

7th September, 2024

To,
The Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai- 400 001
Scrip Code: 530627

Dear Sir/Madam,

Sub: Submission of copy of the Annual Report for the Financial Year 2023-24 along with the Notice of 52nd Annual General Meeting of Vipul Organics Limited, pursuant to the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the notice of 52nd Annual General Meeting of the Company along with the copy of Annual Report for the financial year 2023-24.

The 52nd Annual General Meeting of the Company will be held on **Monday, 30th September, 2024 at 3.30 p.m. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without physical presence of the Members at a common venue in terms of the applicable provisions of the Companies Act, 2013 and MCA General Circular No. 10/2022 dated 28th December, 2022 read with General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020 and 02/2022 dated 5th May, 2022 issued by the Ministry of Corporate Affairs.

The same is being dispatched to the shareholders of the Company by the permitted mode(s).

The same is also available on the website of the Company viz. www.vipulorganics.com and on the website of CDSL viz. www.evotingindia.com.

Kindly take the above on your record.

Thanking You,

Yours faithfully,

For Vipul Organics Limited



Priya Shadija
Company Secretary and Compliance Officer
Membership No. 72549

Vipul Organics Limited

Corporate Office : B-603A, Kaledonia Bldg., Sahar Road, Off W. E. Highway, Andheri (East), Mumbai - 400 069, India.

Regd. Office : 102, Andheri Industrial Estate, Off Veera Desai Road, Andheri (West), Mumbai - 400 053, India.

CIN: L24110MH1972PLC015857

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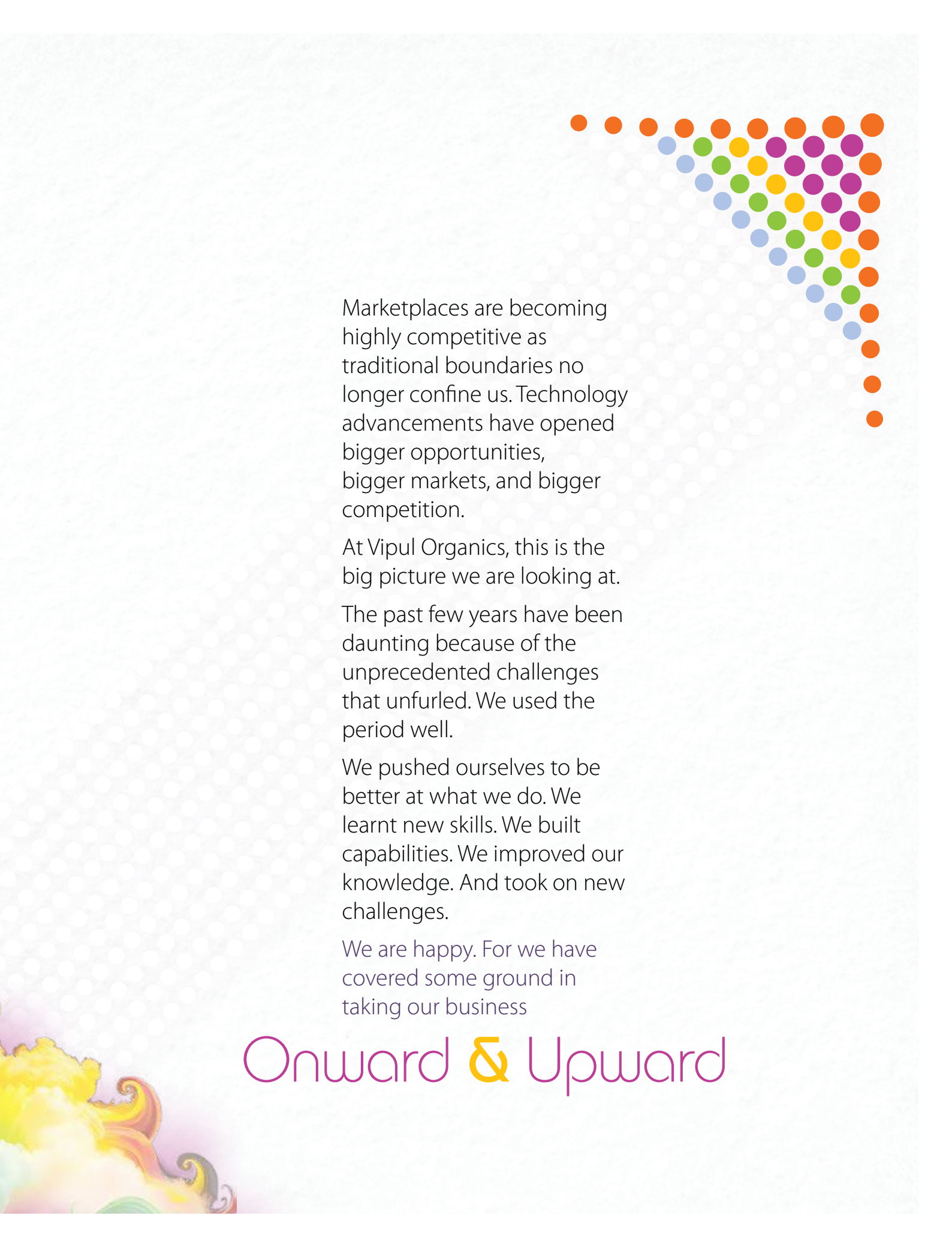
Onward & Upward

"We will move forward, we will move upward, and yes,
we will move onward"
DON QUAYLE

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Marketplaces are becoming highly competitive as traditional boundaries no longer confine us. Technology advancements have opened bigger opportunities, bigger markets, and bigger competition.

At Vipul Organics, this is the big picture we are looking at.

