, Ahmedabad – 380 059. The equity shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited.

The Company is principally engaged in the business of manufacturing & export of color pigments and its derivatives. The Company’s manufacturing facility is located at Padra, Vadodara, Gujarat.

The Standalone Financial Statements as at March 31, 2024 present the financial position of the Company.

The Standalone Financial Statements for the year ended March 31, 2024 were approved by the Board of Directors and authorized for issue on May 28, 2024.

2. MATERIAL ACCOUNTING POLICIES

2.1 Basis of Preparation of Standalone Financial Statements

i) Compliance with Ind-AS

These Standalone Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the Standalone Financial Statements of the Company.

Material Accounting Policies have been consistently applied except where a newly issued Accounting Standard is initially adopted or a revision to an existing Accounting Standard require a change in the Accounting Policy hitherto in use.

ii) The Standalone Financial Statements have been prepared and presented on the going concern basis and at historical cost basis considering the applicable provisions of Companies Act 2013, except for the following items that have been measured at fair value as required by relevant Ind AS.

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.

a) Certain financial assets/liabilities measured at fair value (refer accounting policy regarding financial instruments); and

b) Defined benefit plans: plan assets measured at fair value;

c) Any other item as specifically stated in the accounting policy.

iii) Functional and presentation currency

The Standalone Financial Statements are presented in Indian Rupees, which are the functional currency of the Company and the currency of the primary economic environment in which the Company operates.

The Standalone Financial Statements are presented in INR and all values are rounded to the nearest Lakh (INR 00,000) as per the requirement of Schedule III, unless otherwise stated.

2.2 Summary of material accounting policies:

(a) Significant accounting estimates, judgements, and assumptions

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Uncertainty about these estimates and assumptions could result in different outcomes. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable.

(i) Depreciation/amortisation and useful lives of property plant and equipment

Useful lives and residual values of Property, plant and equipment represent a material portion of the Company’s asset base. The periodic charge of depreciation is derived after estimating useful life of an asset and expected residual value at the end of its useful life. The useful lives and residual values of assets are estimated by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on various external and internal factors including historical experience, relative efficiency and operating costs and change in technology.

(ii) Taxes

The Company’s tax jurisdiction is India. Significant judgments are involved in determining the provision for income taxes including amounts to be recovered or paid for uncertain tax positions. Management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

(iii) Defined benefit obligations

Defined benefit obligations are measured at fair value for financial reporting purposes. Fair value determined by actuary is based on actuarial assumptions. Management judgement is required to determine such actuarial assumptions. Such assumptions are reviewed annually using the best information available with the Management.

(iv) Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognised.

(v) Impairment of financial assets

The impairment provisions for Financial Assets are based on assumptions about risk of default and expected cash loss. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

(b) Classification of Assets and Liabilities as current and non-current

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is treated as current when it is:

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

All other assets are classified as non-current.

A liability is current when:

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

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities. Based on the nature and time lag between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has identified twelve months as its operating cycle.

(c) Investment in subsidiaries (Ind AS 109)

A subsidiary is an entity that is controlled by another entity. Investment in subsidiaries is carried at cost less impairment, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, the difference between net disposal proceeds and the carrying amounts is recognized in the Statement of Profit and Loss.

(d) Foreign currency translation (Ind AS 21)

In preparing the financial statements of the Company, transactions in foreign currencies, other than the Company's functional currency are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the rate prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency, are not retranslated.

Exchange differences on monetary items are recognised in the Statement of Profit and Loss in the period in which these arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings; and
- exchange differences on transactions entered into in order to hedge certain foreign currency risks.

(e) Revenue recognition (Ind AS 115)

i) Revenue from operations:

Revenue is recognised when control of goods is transferred to a customer in accordance with the terms of the contract. The control of the goods is transferred upon delivery to the customers either at factory gate of the Company or specific location of the customer or when the goods are handed over to the freight carrier, as per the terms of the contract. A receivable is recognised by the Company when the goods are delivered to the customer as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

Revenue from services, including those embedded in contract for sale of goods, namely, freight and insurance services mainly in case of export sales, is recognised upon completion of services.

Revenue is measured based on the consideration to which the Company expects to be entitled as per contract with a customer. The consideration is determined based on the price specified in the contract, net of the estimated variable consideration. Accumulated experience is used to estimate and provide for the variable consideration, using the expected value method and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. The contracts do not grant any rights of return to the customer. Returns of goods are accepted by the Company only on an exception basis. Revenue excludes any taxes or duties collected on behalf of government that are levied on sales such as goods and services tax.

Eligible export incentives are recognised in the year in which the conditions precedent are met and there is no significant uncertainty about the collectability.

ii) Other income:

Interest income from financial assets is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options), but does not consider the expected credit losses.

Dividends are recognised in the Standalone Statement of Profit and Loss only when the right to receive payment is established; it is probable that the economic benefits associated with the dividend will flow to the Company and the amount of the dividend can be measured reliably.

Lease rental income is recognised on accrual basis.

Insurance claims are accounted on the basis of claims admitted/expected to be admitted and to the extent that there is no uncertainty in receiving the claims. Other revenue is recognised when it is received or when the right to receive payment is established.

(f) Government Grants (Ind AS 20)

Government grants are recognized when there is reasonable assurance that the Company will comply with the conditions attached to them and that the grants will be received. When the grant relates to an expense item, it is recognised in the Statement of Profit and Loss by way of a deduction to the related expense on a systematic basis over the periods that the related costs, for which it is

intended to compensate, are expensed. Where the grant relates to an asset, it is recognised as deferred income and is allocated to the Statement of Profit and Loss over the periods and in the proportions in which depreciation on those assets is charged.

(g) Taxes (Ind AS 12)

Income tax expense represents the sum of tax currently payable and deferred tax. Tax is recognized in the Statement of Profit and Loss, except to the extent that it relates to items recognized directly in equity or in other comprehensive income.

(i) Current Tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. The Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate, on the basis of amounts expected to be paid to the tax authorities.

(ii) Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences.

Deferred tax assets are generally recognised for all deductible temporary differences, unabsorbed losses and unabsorbed depreciation to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, unabsorbed losses and unabsorbed depreciation can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

(iii) Indirect taxes paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of indirect taxes paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.
- When receivables and payables are stated with the amount of tax included.

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

(h) Property, plant and equipment (PPE) (Ind AS 16)

These tangible assets are held for use in production, supply of goods or services or for administrative purposes. Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses except for freehold land which is not depreciated. Cost includes purchase price after deducting trade discount/rebate, import duties, non-refundable taxes, Net of Cenvat and VAT credit/GST input credit wherever applicable, cost of replacing the component parts, borrowing costs and other directly attributable cost of bringing the asset to its working condition in the manner intended by the management.

Land (other than investment property) held for use in production or administration is stated at cost. As no finite useful life for land can be determined, related carrying amounts are not depreciated.

If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE.

The cost of an item of PPE is recognised as an asset if, and only if, it is probable that the economic benefits associated with the item will flow to the Company in future periods and the cost of the item can be measured reliably. Expenditure incurred after the PPE have been put into operations, such as repairs and maintenance expenses are charged to the Statement of Profit and Loss during the period in which they are incurred.

Items such as spare parts, standby equipment and servicing equipment are recognised as PPE when it

is held for use in the production or supply of goods or services, or for administrative purpose, and are expected to be used for more than one year. Otherwise, such items are classified as inventory.

Expenditure on acquisition of PPE for research and development (R&D) is included in PPE and depreciation thereon is provided as applicable.

The Company adjusts exchange differences arising on translation difference/settlement of long-term foreign currency monetary items outstanding and pertaining to the acquisition of a depreciable asset to the cost of asset and depreciates the same over the remaining life of the asset. The depreciation on such foreign exchange difference is recognised from first day of its financial year.

De-recognised upon disposal

An item of PPE is derecognised on disposal or when no future economic benefits are expected from use or disposal. Any gain or loss arising on derecognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized in Statement of Profit and Loss when asset is derecognised.

Treatment of expenditure during construction period

Expenditure, net of income earned, during construction (including financing cost related to borrowed funds for construction or acquisition of qualifying PPE) period is included under capital work-in-progress, and the same is allocated to the respective PPE on the completion of construction. Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as capital advances under "Other non-current assets".

Depreciation

The depreciable amount of an asset is determined after deducting its residual value. Where the residual value of an asset increases to an amount equal to or greater than the asset's carrying amount, no depreciation charge is recognized till the asset's residual value decreases below the asset's carrying amount. Depreciation of an asset begins when it is available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the intended manner. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale in accordance with Ind AS 105 and the date that the asset is derecognised.

The Company depreciates its property, plant and equipment (PPE) over the useful life in the manner prescribed in Schedule II to the Act. Management believes that useful life of assets are same as those prescribed in Schedule II to the Act, except for plant and equipment wherein based on technical evaluation, useful life has been estimated to be different from that prescribed in Schedule II of the Act. Useful life considered for calculation of depreciation for various assets class are as follows:

Asset Class	Useful Life
Factory Building	30 years
Non-Factory Building	60 years
Road, Fencing, Borewell, etc.	5/10 years
Plant & Equipment	15/20 years
Lab Equipment	10 years
Electric Installation	10 years
Furniture & Fixtures	10 years
Office Equipment	5 years
Vehicles	8 years
Computers	3 years

The identified component of fixed assets are depreciated over the useful lives and the remaining components are depreciated over the life of the principal assets.

Depreciation on fixed assets added/disposed of during the period is provided on pro-rata basis with reference to the date of addition/disposal.

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

Leasehold Land is amortised over the primary period of the lease.

(i) Intangible assets (Ind AS 38)

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Computer software

Computer software is amortised over a period of 3 years.

Internally generated intangible assets - Research and Development expenditure:

Expenditure incurred on development is capitalised if such expenditure leads to creation of any intangible asset, otherwise, such expenditure is charged to the Statement of Profit and Loss. PPE procured for research and development activities are capitalised.

(j) Borrowing cost (Ind AS 23)

Borrowing cost includes interest expense, amortisation of discounts, ancillary costs incurred in connection with borrowing of funds and exchange difference, arising from foreign currency borrowings, to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs that are attributable to the acquisition or construction or production of a qualifying asset are capitalised as part of the cost of such asset till such time the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are recognised as an expense in the period in which they are incurred.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing cost are recognised in the Statement of Profit and Loss in the period in which they are incurred.

(k) Leases (Ind AS 116)

At the inception of a lease, the lease arrangements is classified as either a finance lease or an operating lease, based on the substance of the lease arrangement.

As a Lessee:

The Company assesses whether a contract is, or contains a lease, at inception of the 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 commencement date of the lease, the Company recognises a right-of-use asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for short-term leases (leases with a term of twelve months or less), leases of low value assets and, for contract where the lessee and lessor has right to terminate a lease without permission from the other party with no more than an insignificant penalty. The lease expense of such short-term leases, low value assets leases and cancellable leases, are recognised as an operating expense on a straight-line basis over the term of the lease.

At the commencement date, lease liability is measured at the present value of the lease payments to be paid during non-cancellable period of the contract, discounted using the incremental

borrowing rate. The right-of-use assets is initially recognised at the amount of the initial measurement of the corresponding lease liability, lease payments made at or before commencement date less any lease incentives received and any initial direct costs.

Subsequently, the right-of-use asset is measured at cost less accumulated depreciation and any impairment losses. Lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using effective interest rate method) and reducing the carrying amount to reflect the lease payments made. The right-of-use asset and lease liability are also adjusted to reflect any lease modifications or revised in-substance fixed lease payments.

As a lessor

Leases for which the Company is a lessor is classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Income from operating leases where the Company is a lessor is recognised as income on a straight-line basis over the lease term unless the receipts are structured to increase in line with the expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the Standalone Balance Sheet based on their nature. Leases of property, plant and equipment where the Company as a lessor has substantially transferred all the risks and rewards are classified as finance lease. Finance leases are capitalised at the inception of the lease at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rent receivables, net of interest income, are included in other financial assets. Each lease receipt is allocated between the asset and interest income. The interest income is recognised in the Standalone Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the asset for each period.

Under combined lease agreements, land and building are assessed individually.

(l) Inventories (Ind AS 2)

Inventories consisting of stores and spares, raw materials, work in progress, stock in trade, goods in transit and finished goods are valued at lower of cost or net realisable value. However, materials held for use in production of inventories are not written down below cost, if the finished products are expected to be sold at or above cost.

The cost is computed on FIFO basis and is net of credits under GST.

Goods and materials in transit include materials, duties and taxes (other than those subsequently recoverable from tax authorities) labour cost and other related overheads incurred in bringing the inventories to their present location and condition.

Traded goods include cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

(m) Impairment of assets (Ind AS 36)

At the end of each reporting period, the Company reviews the carrying amounts of its PPE and other intangible assets to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit (CGU) to which the asset belongs. 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. The resulting impairment loss is recognised in the Statement of Profit and Loss. Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Where an impairment loss subsequently reverses, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset or CGU in prior years. A reversal of an impairment loss is recognised in the Statement of Profit and Loss.

Impairment of investment in subsidiaries

The Company assess at each reporting date whether there is an indication that an asset may be impaired if any indication exists, on which annual impairment testing for an asset is required, the Company estimates the assets recoverable amount. An assets recoverable amount is the higher of an assets or cash generating units (CGU's) 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 inflows 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.

In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and risk specific to the asset.

In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

(n) Provisions, contingent liabilities and contingent assets (Ind AS 37)

Disputed liabilities and claims against the Company including claims raised by fiscal authorities (e.g. Sales Tax, Income Tax, Excise, GST etc.) pending in appeal/court for which no reliable estimate can be made and or involves uncertainty of the outcome of the amount of the obligation or which are remotely poised for crystallization are not provided for in accounts but disclosed in notes to accounts. However, present obligation as a result of past event with possibility of outflow of resources, when reliable estimation can be made of the amount of obligation, is recognized in accounts in terms of discounted value, if the time value of money is material using a current pre-tax rate that reflects the risk specific to the liability. No contingent asset is recognized but disclosed by way of notes to accounts.

(o) Post employment and other employee benefits (Ind AS 19)

a) Employee benefits

All employee benefits payable wholly within twelve months of rendering services are classified as short-term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., are recognized during the period in which the employee renders related services and are measured at undiscounted amount expected to be paid when the liabilities are settled.

(b) Post-employment obligations

The Company operates the following post-employment schemes:

- i) Defined benefit plans such as gratuity and;
- ii) Defined contribution plans such as provident fund.

i) Defined benefit plans-Gratuity obligations

The liability or assets recognized in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligations at the end of the reporting period less the fair value of plan assets.

The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation

denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The benefits which are denominated in currency other than INR, the cash flows are discounted using market yields determined by reference to high quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and change in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

ii) Defined contribution plans

The Company pays provident fund contributions to publicly administered funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due.

(p) Financial instruments (Ind AS 109)

i) Recognition and initial measurement

All financial assets and financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii) Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at:

- amortized cost;
- Fair Value through Other Comprehensive Income (FVOCI) – equity investment; or
- Fair Value Through Profit and Loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

Investments in subsidiary companies, associate companies and joint venture Company:

Investments in subsidiary Company is carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiary Company the difference between net disposal proceeds and the carrying amounts are recognised in the Standalone Statement of Profit and Loss.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI or at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial liabilities

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on de-recognition is also recognized in profit or loss.

De-recognition

Financial assets

The Company de-recognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Financial liabilities

The Company de-recognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also de-recognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in profit or loss.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

(q) Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Company uses derivative financial instruments such as forwards to mitigate the risk of changes in exchange rates. At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to the Statement of Profit and Loss, except for the effective portion

of cash flow hedge which is recognised in Other Comprehensive Income and later to the Statement of Profit and Loss, when the hedged item affects profit or loss. Hedges that meet the criteria for hedge accounting are accounted for as follows:

Fair value hedge: The Company designates derivative contracts or non-derivative financial assets/liabilities as hedging instruments to mitigate the risk of change in fair value of hedged item due to movement in exchange rates. Changes in the fair value of hedging instruments and hedged items that are designated and qualify as fair value hedges are recorded in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest method is used is amortised to the Statement of Profit and Loss over the period of maturity.

Cash flow hedge: The Company designates derivative contracts or non-derivative financial assets/liabilities as hedging instruments to mitigate the risk of movement exchange rates for foreign exchange exposure on highly probable future cash flows attributable to a recognised asset or liability or forecast cash transactions. When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in the cash flow hedging reserve being part of Other Comprehensive Income. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold/terminated or exercised, the cumulative gain or loss on the hedging instrument recognised in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the underlying transaction occurs. The cumulative gain or loss previously recognised in the cash flow hedging reserve is transferred to the Statement of Profit and Loss upon the occurrence of the underlying transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedging reserve is reclassified in the Statement of Profit and Loss.

(r) Cash flows and cash and cash equivalents (Ind AS 7)

Statement of cash flows is prepared in accordance with the indirect method prescribed in the Ind AS 7. For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, cheques and drafts on hand, deposits held with Banks, 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 book overdrafts. However, Book overdrafts are shown within borrowings in current liabilities in the balance sheet for the purpose of presentation.

(s) Cash dividend to equity holders of the Company

The Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

(t) Earnings per share (Ind AS 33)

i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- The profit attributable to owners of the Company;
- By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.

ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- The after 'income-tax' effect of interest and other financing costs associated with dilutive potential equity shares; and
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(u) Segment reporting (Ind AS 108)

Based on "Management Approach" as defined in Ind AS 108 – Operating Segments, the Management evaluates the Company's performance and allocates the resources based on an analysis of various performance indicators by business segments.

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

(v) Fair value measurement (Ind AS 113)

The Company measures financial instruments, such as investments (other than equity investments in Subsidiaries, Joint Ventures and Associates) and derivatives at fair values at each Balance Sheet date.

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

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

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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 categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

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

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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 re-assessing 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.

(w) Events occurring after the balance sheet date (Ind AS 10)

Assets and liabilities are adjusted for events occurring after the reporting period that provides additional evidence to assist the estimation of amounts relating to conditions existing at the end of the reporting period.

Dividends declared by the Company after the reporting period are not recognized as liability at the end of the reporting period. Dividends declared after the reporting period but before the issue of financial statements are not recognized as liability since no obligation exists at that time. Such dividends are disclosed in the notes to the financial statements.

(x) Research and Development

Expenditure on research is recognized as an expense when it is incurred. Expenditure on development which does not meet the criteria for recognition as an intangible asset is recognized as an expense when it is incurred.

Items of property, plant and equipment and acquired intangible assets utilized for research and development are capitalized and depreciated/amortized in accordance with the policies stated for Property, Plant and Equipment and Intangible Assets.

(y) Goods and Service tax/Service tax input credit

Goods and Service tax/Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is reasonable certainty in availing/utilising the credits.

(z) Trade receivables

Trade receivables are recognised when the right to consideration becomes unconditional. These assets are held at amortised cost, using the effective interest rate (EIR) method where applicable, less provision for impairment based on expected credit loss. Trade receivable overdue for more than 180 days are considered as receivable with significant increase in credit risk.

(aa) Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months from the reporting date. They are recognised initially at their fair value and subsequently measured at amortised cost using the EIR method.

(bb) Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

3. PROPERTY, PLANT AND EQUIPMENT

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Land	Building	Plant and Machinery	Furniture and Fixtures	Vehicles	Office Equipment	Total
Gross carrying amount							
Gross amount as on 1st April, 2022	609.56	1,269.63	18,908.43	94.43	378.91	96.46	21,357.42
Additions	-	-	275.42	387.50	18.08	42.42	723.42
Disposal & adjustment	-	-	119.09	-	-	1.49	120.58
Balance as at 31st March, 2023	609.56	1,269.63	19,064.76	481.93	396.99	137.39	21,960.26
Additions	-	-	103.00	117.31	17.80	3.66	241.77
Disposal & adjustment	-	-	-	-	25.93	-	25.93
Balance as at 31st March, 2024	609.56	1,269.63	19,167.76	599.24	388.86	141.05	22,176.10
Accumulated depreciation							
Balance as at 1st April, 2022	-	604.42	7,125.83	68.61	211.38	73.11	8,083.35
Depreciation for the period	-	41.97	878.65	7.12	38.99	10.55	977.28
Disposal & adjustment	-	-	76.96	-	-	0.15	77.11
Balance as at 31st March, 2023	-	646.39	7,927.52	75.73	250.37	83.51	8,983.52
Depreciation for the period	-	40.99	878.91	51.98	36.80	14.21	1,022.90
Disposal & adjustment	-	-	-	-	21.51	-	21.51
Balance as at 31st March, 2024	-	687.38	8,806.43	127.71	265.66	97.72	9,984.91
Net carrying amount							
Balance as at 31 st March, 2023	609.56	623.24	11,137.24	406.20	146.62	53.88	12,976.74
Balance as at 31 st March, 2024	609.56	582.25	10,361.33	471.53	123.20	43.33	12,191.19

Note: The title deeds of all the immovable properties are held in the name of Company.

The Company has pledged certain property, plant and equipments against borrowings, details of which have been given in Note 20.

The Company has not done revaluation of PPE/intangible assets during financial year ended 31st March, 2024 and 31st March, 2023.

There are no assets which are lying with third parties.

4. RIGHT-OF-USE ASSETS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Gross carrying Amount	2,109.42	2,077.99
Additions	-	31.43
Disposals	(2069.42)	-
Balance at the end of the Year	40.00	2,109.42
Accumulated amortisation		
Balance at the beginning of the year	25.92	2.01
Amortisation for the period	9.92	23.91
Disposal	(29.67)	-
Balance at the end of the Year	6.17	25.92
Net carrying amount	33.83	2,083.50

Note: Company has transferred rights of leasehold land located at Saykha Industrial Estate, Village Saykha, Tal. Vagra, Dist. Bharuch for a total consideration of ₹ 4,657.21 Lakhs resulting into a gain of ₹ 2,561.03 Lakhs (net of transaction cost and incidental costs).

5. INTANGIBLE ASSETS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	
	31 st March, 2024	31 st March, 2023
Intangible assets	1.23	-
Less: amortisation for the period	0.04	
Total	1.18	-

6. NON-CURRENT INVESTMENTS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024		As at 31 st March, 2023	
	No. of shares	₹	No. of shares	₹
6.1 Investment in subsidiary companies				
Unquoted, fully paid- up				
Subsidiary companies measured at cost				
Shares of ₹ 10/- each of Atlas Life Sciences (India) Private Limited	10,000	1.00	10,000	1.00
Shares of ₹ 10/- each of Atlas Life Sciences Private Limited	30,00,000	5,765.00	23,40,000	4,800.00
Shares of ₹ 10/- each of Asahi Tennants Color Private Limited	3,43,71,132	4,895.07	3,43,71,132	4,895.07
	3,73,81,132	10,661.07	3,43,71,132	9,696.07
6.2 Investment in associates				
Shares of ₹ 10/- each of Plutoeco Enviro Association	2,500	0.25	2,500	0.25
	2,500	0.25	2,500	0.25
6.3 Other investments				
a) Investments in equity instruments (fully paid-up)				
Other companies measured at FVOCI				
Quoted				
Shares of ₹ 1/- each of HDFC Life Insurance Company Limited	-	-	15,000	74.90
	-	-	15,000	74.90
b) Investments in equity instruments (fully paid-up)				
Other companies measured at cost				
Unquoted				
Shares of ₹ 10/- each of Swadesh Essfil Private Limited @ premium of ₹ 573.94 per share	3,425	20.00	3,425	20.00
Shares of Bhadreshwar Vidyut Private Ltd. of ₹ 10/- each at discounted value of ₹ 0.19 per Share	-	-	2,81,000	0.53
	3,425	20.00	2,84,425	20.53
c) Investment in debentures				
Other companies measured at Cost				
Unquoted				
Compulsory convertible debentures of ₹ 10,00,000/- each of Smart Institute Private Limited	3	30.00	3	30.00
	3	30.00	3	30.00
	3,73,87,060	10,711.32	3,46,73,060	9,821.75

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Aggregate amount of quoted investments	-	74.90
Aggregate market value of quoted investments	-	74.90
Aggregate amount of unquoted investments	10,711.32	9,746.85

7. NON-CURRENT LOANS

Unsecured, considered good

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Loans to subsidiaries	3,747.60	780.00
Loans to employees	0.50	-
Total	3,748.10	780.00

Note:

- Unsecured Loan given to Asahi Tennants Color Private Limited (subsidiary) Tranche-1, repayable in 3 instalments after 5 years from the date of disbursement. Interest chargeable at 6.50% p.a.
- Unsecured Loan given to Asahi Tennants Color Private Limited (subsidiary) Tranche-2, repayable in 4 instalments after 3 years from the date of disbursement. Interest chargeable at 6.50% p.a.
- Unsecured Loan given to Atlas Life Sciences (India) Private Limited (subsidiary) repayable after 5 years from the date of disbursement. Interest chargeable at 8.25% p.a.