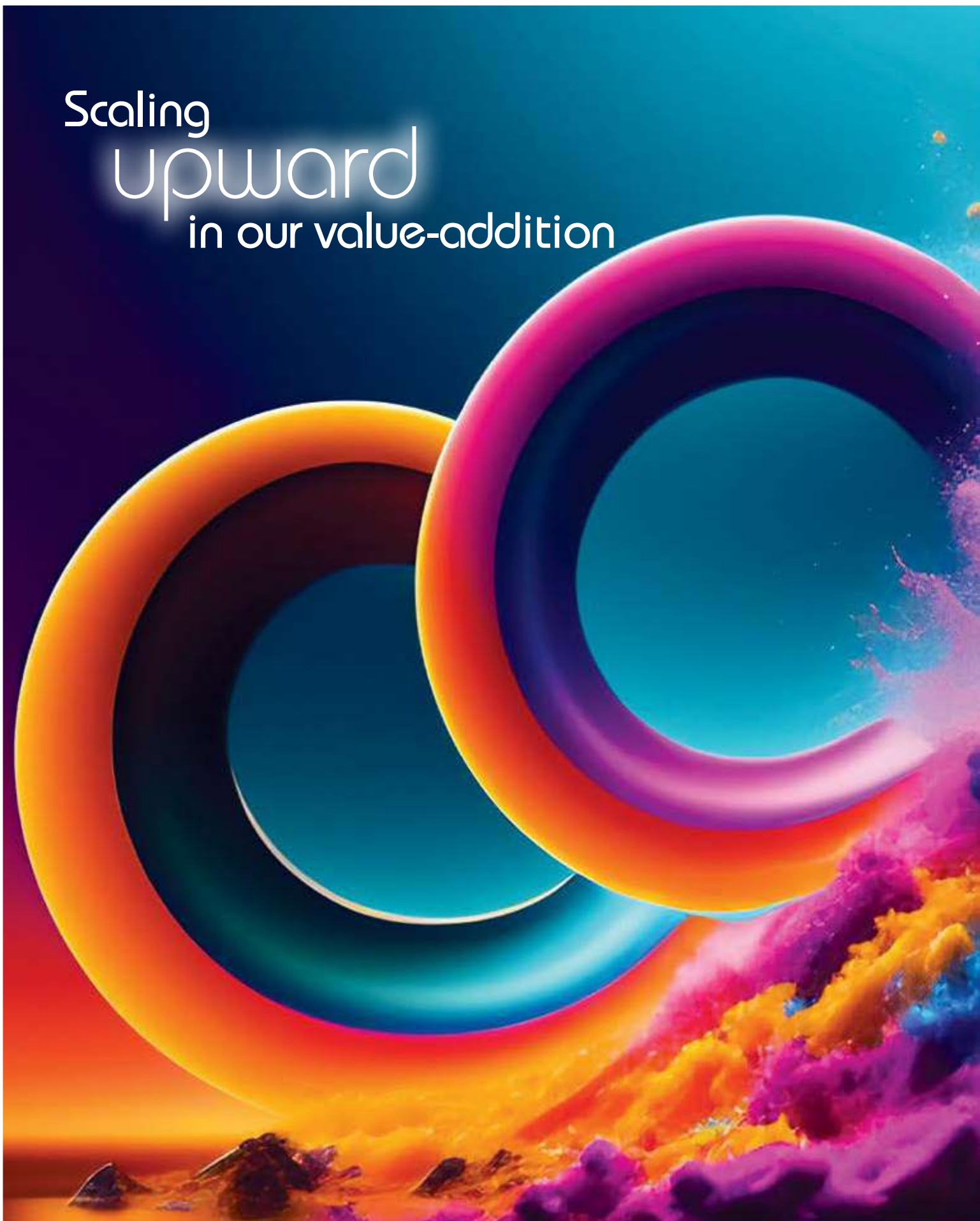
The past few years have been daunting because of the unprecedented challenges that unfurled. We used the period well.

We pushed ourselves to be better at what we do. We learnt new skills. We built capabilities. We improved our knowledge. And took on new challenges.

We are happy. For we have covered some ground in taking our business

Onward & Upward

Scaling
upward
in our value-addition





At Vipul Organics, innovation serves as the cornerstone of our business strategies. It enables us to explore new business segments and unlocks fresh growth opportunities. This strategic approach positions us for sustained success and competitive advantage.

Having worked for nearly two years in developing Paper Dyes, we launched SunPulp Dispersions and SunDirect Dyes in 2022. In 2023, we launched the Sunlonic range of modified Basic Dyes / Cationic