8. OTHER NON-CURRENT FINANCIAL ASSETS

Unsecured, considered good

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
a. Security deposits	20.60	16.39
Total	20.60	16.39

9. OTHER NON-CURRENT ASSETS

Unsecured, considered Good

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
a. Capital advances	9.25	124.69
b. Advances other than capital advances	95.39	-
Total	104.64	124.69

10. INVENTORIES (AT LOWER OF COST OR NET REALISABLE VALUE)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
a. Raw materials	1,343.15	1,443.80
b. Work-in-progress	219.76	177.19
c. Finished goods	3,054.53	2,061.94
d. Finished goods in Transit	122.18	553.54
e. Stores and spares	235.35	261.55
f. Others (Fuel and Oil)	38.08	56.26
Total	5,013.06	4,554.29

Note: For details of inventory pledged as security refer Note 24.

11. TRADE RECEIVABLES

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Unsecured, considered good	7,811.16	6,931.43
Credit impaired	42.94	42.94
Less: Allowance for credit losses	(42.94)	(42.94)
Total	7,811.16	6,931.43

Trade receivables ageing schedule

As at 31st March, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years	
i. Undisputed trade receivables - considered good	6,707.16	598.58	-	-	-	-	7,262.80
ii. Undisputed trade receivables - which have significant increase in credit risk	-	-	200.48	186.53	42.43	75.98	505.42
ii. Undisputed trade receivables - credit impaired	-	-	0.16	0.94	0.43	41.41	42.94
iv. Disputed trade receivables - considered good	-	-	-	-	-	-	-
v. Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
vi. Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Total	6,707.16	598.58	200.65	187.46	42.86	117.39	7,811.16

Trade receivables ageing schedule

As at 31st March, 2023

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years	
i. Undisputed trade receivables - considered good	5,826.69	406.62	-	-	-	-	6,233.31
ii. Undisputed trade receivables - which have significant increase in credit risk	-	-	556.92	23.12	6.45	68.69	655.18
ii. Undisputed trade receivables - credit impaired	-	-	0.56	0.12	0.07	42.19	42.94
iv. Disputed trade receivables - considered good	-	-	-	-	-	-	-
v. Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
vi. Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Total	5,826.69	406.62	557.48	23.24	6.52	110.88	6,931.43



The Company is making provisions on trade receivables based on Expected Credit Loss (ECL) model. The reconciliation of ECL is as follows:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Opening balance	42.94	42.34
Change/(release) to statement of Profit and Loss	-	0.60
Utilised during the year	-	-
Balance at the end of the year	42.94	42.94

Refer note 24 for details of pledges and securities

No trade receivable are due from Directors or other officers of the Company either severally or jointly with any other person.

12. CASH & CASH EQUIVALENTS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Balance with Banks in current accounts	22.95	34.74
Cash on hand	12.02	10.24
Total	34.97	44.98

13. BANK BALANCES OTHER THAN CASH & CASH EQUIVALENTS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Term Deposits with Bank as margin money against letters of credit, bank guarantees and collateral security	122.41	353.70
Earmarked balance for unpaid dividend	3.37	3.83
Total	125.79	357.53

14. CURRENT LOANS

Unsecured, considered good

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Loans to employees	6.13	6.63
Loans to subsidiaries	-	853.43
Total	6.13	860.05

15. OTHERS CURRENT FINANCIALS ASSETS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Interest accrued on term deposits	6.56	13.03
Total	6.56	13.03

16. CURRENT TAX ASSETS (NET)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Advance payment of tax (net)	172.64	551.73
Total	172.64	551.73

17. OTHER CURRENT ASSETS

Unsecured, considered good

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Balance with government authorities	1,100.36	767.01
Prepaid expenses	87.94	75.87
Advances other than capital advances	403.71	284.44
Total	1,592.01	1,127.32

18. SHARE CAPITAL

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024		As at 31 st March, 2023	
	No. of shares	₹	No. of shares	₹
Authorised				
Equity shares of ₹ 10 each	1,65,00,000	1,650.00	1,65,00,000	1,650.00
Issued & Subscribed and Fully Paid Up				
Equity shares of ₹ 10 each	1,17,87,262	1,178.73	1,20,27,262	1,202.73
Total	1,17,87,262	1,178.73	1,20,27,262	1,202.73

a) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024		As at 31 st March, 2023	
	No. of shares	₹	No. of shares	₹
Equity shares				
At the beginning of the period	1,17,87,262	1,178.73	1,20,27,262	1,202.73
Less: Buy-back of equity shares			(2,40,000)	(24.00)
Outstanding at the end of the period	1,17,87,262	1,178.73	1,17,87,262	1,178.73

b) Terms/rights attached to Equity shares

The Company has issued only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares are entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders at the Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the realised value of the assets of the Company, remaining after the payment of all preferential dues. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Shares held by holding/ultimate holding Company/or their subsidiaries/associates:

Not Applicable

d) Details of shares in the Company held by each shareholder holding in the Company more than 5 percent shares:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024		As at 31 st March, 2023	
	Units of Equity shares	% of holding	Units of Equity shares	% of holding
Mrugesh Jaykrishna Family Trust - 1	51,78,403	43.93	51,78,403	43.93
Gokul M. Jaykrishna Family Trust	26,48,980	22.47	26,48,980	22.47
DIC Corporation	8,65,200	7.34	8,65,200	7.34
	86,92,583	73.74	86,92,583	73.74

e. Details of shares in the Company held by Promoters

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024		As at 31 st March, 2023		% Change
	Units of Equity shares	% of holding	Units of Equity shares	% of holding	
Mrugesh Jaykrishna Family Trust - 1	51,78,403	43.93	51,78,403	43.93	-
Gokul M. Jaykrishna Family Trust	26,48,980	22.47	26,48,980	22.47	-
Gokul M. Jaykrishna	9,627	0.08	9,627	0.08	-
Arjun G. Jaykrishna	33,384	0.28	28,384	0.24	0.04

f)

1. Aggregate number and class of shares allotted as fully paid up pursuant to contracts without payment being received in cash:

NIL

2. Aggregate number and class of shares allotted as fully paid by way of Bonus Shares:

NIL

3. Aggregate number and class of shares bought back:

NIL

4. Securities which are convertible into Equity Shares:

NIL

5. Aggregate Value of Calls unpaid by directors and officers:

NIL

19. OTHER EQUITY

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Securities premium		
Balance as per last year	-	557.13
Less: buy-back of shares	-	557.13
Balance at the end of the year	-	-
General reserve		
Balance as per last year	2,158.63	2,762.50
Less: buy-back of shares	-	579.87
Less: transfer to capital redemption reserve	-	24.00
Balance at the end of the year	2,158.63	2,158.63
Capital redemption reserve		
Balance as per last year	48.50	24.50
Add: transfer from general reserve	-	24.00
Balance at the end of the year	48.50	48.50
Surplus in statement of profit & loss		
Balance at the beginning of the year	20,160.66	20,679.20
Add: profit after tax for the year	2632.79	(470.97)
Re-measurement of defined benefit plan	58.92	18.06
Mark to market forex gain (loss)	-	-
Loss on investments - fair value through OCI	-	-
Income tax relating to other comprehensive income	(3.46)	(6.69)
Amount available for appropriation	22,848.91	20,219.60

19. OTHER EQUITY (Contd.)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Less: appropriations		
Dividend	58.94	58.94
Dividend distribution tax	-	-
Total appropriation	58.94	58.94
Balance at the end of the year	22,789.97	20,160.66
Total	24,997.10	22,367.79

19.1. Distribution Made and Proposed to be Made

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Cash dividends on equity shares declared and paid		
March 31, 2023: ₹ 0.50 per share	58.94	-
March 31, 2022: ₹ 0.50 per share	-	58.94
Proposed dividends on equity shares declared and paid		
March 31, 2024: ₹ 0.50 per share	58.94	-
March 31, 2023: ₹ 0.50 per share	-	58.94

Description of nature and purpose of each reserves

General Reserve: General reserve is created from time to time by way of transfer profits from retained earnings for appropriation purposes. General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income. General Reserve is a free reserve available to the Company. As per Companies Act 2013, transfer of profits to general reserve is not mandatory.

Securities Premium: The amount received in excess of face value of the equity shares is recognised in Securities Premium Reserve. The reserve is utilised in accordance with the specific provision of the Companies Act, 2013.

Capital Redemption Reserve: In accordance with Section 69 of the companies Act, 2013, the Company has created capital redemption reserve equal to the nominal value of the shares bought back as an appropriation from general reserve.

Retained Earnings: Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained Earnings is a free reserve available to the Company.

Equity instruments through other comprehensive income: This represents the cumulative gains and losses arising on the revaluation of equity instruments measured at fair value through other comprehensive income, under an irrevocable option, net of amounts reclassified to retained earnings when such assets are disposed off.

Other Comprehensive Income: Other Comprehensive Income includes re-measurement loss on defined benefit plans, net of taxes that will not be reclassified to profit and loss.

20. NON-CURRENT BORROWINGS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Secured		
a. Term loans from banks		
From HDFC Bank Ltd Net of repayable in one year considered as current borrowings (Refer Note: 24)	1,503.96	2,237.04
Total	1,503.96	2,237.04



I.a Indian Rupee term loan from banks are secured by:**i Primary security:**

HDFC Bank Ltd. term loan: Exclusive charge on fixed assets purchased out of the term loan of HDFC Bank Ltd.

I.b Interest on term loan ranges from floating rate of Interest 7.50% to 8.50% p.a. linked to various benchmarks like T-Bill, MCLR etc.

I.c Term of repayment:

i. Term Loan from HDFC Bank Ltd. ₹ 838.99 Lakhs (Previous year ₹ 1118.65 Lakhs), Repayable in 54 equal monthly Instalments of ₹ 23.30 Lakhs will end on April-2027.

ii. Term Loan from HDFC Bank Ltd. ₹ 1398.05 Lakhs (Previous year ₹ 1851.47 Lakhs), Repayable in 54 equal monthly Instalments of ₹ 37.78 Lakhs will end on April-2027.

iii. There was no default in repayment of loan or interest.

21. NON-CURRENT PROVISIONS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Provisions for employees benefits		
Provision for gratuity	199.70	188.56
Provision for leave encashment	61.64	54.21
Total	261.34	242.78

22. DEFERRED TAX LIABILITIES (NET)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
a. Deferred tax liabilities		
Opening balance	1,831.49	1,622.31
Accumulated depreciation	36.86	209.18
Other comprehensive income from investments	(13.44)	0.00
	1,854.92	1,831.49
b. Deferred tax assets		
Opening balance	253.10	57.04
Defined benefit plan for employees	(117.31)	19.06
Others	-	177.00
	135.78	253.10
Liabilities (net)	1,719.13	1,578.39

23. OTHER NON-CURRENT LIABILITIES

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Deposits from customers	0.20	0.20
Other Non-current liabilities	0.20	0.20

24. CURRENT BORROWING

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Secured Loans		
Loans repayable on demand from bank		
From State Bank of India		
Working capital loans	3,441.29	3,006.87

24. CURRENT BORROWING (Contd.)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Unsecured Loans		
Loans repayable on demand from bank		
From Federal Bank Ltd		
Working capital loans	3,250.00	3,503.95
From HDFC Bank Ltd		
Working capital loans	-	-
Current maturities of long-term borrowings		
Current maturities of long-term borrowings	733.09	983.09
Total	7,424.37	7,493.90

The working capital limits from bank are secured by:

i. Primary security:

First charge in favour of State Bank of India by way of hypothecation over entire present and future current assets of Company.

ii. Collateral security:

First charge in favour of State Bank of India on the entire Fixed Assets of the Company (Excluding vehicles purchased) of which includes:

- Equitable mortgage and/or hypothecation charge on entire fixed assets (Land, building, plant and machinery) both present and future of the Company situated at Survey No. 437 to 440 ECP Channel Road, Village Dudhwada, Taluka Padra, District Vadodara, Gujarat.
- Lien of TDR worth of ₹ 25 Lakhs.

iii. Interest on working capital loan ranges from 7.40% to 9.50% p.a. linked to various benchmarks like T-Bill, MCLR etc.

25. TRADE PAYABLES

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Trade payable		
Dues to micro enterprises and small enterprises	252.40	810.68
Dues to other than micro enterprises and small enterprises	3,999.96	4,125.62
Total	4,252.36	4,936.30

25.1. Disclosures as required under the Micro, Small and Medium Enterprises Development Act, 2006

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
a. Principal amount remaining unpaid to any supplier as at the end of accounting year	252.40	810.68
b. Interest due and remaining unpaid to any supplier as at the end of accounting year	-	-
c. Amount of interest paid by the Company in terms of Section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year	-	-
d. Amount of interest due and payable for the reporting period of delay in making payment [which have been paid but beyond the appointed day during the year] but without adding the interest specified under the MSMED Act, 2006	-	-



25.1. Disclosures as required under the Micro, Small and Medium Enterprises Development Act, 2006

(Contd.)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
e. Amount of interest accrued and remaining unpaid at the end of the accounting year.	-	-
f. Amount of further interest remaining due and payable even in succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23 of MSMED Act, 2006	-	-
Total	252.40	810.68

Trade payables ageing schedule

As at 31st March, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 Months-1 year	1-2 Years	2-3 Years	More than 3 years	
(i) Undisputed trade payables							
a) MSME	252.40	-	-	-	-	252.40	
b) Others	3,714.99	249.73	4.46	6.23	9.13	15.42	3,999.96
(ii) Disputed trade payables							
a) MSME	-	-	-	-	-	-	-
b) Others	-	-	-	-	-	-	-
Total (i + ii)	3,967.39	249.73	4.46	6.23	9.13	15.42	4,252.36

Trade payables ageing schedule

As at 31st March, 2023

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 Months-1 year	1-2 Years	2-3 Years	More than 3 years	
(i) Undisputed trade payables							
a) MSME	810.68	-	-	-	-	-	810.68
b) Others	3,278.09	694.52	128.50	9.26	5.07	10.18	4,125.62
(ii) Disputed trade payables							
a) MSME	-	-	-	-	-	-	-
b) Others	-	-	-	-	-	-	-
Total (i + ii)	4,088.77	694.52	128.50	9.26	5.07	10.18	4,936.30

The information regarding micro and small enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

26. OTHER CURRENT FINANCIAL LIABILITIES

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
a. Unpaid dividends [#]	3.37	3.83
b. Creditors for capital goods	46.68	38.10
c. Interest accrued but not due	16.19	20.10
d. Employees due	64.91	51.60
Total	131.16	113.63

[#]The Company has transferred ₹ 0.59 Lakhs (Previous Year ₹ 0.76 Lakhs) to the Investors Education and Protection Fund (IEPF) during the year.

27. OTHER CURRENT LIABILITIES

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Other payables		
Advances from customers	1.26	-
Statutory liabilities	42.59	35.08
Total	43.85	35.08

28. CURRENT PROVISIONS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Provision for gratuity	40.16	39.39
Provision for leave encashment	20.83	20.21
Total	60.99	59.60

29. REVENUE FROM OPERATIONS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
Revenue from sale of products		
a. Export sales	15,595.03	20,894.05
b. Domestic sales	12,017.91	12,706.41
Total sale of products	27,612.94	33,600.46
c. Other operating revenues		
Export incentives	0.18	0.17
Other operating income	45.31	115.37
Total - Other operating revenues	45.49	115.54
Total	27,658.43	33,716.01

30. OTHER INCOME

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
a. Dividend income	0.29	0.26
b. Exchange rate difference	187.27	370.66
c. Interest income others	250.17	130.02
d. Others	85.93	87.42
Total	523.66	588.35

31. COST OF MATERIALS CONSUMED

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
a. Raw materials		
Opening stock	1,317.41	1,735.84
Add: purchases	18,537.64	19,960.88
	19,855.05	21,696.72
Less: closing stock	1,263.65	1,317.41
Cost of raw material consumed	18,591.40	20,379.31



31. COST OF MATERIALS CONSUMED (Contd.)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
b. Packing material		
Opening stock	36.90	108.07
Add: purchases	293.08	294.88
	329.98	402.95
Less: closing stock	58.37	36.90
Cost of packing material consumed	271.61	366.05
Cost of total material consumed	18,863.01	20,745.36

32. CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
a. Inventories at the end of the year		
Finished goods	3,176.71	2,615.49
Work-in-progress	219.76	177.19
Total	3,396.47	2,792.68
b. Inventories at the beginning of the year		
Finished goods	2,615.49	5,123.76
Work-in-progress	177.19	550.06
Total	2,792.68	5,673.82
Net (Increase)/decrease	(603.79)	2881.14

33. EMPLOYEE BENEFITS EXPENSE

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
a. Salaries, wages & bonus *	801.46	810.11
b. Contribution to provident and other funds	46.95	42.47
c. Staff welfare expenses	31.54	43.34
d. Directors remuneration including perquisites and commission	123.57	101.22
Total	1,003.52	997.14

* Salaries, Wages and Bonus excluded the salaries paid to the staff related to R & D, is debited to Research and Development expenses.

The Code on Social Security, 2020 ('Code') relating to employees benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

34. FINANCE COSTS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
a. Interest		
Term loans	220.56	246.24
Working capital	384.90	569.28
b. Other financial costs		
Bank and other charges	60.73	52.28
Total	666.19	867.80

35. DEPRECIATION AND AMORTISATION EXPENSE

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
Depreciation for the year on tangible assets	1,022.90	977.27
Amortization for the year on right-of-use assets	9.92	23.91
Amortization for the year on intangible assets	0.04	-
Depreciation and amortisation relating to continuing operations	1,032.87	1,001.18

36. OTHER EXPENSES

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
Power and fuel	2,815.16	3,991.18
Consumption of stores and spare parts	347.55	457.53
Pollution treatment expenses	754.28	767.04
Repairs to machinery	119.32	160.05
Repairs to building	2.36	6.33
Repairs to other assets	13.82	20.36
Manufacturing & labour charges	855.37	884.17
Freight and forwarding expenses	567.07	926.03
Other selling and distribution expenses	66.72	171.04
Rent	69.69	54.30
Rates & taxes (excluding taxes on income)	12.29	7.71
Insurance	60.31	64.60
Travelling, conveyance & vehicle expenses	48.08	56.71
Directors travelling expenses	147.31	150.50
Auditors remuneration *	2.75	2.75
Directors sitting fees	2.68	2.76
Legal & professional expenses	138.13	224.06
General charges	83.49	80.01
Research and development expenses (Refer Note: 42)	31.96	76.78
Expenditure towards corporate social responsibility activities (Refer Note: 46)	47.50	65.93
Expected credit loss provision	-	0.60
Balances written off	1.06	-
Loss on sales of property, plant & equipment	0.80	0.11
Total	6,187.69	8,170.55

36.1 * Payment to Auditors

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
Audit fees	2.75	2.75
Out of pocket expenses	-	-
Others (Certification work)	-	-
Total	2.75	2.75



37. OTHER COMPREHENSIVE INCOME

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
Items that will not be reclassified to Profit and Loss		
Other comprehensive income/(expense) FVOCI	45.16	23.93
Re-measurement Gain/(loss) of defined benefit plan	13.75	(5.86)
Income tax relating to items that will not be reclassified to profit or loss	(3.46)	(6.69)
Items that will be reclassified to Profit and Loss		
Effective portion of Gain/(loss) on cashflow hedges	-	-
Income tax that will be reclassified to profit and loss	-	-
	55.46	11.37

38. EARNING PER SHARE

Basic and diluted earnings per share

Earning per share is calculated by dividing the Profit/(loss) attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. The numbers used in calculating basic and diluted earning per equity share as stated below:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
Profit for the year	2632.79	(470.97)
Net Profit attributable to equity shareholders	2632.79	(470.97)
Profit after taxation before extra ordinary items	2632.79	(470.97)
Number of equity shares for basic EPS	1,17,87,262	1,17,87,262
Number of equity shares for diluted EPS	1,17,87,262	1,17,87,262
Nominal value per share	10.00	10.00
Basic earning per share	22.34	(3.97)
Diluted earning per share	22.34	(3.97)

39. INCOME TAXES

A. The major components of income tax expense for the year as under:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
Current tax		
In respect of current year	294.00	-
Deferred tax		
In respect of accumulated depreciation	36.86	209.18
In respect of other comprehensive income from investments	(13.44)	(6.69)
In respect of defined benefit plan for employees	117.31	(196.06)
In respect of others	3.01	-
Total deferred tax	143.75	6.43
Total tax expense charged to statement of Profit and Loss	437.75	6.43

B. Reconciliation of Effective Tax Rate

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
Applicable Tax Rate	25.168%	25.168%
Profit before tax	509.52	(464.54)
Income not considered for tax purpose	55.46	11.37
Carried forward Depreciation Losses	(711.18)	-
Expenses not allowed for tax purpose	-	-
Tax payable at lower rate	2,561.03	-
Net Taxable income for the year	2414.82	(453.17)
Effective Tax for the year	(36.80)	(114.05)
Effective tax at lower rate	294.00	-
Total current tax calculated for the year	257.20	(114.05)
Excess provision	-	-
Effective current tax rate for the year	-	-

40. CONTINGENT LIABILITIES

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
In respect of Income Tax	24.75	46.33
Letter of Credit and Bank Guarantees issued by bankers and outstanding at the end of the year	378.91	482.60

41. CAPITAL COMMITMENT

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Estimated amount of contracts/purchase orders remaining to be executed and not provided for Capital goods/Capital work in progress	-	-

42. RESEARCH AND DEVELOPMENT

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Capital Goods		
Machinery and equipment for research laboratory	-	-
Total capital expenditure	-	-
Revenue expenses		
Salaries & wages	19.44	67.21
Laboratory chemicals and other goods	12.49	9.34
Stationery	-	0.04
Consumable stores	-	-
Travelling expenses	-	-
Conveyance expenses	-	-
Testing expenses	-	0.03
Electricity expenses	-	0.16
Total revenue expenditure	31.93	76.78
Total expenditure towards R & D	31.93	76.78



43. EMPLOYEE BENEFITS

In compliance with the Accounting Standard on “Employee Benefits” (AS 19) notified by Companies (Accounting Standards) Rules, 2006, the following disclosures have been made:

1. Defined Contribution Plan:

The Company has recognized the following amount as an expense:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Contribution to provident and other funds	46.95	42.47

2. Defined Benefit Plan:

Table Showing Change in the Present Value of Projected Benefit Obligation

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Present value of benefit obligation at the beginning of the period	335.52	334.27
Interest cost	25.10	24.30
Current service cost	14.67	20.07
Past service cost	-	-
Liability transferred in/acquisitions	-	-
(Liability transferred out/divestments)	-	-
(Gains)/losses on curtailment	-	-
(Liabilities extinguished on settlement)	-	-
(Benefit paid directly by the employer)	(6.06)	(13.96)
(Benefit paid from the fund)	-	-
The effect of changes in foreign exchange rates	-	-
Actuarial (gains)/losses on obligations - due to change in demographic assumptions	-	-
Actuarial (gains)/losses on obligations - due to change in financial assumptions	6.57	(5.14)
Actuarial (gains)/losses on obligations - due to experience	(10.87)	(24.02)
Present value of benefit obligation at the end of the period	364.93	335.52