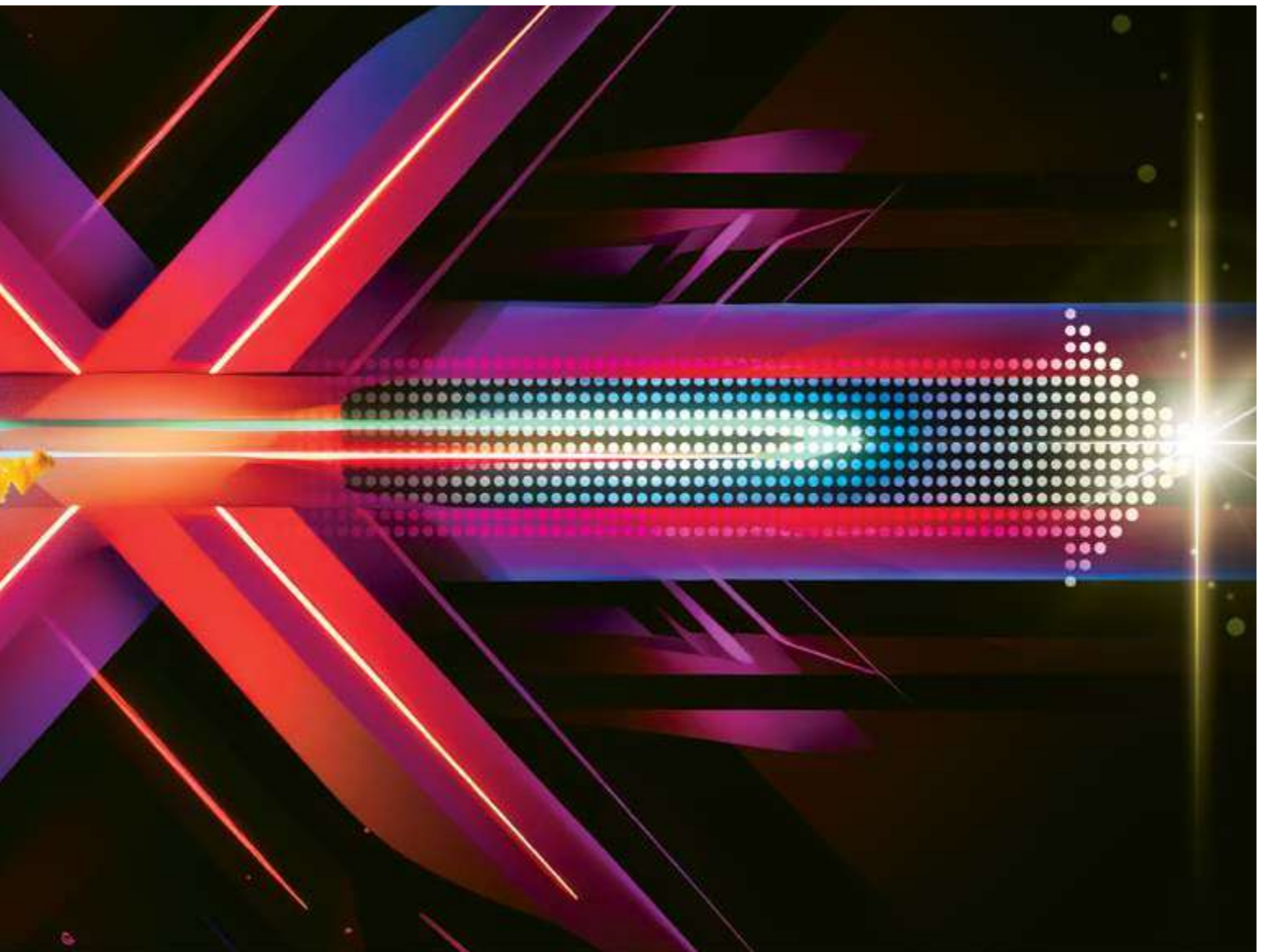
Dyes developed specially for paper customers who have Size Press, as well as a series of Colorants which can replace the traditional dyes in paper coating applications.

Within two years, we have become the preferred colourant supplier to the paper industry for our innovative, high-quality products for the industry. Towards the close of FY24, we received a large order from a reputed paper company.

The paper segment has made a healthy contribution to our topline in FY24. We are also on course to meet our target of ₹50 crore from this user sector over the next three years.



Moving
onward
in our global acceptance



At Vipul Organics, we firmly believe that quality is remembered long after price is forgotten. With this philosophy as our guiding star, we have focused on producing sustainable products.

FY24 was a heartening reward for our persistent efforts in this sphere.

We received the OEKO-TEX ECO PASSPORT for our entire Pigment and Reactive Dyes product range for the textile industry under the brand names SunPrint® and SunActive, respectively. This means that the entire product range of Vipul

Organics for the Textile Industry is now certified as ZDHC (Zero Discharge of Hazardous Chemicals) Level 3.

We are one of the very few global companies that have been awarded this certificate.

Moreover, we stand out as one of the only companies with an entire range of over 170+ products certified for level 3 Pigment Dispersions for textile printing under our SunPrint brand,

positioning us as one of the largest in the category of Pigments. Over 100+ products for Reactive Dyes under the brand name of SunActive are also certified Level 3.

By being recognised as a manufacturer of eco-friendly dyes, Vipul Organics is well-positioned to serve as a preferred partner for sustainable textile and garment manufacturers worldwide.

"With new products,
capabilities and a global certifications,
we are poised to make the most of
emerging opportunities
in India and the geographies of our
presence"







Dear
Shareholders,



FY24 has been an important milestone that will alter the course of our Company and elevate its position as a reputed global player. I am pleased to take you through this eventful period, which has been particularly satisfying.

Let me begin with the financial performance. Our top line saw a robust increase of 12%, driven by a healthy uptick in demand from diverse user sectors, particularly the paper segment. Our business profitability also saw a significant boost, with EBITDA and Net Profit growing by 8% and 69%, respectively.

Our products for the paper sector gained appreciable momentum as we undertook numerous initiatives to increase their awareness. We participated in PAPEREX, an internationally renowned series of exhibitions and conferences focusing on Paper, Pulp and all Allied Industries. We are hopeful of generating interesting leads for our Paper Dyes.

Our recent order wins from leading domestic paper companies provide considerable optimism for the future.

I am pleased to share that we recently conducted the Bhoomi Poojan ceremony at our proposed greenfield facility in Sayakha, Gujarat. This state-of-the-art plant will specialise in producing pigments, pigment intermediaries, and high-





performance colours. It represents a significant step forward for Vipul Organics, offering robust backward and forward integration.

With the establishment of this new facility, Vipul Organics is poised to become a global leader in pigment and colourant manufacturing, rivalling even the largest capacities outside of China. Over the past few years, we have diligently focused on cost optimisation and enhancing our product portfolio. The Sayakha Plant marks a crucial milestone in our journey toward achieving these goals.

As a proactive step to reach global customers, we are establishing our sales office in the US, the largest global consumer of dyes and pigments. Our presence will allow us to serve our clients better. Moreover, it will provide invaluable insights into emerging trends around the globe.

The most important highlight of the year was our OEKO-TEX ECO PASSPORT certification, which positions our complete SunPrint and SunActive ranges for the textile industry to be the most eco-friendly in the category.

With environmental consciousness becoming the defining factor for vendor selection for most global players, especially in the textile space, Vipul Organics, with this certification, will progressively emerge as the dyes and pigments partner of choice for the world's most sustainable textile and garment manufacturers. Additionally, we will leverage our eco-friendly products to strengthen our presence in other verticals, such as cosmetics, a large and growing market.

We have strengthened our R&D team and provided all necessary resources to create new products that will allow us to entrench our presence in new user sectors. Alongside this, we are also strengthening our marketing team to ensure that we are able to make the right noise about our products in the appropriate aisles, which will allow us to grow the business and unlock value for all our stakeholders.

Moving into FY25, I remain optimistic about our prospects. The world economy appears to be settling down after the multi-faceted and unexpected challenges it endured in the previous year. Advanced economies should report stable economic growth in 2024, which will greatly uplift consumer confidence and propel consumption.

India has firmed its position as the outlier in the global ecosystem, reporting a resilient economic performance that is expected to continue for a few years into the future. Moreover, India's economic narrative paints a much brighter

picture. With a government-led push to infrastructure investments and pragmatic policies such as the production-linked incentives scheme, private capex has seen a surge. This rise holds the potential to correct extensive product under-consumption across the decade, helping India retain its position among the fastest-growing global economies.

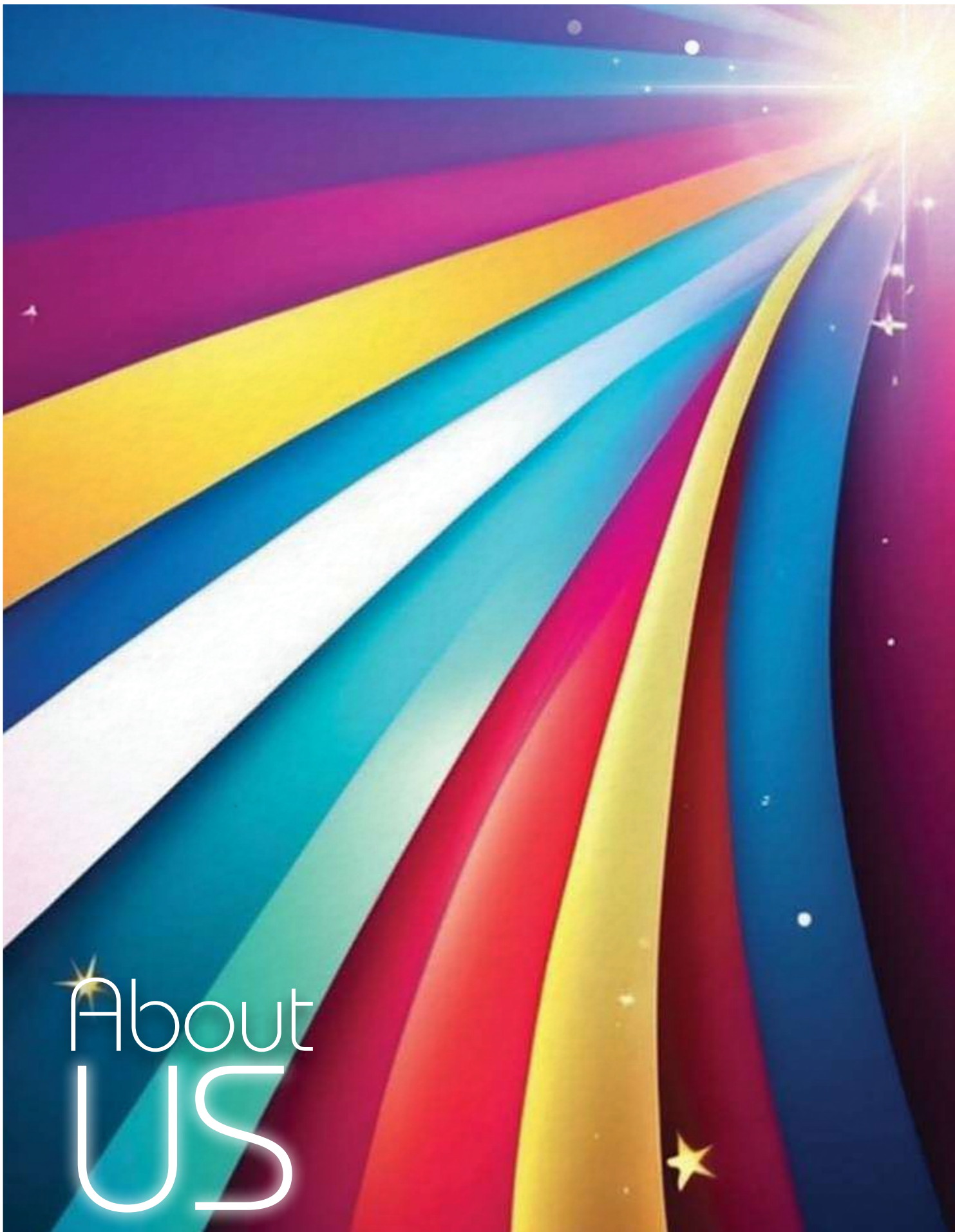
With new products, capabilities and a global certifications, we are poised to make the most of emerging opportunities in India and the geographies of our presence.

As we progress, we will remain steadfast in executing our strategy with a sharp focus on growth. Your Company is committed to strengthening its core businesses, accelerating innovation, and unlocking efficiencies while exploring new opportunities.