Table showing changes in the fair value of plan assets

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Fair value of plan assets at the beginning of the period	107.56	105.16
Interest income	8.05	7.64
Contributions by the employer	-	-
Expected contributions by the employees	-	-
Assets transferred in/acquisitions	-	-
(Assets transferred out/divestments)	-	-
(Benefit paid from the Fund)	-	-
(Assets distributed on settlements)	-	-
Effects of asset ceiling	-	-
The effect of changes in foreign exchange rates	-	-
Return on plan assets, excluding interest income	9.46	(5.24)
Fair value of plan assets at the end of the period	125.07	107.56

Amount recognized in the Balance Sheet

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
(Present value of benefit obligation at the end of the period)	(364.93)	(335.52)
Fair value of plan assets at the end of the period	125.07	107.56
Funded status (surplus/(deficit))	(239.86)	(227.95)
Net (liability)/asset recognized in the balance sheet	(239.86)	(227.95)

Net interest cost for current period

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Present value of benefit obligation at the beginning of the period	335.52	334.26
(Fair value of plan assets at the beginning of the period)	(107.56)	(105.16)
Net liability/(asset) at the beginning	227.96	229.10
Interest cost	25.10	24.30
(Interest income)	(8.05)	(7.64)
Net interest cost for current period	17.05	16.66

Expenses recognized in the Statement of Profit or Loss for current period

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Current service cost	14.67	20.07
Net interest cost	17.05	16.66
Past service cost	-	-
(Expected contributions by the employees)	-	-
(Gains)/losses on curtailments and settlements	-	-
Transfer in/(out)	-	-
Expenses recognized	31.72	36.73

Expenses recognized in the other comprehensive income (OCI) for current period

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Actuarial (gains)/losses on obligation for the period	(4.30)	(29.17)
Return on plan assets, excluding interest income	(9.46)	5.24
Change in asset ceiling	-	-
Net (income)/expense for the period recognized in OCI	(13.75)	(23.93)

Balance Sheet reconciliation

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Opening net liability	227.95	229.11
Expenses recognized in Statement of Profit or Loss	31.72	36.73
Expenses recognized in OCI	(13.75)	(23.93)
Net liability/(asset) transfer In	-	-
Net (liability)/asset transfer out	-	-
(Benefit paid directly by the employer)	(6.06)	(13.96)
(Employer's contribution)	-	-
Net liability/(asset) recognized in the Balance Sheet	239.86	227.95



Category of assets

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Government of India Assets	-	-
State Government Securities	-	-
Special Deposits Scheme	-	-
Debt Instruments	-	-
Corporate Bonds	-	-
Cash and Cash Equivalents	-	-
Insurance fund	125.07	107.56
Asset-Backed Securities	-	-
Structured Debt	-	-
Other	-	-
Total	125.07	107.56
Other details		
No. of active members	126	124
Per month salary for active members	40.16	39.49
Weighted average duration of the projected benefit obligation	8	9
Average expected future service	14	15
Projected benefit obligation	364.93	335.52
Prescribed contribution for next year (12 Months)	40.16	39.49

Net interest cost for next year

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Present value of benefit obligation at the end of the period	364.93	335.52
(Fair value of plan assets at the end of the period)	(125.07)	(107.56)
Net liability/(asset) at the end of the period	239.86	227.96
Interest cost	26.35	25.10
(Interest income)	(9.03)	(8.05)
Net interest cost for next year	17.32	17.05

Expenses recognized in the Statement of Profit or Loss for next year

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Current service cost	15.63	14.67
Net interest cost	17.32	17.05
(Expected contributions by the employees)	-	-
Expenses recognized	32.94	31.72
Maturity analysis of the benefit payments: from the employer		
Projected benefits payable in future years from the date of reporting		
1 st Following Year	139.57	134.52
2 nd Following Year	7.02	6.39
3 rd Following Year	7.38	6.74
4 th Following Year	23.22	7.10
5 th Following Year	8.73	21.60
Sum of Years 6 to 10	89.68	59.43

Sensitivity analysis

(All amounts are in ₹ Lakhs, unless otherwise stated)

Impact of change in discount rate when base assumption is decreased/increased by 100 basis point	As at 31 st March, 2024	As at 31 st March, 2023
Present value of obligation for discount rate increased by 100 basis point	341.08	313.35
Present value of obligation for discount rate decreased by 100 basis point	392.99	361.72

(All amounts are in ₹ Lakhs, unless otherwise stated)

Impact of change in salary increase rate when base assumption is decreased/increased by 100 basis point	As at 31 st March, 2024	As at 31 st March, 2023
Present value of obligation for salary increment rate increased by 100 basis point	393.05	361.85
Present value of obligation for salary increment rate decreased by 100 basis point	340.61	312.86

(All amounts are in ₹ Lakhs, unless otherwise stated)

Impact of change in discount rate when base assumption is decreased/increased by 100 basis point	As at 31 st March, 2024	As at 31 st March, 2023
Present value of obligation for withdrawal rate @ 1.00%	367.74	338.79
Present value of obligation for withdrawal rate @ 3.00%	361.73	331.78

44. SEGMENT REPORTING

The Company operates in a single segment and in line with Ind AS - 108 - "Operating Segments", the operation of the Company fall under chemical business which is considered to be the only reportable business segment.

45. RELATED PARTY DISCLOSURES AND THEIR RELATIVES

Related party disclosures as required by Accounting Standard Ind AS 24 issued by Institute of Chartered Accountants of India are given below:

1. Related parties and nature of relationship

a) Enterprises in which Key Managerial Personnel (KMP) and their relatives have significant influence:

Asahi Tennants Color Private Limited -
Subsidiary Company

AksharChem (India) Ltd

Skyjet Aviation Pvt Ltd

Skyways

Gokul M. Jaykrishna HUF

Hunter Wealth Management LLP

Pluto Associates LLP

Plutoeco Enviro Association - Associate Company

Atlas Life Sciences (India) Private Limited -
Subsidiary Company

Atlas Life Sciences Private Limited -
Subsidiary Company

b) Key Managerial Personnel:

Mrs. Paru M. Jaykrishna - Chairperson and
Managing Director

Mr. Gokul M. Jaykrishna - Joint Managing Director
and CEO

Mr. Arjun G. Jaykrishna - Executive Director

Mr. Mitesh Patel - Executive Director
(w.e.f 25.10.2023)

Mr. Narendra Rathi - Chief Financial Officer
(upto 29.05.2023)

Mr. Alok Jhawar - Chief Financial Officer
(w.e.f 11.10.2023)

Mr. Saji V Joseph - Company Secretary

c) Relative of Key Managerial Personnel

Mr. Mrugesh Jaykrishna

2. Details of Transactions during the year

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
A Enterprises own or significantly influenced by key managerial personnel or their relatives		
1 Asahi Tennants Color Private Limited		
Purchase of Goods/Services	0.59	2.82
Sales of Goods/Services	79.08	124.29
Unsecured loans given	533.76	780.00
2 Aksharchem (India) Ltd		
Purchase of Goods	32.67	41.39
Sales of Goods/Services	49.63	-
3 Skyways		
Rent paid	3.60	2.29
4 Hunter Wealth Management LLP		
Rent/Maintenance income	-	1.20
5 Pluto Associates LLP		
Rent paid	63.00	18.00
6 Gokul M. Jaykrishna HUF		
Rent paid	-	8.25
7 Atlas Life Sciences (India) Private Limited		
Unsecured loans given	1,580.42	853.43
B Key Managerial Personnel and their relatives		
1 Mrs. Paru M. Jaykrishna		
Remuneration	60.00	42.00
Perquisites	3.25	-
Provident fund contribution	8.64	5.04
2 Mr. Gokul M. Jaykrishna		
Remuneration	36.00	44.80
Commission	-	-
Perquisites	0.24	0.12
Provident fund contribution	3.36	3.36
3 Mr. Arjun G. Jaykrishna		
Remuneration	24.00	14.00
Perquisites	0.08	0.29
Commission	-	-
4 Mr. Mrugesh Jaykrishna		
Consultancy charges	29.31	29.31
5 Mr. Mitesh Patel (w.e.f. 25.10.2023)		
Salary and allowances	13.16	-
6 Mr. Narendra Rathi (upto 29.05.2023)		
Salary and allowances	2.69	4.70
7 Mr. Alok Jhawar (w.e.f. 11.10.2023)		
Salary and allowances	12.08	-
8 Mr. Saji V Joseph		
Salary and allowances	15.92	15.15
C Outstanding payables/(receivables) to/from Related parties and key Managerial persons		
1 Asahi Tennants Color Private Limited	(300.77)	(212.41)
2 Aksharchem (India) Ltd	(2.65)	41.38
3 Skyways	0.27	0.53
4 Skyjet Aviation Pvt Ltd.	(1.06)	(0.63)
5 Hunter Wealth Management LLP	-	(1.20)
6 Pluto Associates LLP	-	4.05
7 Gokul M. Jaykrishna HUF	-	-
8 Mrs. Paru M Jaykrishna	3.07	-

2. Details of Transactions during the year (Contd.)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
9 Mr. Gokul M. Jaykrishna	2.07	-
10 Mr. Mrugesh Jaykrishna	2.24	2.24
11 Mr. Arjun G. Jaykrishna	1.31	-
12 Mr. Mitesh Patel (w.e.f 25.10.2023)	1.77	-
13 Mr. Narendra Rathi (upto 29.05.2023)	-	1.09
14 Mr. Alok Jhawar (w.e.f 11.10.2023)	1.54	-
15 Mr. Saji V Joseph	1.21	1.26

46. DISCLOSURE ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES U/S 135 OF THE COMPANIES ACT, 2013 IS AS UNDER:

a. Gross amount required to be spent by the Company during the year: ₹ 46.73 Lakhs (Previous year ₹ 65.35 Lakhs)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Amount required to be spent by the Company during the year	46.73	65.35
Amount of expenditure incurred on:		
(i) Construction/acquisition of any assets	-	-
(ii) On purposes other than (i) above	47.50	65.93
Shortfall at the end of the year	(0.77)	(0.58)
Total of previous year shortfall	-	-
Reason for shortfall	NA	NA
Nature of CSR activities	Education, skilling, health, environmental sustainability, rural development activities	

47. CAPITAL MANAGEMENT

For the purpose of the Company capital management, capital 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 manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Borrowings (Note No: 20 & 24)	8,928.33	9,730.95
Less: cash and cash equivalents (Note No: 12)	(34.97)	(44.98)
Net debt	8,893.36	9,685.96
Total equity	26,175.83	23,546.52
Total equity and net debt	35,069.19	33,232.48
Gearing ratio	0.25:1	0.29:1

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest bearing loans and borrowing in the current period.

As at March 31, 2024 the Company has only one class of equity shares. No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2024 and March 31, 2023.



48. DIVIDEND

The Board of Directors has recommended final dividend for the financial year 2023-24 on Equity Share Capital 5% (₹ 0.50 Per Equity of face value of ₹ 10/- each) subject to approval of the shareholders in the ensuing Annual General Meeting (AGM)

49. FINANCIAL RISK MANAGEMENT-OBJECTIVES AND POLICIES

The Company's financial liabilities comprise other than derivatives mainly of borrowings, trade payables and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets, other than derivatives, include trade and other receivables, other balances with banks, loans, investments and cash and cash equivalents that arise directly from its operations.

The Company's activities are exposed to Credit risk, Market risk and Liquidity risk.

The Board of Directors of the Company are overall responsible for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Company's audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

49.1 Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and loans. The carrying amounts of financial assets represent the maximum credit risk exposure.

Trade receivables and loans

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base. The Company has established a credit policy under which each new customer is

analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. Sale limits are established for each customer and reviewed quarterly. Any sales exceeding those limits require approval from the management of the Company.

The Company limits its exposure to credit risk from trade receivables by establishing a maximum payment period of 120 days for customers. More than 85% of the Company's customers have been transacting with the Company for over four years, and none of these customers' balances are credit-impaired at the reporting date.

Confirmation of balances from Debtors & Loans and Advances have been received and the same is being reconciled.

Cash and cash equivalents

The Company holds cash and cash equivalents of ₹ 34.97 Lakhs at March 31, 2024 (March 31, 2023: ₹ 44.98 Lakhs/-). The cash and cash equivalents are held with bank and cash on hand.

49.2 Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company uses process costing to cost its products, which assists it in monitoring cash flow requirements and optimizing its cash return on investments.

49.3 Market Risk

Market risk is the risk that changes in market prices – such as foreign exchange rates and interest rates – will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

49.4 Interest rate risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regards to the interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

With all other variables held constant, the following table demonstrates the impact of the borrowing cost on floating rate portion of loans and borrowings and excluding loans on which interest rate swaps are taken.

(All amounts are in ₹ Lakhs, unless otherwise stated)

Nature of Borrowing	Change in basis points	Impact on PAT	
		As at 31 st March, 2024	As at 31 st March, 2023
Borrowings from Bank	0.5%	(33.41)	(36.41)
	-0.5%	33.41	36.41

49.5 Foreign Currency Risk

The Company is exposed to transactional foreign currency risk to the extent that there is a mismatch between the currencies in which sales, purchases, receivables and borrowings are denominated and functional currency. The functional currency of the Company is INR. The currencies in which these transactions are primarily denominated are US dollars.

The Company Forex risk management policy is to hedge currency exchange fluctuation and mitigate currency volatility and risks and to avoid uncertainties

in cash flows. All foreign currency exposures – financial assets and liabilities and firm commitments (imports) & probable forecast transactions (exports) which are off-balance sheet exposures are covered under Forex risk management policy.

Hedging of trade exposures viz., imports and exports are generally hedged on net exposures basis. The Company mostly uses forward exchange contracts to hedge its currency risks mostly with the maturity of less than one year from the reporting date. The Company does not use derivative financial instruments for trading or speculative purposes.

Outstanding foreign exchange exposure:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2024	31 st March, 2023
Trade receivables		
Rupees	3,266.81	3,210.99
Trade payables		
Rupees	927.00	658.48
Net exposure in rupees	2,339.82	2,552.51

Forward exchange contracts:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Currency	Impact on PAT	
		As at 31 st March, 2024	As at 31 st March, 2023
Net exposure	US \$	28.70	31.44

Risk over uncovered foreign currency:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Currency	Impact on PAT	
		As at 31 st March, 2024	As at 31 st March, 2023
Exposure covered	US \$	-	-
Un-hedged exposure	US \$	28.70	31.44
Un-hedged exposure	₹	2,339.82	2,552.51
Risk over uncovered exposure @ 5% +/- Forex Rate fluctuation	₹	119.67	129.17

Price Risk

Investment Price Risk

The Company's exposure to price risk arises from investments in equity and mutual fund held by the Company and classified in the balance sheet at fair value through profit or loss. To manage its price risk arising from investments, the Company diversifies its portfolio.



Sensitivity Analysis

The table below summarises the impact of increase/decrease of the index on the Company's equity and profit for the period. The analysis is based on the assumption that the price of the instrument has increased by 3% or decreased by 3% with all other variables held constant.

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Movement in Rate	Impact on OCI	
		2023-24	2022-23
Equity Shares (Quoted)	3%	-	1.68
Equity Shares (Quoted)	-3%	-	(1.68)

Commodity Price Risk

Principal Raw Materials for Company's products are Phthalic Anhydride and Cuprous Chloride. Company sources its raw material requirements from domestic markets as well as from International Markets. Company effectively manages availability of material as well as price volatility through well planned procurement and inventory strategy and also through appropriate contracts and commitments.

50. FINANCIAL INSTRUMENTS- FAIR VALUES & RISK MANAGEMENT

Accounting Classifications & Fair Value Measurements

The fair values of the financial assets and liabilities are measured 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.

All financial instruments are initially recognized and subsequently re-measured at fair value as described below:

- The fair value of investment in quoted equity shares and mutual funds is measured at quoted price or NAV.
- Fair values of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short-term maturities of these instruments.

3. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on the evaluation, allowances are taken to account for the expected losses of these receivables.

4. The fair value of forward foreign exchange contracts and currency swaps is determined using forward exchange rates and yield curves at the balance sheet date.

The Company uses the following hierarchy for determining and disclosing the fair values of financial instruments by valuation technique:

Level 1: This includes financial instruments measured using quoted prices. The fair value of all equity instruments that are traded on the stock exchanges is valued using the closing price as at the reporting period..

Level 2: The fair value of financial instruments that are not traded in an active market (for example over-the-counter derivatives) is determined using valuation techniques, which maximise the use of observable market data and rely as little as possible on entity-specific estimates. The mutual fund units are valued using the closing net assets value. If all significant inputs 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 not based on observable market data, the instrument is included in level 3.

II. Figures as at March 31, 2023

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Carrying amount	Fair value		
		Level 1	Level 2	Level 3
Financial assets at amortised cost:				
Investments (non-current)	9,746.85	-	-	9,746.85
Non-current loans	780.00	-	-	780.00
Other non current financial assets	16.39	-	-	16.39
Trade receivables	6,931.43	-	-	6,931.43
Cash and cash equivalents	44.98	-	-	44.98

II. Figures as at March 31, 2023 (Contd.)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Carrying amount	Fair value		
		Level 1	Level 2	Level 3
Bank balances other than cash and cash equivalents	357.53	-	-	357.53
Current loans	860.05			860.05
Other current financial assets	13.03	-	-	13.03
Total	18,750.28	-	-	18,750.28
Financial assets at fair value through other comprehensive income:				
Investments (current)	-	-	-	-
Investments (non-current)	74.90	74.90	-	-
Total	74.90	74.90	-	-
Financial liabilities at amortised cost:				
Borrowings (non-current)	2,237.04	-	-	2,237.04
Borrowings (current)	7,493.90	-	-	7,493.90
Trade payables	4,936.30	-	-	4,936.30
Other financial liabilities	113.63	-	-	113.63
Total	14,780.88	-	-	14,780.88

III. Figures as at March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Carrying amount	Fair value		
		Level 1	Level 2	Level 3
Financial assets at amortised cost:				
Investments (non-current)	10,711.32	-	-	10,711.32
Non-current loans	3,748.10	-	-	3,748.10
Other non current financial assets	20.60	-	-	20.60
Trade receivables	7,811.16	-	-	7,811.16
Cash and cash equivalents	34.97	-	-	34.97
Bank balances other than cash and cash equivalents	125.79	-	-	125.79
Current loans	6.13			6.13
Other current financial assets	6.56	-	-	6.56
TOTAL	22,464.63	-	-	22,464.63
Financial assets at fair value through other comprehensive income:				
Investments (current)	-	-	-	-
Investments (non-current)	-	-	-	-
TOTAL	-	-	-	-
Financial liabilities at amortised cost:				
Borrowings (non-current)	1,503.96	-	-	1,503.96
Borrowings (current)	7,424.37	-	-	7,424.37
Trade payables	4,252.36	-	-	4,252.36
Other financial liabilities	131.16	-	-	131.16
TOTAL	13,311.85	-	-	13,311.85

51. OFFSETTING FINANCIAL ASSETS AND LIABILITIES

The Company has not offset any financial asset and financial liability. It offsets a financial asset and a financial liability when it currently has a legal enforceable right to set-off the recognised amounts and it intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

a) Master netting arrangements – not currently enforceable

Under the terms of these arrangements, only where certain credit events occur (such as default), the net position owing/receivable to a single counterparty in the same currency will be taken as owing and all the relevant arrangements are considered as terminated. As the Company does not presently have a legally enforceable right of set-off, these amounts have not been offset in the Standalone Balance Sheet.

b) Collateral against borrowings

The Company has hypothecated/mortgaged assets as collateral against a number of its sanctioned line of credit (Refer Note 20) for further information on assets hypothecated | mortgaged as security). In case of default as per borrowing arrangement, such collateral can be adjusted against the amounts due.

52. ADDITIONAL REGULATORY INFORMATION-RATIOS

Ratio	Numerator	Denominator	FY 2023-24	FY 2022-23	% Change	Reason for Change
Current Ratio (in Times)	Total Current Assets	Total Current Liabilities	1.24	1.14	8.46%	Below threshold of 25%
Debt Equity ratio (in times)	Total Debt	Total Equity	0.34	0.41	-17.46%	Below threshold of 25%
Debt service coverage ratio (in times)	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest payments + Principal repayments	2.73	0.85	220.73%	Increase in net profits
Return on equity ratio (in %)	Profit After Tax	Average Total Equity	11%	-2%	626.27%	Increase in net profits
Trade receivables turnover ratio (in times)	Total Net Sales	Average trade receivables	3.75	4.30	-12.86%	Below threshold of 25%
Trade payables turnover ratio (in times)	Total Purchases	Average trade payables	4.10	3.61	13.42%	Below threshold of 25%
Inventory turnover Ratio	Total Net Sales	Average Inventory	5.77	5.33	8.25%	Below threshold of 25%
Net capital turnover ratio (in times)	Total Net Sales	Average Working Capital (i.e. Total Current Assets less Total Current Liabilities)	11.87	6.97	70.35%	Decrease in average working capital
Net profit ratio (in %)	Profit After Tax	Revenue from Operations	10%	-1%	781.45%	Increase in net profits
Return on capital employed (in %)	Profit before tax and finance costs	Capital employed = Net worth + Deferred tax liabilities + Borrowings"	3%	1%	175.97%	Increase in net profits

53. ADDITIONAL REGULATORY INFORMATION- RECONCILIATION OF QUARTERLY STOCK STATEMENTS SUBMITTED TO BANKS WHERE BORROWINGS HAVE BEEN AVAILED BASED ON SECURITY OF CURRENT ASSETS

Quarter	Name of Bank	Particulars of securities provided	Amount as per books of accounts	Amount as reported in quarterly statement	Amount of difference	Reason for Difference
June, 2023	State Bank of India	Inventory-Raw Material	1,843.92	1,829.81	14.11	Refer Note Below
June, 2023	State Bank of India	Inventory-Stock in process	190.63	188.35	2.28	

53. ADDITIONAL REGULATORY INFORMATION- RECONCILIATION OF QUARTERLY STOCK STATEMENTS SUBMITTED TO BANKS WHERE BORROWINGS HAVE BEEN AVAILED BASED ON SECURITY OF CURRENT ASSETS (Contd.)



Quarter	Name of Bank	Particulars of securities provided	Amount as per books of accounts	Amount as reported in quarterly statement	Amount of difference	Reason for Difference
June, 2023	State Bank of India	Inventory- Finished Goods	1,937.14	1,981.89	(44.75)	
June, 2023	State Bank of India	Inventory- Finished Goods in transit	360.29	384.81	(24.52)	
June, 2023	State Bank of India	Inventory- Stores & Packing Materials	215.88	215.89	(0.01)	
June, 2023	State Bank of India	Trade Receivables	6,041.12	5,868.82	172.30	
September, 2023	State Bank of India	Inventory-Raw Material	1,842.68	1,832.16	10.52	
September, 2023	State Bank of India	Inventory-Stock in process	114.56	114.56	-	
September, 2023	State Bank of India	Inventory- Finished Goods	2,513.10	2,513.10	-	
September, 2023	State Bank of India	Inventory- Finished Goods in transit	335.10	321.30	13.80	
September, 2023	State Bank of India	Inventory- Stores & Packing Materials	242.27	242.27	-	
September, 2023	State Bank of India	Trade Receivables	4,823.43	4,723.51	99.92	
December, 2023	State Bank of India	Inventory-Raw Material	1,448.43	1,434.86	13.57	
December, 2023	State Bank of India	Inventory-Stock in process	172.50	172.50	-	Refer Note Below
December, 2023	State Bank of India	Inventory- Finished Goods	2,988.51	2,988.52	(0.01)	
December, 2023	State Bank of India	Inventory- Finished Goods in transit	515.94	515.94	-	
December, 2023	State Bank of India	Inventory- Stores & Packing Materials	201.42	201.43	(0.01)	
December, 2023	State Bank of India	Trade Receivables	6,194.04	5,931.77	262.27	
March, 2024	State Bank of India	Inventory-Raw Material	1,401.01	1,401.01	-	
March, 2024	State Bank of India	Inventory-Stock in process	219.76	216.66	3.10	
March, 2024	State Bank of India	Inventory- Finished Goods	3,045.85	3,058.35	(12.50)	
March, 2024	State Bank of India	Inventory- Finished Goods in transit	122.18	118.60	3.58	
March, 2023	State Bank of India	Inventory- Stores & Packing Materials	220.24	220.24	-	
March, 2023	State Bank of India	Trade Receivables	7,705.06	7,469.28	235.78	

Note:**Reason for Differences**

- The differences in inventories and trade receivables are majorly on account of goods in transit where the goods have been physically dispatched from the Company location however, the same has not been considered as revenue from the purpose of revenue recognition principles and hence reversed from books of accounts for respective quarter ends. Similarly, goods in transit for goods which have not reached respective Company locations are not considered however, considered as purchases as per accounting principles. This has lead to offsetting differences between Inventory, trade receivables and trade payable balances.
- The management, basis their understanding with banks, submits stock statement of physical stock as available at respective locations at the period end. Accordingly adjustment for goods in transit (inward and outward) is not considered for the purpose of filing returns with banks.