I am grateful for your unwavering support and the dedication of our employees, both of which have been instrumental in the steady progress the Company has made thus far.

We value your partnership and look forward to reaching new heights together.

Warm regards,
VIPUL SHAH
Managing Director



About
US

Headquartered in Mumbai, Vipul Organics manufactures a diverse range of products, including pigment powder, pigment dispersion, leather dyes, naphthols, fast colour bases, and fast colour salts & dyes. These products cater to various industries such as printing ink, cosmetics & food industry, paper, paint, plastic, leather and textiles.

Mr. Vipul P. Shah and a team of enthusiastic and knowledgeable professionals lead the Company's day-to-day operations. The Company is committed to adopting sustainable manufacturing practices and has significantly invested in environmental protection efforts.



Vision

Make each individual's life on the planet colourful with our wide palette of colours.



Mission

To develop and nurture long-lasting business relationships with our customers by increasing the ambit and application of our colours, providing the best quality and cost-effective colouring solutions that meet the changing needs of our global clients.

Numbers that deliver value

50⁺

Experience in the sector (Years)

3

Manufacturing facilities

350⁺

Team size, March 31,2024

22⁺

Distributors

50⁺

Global presence (Nations)

15,099.13

Revenue from Operations FY 24
(₹ in Lakh)

22⁺

Profit After Tax FY 24
(₹ in Lakh)

50⁺

Networth FY 24
(₹ in Lakh)

29,927.31

Market Capitalisation as on
March 31, 2024 (₹ in Lakh)



Making a mark in the domestic market

Among the
Top 5

AZO organic pigments

Among the
Top 3

in pigment dispersion

Among the
Top 2

in pigment dispersion for paper

Among the
Top 2

in of Naphthol

Largest

in Fast Salt and Fast Base



Our journey in every shade

1998

Set up Ambernath plant



2000

Entered the European market



2001

Entered the US market



2017

Renamed as Vipul Organics Ltd.



2019

Transformed into a Digital enterprise with the implementation of SAP





2023

Received multiple certifications:

- DHC certificate
- OEKO-TEX® ECO PASSPORT Certificate
- REACH Certificate



2022

Certified with the ISO 45001:2018 & ISO 14001: 2015 certifications



2021

Acquired the Sayakha plot in Gujarat



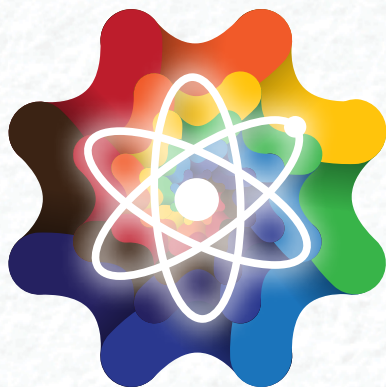
2020

Commenced operations at the Tarapur facility



Our interconnected chemistry

Our ability to combine diverse strengths enables us to develop tailored solutions for the chemical industry and beyond. We are evolving into a customer-focused, solution-oriented company by harnessing this interconnected chemistry.



What sets us apart

To ensure our clients benefit from top-quality products at competitive prices, we employ a three-dimensional approach:

- We source raw materials exclusively from reputable suppliers
- We conduct most processes in-house to maintain consistent high quality, enabling rigorous quality control and cost optimisation
- We maintain a robust supply chain, ensuring ample raw materials and finished goods for swift customer delivery

Why choose us?

- Backward-Forward integration helps maintain consistency in quality
- Specialisation in customised products
- Dedicated technical and marketing teams for customer support
- Full commitment to ethics, people, and the environment
- Good platform for any kind of large-scale collaboration
- Rapidly expanding global network





Manufacturing infrastructure

Vipul Organics has facilities near Mumbai, allowing it to connect seamlessly with global customers. Equipped with state-of-the-art

technology and equipment, these facilities ensure prompt response times to fulfil client needs. Over its 50+ years of operation, the Company

has evolved into a prominent and highly regarded internationally and domestically renowned organisation.



Palghar

This unit is one of the world's largest facilities for producing Blue B Base.

Just 80 kilometres from Mumbai, Vipul Organics operates three factories in Palghar, where it produces a variety of products, including OrthoDianisidine (Di Hcl), OT Base, 5COT (Red TR), Fast Bases, Vat Dyes, and Pigment Intermediates.



Tarapur

This is one of the largest Zero Liquid Discharge plants in pigments. Located a short distance from Palghar and approximately 100 km north of Mumbai, this unit specialises in the production of pigment powder and pigment dispersions.



Ambarnath

This unit is one of the world's largest producers of fast salts. Equipped with advanced technology, state-of-the-art equipment and a skilled workforce, this facility excels in manufacturing top-quality naphthols, pigment powders, pigment dispersions, reactive dyes, acid dyes, and direct dyes. Located just 60 km south of Mumbai in Ambarnath, it enjoys excellent rail and road connectivity to the city.

Our products

Our product range includes Pigment Powder, Pigment Dispersion, Textile Dyes, Paper Dyes, Leather Dyes, Naphthols, Fast Colour Bases, Fast Colour Salts and Dyes Intermediates.

We cater to diverse industries such as paint, plastic, textiles, printing ink, cosmetics, food industry, paper, and more, serving clients domestically and internationally.

Beyond our strong local presence, we have established a significant global footprint spanning over 50 countries.