54. BUY-BACK OF SHARES

In accordance with the provisions contained in the SEBI (Buy-back of Securities) Regulations, 2018 and the Companies Act, 2013 and rules made thereunder, the board of directors in its meeting held on May 19, 2022 had approved a proposal of buyback of 2,40,000 Equity Shares (representing 2% of the total paid-up equity share capital of the Company) at a price of ₹ 400/- per Equity Share, which opened on June 22, 2022 and closed on July 05, 2022 and settlement date for the Buyback offer was July 15, 2022. Accordingly, the Company has bought back and extinguished a total of 2,40,000 Equity Shares at an buyback price of ₹ 400/- per Equity Shares. The buyback resulted in a cash outflow of ₹ 960 Lacs (excluding transaction costs).

Particulars	As at 31 st March, 2023
Date of Board meeting approving the buy-back	19-May-2022
Date of Buy Back opening date	22-Jun-2022
Date of Buy Back closing date	5-Jul-2022
Date of Buy Back settlement date	15-Jul-2022
Numbers of shares bought back	2,40,000
Face value of shares bought back	₹ 10.00
Buy-back of price approved by the Board	₹ 400.00
Consideration paid towards buy-back (excluding transaction costs)	₹ 960.00 Lacs

Pursuant to the buy-back, the Company has adjusted premium per share and expenses on buy-back of aggregating ₹ 557.13 Lacs from securities premium and ₹ 378.87 Lacs from General Reserve. Further, an amount of 24.00 Lacs (equivalent to the face value of shares) has been transferred to capital redemption reserve and debited to general reserve.

55. EXCEPTIONAL ITEMS

Exceptional Item include sale of leasehold land located at Saykha Industrial Estate, Village Saykha, Tal. Vagra, Dist. Bharuch for a total consideration of ₹ 4,657.21 Lakhs resulting into a gain of ₹ 2,561.03 Lakhs (net of transaction cost and incidental costs). Tax expense on the exceptional item amounting to ₹ 294 Lakhs is included in current tax expense.

56. EVENTS AFTER THE REPORTING DATE

There was no significant event after the end of the reporting period, which require any adjustment or disclosure in the Standalone Financial Statements.

57. The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

58. The Company do not have any transactions with companies struck off.

59. The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

60. The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.

61. The Company do not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).



62. The Company have 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:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries); or
- b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

63. The Company have 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:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries); or
- b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

64. AUTHORISATION FOR ISSUE OF THE STANDALONE FINANCIAL STATEMENTS

The Standalone Financial Statements are approved for by Audit Committee and the Board of Directors at their respective meeting conducted on May 28, 2024.

The figures of the previous period have been regrouped/reclassified, wherever necessary, so as to be in conformity with the figures of the current period's classification/disclosure.

As per our report of even date attached

For, Talati and Talati LLP

Chartered Accountants
ICAI Firm Registration No. 110758W/W100377

For and on behalf of the Board of Directors of

Asahi Songwon Colors Limited
CIN: L24222GJ1990PLC014789

Alok Jhawar
Chief Financial Officer

Paru M. Jaykrishna
Chairperson & Mg. Director
(DIN: 00671721)

Kushal U. Talati
Partner
Membership No. 188150

Saji V. Joseph
Company Secretary
Membership No. F 9596

Gokul M. Jaykrishna
Jt. Managing Director & CEO
(DIN: 00671652)

Place: Ahmedabad
Date: 28th May, 2024

Place: Ahmedabad
Date: 28th May, 2024

Independent Auditor's Report

To,
The Members
Asahi Songwon Colors Limited
Ahmedabad

Report on the Audit of the Consolidated Financial Statements

OPINION

We have audited the accompanying Consolidated Financial Statements of Asahi Songwon Colors Limited ('The Holding Company') and its subsidiaries (hereinafter referred to as 'The Holding Company and Subsidiaries' and together referred to as 'the Group') which comprise the Consolidated Balance Sheet as at March 31, 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 Financial Statements, including a summary of material accounting policies and other explanatory information (**herein 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 March 31, 2024, their consolidated profit including other comprehensive income, their consolidated changes in equity and their 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 Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the 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 ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Companies Act, 2013 and the Rules made 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 obtained by us and

the audit evidence obtained by the other Auditors in terms of their reports referred to in under other matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. We have determined that there are no key audit matters to communicate in our report.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Board of Directors of the Holding Company is responsible for the other information. The other information comprises the information included in the letter to shareholders, operational highlights, financial charts, Directors' Report and its annexure, Management Discussion and Analysis, Corporate Governance Report, Dividend Distribution Policy, and performance trend but does not include the Standalone Financial Statements, the Consolidated Financial Statements and our Auditor's Reports thereon. The annual report is expected to be made available to us after the date of this Audit Report.

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, compare with the Standalone Financial Statements of the subsidiary companies and associate companies audited by the other Auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other Auditors and 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. Other information so far as it relates to the subsidiary companies and associate companies, is traced from their Standalone Financial Statements audited by other Auditors.

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

MANAGEMENT'S AND BOARD OF DIRECTOR'S RESPONSIBILITIES FOR CONSOLIDATED FINANCIAL STATEMENTS

The 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 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 accounting principles generally accepted in India, including the Ind AS 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 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 Board of Directors is responsible for assessing the Group'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 Group 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 also 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 judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the 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 Group'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 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 appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.

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 Consolidated Financial Statements of the current year 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 MATTER

We did not audit the Standalone Financial information of three subsidiaries included in the Consolidated Financial Results, whose Standalone Financial information (before consolidation adjustments) reflects total assets of ₹ 28,875.21 lakhs as at March 31, 2024 and total revenues (including other income) of ₹ 4685.70 lakhs and ₹ 15,455.68 lakhs for the quarter and year ended on March 31, 2024 respectively, total net loss after tax of ₹ 292.15 lakhs and ₹ 1,004.88 lakhs for the quarter and year ended March 31, 2024 respectively, total comprehensive loss of ₹ 297.47 lakhs and ₹ 1,010.20 lakhs for the quarter and year ended on March 31, 2024 and net cash inflow of ₹ 6.33 lakhs for the year ended on March 31, 2024, as considered in the Consolidated Financial Results. The independent Auditor's Reports on Financial information of these entities have been furnished to us and our opinion on the Consolidated Financial Results, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on the report of such auditors and the procedures performed by us are as stated in paragraph above.

We did not audit the Standalone Financial information of associate included in the Consolidated Financial Results, whose financial information reflects profit/(loss) after tax of ₹ Nil lakhs and ₹ Nil lakhs for the quarter and year ended March 31, 2024 respectively, and total comprehensive Income/(loss) of ₹ Nil lakhs and ₹ Nil lakhs for the quarter and year ended March 31, 2024 respectively.

Corresponding figures for the year ended 31st March 2024 have been audited by another auditor who expressed an unmodified opinion on the Consolidated Financial Statements of the Company for the year ended March 31, 2024.

Our opinion on the Consolidated Financial Statements is not modified in respect of this matter.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. With respect to matters specified in paragraph 3 (xxi) and 4 of the Companies (Auditor's Report) Order, 2020 ("the Order" or "CARO"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, according to the information and explanations given to us and based on the CARO reports issued by the respective auditors of companies included in the Consolidated Financial Statements, to which reporting under CARO is applicable as provided to us by the Management of the Holding Company, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said respective companies included in the Consolidated Financial Statements.
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 are necessary for the purpose of our audit of the aforesaid Consolidated Financial Statements.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, returns and the reports of the other auditors.
 - (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 Statement of Cash Flow dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
 - (d) In our opinion, the aforesaid Consolidated Ind AS Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - (e) On the basis of the written representations received from the directors of the Company as on March 31, 2024 taken on record by the Board of Directors of the Company and the reports of the statutory auditor of the subsidiaries companies incorporated in India, none of the directors is disqualified

as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.

- (f) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in **“Annexure A”** which is based on the auditors’ reports of the Holding Company, Subsidiary Companies incorporated in India.
- (g) In our opinion and based on the consideration of report of other statutory auditor of the subsidiary companies incorporated in India, the managerial remuneration for the year ended March 31, 2024 has been paid/provided by the Holding Company, its subsidiary incorporated in India to their directors in accordance with the provisions of Section 197 read with Schedule V to the Act;
- (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 Auditor’s) Rule, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 43 to the Consolidated Financial Statements;
 - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring the amounts, required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary Company incorporated in India.
- iv. (a) The respective managements of the Holding Company and its subsidiaries, which are companies incorporated in India whose Financial Statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively 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 or such subsidiaries or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or such subsidiary (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The respective managements of the Company and its subsidiaries, which are incorporated in India whose Financial Statements have been audited under the Act have represented to us and the other auditor of such subsidiaries respectively that, to the best of its knowledge and belief, no funds have been received by the respective Company or such subsidiaries from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company or such subsidiaries 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
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditor of the subsidiaries which are incorporated in India whose Financial Statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend. No dividend has been declared or paid during the year by subsidiary Company incorporated in India.

- vi. Based on our examination which included test checks and as communicated by the respective auditor of the three subsidiary companies, the Holding Company and its subsidiary companies incorporated in India have used an accounting software for maintaining its books of account which has the feature of recording audit trail (edit log) facility, at the database and application level. However, during the financial year the Holding Company and its subsidiary companies have not enabled the audit log feature citing certain technical issues. Therefore, we are unable to comment whether there are any instances of the audit trail features being tempered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

Place: Ahmedabad
Date: May 28, 2024

For, TALATI & TALATI LLP
Chartered Accountants
FRN: 110758W/W100377.

CA Kushal Talati
Partner
Membership No. 188150
UDIN: 24188150BKACVF4008

Annexure A

To the Independent Auditor' Report of even date on the Consolidated Financial Statement of ASAHI SONGWON COLORS LIMITED

Report on the internal financial controls with reference to the aforesaid Consolidated Financial Statements under clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the act")

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

We have audited the internal financial controls with reference to Consolidated Financial Statements of Asahi Songwon Colors Limited (hereinafter referred to as the "Holding Company") as of March 31, 2024 in conjunction with our audit of the Consolidated Financial Statements of the Company for the year ended on that date.

MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR INTERNAL FINANCIAL CONTROLS

The respective Board of Directors of the Holding Company, its subsidiary companies and its associate Company are responsible for establishing and maintaining internal financial controls with reference to the Consolidated Financial Statements based on the internal control with reference to the Consolidated Financial Statements 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 (the Guidance Note) issued by the Institute of Chartered Accountants of India (the ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective policies of the Company, 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 with reference to the Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting 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 whether adequate internal financial controls with reference to the Consolidated Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to the Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to the Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to the Consolidated Financial Statements, 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 is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

A Company's internal financial controls with reference to Consolidated Financial Statements 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 controls with reference to Consolidated Financial Statements include 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 WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to Consolidated Financial Statements, 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 with reference to Consolidated Financial Statements to future periods are subject to the risk

that the internal financial controls with reference to Consolidated Financial Statements 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 and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other Auditors referred to in the other matters paragraph below, Holding Company, its subsidiary companies, and its associate Company which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to Consolidated Financial Statements and such internal financial controls with reference to Consolidated Financial Statements were operating effectively as at March 31, 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 ("the Guidance Note") issued by the Institute of Chartered Accountants of India.

Place: Ahmedabad
Date: May 28, 2024

For, TALATI & TALATI LLP
Chartered Accountants
FRN: 110758W/W100377

CA Kushal Talati
Partner
Membership No. 188150
UDIN: 24188150BKACVF4008

Consolidated Balance Sheet

as at 31st March, 2024



(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Note	As at 31 st March, 2024	As at 31 st March, 2023
I ASSETS			
1) Non-current assets			
(a) Property, plant and equipment	3	26,230.21	21,067.99
(b) Right-of-use assets	4	1,565.70	3,632.68
(c) Capital work-in-progress	6	1,083.73	2,497.01
(d) Other intangible assets	5	194.23	203.81
(e) Goodwill	5	2,613.27	2,613.27
(f) Financial assets			
(i) Investments	7	50.30	125.73
(ii) Loans	8	0.50	-
(iii) Other financial assets	9	245.60	168.34
(g) Deferred tax assets (net)	10	427.86	153.19
(h) Other non-current assets	11	121.29	607.54
Total non-current assets		32,532.68	31,069.56
2) Current assets			
(a) Inventories	12	8,490.24	8,623.41
(b) Financial assets			
(i) Investments	13	6.28	5.26
(ii) Trade receivables	14	12,243.45	10,707.09
(iii) Cash and cash equivalents	15	67.70	71.37
(iv) Bank balances other than (iii) above	16	191.96	810.10
(v) Loans	17	6.13	7.58
(vi) Other financial assets	18	9.94	18.73
(c) Current tax assets (net)	19	174.84	589.06
(d) Other current assets	20	3,751.17	2,768.17
Total current assets		24,941.73	23,600.77
Total assets		57,474.40	54,670.33
II EQUITY AND LIABILITIES			
1) Equity			
(a) Equity share capital	21	1,178.73	1,178.73
(b) Other equity	22	22,379.93	20,679.94
Equity attributable to the equity holders of the parent		23,558.66	21,858.67
(c) Non-controlling interest	23	3,036.35	4,146.50
Total equity		26,595.00	26,005.17
2) Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	24	6,917.92	5,595.34
(b) Provisions	25	321.24	280.62
(c) Deferred tax liabilities (net)	26	1,878.43	1,700.57
(d) Other non-current liabilities	27	0.20	0.20
Total non-current liabilities		9,117.79	7,576.73
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	28	12,801.87	12,372.64
(ii) Trade payables	29		
Dues to micro enterprises and small enterprises		252.40	810.68
Dues to other than micro enterprises and small enterprises		7,706.30	7,337.02
(iii) Other financial liabilities	30	154.73	88.03
(b) Other current liabilities	31	745.65	386.87
(c) Provisions	32	92.75	93.19
(d) Current tax liabilities (net)	33	7.89	-
Total current liabilities		21,761.60	21,088.43
Total equity and liabilities		57,474.40	54,670.33

Summary of material accounting policies followed by the Company 2
 The accompanying notes 1-70 form an integral part of Consolidated Financial Statements
 As per our report of even date attached

For, Talati and Talati LLP
 Chartered Accountants
 ICAI Firm Registration No.: 110758W/W100377

For and on behalf of the Board of Directors of
Asahi Songwon Colors Limited
 CIN: L24222GJ1990PLC014789

Alok Jhavar
 Chief Financial Officer

Paru M. Jaykrishna
 Chairperson & Mg. Director
 (DIN: 00671721)

Kushal U. Talati
 Partner
 Membership No.: 188150

Saji V. Joseph
 Company Secretary
 Membership No.: F 9596

Gokul M. Jaykrishna
 Jt. Managing Director & CEO
 (DIN: 00671652)

Place: Ahmedabad
Date: May 28, 2024

Place: Ahmedabad
Date: May 28, 2024

Asahi Songwon Colors Limited
 Annual Report 2023-24

Consolidated Statement of Profit & Loss

for the year ended 31st March, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Sr. No.	Particulars	Note	Year ended 31st March, 2024	Year ended 31st March, 2023
I.	Income:			
	Revenue from operations	34	42,623.53	50,455.14
	Other income	35	281.37	585.93
	Total income (I)		42,904.90	51,041.07
II.	Expenses:			
	Cost of materials consumed	36	30,341.95	33,835.80
	Purchase of stock-in-trade		548.50	1,496.71
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	37	(396.03)	2926.16
	Employee benefits expense	38	2,069.40	1,872.27
	Finance costs	39	1,254.98	1,401.96
	Depreciation and amortisation expenses	40	1,622.32	1,486.45
	Other expenses	41	8,233.77	9,795.89
	Total expenses (II)		43,674.88	52,815.24
III.	Profit before exceptional items and tax expenses (I - II)		(769.98)	(1,774.17)
IV.	Exceptional items		2,561.03	-
V.	Profit before tax expenses (III+ IV)		1,791.05	(1,774.17)
VI.	Tax expense:			
	Current tax		321.02	(2.12)
	Deferred tax		(93.61)	74.83
	Total tax expense (VI)	44	227.41	72.71
VII.	Profit for the year (V - VI)		1,563.64	(1,846.88)
VIII.	Other comprehensive income	42		
	(i) Items that will not be reclassified to profit or loss		53.60	18.76
	Income tax relating to items that will not be reclassified to profit or loss		(3.46)	(6.63)
	(ii) Items that will be reclassified to profit or loss		-	-
	Income tax relating to items that will be reclassified to profit or loss		-	-
	Other comprehensive income for the year (net of tax)		50.14	12.13
IX.	Total comprehensive income for the year (net of tax)		1,613.78	(1,834.75)
X.	Profit for the year attributable to:			
	Owners of the Company		2,004.69	(1,164.90)
	Non-controlling interest		(441.05)	(681.98)
XI.	Other comprehensive income (net of tax) attributable to:			
	Owners of the Company		51.54	11.80
	Non-controlling interest		(1.40)	0.33
XII.	Total comprehensive income (net of tax) attributable to:			
	Owners of the Company		2,056.23	(1,153.10)
	Non-controlling interest		(442.45)	(681.65)
XIII.	Earnings per equity share: (face value of ₹ 10/- each)	43		
	Basic (in ₹)		17.01	(9.83)
	Diluted (in ₹)		17.01	(9.83)

Summary of material accounting policies followed by the Company 2

The accompanying notes 1-70 form an integral part of Consolidated Financial Statements

As per our report of even date attached

For, Talati and Talati LLP

Chartered Accountants

ICAI Firm Registration No.: 110758W/W100377

For and on behalf of the Board of Directors of

Asahi Songwon Colors Limited

CIN: L24222GJ1990PLC014789

Alok Jhawar
Chief Financial Officer

Paru M. Jaykrishna
Chairperson & Mg. Director
(DIN: 00671721)

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Partner
Membership No.: 188150

WSaji V. Joseph
Company Secretary
Membership No.: F 9596

Gokul M. Jaykrishna
Jt. Managing Director & CEO
(DIN: 00671652)

Place: Ahmedabad

Date: May 28, 2024

Place: Ahmedabad

Date: May 28, 2024

Consolidated Statement of Changes in Equity

for the year ended 31st March, 2024



A. EQUITY SHARE CAPITAL

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Amount
As at 1st April, 2022	1,202.73
Changes in equity share capital due to prior period errors	-
Restated balance as at 1st April, 2022	1,202.73
Changes in equity share capital during the year pursuant to buyback (refer Note 60)	(24.00)
As at 31st March, 2023	1,178.73
As at 1st April, 2023	1,178.73
Changes in equity share capital due to prior period errors	-
Restated balance as at 1st April, 2023	1,178.73
Changes in equity share capital during the year	-
As at 31st March, 2024	1,178.73

B. OTHER EQUITY

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Reserves and Surplus			Other Components of Equity				Total Other Equity
	Securities Premium	General Reserve	Retained Earning	Capital Redemption Reserve	Equity Instruments through Other Comprehensive Income	Effective portion of gain or loss on cash flow hedges	Other items of other comprehensive income/(loss)	
Balance as at 1st April 2022	557.13	2,762.50	19,715.10	24.50	(49.74)	(3.98)	23.48	23,028.99
Profit for the year	-	-	(1,164.90)	-	-	-	-	(1,164.90)
Other comprehensive income (net of taxes)	-	-	-	-	(5.86)	24.35	(6.69)	11.80
Transfer from general reserve	-	-	-	24.00	-	-	-	24.00
Total comprehensive income for the year	-	-	(1,164.90)	24.00	(5.86)	24.35	(6.69)	(1,129.10)
Dividend on equity shares	-	-	(58.94)	-	-	-	-	(58.94)
Buyback of equity shares	(557.13)	(603.87)	-	-	-	-	-	(1161.00)
Balance as at 31st March, 2023	-	2,158.63	18,491.26	48.50	(55.60)	20.37	16.79	20,679.94
Balance as at 1st April, 2023	-	2,158.63	18,491.26	48.50	(55.60)	20.37	16.79	20,679.94
Profit for the year	-	-	2,004.69	-	-	-	-	2,004.69
Other comprehensive income (net of taxes)	-	-	-	-	42.72	-	8.81	51.54
Transfer from general reserve	-	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	2,004.69	-	42.72	0.00	8.81	2,056.23
Dividend on equity shares	-	-	(58.94)	-	-	-	-	(58.94)
Transaction with non-controlling interest	-	-	(297.30)	-	-	-	-	(297.30)
Balance as at 31st March, 2024	-	2,158.63	20,139.71	48.50	(12.88)	20.37	25.60	22,379.93

The accompanying notes 1-70 form an integral part of Consolidated Financial Statements
As per our report of even date attached

For, Talati and Talati LLP
Chartered Accountants
ICAI Firm Registration No.: 110758W/W100377

For and on behalf of the Board of Directors of
Asahi Songwon Colors Limited
CIN: L24222GJ1990PLC014789

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Gokul M. Jaykrishna
Jt. Managing Director & CEO
(DIN: 00671652)

Place: Ahmedabad
Date: May 28, 2024

Place: Ahmedabad
Date: May 28, 2024

Consolidated Statement of Cash Flows

for the year ended 31st March, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
A. Cash flow from operating activities		
Profit before tax and exceptional items	(769.08)	(1,774.17)
Adjustments for :		
Depreciation and amortisation expense	1,622.32	1,486.45
Finance cost	1,254.98	1,401.96
(Profit)/loss on sale of property, plant and equipment (net)	0.44	(12.79)
Interest income	(63.36)	(125.46)
Profit/(loss) from sale of current investment (net)	(4.46)	0.27
Dividend income	(0.29)	(0.26)
Operating profit before working capital changes	2,039.65	976.00
Working capital changes		
Adjustments for:		
(Increase)/decrease in trade receivables	(1,310.98)	2,299.41
(Increase)/decrease in inventories	133.17	3,424.53
Increase/(decrease) in trade payables, other current liabilities and provisions	54.16	(2,297.12)
Changes in loans, other current and non-current financial assets	(135.85)	(1,041.59)
Cash flow Generated from operating activities	780.14	3,361.23
Income taxes paid (net of refunds) including tax related to exceptional items	93.04	(364.13)
	93.04	(364.13)
Net cash flow from operating activities	873.18	2,997.10
B. Cash flow from investing activities		
Purchase of property, plant & equipment (including capital advances)	(5,340.63)	(3,146.24)
Proceeds from sale of property, plant & equipment (including exception items)	4,634.81	210.40
Purchase of current investments	(2,746.17)	-
Consideration for acquisition of equity in subsidiary	(965.00)	(4,800.00)
Sale of current investments	2,843.99	-
Margin money deposit (placed)/matured	195.20	1.74
Dividend income	0.29	0.26
Interest and other income	63.36	12.78
Net cash flow from (used in) investing activities	(1,314.16)	(7,721.06)
C. Cash flow from financing activities		
Repayment of non-current borrowings	(1,889.57)	(1,768.27)
Availment of non-current borrowings	3,918.77	4,414.24
Availment/(repayment) of current borrowings (net)	(277.39)	4,725.53
Payment on buyback of shares with tax	-	(1,161)
Dividend on equity shares	(58.94)	(58.94)
Unclaimed dividend paid	(0.59)	(0.76)
Finance cost	(1,254.98)	(1,401.96)
Net cash flow from (used in) financing activities	437.31	4,748.84
Net increase/(decrease) in cash and cash equivalents	(3.67)	24.88
Cash and cash equivalent at the beginning of the year	71.37	46.49
Cash and cash equivalent at the end of the year	67.70	71.37

Notes to Cash Flow Statement:

1. Previous year figures have been regrouped wherever necessary, to confirm to this year's classification.
2. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Ind AS 7 prescribed under the Companies (Indian Accounting Standard) Rules, 2015 under the Companies Act, 2013.

The accompanying notes 1-70 form an integral part of Consolidated Financial Statements

As per our report of even date attached

For, Talati and Talati LLP
Chartered Accountants
ICAI Firm Registration No. 110758W/W100377

For and on behalf of the Board of Directors of
Asahi Songwon Colors Limited
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Jt. Managing Director & CEO
(DIN 00671652)

Place: Ahmedabad
Date: May 28, 2024

Place: Ahmedabad
Date: May 28, 2024

Notes forming part of the Consolidated Financial Statements



1. CORPORATE INFORMATION

The Consolidated Financial Statements comprise financial statements of Asahi Songwon Colors Limited (‘the Holding Company’), and its subsidiaries (collectively referred to as ‘the Group’) for the year ended March 31, 2024.

Asahi Songwon Colors Limited is a listed Public Limited Company domiciled and incorporated in India under the provision of Companies Act, 1956 having CIN:L24222GJ1990PLC014789 and registered office situated at ‘Asahi House’, 20, Times Corporate Park, Thaltej – Shilaj Road, Thaltej, Ahmedabad – 380 059. The equity shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited.

The Group is principally engaged in the business of manufacturing & selling of color pigments and its derivatives. The Group also is engaged in the business of manufacturing and selling of API and API intermediates.

The Consolidated Financial Statements of the Company for the year ended March 31, 2024 were approved for issue in accordance with a resolution of the Board of Directors on May 28, 2024.

2. MATERIAL ACCOUNTING POLICIES

2.1 Basis of Preparation of Consolidated Financial Statements

(i) Compliance with Ind-AS

The consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the ‘Ind AS’) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 (‘Act’) read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the Consolidated Financial Statements of the Group.

Material Accounting Policies have been consistently applied except where a newly issued Accounting Standard is initially adopted or a revision to an existing Accounting Standard require a change in the Accounting Policy hitherto in use.

(ii) The Consolidated Financial Statements have been prepared and presented on the going concern basis and at historical cost basis considering the applicable provisions of Companies Act 2013, except for the following items that have been measured at fair value as required by relevant Ind AS.

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.

- a) Certain financial assets/liabilities measured at fair value (refer accounting policy regarding financial instruments); and
- b) Defined benefit plans: plan assets measured at fair value;
- c) Any other item as specifically stated in the accounting policy.

(iii) Functional and Presentation Currency

The Consolidated Financial Statements are presented in Indian Rupees, which is the functional currency of the Group and the currency of the primary economic environment in which the Group operates.

The Consolidated Financial Statements are presented in INR and all values are rounded to the nearest Lakh (INR 00,000) as per the requirement of Schedule III, unless otherwise stated.

(iv) Basis of Consolidation

The Consolidated Financial Statements comprise the Standalone Financial Statements of the Company, its subsidiaries and equity accounting of its investment in associates.

a) Subsidiary Companies

The Consolidated Financial Statements incorporate the Standalone Financial Statements of the Company and its subsidiaries. Control is achieved when the Group:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power over the investee to affect its returns.

The Group decides whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group’s voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the Consolidated Statement of Profit and Loss from the date the Group gains control until the date when the Group ceases to control the subsidiary.

The acquisition method of accounting is used to account for business combinations by the Group.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests.

Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intra-group assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The financial statements of the Holding Company and its subsidiaries are combined on a line-by-line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intragroup transactions.

The excess of cost to the Group of its investments in the subsidiary companies over its share of equity of the subsidiary companies at the dates on which the investments in the subsidiary companies were made, is recognised as 'Goodwill' being an asset in the Consolidated Financial Statements and is tested for impairment on annual basis. The Goodwill is determined separately for each subsidiary Company and such amounts are not set off between different entities.

Following subsidiary companies have been considered in the preparation of the Consolidated Financial Statements:

Sr. No.	Name of the Subsidiary	Country of Incorporation	Extent of Holding/ Voting power (%) as on March 31, 2024
1.	Aashi Tennants Color Private Limited	India	51
2.	Atlas Lifesciences Private Limited	India	100
3.	Atlas Lifesciences (India) Private Limited	India	100

b) Associate companies

Associate companies are all entities over which the Group has significant influence, but not control or joint control. Investments in associate companies are accounted for using the equity method of accounting [see (c) below].

Following associate Company has been considered in the preparation of the Consolidated Financial Statements:

Sr. No.	Name of the Associate	Country of Incorporation	Extent of Holding/ Voting power (%) as on March 31, 2024
1.	Plutoeco Enviro Association	India	25

c) Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise share of the Group in post-acquisition profit | loss and other comprehensive income of the entity. Dividends received or receivable from the associate companies and joint venture Company are recognised as a reduction in the carrying amount of the investment. When the Group share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the other entity. Unrealised gains on transactions between the Group and its associate Company and joint venture Company are eliminated to the extent of the Group interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

The carrying amount of equity accounted investments are tested for impairment annually.

(v) Change in the Group's ownership interest in existing subsidiaries

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Group. When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between

- (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest; and
- (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests.

All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e., reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable Ind AS).

The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind AS 109, or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

2.2 Summary of material accounting policies

(a) Significant accounting estimates, judgements, and assumptions

The preparation of Consolidated Financial Statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable.

(i) Depreciation/amortisation and useful lives of property plant and equipment

Useful lives and residual values of Property, plant and equipment represent a material portion of the Company's asset base. The periodic charge of depreciation is derived after estimating useful life of an asset and expected residual value at the end of its useful life. The useful lives and residual values of assets are estimated by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on various external and internal factors

including historical experience, relative efficiency and operating costs and change in technology.

(ii) Taxes

The Company's tax jurisdiction is India. Significant judgments are involved in determining the provision for income taxes including amounts to be recovered or paid for uncertain tax positions. Management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

(iii) Defined benefit obligations

Defined benefit obligations are measured at fair value for financial reporting purposes. Fair value determined by actuary is based on actuarial assumptions. Management judgement is required to determine such actuarial assumptions. Such assumptions are reviewed annually using the best information available with the Management.

(iv) Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognised.

(v) Impairment of financial assets

The impairment provisions for Financial Assets are based on assumptions about risk of default and expected cash loss. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

(b) Classification of Assets and Liabilities as Current and Non-Current

All assets and liabilities are classified as current or non-current as per the Group's normal operating cycle, and other criteria set out in Schedule III of the Companies Act, 2013. Based on the nature of products and the time lag between the acquisition of assets for processing and their realisation in cash and cash equivalents, 12 months period has been considered by the Group as its normal operating cycle.

(c) Foreign Currency Transactions (Ind AS 21)

In preparing the Consolidated Financial Statements of the Group, transactions in foreign currencies, other than the Group's functional currency are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the rate prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency, are not retranslated.



Exchange differences on monetary items are recognised in the Statement of Profit and Loss in the period in which these arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings; and
- exchange differences on transactions entered into in order to hedge certain foreign currency risks.

(d) Revenue Recognition (Ind AS 18)

i) Revenue from operations:

Revenue is recognised when control of goods is transferred to a customer in accordance with the terms of the contract. The control of the goods is transferred upon delivery to the customers either at factory gate of the Company or specific location of the customer or when the goods are handed over to the freight carrier, as per the terms of the contract. A receivable is recognised by the Group when the goods are delivered to the customer as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

Revenue from services, including those embedded in contract for sale of goods, namely, freight and insurance services mainly in case of export sales, is recognised upon completion of services.

Revenue is measured based on the consideration to which the Group expects to be entitled as per contract with a customer. The consideration is determined based on the price specified in the contract, net of the estimated variable consideration. Accumulated experience is used to estimate and provide for the variable consideration, using the expected value method and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. Contracts with customers are for short-term, at an agreed price basis having contracted credit period ranging up to 180 days. The contracts do not grant any rights of return to the customer. Returns of goods are accepted by the Company only on an exception basis. Revenue excludes any taxes or duties collected on behalf of government that are levied on sales such as goods and services tax.

Eligible export incentives are recognised in the year in which the conditions precedents are met and there is no significant uncertainty about the collectability.

(ii) Other income:

Interest income from financial assets is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When

calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options), but does not consider the expected credit losses.

Dividends are recognised in the Consolidated Statement of Profit and Loss only when the right to receive payment is established; it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

Lease rental income is recognised on accrual basis.

Insurance claims are accounted on the basis of claims admitted/expected to be admitted and to the extent that there is no uncertainty in receiving the claims. Other revenue is recognised when it is received or when the right to receive payment is established.

(e) Government Grants (Ind AS 20)

Government grants are recognized when there is reasonable assurance that the Group will comply with the conditions attached to them and that the grants will be received. When the grant relates to an expense item, it is recognised in the Statement of Profit and Loss by way of a deduction to the related expense on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as income on a systematic basis over the expected useful life of the related asset.

(f) Taxes (Ind AS 12)

Income tax expense represents the sum of tax currently payable and deferred tax. Tax is recognized in the Statement of Profit and Loss, except to the extent that it relates to items recognized directly in equity or in other comprehensive income.

a) Current Tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. The Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate, on the basis of amounts expected to be paid to the tax authorities.

b) Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences.

Deferred tax assets are generally recognised for all deductible temporary differences, unabsorbed

losses and unabsorbed depreciation to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, unabsorbed losses and unabsorbed depreciation can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

c) Indirect taxes paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of indirect taxes paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.
- When receivables and payables are stated with the amount of tax included. The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

(g) Property, Plant and Equipment (PPE) (Ind AS 16)

Property, Plant and Equipment are stated at cost less accumulated depreciation and accumulated impairment losses except for freehold land which is not depreciated. Cost includes purchase price after deducting trade discount/rebate, import duties, non-refundable taxes, Net of Cenvat and VAT credit/GST input credit wherever applicable, cost of replacing the component parts, borrowing costs and other directly attributable cost of bringing the asset to its working condition in the manner intended by the management.

Land (other than investment property) held for use in production or administration is stated at cost. As no

finite useful life for land can be determined, related carrying amounts are not depreciated.

If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE.

The cost of an item of PPE is recognised as an asset if, and only if, it is probable that the economic benefits associated with the item will flow to the Group in future periods and the cost of the item can be measured reliably. Expenditure incurred after the PPE have been put into operations, such as repairs and maintenance expenses are charged to the Statement of Profit and Loss during the period in which they are incurred.

Items such as spare parts, standby equipment and servicing equipment are recognised as PPE when it is held for use in the production or supply of goods or services, or for administrative purpose, and are expected to be used for more than one year. Otherwise, such items are classified as inventory.

Expenditure on acquisition of PPE for Research and Development (R&D) is included in PPE and depreciation thereon is provided as applicable.

The Group adjusts exchange differences arising on translation difference/settlement of long term foreign currency monetary items outstanding and pertaining to the acquisition of a depreciable asset to the cost of asset and depreciates the same over the remaining life of the asset. The depreciation on such foreign exchange difference is recognised from first day of its financial year.

De-recognised upon disposal

An item of PPE is derecognised on disposal or when no future economic benefits are expected from use or disposal. Any gain or loss arising on derecognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized in Statement of Profit and loss when asset is derecognised.

Treatment of Expenditure during Construction Period

Expenditure, net of income earned, during construction (including financing cost related to borrowed funds for construction or acquisition of qualifying PPE) period is included under capital work-in-progress, and the same is allocated to the respective PPE on the completion of construction. Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under "Other Non-Current Assets".

Depreciation

The depreciable amount of an asset is determined after deducting its residual value. Where the residual value of an asset increases to an amount equal to or greater than the asset's carrying amount, no

depreciation charge is recognized till the asset's residual value decreases below the asset's carrying amount. Depreciation of an asset begins when it is available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the intended manner. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale in accordance with Ind AS 105 and the date that the asset is derecognised.

The Group depreciates its property, plant and equipment (PPE) over the useful life in the manner prescribed in Schedule II to the Act. Management believes that useful life of assets are same as those prescribed in Schedule II to the Act, except for plant and equipment wherein based on technical evaluation, useful life has been estimated to be different from that prescribed in Schedule II of the Act. Useful life considered for calculation of depreciation for various assets class are as follows:

Asset Class	Useful Life
Factory Building	30 years
Non-Factory Building	60 years
Road, Fencing, Borewell, etc.	5/10 years
Plant & Equipment	15/20 years
Lab Equipment	10 years
Electric Installation	10 years
Furniture & Fixtures	10 years
Office Equipment	5 years
Vehicles	8 years
Computers	3 years

The identified component of fixed asset is depreciated over the useful lives and the remaining components are depreciated over the life of the principal assets.

Depreciation on fixed assets added/disposed off during the period is provided on pro-rata basis with reference to the date of addition/disposal.

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

Leasehold Land is amortised over the primary period of the lease.

(h) Goodwill and Other Intangible Assets

Goodwill

Goodwill represents the cost of the acquired businesses | subsidiary in excess of the fair value of identifiable net assets acquired. Goodwill is not amortised, but it is tested for impairment annually or more frequently if events or changes in circumstances indicate that it might be impaired and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill of the entity sold. Goodwill is allocated to cash-generating units for the purpose of impairment testing. The

allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes.

Other Intangible Assets (Ind AS 38)

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Computer Software

Computer software are amortized over period of 3 years.

Internally Generated Intangible Assets - Research and Development Expenditure:

Expenditure incurred on development is capitalised if such expenditure leads to creation of any intangible asset, otherwise, such expenditure is charged to the Statement of Profit and Loss. PPE procured for research and development activities are capitalised.

(i) Borrowing Cost (Ind AS 23)

Borrowing cost includes interest expense, amortisation of discounts, ancillary costs incurred in connection with borrowing of funds and exchange difference, arising from foreign currency borrowings, to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs that are attributable to the acquisition or construction or production of a qualifying asset are capitalised as part of the cost of such asset till such time the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are recognised as an expense in the period in which they are incurred.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing cost are recognised in the Statement of Profit and Loss in the period in which they are incurred.

(j) Leases (Ind AS 116)

At the inception of a lease, the lease arrangements is classified as either a finance lease or an operating lease, based on the substance of the lease arrangement.

As a lessee

The Group mainly has lease arrangements for land for factory and building for offices.

The Group assesses whether a contract is, or contains a lease, at inception of the 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.

At the commencement date of the lease, the group recognises a right-of-use asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for short-term leases (leases with a term of twelve months or less), leases of low value assets and, for contract where the lessee and lessor has right to terminate a lease without permission from the other party with no more than an insignificant penalty. The lease expense of such short term leases, low value assets leases and cancellable leases, are recognised as an operating expense on a straight-line basis over the term of the lease.

At the commencement date, lease liability is measured at the present value of the lease payments to be paid during non-cancellable period of the contract, discounted using the incremental borrowing rate. The right-of-use assets is initially recognised at the amount of the initial measurement of the corresponding lease liability, lease payments made at or before commencement date less any lease incentives received and any initial direct costs.

Subsequently, the right-of-use asset is measured at cost less accumulated depreciation and any impairment losses. Lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using effective interest rate method) and reducing the carrying amount to reflect the lease payments made. The right-of-use asset and lease liability are also adjusted to reflect any lease modifications or revised in-substance fixed lease payments.

As a lessor

Leases for which the group is a lessor is classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Income from operating leases where the group is a lessor is recognised as income on a straight-line basis over the lease term unless the receipts are structured to increase in line with the expected general inflation to compensate for the expected

inflationary cost increases. The respective leased assets are included in the Standalone Balance Sheet based on their nature. Leases of property, plant and equipment where the group as a lessor has substantially transferred all the risks and rewards are classified as finance lease. Finance leases are capitalised at the inception of the lease at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rent receivables, net of interest income, are included in other financial assets. Each lease receipt is allocated between the asset and interest income. The interest income is recognised in the Standalone Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the asset for each period.

Under combined lease agreements, land and building are assessed individually.

(k) Business combination

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- i) fair values of the assets transferred;
- ii) liabilities incurred to the former owners of the acquired business;
- iii) equity interest issued by the Group; and
- iv) fair value of any asset or liability resulting from a contingent consideration arrangement.

Identifiable assets acquired, liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets. Acquisition-related costs are expensed as incurred.

The excess of the:

- sum of consideration transferred;
- amount of any non-controlling interest in the acquired entity;
- acquisition-date fair value of any previous equity interest in the acquired entity.

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain

purchase. In other cases, the bargain purchase gain is recognised directly in equity as capital reserve. Where settlement of any part of cash consideration is deferred, the amounts payable in future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss. If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss or other comprehensive income, as appropriate.

(l) Inventories (Ind AS 2)

Inventories consisting of stores and spares, raw materials, work in progress, stock in trade, goods in transit and finished goods are valued at lower of cost or net realisable value. However, materials held for use in production of inventories are not written down below cost, if the finished products are expected to be sold at or above cost.

The cost is computed on FIFO basis and is net of credits under GST.

Goods and materials in transit include materials, duties and taxes (other than those subsequently recoverable from tax authorities) labour cost and other related overheads incurred in bringing the inventories to their present location and condition.

Traded goods include cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

(m) Impairment of Assets (Ind AS 36)

At the end of each reporting period, the Group reviews the carrying amounts of its PPE and other intangible assets to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit (CGU) to which the asset belongs. 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. The resulting impairment loss is recognised in the Statement of Profit and Loss. Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a

pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Where an impairment loss subsequently reverses, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset or CGU in prior years. A reversal of an impairment loss is recognised in the Statement of Profit and Loss.

Impairment of investment in subsidiaries

The Company assess at each reporting date whether there is an indication that an asset may be impaired if any indication exists, on which annual impairment testing for an asset is required, the Company estimates the assets recoverable amount. An assets recoverable amount is the higher of an asset's or cash generating units (CGU's) 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 inflows 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.

In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and risk specific to the asset.

In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

(n) Provisions, Contingent Liability and Contingent Assets (Ind AS 37)

Disputed liabilities and claims against the Group including claims raised by fiscal authorities (e.g. Sales Tax, Income Tax, Excise, GST etc.) pending in appeal/court for which no reliable estimate can be made and or involves uncertainty of the outcome of the amount of the obligation or which are remotely poised for crystallization are not provided for in accounts but disclosed in notes to accounts. However, present obligation as a result of past event with possibility of outflow of resources, when reliable estimation can be made of the amount of obligation, is recognized in accounts in terms of discounted value, if the time value of money is material using a current pre-tax rate that reflects the risk specific to the liability. No contingent asset is recognized but disclosed by way of notes to accounts.

(o) Post employment and other employee benefits (Ind AS 19)

a) Employee Benefits

All employee benefits payable wholly within twelve months of rendering services are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., are recognized during the period in which the employee renders related services and are measured at undiscounted amount expected to be paid when the liabilities are settled.

b) Post-employment obligations

The Group operates the following post-employment schemes:

- (i) Defined benefit plans such as gratuity; and
- (ii) Defined contribution plans such as provident fund.

(i) Defined benefit plans-Gratuity obligations

The liability or assets recognized in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligations at the end of the reporting period less the fair value of plan assets.

The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The benefits which are denominated in currency other than INR, the cash flows are discounted using market yields determined by reference to high quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and change in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

(ii) Defined contribution plans

The Group pays provident fund contributions to publicly administered funds as per local regulations. The Group has no further payment obligations once

the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due.

(p) Financial Instruments (Ind AS 109)

a. Recognition and initial measurement

All financial assets and financial liabilities are initially recognized when the Group becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

b. Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- amortized cost;
- Fair Value through Other Comprehensive Income (FVOCI) – equity investment; or
- Fair Value Through Profit and Loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI. (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

Investments in subsidiary companies, associate companies and joint venture Company:

Investments in subsidiary Company is carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiary Company the difference between net disposal proceeds and the carrying amounts are recognised in the Standalone Statement of Profit and Loss.



All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI or at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial liabilities

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on de-recognition is also recognized in profit or loss.

De-recognition

Financial assets

The Group de-recognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Financial liabilities

The Group de-recognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also de-recognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in profit or loss.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

(q) Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Company uses derivative financial instruments such as forwards to mitigate the risk of changes in exchange rates. At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to the Statement of Profit and Loss, except for the effective portion of cash flow hedge which is recognised in Other Comprehensive Income and later to the Statement of Profit and Loss, when the hedged item affects profit or loss. Hedges that meet the criteria for hedge accounting are accounted for as follows:

Fair value hedge: The Company designates derivative contracts or non-derivative financial assets/liabilities as hedging instruments to mitigate the risk of change in fair value of hedged item due to movement in exchange rates. Changes in the fair value of hedging instruments and hedged items that are designated and qualify as fair value hedges are recorded in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest method is used is amortised to the Statement of Profit and Loss over the period of maturity.

Cash flow hedge: The Company designates derivative contracts or non-derivative financial assets/liabilities as hedging instruments to mitigate the risk of movement exchange rates for foreign exchange exposure on highly probable future cash flows attributable to a recognised asset or liability or forecast cash transactions. When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in the cash flow hedging reserve being part of Other Comprehensive Income. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold/terminated or exercised, the cumulative gain or loss on the hedging instrument recognised in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the underlying transaction occurs. The cumulative gain or loss previously recognised in the cash flow hedging reserve is transferred to the

Statement of Profit and Loss upon the occurrence of the underlying transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedging reserve is reclassified in the Statement of Profit and Loss.

(r) Cash Flows and Cash and Cash Equivalents (Ind AS 7)

Statement of cash flows is prepared in accordance with the indirect method prescribed in the Ind AS 7. For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, cheques and drafts on hand, deposits held with Banks, 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. However, Bank overdrafts are shown within borrowings in current liabilities in the balance sheet for the purpose of presentation.

(s) Cash Dividend to Equity Holders of the Group

The Group recognises a liability to make cash distributions to equity holders of the Group when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

(t) Earnings per share (Ind AS 33)

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- The profit attributable to owners of the Group;
- By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- The after 'income-tax' effect of interest and other financing costs associated with dilutive potential equity shares; and
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(u) Segment Reporting (Ind AS 108)

Based on "Management Approach" as defined in Ind AS 108 – Operating Segments, the Management evaluates the Group's performance and allocates the resources based on an analysis of various performance indicators by business segments.

The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the Consolidated Financial Statements of the Group as a whole.

(v) Fair Value Measurement (Ind AS 113)

The Group measures financial instruments, such as investments (other than equity investments in Subsidiaries, Joint Ventures and Associates) and derivatives at fair values at each Balance Sheet date.

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

In the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. 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.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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 Consolidated Financial Statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

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

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the Consolidated Financial Statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-

assessing 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.

(w) Events occurring after the balance sheet date (Ind AS 10)

Assets and liabilities are adjusted for events occurring after the reporting period that provides additional evidence to assist the estimation of amounts relating to conditions existing at the end of the reporting period.