ORGANIC PIGMENTS

- Azo
- Pthalos
- HPPs
- Dispersion

TEXTILE DYES

- Reactive dyes
- Direct dyes
- Acid
- Pigment dyes
- Solvent dyes

INTERMEDIATES

- Naphthols
- Fast base
- Fast Salt



OUR DIVERSIFIED PORTFOLIO

Our sectoral footprint



TEXTILES



PAINT



PRINTING INK



PLASTIC & MASTER BATCHES



LATEX



AGRICULTURE



LEATHER



PAPER & PACKAGING



FOOD, BEVERAGES & CONFECTIONARIES



DIETARY SUPPLEMENT



Our global footprint



ARGENTINA



GERMANY



JORDAN



PORTUGAL



TAIWAN



BANGLADESH



GHANA



KAZAKHSTAN



RUSSIA



TANZANIA



BELGIUM



GREECE



KENYA



SAUDI ARABIA



THAILAND



BRAZIL



GUATEMALA



MALAYSIA



SENEGAL



TURKEY



CANADA



HOLLAND



MEXICO



SINGAPORE



UAE



CHILE



HONG KONG



MYANMAR



SOUTH AFRICA



UK



CHINA



INDIA



NIGERIA



SOUTH KOREA



USA



COLOMBIA



INDONESIA



PAKISTAN



SPAIN



UZBEKISTAN



EGYPT



IRAN



PERU



SRI LANKA



VIETNAM



ETHIOPIA



ITALY



PHILIPPINES



SWITZERLAND



FRANCE



JAPAN



POLAND



SYRIA



Our brand spectrum

SunTONE[®]

(PIGMENT POWDER)

Our flagship brand specialises in various pigment powders used in applications including coatings, plastics, printing ink and more.

SunACTIVE[®]

(REACTIVE DYES FOR TEXTILES)

These are premium reactive dyes crafted for dyeing and printing textiles to deliver outstanding quality.

SunTHOL[®]

(NAPTHOLS)

It comprises a high-quality selection of naphthols used in textile dyeing and pigment manufacturing.





SunPULP[®]

(PIGMENT DISPERSIONS FOR PAPER & PULP COATING)

This is our newest product range, which was launched recently. It features an advanced line of pigment dispersions tailored for the pulp and paper industry.

SunCOAT[®]

(FINE PASTE FOR PAINT & COATING)

This series represents a meticulously crafted collection of pigment dispersions designed for paint and coating applications. Our dispersions, emulsions, and pastes are entirely free from VOCs, alkyl/nonyl phenol, ethoxylates, and formaldehyde, adhering to the highest global standards.

SunPRINT[®]

(PIGMENT PASTE FOR TEXTILES)

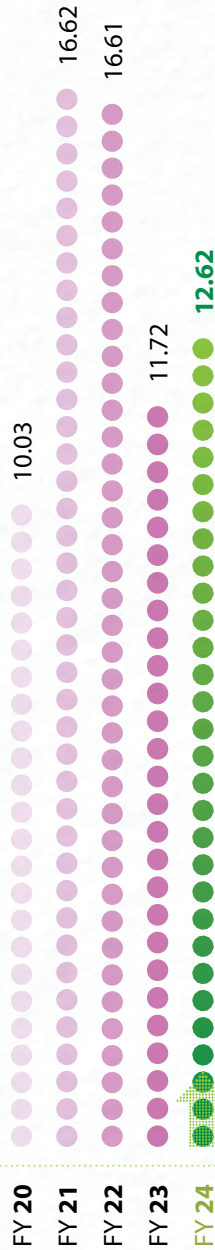
This includes a thoughtfully developed, eco-friendly range of pigment dispersions for textile printing. Our SunPrint range complies with OEKO-TEX[®] ECO PASSPORT standards and meets ZDHC Level 3 compliance. These certifications indirectly ensure compatibility with GOTS, Bluesign[®], and INDITEX standards.

Key performance indicators

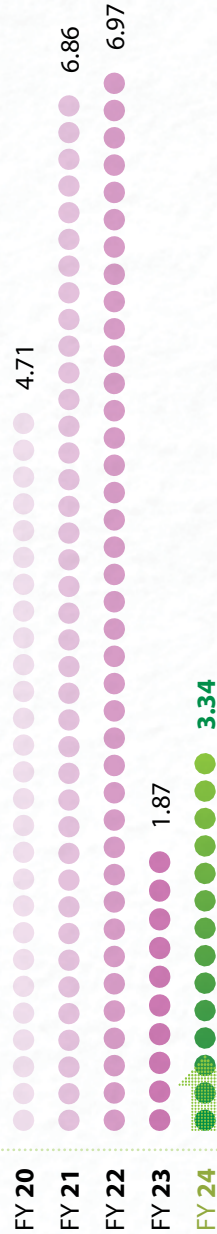
REVENUE FROM OPERATIONS
(₹ Crore)



EBITDA
(₹ Crore)



PROFIT AFTER TAX
(₹ Crore)

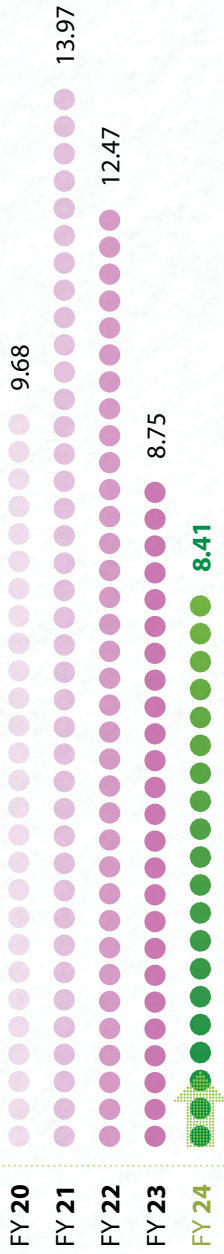


NET CASH FROM OPERATIONS
(₹ Crore)