Dividends declared by the Group after the reporting period are not recognized as liability at the end of the reporting period. Dividends declared after the reporting period but before the issue of Consolidated Financial Statements are not recognized as liability since no obligation exists at that time. Such dividends are disclosed in the notes to the Consolidated Financial Statements.

(x) Research and Development

Expenditure on research is recognized as an expense when it is incurred. Expenditure on development which does not meet the criteria for recognition as an intangible asset is recognized as an expense when it is incurred.

Items of property, plant and equipment and acquired intangible assets utilized for research and development are capitalized and depreciated/amortized in accordance with the policies stated for Property, Plant and Equipment and Intangible Assets.

(y) Goods and Service Tax/Service Tax input Credit

Goods and Service tax/Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is reasonable certainty in availing/utilising the credits.

(z) Trade receivables

Trade receivables are recognised when the right to consideration becomes unconditional. These assets are held at amortised cost, using the effective interest rate (EIR) method where applicable, less provision for impairment based on expected credit loss. Trade receivable overdue for more than 180 days are considered as receivable with significant increase in credit risk.

(aa) Trade and Other Payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

(bb) Exceptional Items

When items of income or expense are of such nature, size and incidence that their disclosure is necessary to explain the performance of the Group for the year, the Group makes a disclosure of the nature and amount of such items separately under the head "exceptional items" is treated as an exceptional item in the Consolidated Statement of Profit and Loss.

(cc) Recent accounting 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.

3. PROPERTY, PLANT AND EQUIPMENT

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Land	Building	Plant and Machinery	Furniture and Fixtures	Vehicles	Office Equipment	Total
Gross carrying amount							
Gross amount as on 1st April, 2022	609.56	3,878.55	22,949.14	112.08	408.87	107.16	28,065.36
Additions	-	384.13	322.77	387.50	18.08	44.72	1,157.20
Addition on acquisition of assets of Atlas Life Sciences Private Limited	-	436.98	1,500.57	78.81	136.21	48.88	2,201.44
Disposal & adjustment	-	10.07	130.56	-	47.55	3.32	191.50
Balance as at 31st March, 2023	609.56	4,699.66	24,772.48	578.39	563.16	200.76	31,232.50
Additions	502.36	2,380.45	3,718.73	117.31	24.72	7.33	6,750.90
Disposal & adjustment	-	-	-	-	25.93	-	25.93
Balance as at 31st March, 2024	1,111.92	7,080.10	28,491.21	695.70	561.95	208.08	37,957.47
Accumulated depreciation							
Balance as at 1st April, 2022	-	709.45	7,324.56	70.28	213.45	75.76	8,393.50
Depreciation for the period	-	158.75	1,195.60	13.48	52.99	18.94	1,439.76
Addition on acquisition of assets of Atlas Life Sciences Private Limited	-	68.03	251.94	45.31	34.30	37.82	437.40
Disposal & adjustment	-	6.92	76.96	-	21.67	0.61	106.16
Balance as at 31st March, 2023	-	929.30	8,695.14	129.07	279.07	131.92	10,164.50
Depreciation for the period	-	195.17	1,260.69	58.34	51.07	18.98	1,584.26
Disposal & adjustment	-	-	-	-	21.51	-	21.51
Balance as at 31st March, 2024	-	1,124.48	9,955.83	187.42	308.64	150.90	11,727.26
Net carrying amount							
Balance as at 31 st March, 2023	609.56	3,770.35	16,077.34	449.31	284.08	68.84	21,067.99
Balance as at 31st March, 2024	1,111.92	5,955.63	18,535.39	508.28	253.31	57.19	26,230.21

Note: The title deeds of all the immovable properties are held in the name of group.

The Group has pledged certain Property, Plant and Equipments against borrowings, details of which have been given in Note 24.

The Group has not done revaluation of PPE/Intangible assets during financial year ended March 31, 2024 and March 31, 2023.

There are no assets which are lying with third parties.

4. RIGHT-OF-USE ASSETS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Gross carrying Amount	3,694.65	3,663.22
Additions	-	31.43
Disposals	(2,069.42)	-
Balance at the end of the Year	1,625.23	3,694.65
Accumulated amortisation		
Balance at the beginning of the year	61.97	20.72
Amortisation for the period	27.24	41.25
Disposals	(29.67)	-
Balance at the end of the Year	59.53	61.97
Net carrying amount	1,565.70	3,632.68

Note: Company has transferred rights of leasehold land located at Sayakha Industrial Estate, Village: Sayakha, Tal: Vagra, Dist: Bharuch for a total consideration of ₹ 4,657.21 lakhs resulting into a gain of ₹ 2,561.03 lakhs. (Net of transaction cost and incidental costs)



5. GOODWILL AND OTHER INTANGIBLE ASSETS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
a. Goodwill		
Opening balance	2,613.27	-
Addition: acquisition during the year (Atlas Life Sciences Private Limited)	-	2,613.27
Less: impairment during the year	-	-
Closing balance	2,613.27	2,613.27
b. Other intangible assets	194.23	203.81
Total	2,807.50	2,817.08

Goodwill acquired in Business Combination is allocated, at acquisition, to the Cash Generating Unit (CGU) that are expected to benefit from that Business Combination. The carrying amount of Goodwill has been shown above. (refer note 49 for Business Combinations)

6. CAPITAL WORK-IN-PROGRESS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Tangible assets	1,083.73	1,995.26
Addition on acquisition of assets of Atlas Life Sciences Private Limited	-	501.75
Total	1,083.73	2,497.01

Ageing Schedule

As at 31st March, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	Total
Tangible assets	1,083.73	-	-	-	1,083.73
Total	1,083.73	-	-	-	1,083.73

As at 31st March, 2023

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	Total
Tangible assets	1,995.41	32.91	37.46	431.23	2,497.01
Total	1,995.41	32.91	37.46	431.23	2,497.01

7. NON-CURRENT INVESTMENTS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024		As at 31 st March, 2023	
	No. of shares	₹	No. of shares	₹
A. Investments in Associates and Joint Ventures				
Investments in equity instruments (fully paid-up)				
Unquoted				
Shares of ₹ 10/- each of Plutoeco Enviro Association	2,500	0.25	2,500	0.25
	2,500	0.25	2,500	0.25

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Aggregate amount of unquoted investments	0.25	0.25

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024		As at 31 st March, 2023	
	No. of shares	₹	No. of shares	₹
B. Other Investments				
B.1) Investments in equity instruments (fully paid-up)				
Other companies measured at FVOCI				
Quoted				
Equity Shares of ₹ 1/- each of HDFC Life Insurance Company Limited	-	-	15,000	74.90
	-	-	15,000	74.90
B.2) Investments in equity instruments (fully paid-up)				
Other companies measured at cost				
Unquoted				
Shares of ₹ 10/- each of Swadesh Essfil Private Limited @ premium of ₹ 573.94 per share	3,425	20.00	3,425	20.00
Shares of Bhadreshwar Vidyut Private Ltd. of ₹ 10/- each at discounted value of ₹ 0.19 per Share	-	-	2,81,000	0.53
Soor (Vastrapur) Owners Association	-	0.05	-	0.05
	3,425	20.05	2,84,425	20.58
B.3) Investment in debentures				
Other companies measured at cost				
Unquoted				
Compulsory Convertible Debentures of ₹ 10,00,000/- each of Smart Institute Private Limited	3	30.00	3	30.00
	3	30.00	3	30.00
	3,428	50.05	2,99,428	125.48

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Aggregate amount of quoted investments	-	74.90
Aggregate market value of quoted investments	-	74.90
Aggregate amount of unquoted investments	50.30	50.83

8. NON-CURRENT LOANS

Unsecured, considered good

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Loans to employees	0.50	-
Total	0.50	-

9. OTHER NON-CURRENT FINANCIAL ASSETS

Unsecured, considered good

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
a. Security Deposits	245.60	168.34
Total	245.60	168.34

10. DEFERRED TAX ASSETS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
a. Deferred Tax Assets	427.86	153.19
Total	427.86	153.19

11. OTHER NON-CURRENT ASSETS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
a. Capital Advances	25.90	607.54
b. Advances other than capital advances	95.39	-
Total	121.29	607.54

12. INVENTORIES (AT LOWER OF COST OR NET REALISABLE VALUE)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
a. Raw materials	3,021.01	3,511.23
b. Work-in-progress	489.73	1,624.85
c. Finished goods	4,326.63	2,544.39
d. Finished Goods in Transit	302.45	553.54
e. Stores and spares	299.53	323.40
f. Others (Fuel and Oil)	50.88	66.01
Total	8,490.24	8,623.41

Note: For details of inventory pledged as security refer Note 28.

13. CURRENT INVESTMENTS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
a. Kotak Balanced Advantage Fund-(35150.098 Units)	6.28	5.26
Total	6.28	5.26

14. TRADE RECEIVABLES

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Unsecured, Considered good	12,243.45	10,707.09
Credit Impaired	42.94	42.94
Less: Allowance for Credit Losses	(42.94)	(42.94)
Total	12,243.45	10,707.09



Trade Receivables Ageing Schedule

As at March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Out standing for following period from due date of payment						Total
	Not Due	Less than 6 months	6 months-1 Year	1-2 Years	2-3 Years	More than 3 Years	
i. Undisputed Trade Receivables - Considered Good	10,513.05	1,215.52	-	-	-	-	11,728.56
ii. Undisputed Trade Receivables - which have significant increase in credit risk	-	-	207.79	187.59	42.00	34.57	471.95
ii. Undisputed Trade Receivables - Credit Impaired	-	-	0.16	0.94	0.43	41.41	42.94
iv. Disputed Trade Receivables- Considered Good	-	-	-	-	-	-	-
v. Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
vi. Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
Total	10,513.05	1,215.52	207.95	188.52	42.43	75.98	12,243.45

Trade Receivables Ageing Schedule

As at March 31, 2023

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Outstanding for following period from due date of payment						Total
	Not Due	Less than 6 months	6 months-1 Year	1-2 Years	2-3 Years	More than 3 Years	
i. Undisputed Trade Receivables - Considered Good	9,131.36	826.49	-	-	-	-	9,957.85
ii. Undisputed Trade Receivables - which have significant increase in credit risk	-	-	607.98	23.18	6.45	68.69	706.30
ii. Undisputed Trade Receivables - Credit Impaired	-	-	0.56	0.12	0.07	42.19	42.94
iv. Disputed Trade Receivables - Considered Good	-	-	-	-	-	-	-
v. Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
vi. Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
Total	9,131.36	826.49	608.54	23.30	6.52	110.88	10,707.09

The Company is making provisions on trade receivables based on Expected Credit Loss (ECL) model. The reconciliation of ECL is as follows:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Opening Balance	42.94	42.34
Change/(Release) to Statement of Profit and Loss	-	0.60
Utilised During the year	-	-
Balance at the End of the Year	42.94	42.94

Refer Note 28 for details of pledges and securities.

No Trade Receivable are due from Directors or other officers of the Company either severally or jointly with any other person.

15. CASH & CASH EQUIVALENTS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Balance with Banks in current accounts	52.25	58.05
Cash on hand	15.45	13.32
Total	67.70	71.37

16. BANK BALANCES OTHER THAN CASH & CASH EQUIVALENTS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Term Deposits with Bank as margin money against letters of credit, bank guarantees and collateral security	188.59	806.27
Earmarked balance for unpaid dividend	3.37	3.83
Total	191.96	810.10

17. CURRENT LOANS

Unsecured, considered good

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Loans to employees	6.13	7.58
Total	6.13	7.58

18. OTHER CURRENT FINANCIAL ASSETS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Interest accrued on term deposits	9.94	18.73
Total	9.94	18.73

19. CURRENT TAX ASSETS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Advance payment of tax (net)	174.84	589.06
Total	174.84	589.06

20. OTHER CURRENT ASSETS

Unsecured, considered good

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Balance with government authorities	3,167.53	2,341.89
Prepaid expenses	125.97	109.14
Misc. expenses assets	-	0.05
Advances other than capital advances	429.06	317.09
Others	28.62	-
Total	3,751.17	2,768.17

21. SHARE CAPITAL

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024		As at 31 st March, 2023	
	No. of Shares	₹	No. of Shares	₹
Authorised:				
Equity Shares of ₹ 10 each	1,65,00,000	1,650.00	1,65,00,000	1,650.00
Issued & Subscribed and Fully Paid Up				
Equity Shares of ₹ 10 each	1,17,87,262	1,178.73	1,17,87,262	1,178.73
Total	1,17,87,262	1,178.73	1,17,87,262	1,178.73

a) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024		As at 31 st March, 2023	
	No. of Shares	₹	No. of Shares	₹
Equity shares				
At the beginning of the period	1,17,87,262	1,178.73	1,20,27,262	1,202.73
Less: Buy-back of equity shares (Refer note : 58)	-	-	(2,40,000)	(24.00)
Outstanding at the end of the period	1,17,87,262	1,178.73	1,17,87,262	1,178.73

b) Terms/rights attached to Equity Shares

The Company has issued only one class of equity shares having a par value of ₹ 10 per share. Each holder of Equity Shares are entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders at the Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the realised value of the assets of the Company, remaining after the payment of all preferential dues. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Shares held by holding/ultimate holding Company/or their subsidiaries/associates: Not Applicable

d) Details of shares in the Company held by each shareholder holding in the Company more than 5 percent shares.

Name of the shareholder	As at 31 st March, 2024		As at 31 st March, 2023	
	Units of Equity shares	% of holding	Units of Equity shares	% of holding
Mrugesh Jaykrishna Family Trust - 1	51,78,403	43.93	51,78,403	43.93
Gokul M. Jaykrishna Family Trust	26,48,980	22.47	26,48,980	22.47
DIC Corporation	8,65,200	7.34	8,65,200	7.34
	86,92,583	73.74	86,92,583	73.74



e) Details of shares in the Company held by Promoters.

Name of the shareholder	As at 31 st March, 2024		As at 31 st March, 2023		% Change
	Units of Equity shares	% of holding	Units of Equity shares	% of holding	
Mrugesh Jaykrishna Family Trust - 1	51,78,403	43.93	51,78,403	43.93	-
Gokul M. Jaykrishna Family Trust	26,48,980	22.47	26,48,980	22.47	-
Gokul M. Jaykrishna	9,627	0.08	9,627	0.08	-
Arjun G. Jaykrishna	33,384	0.28	28,384	0.24	0.04

f)

1. Aggregate number and class of shares allotted as fully paid up pursuant to contracts without payment being received in cash:

NIL

2. Aggregate number and class of shares allotted as fully paid by way of Bonus Shares:

NIL

3. Aggregate number and class of shares bought back:

NIL

4. Securities which are convertible into Equity Shares:

NIL

5. Aggregate Value of Calls unpaid by directors and officers:

NIL

22. OTHER EQUITY

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Securities premium		
Balance as per last year	557.13	557.13
Less: buy-back of shares	557.13	557.13
Balance at the end of the year	-	-
General reserve		
Balance as per last year	2,158.62	2,762.50
Less: Buyback of shares	-	579.88
Less: transfer to capital redemption reserve	-	24.00
Balance at the end of the year	2,158.62	2,158.62
Capital redemption reserve		
Balance as per last year	48.50	24.50
Add: transfer from general reserve	-	24.00
Balance at the end of the year	48.50	48.50
Surplus in statement of profit & loss		
Balance at the beginning of the year	18,472.82	19,684.86
Add: Profit after tax for the year attributable to owners of the Company	2,004.69	(1,164.90)
Other comprehensive income attributable to owners of the Company	51.54	11.80

22. OTHER EQUITY (Contd.)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Transaction with non-controlling interest	(297.30)	-
Amount available for appropriation	20,231.75	18,531.76
Less: Appropriations		
Dividend	58.94	58.94
Dividend distribution tax	-	-
Total appropriation	58.94	58.94
Balance at the end of the year	20,172.81	18,472.82
Total	22,379.93	20,679.94

22.1 Distribution made and proposed to be made

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Cash dividends on equity shares declared and paid:		
March 31, 2023 : ₹ 0.50 per share	58.94	-
March 31, 2022 : ₹ 0.50 per share	-	58.94
Proposed dividends on equity shares declared and paid:		
March 31, 2024 : ₹ 0.50 per share	58.94	-
March 31, 2023 : ₹ 0.50 per share	-	58.94

Description of nature and purpose of each reserves:

General Reserve: General reserve is created from time to time by way of transfer profits from retained earnings for appropriation purposes. General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income. General Reserve is a free reserve available to the Company. As per Companies Act 2013, transfer of profits to general reserve is not mandatory.

Securities Premium: The amount received in excess of face value of the equity shares is recognised in Securities Premium Reserve. The reserve is utilised in accordance with the specific provision of the Companies Act, 2013.

Capital Redemption Reserve: In accordance with Section 69 of the Companies Act 2013, the Company has created capital redemption reserve equal to the nominal value of the shares bought back as an appropriation from general reserve.

Retained Earnings: Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained Earnings is a free reserve available to the Company.

Equity instruments through other comprehensive income: This represents the cumulative gains and losses arising on the revaluation of equity instruments measured at fair value through other comprehensive income, under an irrevocable option, net of amounts reclassified to retained earnings when such assets are disposed off.

Other Comprehensive Income: Other Comprehensive Income includes re-measurement loss on defined benefit plans, net of taxes that will not be reclassified to profit and loss.



23. NON-CONTROLLING INTEREST

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Balance at the beginning of the year	4,146.50	4,211.38
Changes in non-controlling interest	(667.70)	616.77
Profit attributable to non controlling interest	(441.05)	(681.98)
Other comprehensive income attributable to owners of the Company	(1.40)	0.33
Balance at the end of the year	3,036.35	4,146.50

24. NON-CURRENT BORROWINGS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Secured		
a. Term loans from banks		
From Federal Bank Ltd.	4,619.36	1,926.04
From HDFC Bank Ltd	1,503.96	2,903.71
Net of Repayable in one year considered as Current Borrowings (Refer Note: 28)		
Vehicle Loans	-	17.47
Unsecured		
Loans from Promoters	794.61	748.13
Total	6,917.92	5,595.34

I.a Indian Rupee Term loan of Asahi Songwon Colors Limited from Banks are secured by:**i. Primary Security:**

HDFC Bank Ltd. Term Loan: Exclusive charge on fixed assets purchased out of the term loan of HDFC Bank Ltd in Asahi Songwon Colors Limited.

ii. Term of Repayment

Term Loan from HDFC Bank Ltd. ₹ 838.99 Lakhs (Previous year ₹ 1,118.65 Lakhs), Repayable in 54 equal monthly Instalments of ₹ 23.30 Lakhs will end on April-2027

Term Loan from HDFC Bank Ltd. ₹ 1,398.05 Lakhs (Previous year ₹ 1,851.47 Lakhs), Repayable in 54 equal monthly Instalments of ₹ 37.78 Lakhs will end on April-2027

I.b Indian Rupee Term loan of Asahi Tennants Color Private Limited from HDFC Bank Ltd are secured by:**i. Primary Security:**

Movable Assets: Fixed and exclusive charge by way of hypothecation on entire Movable Fixed Assets (Plant & Machinery and other movable fixed assets) of the Company, both present and future, situated at D-2/CH-39, GIDC Estate Dahej-II, Village Vadadla, Taluka Vagra, Dist Bharuch-392110 Gujarat.

Immovable Assets: Fixed and exclusive charge by way of Equitable Mortgage on entire Fixed Assets (Land & Building) of the Company, situated at D-2/CH-39, GIDC Estate Dahej-II, Village Vadadla, Taluka Vagra, Dist Bharuch-392110 Gujarat.

ii. Term of Repayment

Term Loan from HDFC Bank Ltd. ₹ 666.67 Lakhs (Previous year ₹ 1,333.33 Lakhs), Repayable in 4 equal Quarterly Instalments of ₹ 166.67 Lakhs will end on March-2025

**I.c Indian Rupee Term loan of Atlas Life Sciences Private Limited from Banks are secured by:****i. Primary Security:**

Federal Bank Ltd. Term Loan: First Charge on all Plant & Machineries of the Atlas Life Sciences Private Limited

ii. Collateral Security:

Commercial Building bearing Survey No: FP 30,31 TP No.1 SN525, 526/B mouje Odhav situated at Industrial Premises First Floor Kwick metal compound behind rudra complex near grid station odhav Ahmedabad-382415 of Atlas Life Sciences Private Limited

Mouje Odhav S NO 343 to 346, Shed No 360/361 Odhav Industrial Estate developed by GIDC in the name of Atlas Life Sciences Private Limited

iii. Term of Repayment

Term Loan from Federal Bank Ltd. ₹ 71.49 Lakhs (Previous year ₹ 178.72 Lakhs), Repayable in 20 equal monthly Instalments of ₹ 8.94 Lakhs

Term Loan from Federal Bank Ltd. ₹ 184.72 Lakhs (Previous year ₹ 190 Lakhs), Repayable in 36 equal monthly Instalments of ₹ 5.28 Lakhs

Term Loan from Federal Bank Ltd. ₹ 44.12 Lakhs (Previous year ₹ 150 Lakhs), Repayable in 17 equal monthly Instalments of ₹ 8.82 Lakhs

I.d Indian Rupee Term loan of Atlas Life Sciences (India) Private Limited from Banks are secured by:**i. Primary Security:**

Exclusive Charge by way of hypothecation on all Movable Fixed Assets of the Company both present and future based at Manufacturing facility at Block No:- 1203 Village Chhatral Ta Kalol Dist. Gandhinagar

ii. Collateral Security:

Exclusive Charge by way of hypothecation on all Current Assets of the Company both present and future based at Manufacturing facility at Block No:- 1203 Village Chhatral Ta. Kalol Dist. Gandhinagar

iii. Guarantees:

Unconditional and Irrevocable Corporate Guarantee of Atlas Life Sciences Private Limited in the Capacity of Owner of the immovable Property in form of Project Land situated at Block No:- 1203 Village Chhatral Ta Kalol Dist. Gandhinagar

iv. Term of Repayment

Term Loan from Federal Bank Limited will be paid in 22 equal quarterly instalments of ₹ 250 Lacs starting from September-2024.

I.e Interest on Term Loan ranges from floating rate of Interest 7.50% to 8.50% p.a. linked to various benchmarks like T-Bill, MCLR etc.**I.f There was no default in repayment of loan or interest.****25. NON-CURRENT PROVISIONS**

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Provisions for employees benefits		
Provision for gratuity	248.67	217.53
Provision for leave encashment	72.56	63.09
Total	321.24	280.62

26. DEFERRED TAX LIABILITIES

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
a. Deferred tax liabilities		
Opening balance	1,979.61	1,622.32
Accumulated depreciation and others	51.66	357.29
Other comprehensive income from investments	(13.44)	-
	2,017.84	1,979.61
b. Deferred tax assets		
Opening balance	279.04	57.05
Defined benefit plan for employees and others	(139.63)	221.99
	139.41	279.04
Liabilities (Net)	1,878.43	1,700.57

27. OTHER NON-CURRENT LIABILITIES

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Deposits from customers	0.20	0.20
Other Non Current Liabilities	0.20	0.20

28. CURRENT BORROWING

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Secured Loans		
Loans repayable on demand from bank		
From State Bank of India		
Working Capital Loans	3,441.29	3,006.87
From HDFC Bank Ltd		
Working Capital Loans	2,533.99	2,375.46
From Federal Bank Ltd		
Working Capital Loans	777.32	1,293.83
Unsecured Loans		
Loans repayable on demand from bank		
From Federal Bank Ltd		
Working Capital Loans	3,250.00	3,803.84
Current Maturities of Long Term Borrowings	2,599.27	1,892.65
Unsecured Loans		
From Director	200.00	-
Total	12,801.87	12,372.64

a) The working capital limits from State Bank of India are secured by:

i. Primary Security:

First charge in favour of State Bank of India by way of hypothecation over entire present and future current assets of Company.

ii. Collateral Security:

First charge in favour of State Bank of India on the entire Fixed Assets of the Company (Excluding Vehicles Purchased) of which includes:

- Equitable mortgage and/or hypothecation charge on entire Fixed Assets (Land, Building, Plant and Machinery) both present and future of the Company situated at Survey No. 437 to 440 ECP Channel Road, Village Dudhwada, Taluka Padra, District Vadodara, Gujarat.
- Lien on TDR of ₹ 25 Lakhs.

b) The working capital limits from HDFC Bank are secured by:
i. Primary Security:

First charge in favour of HDFC Bank Ltd by way of hypothecation over entire present and future current assets of Asahi Tennants Color Private Limited.

ii. Collateral Security:

Movable Assets: Fixed and exclusive charge by way of hypothecation on entire Movable Fixed Assets (Plant & Machinery and other movable fixed assets) of the Company, both present and future, situated at D-2/CH-39, GIDC Estate Dahej-II, Village Vadadla, Taluka Vagra, Dist Bharuch-392110 Gujarat.

Immovable Assets: Fixed and exclusive charge by way of Equitable Mortgage on entire Fixed Assets (Land & Building) of the Company, situated at D-2/CH-39, GIDC Estate Dahej-II, Village Vadadla, Taluka Vagra, Dist Bharuch-392110 Gujarat.

c) The working capital limits from Federal Bank are secured by:
i. Primary Security:

First charge in favour of Federal Bank Ltd by way of hypothecation over entire present and future current assets of Atlas Life Sciences Private Limited.

ii. Collateral Security:

Commercial Building bearing Survey No: FP 30,31 TP No.1 SN525, 526/B mouje Odhav situated at Industrial Premises First Floor Kwick metal compound behind rudra complex near grid station odhav Ahmedabad-382415 of Atlas Life Sciences Private Limited

Mouje Odhav S NO 343 to 346, Shed No 360/361 Odhav Industrial Estate developed by GIDC in the name of Atlas Life Sciences Private Limited

d) Interest on Working Capital Loan ranges from 7.40% to 9.50% p.a. linked to various benchmarks like T-Bill, MCLR etc.
29. TRADE PAYABLES

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Trade payable		
Dues to micro enterprises and small enterprises	252.40	810.68
Dues to other than micro enterprises and small enterprises	7,706.30	7,337.02
Total	7,958.70	8,147.70

29.1 Disclosures as required under the Micro, Small and Medium Enterprises Development Act, 2006

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
a. Principal amount remaining unpaid to any supplier as at the end of accounting year	252.40	810.68
b. Interest due and remaining unpaid to any supplier as at the end of accounting year	-	-
c. Amount of interest paid by the Company in terms of Section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year	-	-

29.1 Disclosures as required under the Micro, Small and Medium Enterprises Development Act, 2006
(Contd.)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
d. Amount of interest due and payable for the reporting period of delay in making payment [which have been paid but beyond the appointed day during the year] but without adding the interest specified under the MSMED Act, 2006	-	-
e. Amount of interest accrued and remaining unpaid at the end of the accounting year.	-	-
f. Amount of further interest remaining due and payable even in succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23 of MSMED Act, 2006	-	-
Total	252.40	810.68

The information regarding Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

Trade Payables Ageing Schedule

As at March 31, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Out standing for following period from due date of payment						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Payables							
a) MSME	252.40	-	-	-	-	-	252.40
b) Others	6,526.47	879.90	268.24	6.50	9.62	15.58	7,706.30
(ii) Disputed Trade Payables							
a) MSME	-	-	-	-	-	-	-
b) Others	-	-	-	-	-	-	-
Total (i + ii)	6,778.87	879.90	268.24	6.50	9.62	15.58	7,958.70

Trade Payables Ageing Schedule

As at March 31, 2023

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Out standing for following period from due date of payment						Total
	Not Due	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Payables							
a) MSME	810.68	-	-	-	-	-	810.68
b) Others	5,662.03	1,140.31	509.90	9.43	5.07	10.29	7,337.02
(ii) Disputed Trade Payables							
a) MSME	-	-	-	-	-	-	-
b) Others	-	-	-	-	-	-	-
Total (i + ii)	6,472.71	1,140.31	509.90	9.43	5.07	10.29	8,147.70

The information regarding Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

30. OTHER CURRENT FINANCIAL LIABILITIES

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
a. Unpaid dividends [#]	3.37	3.83
b. Creditors for capital goods	46.68	38.10
c. Interest accrued but not due	39.77	46.10
d. Employees due	64.91	-
Total	154.73	88.03

[#]The Company has transferred ₹ 0.59 Lakhs (Previous Year ₹ 0.76 Lakhs) to the Investors Education and Protection Fund (IEPF) during the year.

31. OTHER CURRENT LIABILITIES

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Other payables		
Advances from customers	1.26	-
Statutory liabilities	271.40	71.23
Other Current liabilities and payables	472.99	315.64
Total	745.65	386.87

32. CURRENT PROVISIONS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Provision for gratuity	67.05	69.26
Provision for leave encashment	25.70	23.93
Total	92.75	93.19

33. CURRENT TAX LIABILITIES

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Provision for income tax	7.89	-
Total	7.89	-

34. REVENUE FROM OPERATIONS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
Revenue from sale of products		
a. Export sales	17,353.61	23,308.26
b. Domestic sales	25,180.56	26,945.72
Total sale of products	42,534.17	50,253.99
c. Other operating revenues		
Export incentives	12.97	12.21
Interest income on fixed deposits	8.92	28.19
Other operating income	67.47	160.75
Total - Other Operating revenues	89.36	201.15
Total	42,623.53	50,455.14

35. OTHER INCOME

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
a. Dividend income	0.29	0.26
b. Exchange rate difference	187.27	403.27
c. Interest income others	54.44	40.63
d. Others	39.38	141.77
Total	281.37	585.93

36. COST OF MATERIALS CONSUMED

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
a. Raw materials		
Opening stock	3,386.88	3,729.34
Add: purchases	29,581.35	33,084.06
	32,968.23	36,813.40
Less: closing stock	2,942.98	3,386.88
Cost of raw material consumed	30,025.24	33,426.53
b. Packing material		
Opening stock	57.01	126.68
Add: purchases	338.84	339.61
	395.86	466.30
Less: closing stock	79.15	57.01
Cost of packing material consumed	316.71	409.28
Cost of total material consumed	30,341.95	33,835.80

37. CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
a. Inventories at the end of the year		
Finished goods	3,682.01	3,247.75
Work-in-progress	1,436.80	1,475.02
Total	5,118.81	4,722.77
b. Inventories at the beginning of the year		
Finished goods	3,247.75	5,967.83
Work-in-progress	1,475.02	1,681.11
Total	4,722.77	7,648.93
Net (Increase)/decrease	(396.03)	2,926.16

38. EMPLOYEE BENEFITS EXPENSE

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
a. Salaries, wages & bonus*	1,622.11	1,455.66
b. Contribution to provident and other funds	95.56	137.24
c. Staff welfare expenses	38.52	50.46
d. Directors remuneration including perquisites and commission	313.22	228.91
Total	2,069.40	1,872.27

* Salaries, wages and bonus excluded the salaries paid to the staff related to R & D, is debited to Research and Development expenses.

The Code on Social Security, 2020 ('Code') relating to employees benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

39. FINANCE COSTS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
a. Interest		
Term loans	486.82	403.72
Working capital	691.21	913.31
b. Other financial costs		
Bank and other charges	76.95	84.93
Total	1,254.98	1,401.96

40. DEPRECIATION AND AMORTISATION EXPENSE

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
Depreciation/Amortisation for the year on tangible assets, intangible assets and right of use assets	1,612.35	1,462.54
Amortization for the year on right-of-use assets	9.92	23.91
Amortization for the year on intangible assets	0.04	-
Depreciation and amortisation relating to continuing operations	1,622.32	1,486.45

41. OTHER EXPENSES

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
Power and fuel	3,641.41	4,656.21
Consumption of stores and spare parts	431.68	540.57
Pollution treatment expenses	772.40	792.35
Repairs to machinery	215.60	244.69



41. OTHER EXPENSES (Contd.)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
Repairs to building	8.63	8.19
Repairs to Other Assets	19.31	25.13
Manufacturing & Labour Charges	1,442.45	1,290.70
Freight and forwarding Expenses	650.26	1,028.51
Other Selling and Distribution Expenses	241.54	265.01
Rent	74.38	63.23
Rates & Taxes (excluding taxes on income)	15.26	8.59
Insurance	88.07	91.60
Travelling, conveyance & vehicle expenses	69.61	78.95
Directors travelling expenses	147.42	150.57
Auditors remuneration*	7.04	7.29
Directors sitting fees	2.68	2.76
Legal & professional expenses	195.10	286.58
General charges	110.61	104.17
Research and development expenses (Refer Note: 47)	32.16	77.15
Expenditure towards corporate social responsibility activities (Refer Note: 51)	53.70	72.93
Expected credit loss provision	-	0.59
Preliminary expenditure written off	0.05	-
Balances written off	13.61	-
Loss on sale of Property, plant & equipment	0.80	0.11
Total	8,233.77	9,795.89

41.1 Payment to Auditors

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
Audit fees	7.04	7.29
Total	7.04	7.29

42. OTHER COMPREHENSIVE INCOME

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
Items that will not be reclassified to Profit and Loss		
Other comprehensive income/(expense) FVOCI	46.19	24.19
Re-measurement Gain/(loss) of defined benefit plan	7.41	(5.43)
Income tax relating to items that will not be reclassified to profit or loss	(3.46)	(6.63)
Items that will be reclassified to Profit and Loss		
Effective portion of Gain/(loss) on cashflow hedges	-	-
Income tax that will be reclassified to profit and loss	-	-
	50.14	12.13

43. EARNING PER SHARE

Basic and diluted earnings per share

Earning per share is calculated by dividing the Profit/(Loss) attributable to the Equity Shareholders by the weighted average number of Equity Shares outstanding during the year. The numbers used in calculating basic and diluted earning per Equity Share as stated below:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	March 31, 2024	March 31, 2023
Profit for the year	2,004.69	(1,164.90)
Net Profit attributable to equity shareholders	2,004.69	(1,164.90)
Profit after taxation before exceptional items	2,004.69	(1,164.90)
Number of equity shares for basic EPS	1,17,82,262	1,17,82,262
Number of equity shares for diluted EPS	1,17,82,262	1,17,82,262
Nominal value per share	10	10
Basic earning per share	17.01	(9.83)
Diluted earning per share	17.01	(9.83)

44. INCOME TAXES

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
A. The major components of income tax expense for the year as under:		
Current tax		
In respect of current year	321.02	(2.12)
Deferred tax		
In respect of accumulated depreciation	(198.98)	277.58
In respect of other comprehensive income from investments	(11.94)	(6.69)
In respect of defined benefit plan for employees	117.31	(196.06)
Total deferred tax	(93.61)	74.83
Total tax expenses charged to statement of Profit and Loss	227.41	72.71

B. Reconciliation of effective tax rate

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	March 31, 2024	March 31, 2023
Applicable Tax Rate	25.168%	25.168%
Profit before tax	(769.98)	(1,774.17)
Income not considered for tax purpose	50.14	12.13
Expenses not allowed for tax purpose	(457.23)	-
Carried forward Depreciation Losses	(757.19)	-
Tax payable at lower rate	2,149.48	-
Net Taxable income for the year	215.22	(1,762.04)
Effective Tax for the year		
Effective tax at lower rate	294.00	-
Total current tax calculated for the year	27.02	-
Excess provision	-	-
Effective current tax rate for the year	12.55%	-



45. CONTINGENT LIABILITIES

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
In respect of Income Tax	39.85	46.33
Letter of Credit and Bank Guarantees issued by bankers and outstanding at the end of the year	555.57	599.26
Corporate Guarantee	502.36	-

46. CAPITAL COMMITMENT

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Estimated amount of contracts/purchase orders remaining to be executed and not provided for Capital goods/Capital work in progress	-	5,467.18

47. RESEARCH AND DEVELOPMENT

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Capital Goods		
Machinery and equipment for research laboratory	-	-
Total capital expenditure	-	-
Revenue expenses		
Salaries & wages	19.44	67.21
Laboratory chemicals and other goods	12.49	9.34
Stationery	-	0.04
Consumable stores	-	-
Travelling expenses	-	-
Conveyance expenses	-	-
Testing expenses	-	0.03
Seminar for R & D	-	-
Sampling expenses	-	-
Electricity expenses	-	0.16
Total revenue expenditure	31.93	76.78
Total expenditure towards R & D	31.93	76.78

48. EMPLOYEE BENEFITS

In compliance with the Accounting Standard on "Employee Benefits" (AS 19) notified by Companies (Accounting Standards) Rules, 2006, the following disclosures have been made:

1. Defined Contribution Plan:

The Group has recognized the following amount as an expense:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Contribution to provident and other funds	70.70	61.81

2. Defined Benefit Plan

Table Showing change in the present value of projected benefit obligation

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Present Value of Benefit Obligation at the Beginning of the Period	469.42	343.23
Interest cost	35.13	33.47
Current service cost	30.67	33.31
Past service cost	-	-
Liability transferred in/acquisitions	-	121.04
(Liability transferred out/divestments)	-	-
(Gains)/losses on curtailment	-	-
(Liabilities extinguished on settlement)	-	-
(Benefit paid directly by the employer)	(6.06)	(32.65)
(Benefit paid from the fund)	(1.93)	-
The effect of changes in foreign exchange rates	-	-
Actuarial (gains)/losses on obligations - due to change in demographic assumptions	-	-
Actuarial (gains)/losses on obligations - due to change in financial assumptions	9.16	(6.23)
Actuarial (gains)/losses on obligations - due to experience	(6.22)	(22.74)
Present value of benefit obligation at the end of the period	530.16	469.42

Table showing changes in the fair value of plan assets

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Fair value of plan assets at the beginning of the period	182.64	105.16
Interest income	13.67	11.60
Contributions by the employer	10.19	5.34
Expected contributions by the employees	-	-
Assets transferred in/acquisitions	-	65.15
(Assets transferred out/divestments)	-	-
(Benefit paid from the Fund)	(1.93)	-
(Assets distributed on settlements)	-	-
Effects of asset ceiling	-	-
The effect of changes In foreign exchange rates	-	-
Return on plan assets, excluding interest income	9.85	(4.61)
Fair value of plan assets at the end of the period	214.42	182.64

Amount recognized in the Balance Sheet

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
(Present value of benefit obligation at the end of the period)	(530.16)	(469.42)
Fair value of plan assets at the end of the period	214.42	182.64
Funded status (surplus/(deficit))	(315.74)	(286.78)
Net (liability)/asset recognized in the balance sheet	(315.74)	(286.78)

Net interest cost for current period

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Present value of benefit obligation at the beginning of the period	469.42	343.22
(Fair value of plan assets at the beginning of the period)	(182.64)	(105.16)
Net liability/(asset) at the beginning	286.78	300.21
Interest cost	35.13	33.47
(Interest income)	(13.67)	(11.60)
Net interest cost for current period	21.46	21.88

Expenses recognized in the Statement of Profit or Loss for current period

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Current service cost	30.67	33.31
Net interest cost	21.46	21.87
Past service cost	-	-
(Expected contributions by the employees)	-	-
(Gains)/losses on curtailments and settlements	-	-
Transfer in/(out)	-	-
Expenses recognized	44.56	55.18

Expenses recognized in the other comprehensive income (OCI) for current period

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Actuarial (gains)/losses on obligation for the period	2.93	(28.99)
Return on plan assets, excluding interest income	(9.85)	4.61
Change in asset ceiling	-	-
Net (income)/expense for the period recognized in OCI	(7.96)	(24.37)

Balance Sheet reconciliation

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Opening net liability	286.77	238.07
Expenses recognized in Statement of Profit or Loss	52.13	55.18
Expenses recognized in OCI	(6.92)	(24.37)
Net liability/(asset) transfer In	-	55.88
Net (liability)/asset transfer out	-	-
(Benefit paid directly by the employer)	(6.06)	(32.65)
(Employer's contribution)	(10.19)	(5.34)
Net liability/(asset) recognized in the Balance Sheet	315.72	286.78

Category of assets

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Government of India Assets	-	-
State Government Securities	-	-

Category of assets (Contd.)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Special Deposits Scheme	-	-
Debt Instruments	-	-
Corporate Bonds	-	-
Cash and Cash Equivalents	-	-
Insurance fund	214.43	182.64
Asset-Backed Securities	-	-
Structured Debt	-	-
Other	-	-
Total	214.43	182.64
Other details		
No. of active members	310	231
Per month salary for active members	92.95	78.12
Weighted average duration of the projected benefit obligation	48	30
Average expected future service	69	50
Projected benefit obligation	530.16	469.42
Prescribed contribution for next year (12 Months)	66.90	63.50

Net interest cost for next year

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Present value of benefit obligation at the end of the period	530.16	469.42
(Fair value of plan assets at the end of the period)	(214.43)	(182.64)
Net liability/(asset) at the end of the period	315.72	286.78
Interest cost	38.26	35.13
(Interest income)	(15.47)	(13.67)
Net interest cost for next year	22.79	21.46

Expenses recognized in the Statement of Profit or Loss for next year

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Current service cost	15.63	29.20
Net interest cost	17.32	21.46
(Expected contributions by the employees)	-	-
Expenses recognized	32.94	50.66

Maturity analysis of the benefit payments: from the employer

Projected benefits payable in future years from the date of reporting		
1 st Following Year	212.98	200.62
2 nd Following Year	13.27	7.91
3 rd Following Year	9.79	12.41
4 th Following Year	26.00	9.14
5 th Following Year	11.72	23.85
Sum of Years 6 To 10	144.75	106.45



Sensitivity analysis

(All amounts are in ₹ Lakhs, unless otherwise stated)

Impact of change in discount rate when base assumption is decreased/increased by 100 basis point	As at 31 st March, 2024	As at 31 st March, 2023
Present Value of Obligation for Discount Rate @ 5.90%	472.48	440.76
Present Value of Obligation for Discount Rate @ 7.90%	543.88	503.19

(All amounts are in ₹ Lakhs, unless otherwise stated)

Impact of change in salary increase rate when base assumption is decreased/increased by 100 basis point	As at 31 st March, 2024	As at 31 st March, 2023
Present Value of Obligation for Salary Increment Rate @ 5.00%	543.95	492.38
Present Value of Obligation for Salary Increment Rate @ 7.00%	471.84	440.13

(All amounts are in ₹ Lakhs, unless otherwise stated)

Impact of change in discount rate when base assumption is decreased/increased by 100 basis point	As at 31 st March, 2024	As at 31 st March, 2023
Present value of obligation for withdrawal rate @ 1.00%	508.40	472.92
Present value of obligation for withdrawal rate @ 3.00%	501.64	465.34

49. SEGMENT REPORTING

The Group has reported segment information as per the Ind AS 108, "Operating Segments", as below:

Name of Segment	Main Product Groups
Chemicals	Dyes and Pigments
Life Science Chemicals	API and API Intermediates

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
I Segment Revenue		
(a) Pigments	33,499.74	38,326.28
(b) API	9,405.16	12,714.19
Total	42,904.90	51,040.47
Less: Inter Segment Revenue	-	-
Total Revenue	42,904.90	51,040.47
II Segment Results		
(a) Pigments	2,807.18	(665.08)
(b) API	238.84	292.87
Total	3,046.03	(372.21)
Less:		
Finance Costs	1,254.98	1,401.96
Total Profit Before Tax	1,791.05	(1,774.17)
III Segment Assets		
(a) Pigments	57,881.64	57,297.16
(b) API	15,180.03	9,439.47
Less: Elimination	15,587.26	12,066.30
Total Assets	57,474.40	54,670.33
IV Segment Liabilities		
(a) Pigments	22,895.92	23,963.00
(b) API	12,337.99	6,564.97
Less: Elimination	4,354.52	1,862.81
Total Liabilities	30,879.39	28,665.16

Business Combinations

Note: On April 18, 2022, the Company entered into an closing agreement to purchase 78% shareholding of the Atlas Life Sciences Private Limited for a consideration of ₹ 48 crores from its existing shareholders with remaining 22% to be acquired in future as per certain terms and conditions. The acquisition was accounted for as a Business Combination using the acquisition method of accounting in accordance with Ind AS 103 'Business Combinations'. The purchase price has been allocated to the assets acquired and liabilities assumed based on the fair values at the date of acquisition. The excess of the purchase price over the fair value of the net assets acquired has been allocated to Goodwill.

Details of amount paid and payable, including allocation based on Purchase Price accounting in accordance with Ind AS 103 are summarised below:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2023
Purchase consideration as per Ind AS 103	4,800.00
Identifiable net assets on date of purchase (18.04.2022) as per Ind AS 103	2,186.73
Goodwill	2,613.27

Non-controlling Interest

On March 26, 2024, the Company has acquired remaining 22% equity in Atlas Life Sciences Limited at a cash consideration of ₹ 965 Lakhs. Any difference between the amount of the adjustment to non-controlling interest and any consideration paid is recognised within equity.

50. RELATED PARTY DISCLOSURES AND THEIR RELATIVES

Related Party Disclosures as required by Accounting Standard Ind AS 24 issued by Institute of Chartered Accountants of India are given below:

1. Related Parties and Nature of Relationship

a) Enterprises in which Key Managerial Personnel (KMP) and their relatives have significant influence:

AksharChem (India) Ltd
 Skyjet Aviation Pvt Ltd
 Skyways
 Gokul M. Jaykrishna HUF
 Hunter Wealth Management LLP
 Plutoeco Enviro Association - Associate Company
 Pluto Associates LLP

b) Key Managerial Personnel:

Mrs. Paru M. Jaykrishna -
 Chairperson and Managing Director
 Mr. Gokul M. Jaykrishna -
 Joint Managing Director and CEO
 Mr. Arjun M. Jaykrishna -
 Executive Director
 Mr. Mitesh Patel -
 Executive Director (w.e.f 25.10.2023)
 Mr. Narendra Rathi -
 Chief Financial Officer (upto 29.05.2023)
 Mr. Alok Jhawar -
 Chief Financial Officer (w.e.f 11.10.2023)
 Mr. Saji V Joseph -
 Company Secretary

c) Relative of Key Managerial Personnel

Mr. Mrugesh Jaykrishna

2. Details of Transactions during the year

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
A Enterprises own or significantly influenced by key managerial personnel or their relatives		
1 Aksharchem (India) Ltd		
Purchase of Goods	32.67	41.39
Sales of Goods	49.63	-
2 Skyways		
Rent Paid	3.60	2.29
3 Hunter Wealth Management LLP		
Rent/Maintenance Income	-	1.20

2. Details of Transactions during the year (Contd.)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
4 Gokul M. Jaykrishna HUF		
Rent Paid	-	8.25
5 Pluto Associates LLP		
Rent Paid	63.00	18.00
B Key Managerial Personnel and their relatives		
1 Mrs. Paru M. Jaykrishna		
Remuneration	60.00	42.00
Perquisites	3.25	-
Provident Fund Contribution	8.64	5.04
2 Mr. Gokul M. Jaykrishna		
Remuneration	120.00	86.45
Commission	-	-
Perquisites	0.24	0.12
Provident Fund Contribution	3.36	3.36
3 Mr. Arjun G. Jaykrishna		
Remuneration	72.00	40.64
Perquisites	0.08	0.29
Commission	-	-
4 Mr. Mrugesh Jaykrishna		
Consultancy	29.31	29.31
5 Mr. Mitesh Patel (w.e.f. 25.10.2023)		
Salary and allowances	16.81	-
6 Mr. Narendra Rathi (upto 29.05.2023)		
Salary and allowances	4.38	24.93
7 Mr. Alok Jhawar (w.e.f. 11.10.2023)		
Salary and allowances	18.54	-
8 Mr. Saji V Joseph		
Salary and allowances	15.92	15.88
C Outstanding payables/(receivables) to/from Related parties and key Managerial persons		
1 Aksharchem (India) Ltd	(2.65)	41.38
2 Skyways	0.27	0.53
3 Skyjet Aviation Pvt Ltd	(1.06)	(0.63)
4 Hunter Wealth Management LLP	-	(1.20)
5 Pluto Associates LLP	-	4.05
6 Mr. Paru M. Jaykrishna	3.07	-
7 Mr. Gokul M. Jaykrishna	39.53	37.46
8 Mr. Mrugesh Jaykrishna	2.24	2.24
9 Mr. Arjun G. Jaykrishna	14.48	10.55
10 Mr. Mitesh Patel (w.e.f. 25.10.2023)	2.78	-
11 Mr. Alok Jhawar (w.e.f. 11.10.2023)	2.42	-
12 Mr. Narendra Rathi (upto 29.05.2023)	-	1.81
13 Mr. Saji V Joseph	1.21	1.26

51. DISCLOSURE ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES U/S 135 OF THE COMPANIES ACT, 2013 IS AS UNDER:



a. Gross amount required to be spent by the Company during the year: ₹ 46.73 Lacs (Previous year ₹ 65.35 Lacs)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Amount required to be spent by the Company during the year	46.73	65.35
Amount of expenditure incurred on:		
(i) Construction/acquisition of any assets	-	-
(ii) On purposes other than (i) above	47.50	65.93
Shortfall at the end of the year	(0.77)	(0.58)
Total of previous year shortfall	-	-
Reason for shortfall	-	-
Nature of CSR activities	Education, skilling, health, environmental sustainability, Rural Development activities	

52. CAPITAL MANAGEMENT

For the purpose of the Group capital management, capital 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 manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Borrowings (Note No: 24 & 28)	19,719.80	17,967.98
Less: Cash and cash equivalents (Note No: 15)	(67.70)	(71.37)
Net Debt	19,652.09	17,896.61
Total Equity	26,595.00	26,005.17
Total Equity and net debt	46,247.09	43,901.78
Gearing Ratio	0.42:1	0.41:1

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest bearing loans and borrowing in the current period.