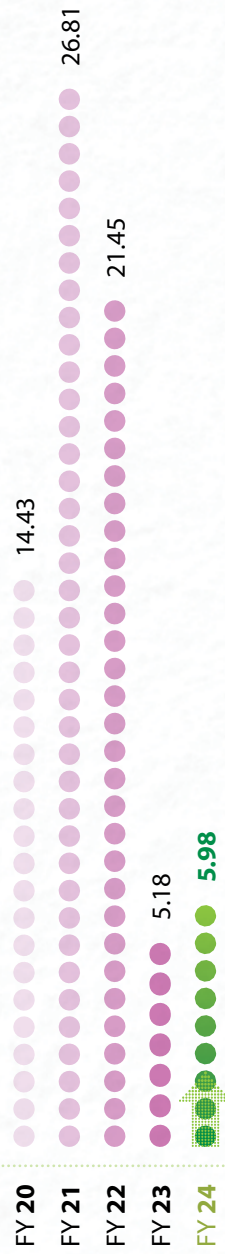
EBITDA MARGIN (%)



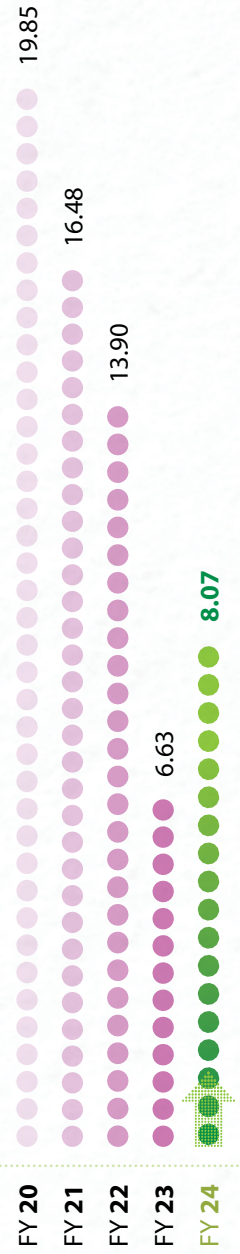
NET MARGIN (%)



RETURN ON EQUITY (%)



RETURN ON CAPITAL EMPLOYED (%)







Management discussion
analysis

An overview of the economic landscape

World Economy: The world economy proved more resilient than expected in 2023. Global output grew by an estimated 3.2%, driven by strong labour markets in major developed countries. These healthy job markets fuelled consumer spending even as central banks aggressively raised interest rates.

(Source: IMF)

Moderating inflation provided some relief. Declining energy and food costs brought inflation down in most regions, allowing central banks to pause or slow down any rise in interest rates. Several developed economies, particularly the U.S. and parts of Europe, witnessed a robust labour market recovery, with unemployment rates falling below pre-pandemic levels, reaching near-historic lows.

However, this positive trend was not mirrored globally. Developing economies facing a more varied path to recovery. These economies encountered a diverse range of challenges and opportunities. The outlook for 2024 appears encouraging, with headline inflation expected to decline further. Advanced economies are likely to achieve their inflation targets sooner than emerging market and developing economies.

Indian economy: Boosted by strong performances in manufacturing and mining, India's economy grew at an impressive rate of 8.2% in FY24. Manufacturing rebounded significantly with a 9.9% growth rate in FY 24, which was approximately 4.5 times the 2.2% contraction experienced in FY 23.

(Source: Economic Times)

FY24 saw success in the government's efforts to combat retail inflation. Consumer Price Index (CPI) inflation, a key indicator of retail price changes, experienced a significant decline from 6.7% in FY23 to 5.4% in FY24. This achievement brings

inflation closer to the upper limit of the government's inflation-targeting framework. Key governmental measures, including the reduction in petrol, diesel, and LPG prices, have played a significant role in achieving this milestone of inflation control.

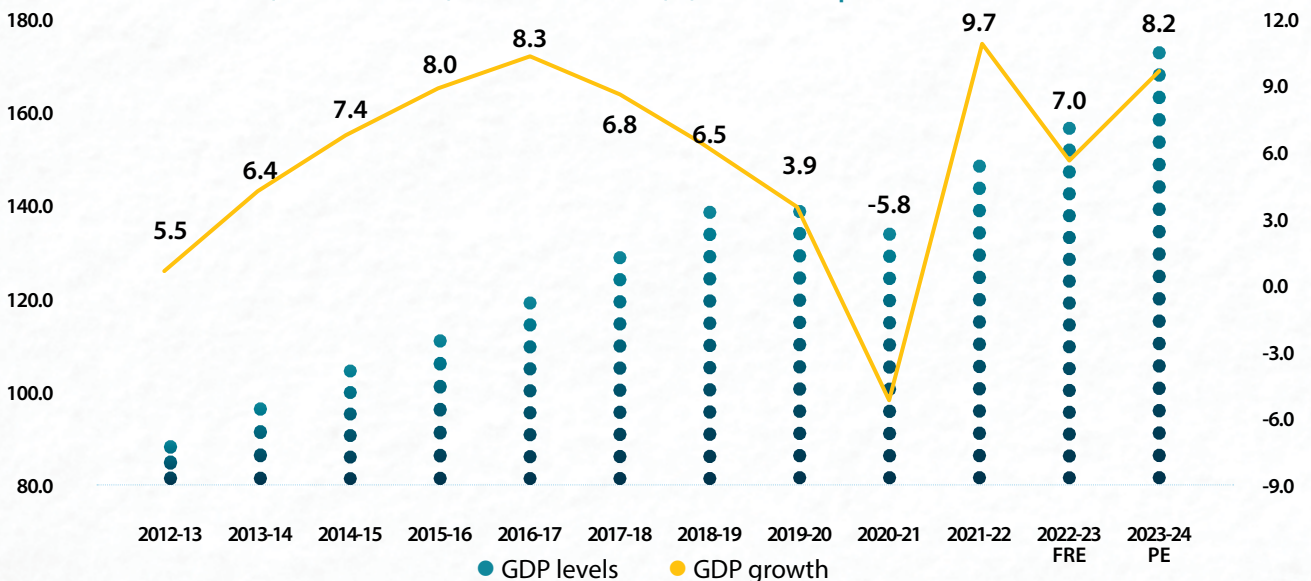
(Source: PIB)

The Gross GST collection for FY24 has achieved a milestone by surpassing ₹20 lakh crore to reach ₹20.14 lakh crore. This marks an impressive 11.7% growth compared to the preceding financial year, showcasing robust economic activity and revenue generation.