As at March 31, 2024, the Group has only one class of equity shares. No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2024 and March 31, 2023.

53. DIVIDEND

The Board of Directors has recommended final dividend for the financial year 2023-24 on Equity Share Capital 5% (₹ 0.50 Per Equity of face value of ₹ 10/- each) subject to approval of the shareholders in the ensuing Annual General Meeting (AGM).

54. FINANCIAL RISK MANAGEMENT - OBJECTIVES AND POLICIES

The Group's financial liabilities comprise other than derivatives mainly of borrowings, trade payables and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets, other than derivatives, include trade and other receivables, other balances with banks, loans, investments and cash and cash equivalents that arise directly from its operations.

The Group's activities are exposed to Credit risk, Market risk and Liquidity risk.

The Board of Directors of the Group are overall responsible for the establishment and oversight of the Group's risk management framework. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Group's audit committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

54.1 Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and loans. The carrying amounts of financial assets represent the maximum credit risk exposure.

Trade receivables and loans

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base. The Group has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. Sale limits are established for each customer and reviewed quarterly. Any sales

exceeding those limits require approval from the management of the Group.

The Group limits its exposure to credit risk from trade receivables by establishing a maximum payment period of 120 days for customers. More than 85% of the Group's customers have been transacting with the Group for over four years, and none of these customers' balances are credit-impaired at the reporting date.

Confirmation of balances from Debtors & Loans and Advances have been received and the same is being reconciled.

Cash and cash equivalents

The Group holds cash and cash equivalents of ₹ 67.70 Lakhs at March 31, 2024 (March 31, 2023: ₹ 71.37 Lakhs). The cash and cash equivalents are held with bank and cash on hand.

54.2 Liquidity Risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. The Group uses process costing to cost its products, which assists it in monitoring cash flow requirements and optimizing its cash return on investments.

54.3 Market Risk

Market risk is the risk that changes in market prices – such as foreign exchange rates and interest rates – will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

54.4 Interest rate risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the Group's position with regards to the interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

With all other variables held constant, the following table demonstrates the impact of the borrowing cost on floating rate portion of loans and borrowings and excluding loans on which interest rate swaps are taken.



(All amounts are in ₹ Lakhs, unless otherwise stated)

Nature of Borrowing	Change in basis points	Impact on PAT	
		As at 31 st March, 2024	As at 31 st March, 2023
Borrowing from Bank	0.5%	(38.76)	(41.16)
	-0.5%	38.76	41.16

54.5 Foreign Currency Risk

The Group is exposed to transactional foreign currency risk to the extent that there is a mismatch between the currencies in which sales, purchases, receivables and borrowings are denominated and functional currency. The functional currency of the Group is INR. The currencies in which these transactions are primarily denominated are US dollars.

The Group Forex risk management policy is to hedge currency exchange fluctuation and mitigate currency volatility and risks and to avoid uncertainties in cash flows. All foreign currency exposures – financial assets and liabilities and firm commitments (imports) & probable forecast transactions (exports) which are off-balance sheet exposures are covered under Forex risk management policy.

Hedging of trade exposures viz., imports and exports are generally hedged on net exposures basis. The Group mostly uses forward exchange contracts to hedge its currency risks mostly with the maturity of less than one year from the reporting date. The Group does not use derivative financial instruments for trading or speculative purposes.

Outstanding foreign exchange exposure

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
Trade receivables		
Rupees	3,544.50	3,238.45
Trade payables		
Rupees	1,028.82	717.60
Net exposure in rupees	2,515.68	2,520.85

Forward Exchange Contracts

Particulars	Currency	Year ended 31 st March, 2024	Year ended 31 st March, 2023	Cross Currency
Net Exposure	US \$	30.86	31.07	Rupees

Risk over uncovered foreign currency

Particulars	Currency	Year ended 31 st March, 2024	Year ended 31 st March, 2023	Cross Currency
Exposure covered	US \$	-	-	Rupees
Un hedged Exposure	US \$	30.86	31.07	Rupees
Un hedged Exposure	₹	2,520.40	2,522.17	
Risk over uncovered exposure @ 5% +/- Forex Rate fluctuation	₹	127.11	127.92	

Price Risk

Investment Price Risk

The Group's exposure to price risk arises from investments in equity and mutual fund held by the Group and classified in the balance sheet at fair value through profit or loss. To manage its price risk arising from investments, the Group diversifies its portfolio.

Sensitivity Analysis

The table below summarises the impact of increase/decrease of the index on the Group's equity and profit for the period. The analysis is based on the assumption that the price of the instrument has increased by 3% or decreased by 3% with all other variables held constant.

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Movement in Rate	Impact on OCI	
		As at 31 st March, 2024	As at 31 st March, 2023
Equity Shares (Quoted)	3%	0.14	1.68
Equity Shares (Quoted)	-3%	(0.14)	(1.68)

Commodity Price Risk

Principal Raw Materials for Group's products are Phthalic Anhydride and Cuprous Chloride. Group sources its raw material requirements from domestic markets as well as from International Markets. Group effectively manages availability of material as well as price volatility through well planned procurement and inventory strategy and also through appropriate contracts and commitments.

55. FINANCIAL INSTRUMENTS - FAIR VALUES & RISK MANAGEMENT

Accounting Classifications & Fair Value Measurements

The fair values of the financial assets and liabilities are measured 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.

All financial instruments are initially recognized and subsequently re-measured at fair value as described below:

1. The fair value of investment in quoted equity shares and mutual funds is measured at quoted price or NAV.
2. Fair values of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short-term maturities of these instruments.
3. Financial instruments with fixed and variable interest rates are evaluated by the Group based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on the evaluation, allowances are taken to account for the expected losses of these receivables.
4. The fair value of forward foreign exchange contracts and currency swaps is determined using forward exchange rates and yield curves at the balance sheet date.

The Group uses the following hierarchy for determining and disclosing the fair values of financial instruments by valuation technique:

Level 1: This includes financial instruments measured using quoted prices. The fair value of all equity instruments that are traded on the stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market (for example over-the-counter derivatives) is determined using valuation techniques, which maximise the use of observable market data and rely as little as possible on entity-specific estimates. The mutual fund units are valued using the closing net assets value. If all significant inputs 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 not based on observable market data, the instrument is included in level 3.

II. Figures as at 31st March, 2023

(All amounts are in ₹ Lakhs, unless otherwise stated)

	Carrying Amount	Fair value		
		Level 1	Level 2	Level 3
Financial assets at amortised cost:				
Investments (non-current)	50.83	-	-	50.83
Non-current loans	-	-	-	-
Other non-current financial assets	168.34	-	-	168.34
Trade receivables	10,707.09	-	-	10,707.09
Cash and cash equivalents	71.37	-	-	71.37
Bank balances other than cash and cash equivalents	810.10	-	-	810.10
Current loans	7.58	-	-	7.58
Other current financial assets	18.73	-	-	18.73
TOTAL	11,834.04	-	-	11,834.04
Financial assets at fair value through profit or loss:				
Investments (current)	-	-	-	-
Investments (non-current)	74.90	74.90	-	-
TOTAL	74.90	74.90	-	-
Financial liabilities at amortised cost:				
Borrowings (non-current)	5,595.34	-	-	5,595.34
Borrowings (current)	12,372.64	-	-	12,372.64
Trade payables	8,147.70	-	-	8,147.70
Other financial liabilities	88.03	-	-	88.03
TOTAL	26,203.71	-	-	26,203.71

III. Figures as at 31st March, 2024

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Carrying Amount	Fair value		
		Level 1	Level 2	Level 3
Financial assets at amortised cost:				
Investments (non-current)	50.30	-	-	50.30
Non-current loans	0.50	-	-	0.50
Other non-current financial assets	245.60	-	-	245.60
Trade receivables	12,243.45	-	-	12,243.45
Cash and cash equivalents	67.70	-	-	67.70
Bank balances other than cash and cash equivalents	191.96	-	-	191.96
Current loans	6.13	-	-	6.13
Other current financial assets	9.94	-	-	9.94
TOTAL	12,815.59	-	-	12,815.59
Financial assets at fair value through profit or loss:				
Investments (current)	-	-	-	-
Investments (non-current)	-	-	-	-
TOTAL	-	-	-	-
Financial liabilities at amortised cost:				
Borrowings (non-current)	6,917.92	-	-	6,917.92
Borrowings (current)	12,801.87	-	-	12,801.87
Trade payables	7,958.70	-	-	7,958.70
Other financial liabilities	154.73	-	-	154.73
TOTAL	27,833.23	-	-	27,833.23



56. OFFSETTING FINANCIAL ASSETS AND LIABILITIES

The Group has not offset any financial asset and financial liability. It offsets a financial asset and a financial liability when it currently has a legal enforceable right to set-off the recognised amounts and it intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

a) Master netting arrangements – not currently enforceable

Agreements with derivative counterparties are based on an ISDA Master Agreement. Under the terms of these arrangements, only where certain credit events occur (such as default), the net position owing/receivable to a single counterparty in the same currency will be taken as owing and all the relevant arrangements are considered as terminated. As the Company does not presently have a legally enforceable right of set-off, these amounts have not been offset in the Standalone Balance Sheet.

b) Collateral against borrowings

The Company has hypothecated | mortgaged assets as collateral against a number of its sanctioned line of credit (Refer Note 24) for further information on assets hypothecated | mortgaged as security). In case of default as per borrowing arrangement, such collateral can be adjusted against the amounts due.

57. ADDITIONAL REGULATORY INFORMATION-RATIOS

Ratio	Numerator	Denominator	FY 2023-24	FY 2022-23	% Change	Reason for Change
Current Ratio (In times)	Total Current Assets	Total Current Liabilities	1.15	1.12	2%	Below threshold of 25%
Debt-Equity ratio (in times)	Total Debt	Total Equity	0.74	0.69	7%	Below threshold of 25%
Debt service coverage ratio (in times)	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest payments + Principal repayments	1.45	0.37	291%	Increase in net profits
Return on equity ratio (in %)	Profit After Tax	Average Total Equity	6%	-7%	187%	Increase in net profits
Trade receivables turnover ratio (in times)	Total Net Sales	Average trade receivables	3.71	5.09	-27%	Decrease in sales and increase in trade receivables
Trade payables turnover ratio (in times)	Total Purchases	Average trade payables	3.72	4.32	-14%	Below threshold of 25%
Inventory Turnover Ratio	Total Net Sales	Average Inventory	4.97	5.23	-5%	Below threshold of 25%
Net capital turnover ratio (in times)	Total Net Sales	Average Working Capital (i.e. Total Current Assets less Total Current Liabilities)	14.94	8.91	68%	Decrease in average working capital
Net profit ratio (in %)	Profit After Tax	Revenue from Operations	4%	-4%	201%	Increase in net profits
Return on capital employed (in %)	Profit Before Tax and finance Costs	Capital employed = Net worth + Deferred tax liabilities + Borrowings	1%	-1%	222%	Increase in net profits

58. DISCLOSURE OF ADDITIONAL INFORMATION AS REQUIRED BY DIVISION II OF SCHEDULE III TO THE COMPANIES ACT, 2013

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Net Assets i.e. Total Assets - Total Liabilities		Share in Profit and Loss		Share in Other Comprehensive Income/(Loss)		Share in Total Comprehensive Income/(Loss)	
	As % of consolidated net assets	₹	As % of consolidated Profit and Loss	₹	As % of consolidated Other Comprehensive Income/(Loss)	₹	As % of consolidated Total Comprehensive Income/(Loss)	₹
Parent								
Asahi Songwon Colors Limited	98.42%	26,175.83	168.38%	2632.79	110.61%	55.46	166.58%	2,688.25
Sub-total (A)	98.42%	26175.83	168.38%	2,632.79	110.61%	55.46	166.58%	2688.25
Subsidiary								
Asahi Tenants Colors Private Limited	23.30%	6,196.62	-31.86%	(498.21)	-0.87%	(0.44)	-30.90%	(498.65)
Atlas Life Sciences Private Limited	11.42%	3,040.09	8.53%	133.40	-6.94%	(3.48)	8.05%	12992
Atlas Life Sciences (India) Private Limited	1%	(198.06)	-12.73%	(199.02)	0.00%	-	-0.12	(199.02)
Sub-total (B)	33.99%	9040.74	-36.06%	(563.83)	-7.81%	(3.92)	-35.18%	(567.75)
Non-Controlling Interest (C)	11.42%	3,036.35	-28.21%	(441.05)	-2.79%	(1.40)	-27.42%	(442.45)
Adjustment arising out of Consolidation (D)	43.83%	11,655.84	-4.11%	(64.27)	-	-	-3.98%	(64.27)
Total (A+B+C-D)	100.00%	26595.00	100.00%	1,563.64	100.00%	50.14	100.00%	1,613.78



59. ADDITIONAL REGULATORY INFORMATION - RECONCILIATION OF QUARTERLY STOCK STATEMENTS SUBMITTED TO BANKS WHERE BORROWINGS HAVE BEEN AVAILED BASED ON SECURITY OF CURRENT ASSETS

Quarter	Name of Bank	Particulars of securities provided	Amount as per books of accounts	Amount as reported in quarterly statement	Amount of difference	Reason for Difference
June, 2023	State Bank of India	Inventory - Raw Material	1,843.92	1,829.81	14.11	
June, 2023	State Bank of India	Inventory - Stock in process	190.63	188.35	2.28	
June, 2023	State Bank of India	Inventory - Finished Goods	1,937.14	1,981.89	(44.75)	
June, 2023	State Bank of India	Inventory - Finished Goods in transit	360.29	384.81	(24.52)	
June, 2023	State Bank of India	Inventory - Stores & Packing Materials	215.88	215.89	(0.01)	
June, 2023	State Bank of India	Trade Receivables	6,041.12	5,868.82	172.30	
September, 2023	State Bank of India	Inventory - Raw Material	1,842.68	1,832.16	10.52	
September, 2023	State Bank of India	Inventory - Stock in process	114.56	114.56	-	
September, 2023	State Bank of India	Inventory - Finished Goods	2,513.10	2,513.10	-	
September, 2023	State Bank of India	Inventory - Finished Goods in transit	335.10	321.30	13.80	
September, 2023	State Bank of India	Inventory - Stores & Packing Materials	242.27	242.27	-	
September, 2023	State Bank of India	Trade Receivables	4,823.43	4,723.51	99.92	
December, 2023	State Bank of India	Inventory - Raw Material	1,448.43	1,434.86	13.57	Refer Note Below
December, 2023	State Bank of India	Inventory - Stock in process	172.50	172.50	-	
December, 2023	State Bank of India	Inventory - Finished Goods	2,988.51	2,988.52	(0.01)	
December, 2023	State Bank of India	Inventory - Finished Goods in transit	515.94	515.94	-	
December, 2023	State Bank of India	Inventory - Stores & Packing Materials	201.42	201.43	(0.01)	
December, 2023	State Bank of India	Trade Receivables	6,194.04	5,931.77	262.27	
March, 2024	State Bank of India	Inventory - Raw Material	1,401.01	1,401.01	-	
March, 2024	State Bank of India	Inventory-Stock in process	219.76	216.66	3.10	
March, 2024	State Bank of India	Inventory- Finished Goods	3,045.85	3,058.35	(12.50)	
March, 2024	State Bank of India	Inventory- Finished Goods in transit	122.18	118.60	3.58	
March, 2024	State Bank of India	Inventory- Stores & Packing Materials	220.24	220.24	-	
March, 2024	State Bank of India	Trade Receivables	7,705.06	7,469.28	235.78	

Note: Reason for Differences

- The differences in inventories and trade receivables are majorly on account of goods in transit where the goods have been physically dispatched from the Company location however, the same has not been considered as revenue from the purpose of revenue recognition principles and hence reversed from books of accounts for respective quarter ends. Similarly, goods in transit for goods which have not reached respective Company locations are not considered however, considered as purchases as per accounting principles. This has lead to offsetting differences between Inventory, trade receivables and trade payable balances.
- The management, basis their understanding with banks, submits stock statement of physical stock as available at respective locations at the period end. Accordingly adjustment for goods in transit (inward and outward) is not considered for the purpose of filing returns with banks.

60. BUY-BACK OF SHARES

In accordance with the provisions contained in the SEBI (Buy-back of Securities) Regulations, 2018 and the Companies Act, 2013 and rules made thereunder, the board of directors in its meeting held on May 19, 2022 had approved a proposal of buyback of 2,40,000 Equity Shares (representing 2% of the total paid-up equity share capital of the Company) at a price of ₹ 400/- per Equity Share, which opened on June 22, 2022 and closed on July 05, 2022 and settlement date for the Buyback offer was July 15, 2022. Accordingly, the Company has bought back and extinguished a total of 2,40,000 Equity Shares at an buyback price of ₹ 400/- per Equity Shares. The buyback resulted in a cash outflow of ₹ 960 Lacs (excluding transaction costs).

Particulars	Year ended 31 st March, 2023
Date of Board meeting approving the buy-back	19-May-2022
Date of Buy Back opening date	22-Jun-2022
Date of Buy Back closing date	5-Jul-2022
Date of Buy Back settlement date	15-Jul-2022
Numbers of shares bought back	2,40,000
Face value of shares bought back	₹ 10.00
Buy-back of price approved by the Board	₹ 400.00
Consideration paid towards buy-back (excluding transaction costs)	₹ 960.00 Lacs

Pursuant to the buy-back, the Company has adjusted premium per share and expenses on buy-back of aggregating ₹ 557.13 Lacs from securities premium and ₹ 378.87 Lacs from General Reserve . Further, an amount of 24.00 Lacs (equivalent to the face value of shares) has been transferred to capital redemption reserve and debited to general reserve.

61. EXCEPTIONAL ITEMS

Exceptional Item include sale of leasehold land located at Saykha Industrial Estate, Village Saykha, Tal. Vagra, Dist. Bharuch for a total consideration of ₹ 4,657.21 Lakhs resulting into a gain of ₹ 2,561.03 Lakhs (net of transaction cost and incidental costs). Tax expense on the exceptional item amounting to ₹ 294 Lakhs is included in current tax expense.

62. EVENTS AFTER THE REPORTING DATE

There was no significant event after the end of the reporting period, which require any adjustment or disclosure in the Consolidated Financial Statements.

63. The Group do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

64. The Group do not have any transactions with companies struck off.

65.The Group do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

66. The Group have not traded or invested in Crypto currency or Virtual Currency during the financial year.

67. The Group have not 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.

68. The Group have 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:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries); or
- b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

For, Talati and Talati LLP
Chartered Accountants
ICAI Firm Registration No.: 110758W/W100377

Kushal U. Talati
Partner
Membership No.: 188150

Place: Ahmedabad
Date: May 28, 2024

69. The Group have 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:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries); or
- b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

70. AUTHORISATION FOR ISSUE OF THE STANDALONE FINANCIAL STATEMENTS

The Consolidated Financial Statements are approved for by Audit Committee and the Board of Directors at their respective meeting conducted on May 28, 2024.

The figures of the previous period have been regrouped/reclassified, wherever necessary, so as to be in conformity with the figures of the current period's classification/disclosure.

For and on behalf of the Board of
Directors of
Asahi Songwon Colors Limited
CIN: L24222GJ1990PLC014789

Alok Jhavar
Chief Financial Officer

Paru M. Jaykrishna
Chairperson & Mg. Director
(DIN: 00671721)

Saji V. Joseph
Company Secretary
Membership No.: F 9596

Gokul M. Jaykrishna
Jt. Managing Director & CEO
(DIN: 00671652)

Place: Ahmedabad
Date: May 28, 2024

Corporate Information



BOARD OF DIRECTORS

Mrs. Paru M. Jaykrishna
Chairperson & Managing Director

Mr. Gokul M. Jaykrishna
Jt. Managing Director & CEO

Mr. R. K. Sukhdevsinhji*

Mr. Arvind Goenka*

Mr. Samvegbhai Arvindbhai Lalbhai
(Appointed w.e.f. September 02, 2024)

Mr. Sudhin Bhagwandas Choksey
(Appointed w.e.f. August 10, 2024)

Mr. Jayprakash M. Patel
(Resigned w.e.f. August 10, 2024)

Dr. Pradeep Jha*

Mr. Munjal M. Jaykrishna

Mr. Anil Jain
(Appointed w.e.f. July 27, 2024)

Mr. Arjun Gokul Jaykrishna
Executive Director

Mrs. Shivani Revat Lakhia

Mr. Mitesh Patel
Executive Director
(Appointed w.e.f. October 25, 2023)

CHIEF FINANCIAL OFFICER

Mr. Alok Jhawar

COMPANY SECRETARY

Mr. Saji V. Joseph

AUDITORS

Talati & Talati LLP

*Ceased to be Director w.e.f. August 11, 2024

BANKERS

State Bank of India
Federal Bank Limited
HDFC Bank Limited

REGISTERED OFFICE

“Asahi House”, 20, Times Corporate Park,
Thaltej-Shilaj Road
Thaltej, Ahmedabad – 380 059 Gujarat (India)
CIN: L24222GJ1990PLC014789

REGISTRAR AND SHARE TRANSFER AGENTS

Link Intime India Private Limited

C-101, 247 Park, L.B. S Marg,
Vikhroli (West)
Mumbai – 400 083
Tel: 022- 49186270

Works: Pigment Blue Division

429-432 Village Dudhwada
ECP Channel Road, Taluka – Padra,
District – Vadodara
Gujarat - 391 450 (India)

AZO Pigment Division

D-2-CH-39, GIDC Estate, Dahej - II
Ta: Vagra, Bharuch, Gujarat – 392 110, India

API Division

Atlas Life Sciences Private Limited
C-1/360-361, GIDC, Odhav,
Ahmedabad – 382 415, Gujarat.

Atlas Life Sciences (India) Private Limited
Survey No. 1203, Village: Chhatral,
Chhatral - Kadi Road,
Dist: Gandhinagar (Gujarat)



ASAHI SONGWON COLORS LIMITED

“Asahi House”
20, Times Corporate Park
Thaltej - Shilaj Road, Thaltej,
Ahmedabad - 380 059, India

CIN : L24222GJ1990PLC014789