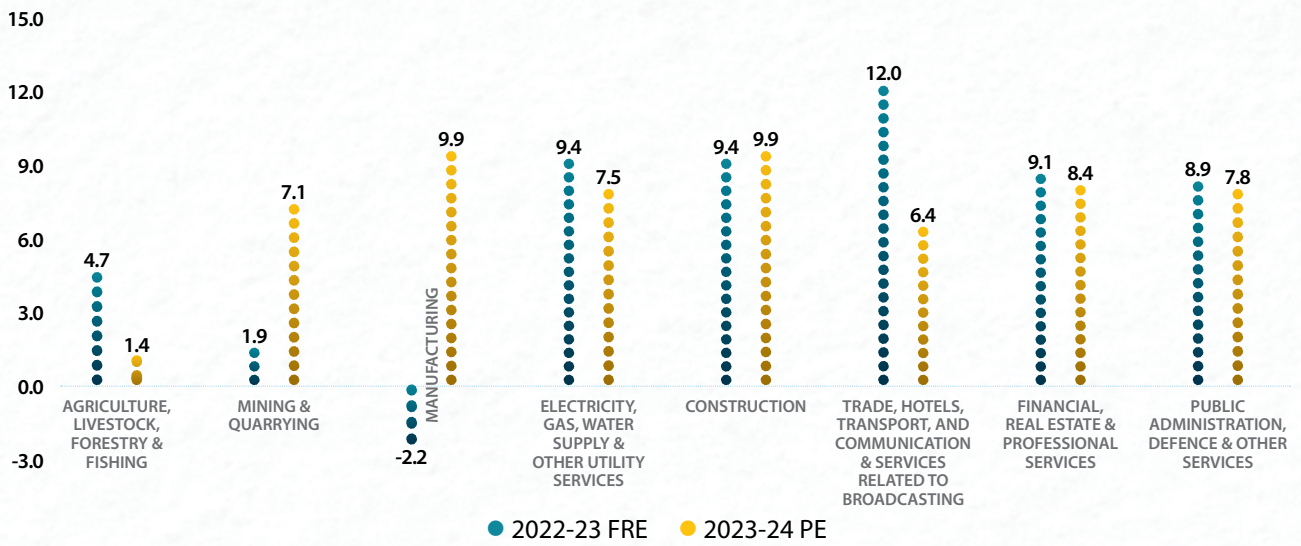
(Source: Economic Times)

The National Council of Applied Economic Research (NCAER) anticipates a robust GDP growth trajectory for FY25, projecting upwards of 7% and potentially nearing 7.5%. This optimistic outlook is supported by high-frequency indicators demonstrating resilience amidst a dynamic growth environment within the Indian economy.

Annual GDP estimates (in ₹ Lakh Crore) and Growth Rate (%) at constant prices



Sector-wise Growth Rates (%) of Real GVA in FY2022-23 & 2023-24



A narrative on the Dyes & Pigments space



Global market: The global dyes and pigments market is projected to grow from US\$44.68 billion in 2024 to US\$56.91 billion by 2032, at a CAGR of 5.1% over the forecast period.

(Source: Fortune Business Insights)

The market for pigments and dyes is supported by their essential role across diverse industries such as textiles, paints and coatings, plastics, printing inks, etc. Increasing awareness of environmental issues and a growing demand for sustainable, eco-friendly materials are major drivers in this sector.

Developed economies, in particular, are witnessing a growing trend towards sustainability, with consumers increasingly mindful of the environmental footprint of their purchases.

Organic and natural dyes and pigments are gaining traction due to their non-toxic nature and biodegradability, appealing significantly to environmentally conscious consumers. Consequently, manufacturers are actively investing in developing new sustainable products to cater to this burgeoning demand.

Amidst the backdrop of the pandemic, the packaging industry witnessed a surge in demand, driven by the necessity to ensure heightened protection for finished goods against the spread of the virus. Paperboard packaging, in particular, has emerged as a prominent trend in this evolving landscape. Its versatility, sustainability and ability to provide robust protection make it an attractive choice for manufacturers and consumers alike.

The dyes and pigment industry plays a crucial role in enhancing packaging materials' aesthetic appeal and functionality. With the rise of paperboard packaging, there is a growing requirement for dyes and

pigments that can meet the unique specifications of this material—ensuring vibrant colours, durability and resistance to external factors like moisture and light.

The rising demand for high-performance pigments, which offer superior properties such as light fastness, heat stability and chemical resistance, also contributes to the market growth. The automotive industry is a significant consumer of coatings, and the rising demand for customised colours and finishes is increasing the sales of specialised dyes and pigments. The increasing demand for high-performance coatings, such as those with improved durability, resistance to weathering and UV protection, is also driving the market's growth.

The Chinese dyes and pigments market held the largest share in 2023. The country's robust manufacturing capabilities, extensive export activities, and constant innovation make it a key player in shaping industry trends.



Indian Market: The Indian dyes and pigments market accounts for almost a quarter of the global market and is expected to grow at a CAGR of 11% between 2024 and 2032.

(Source: Claight)

The rising demand for organic pigments has established them as the predominant type of pigments produced in India, constituting 58% of the country's total pigment production.

(Source: Claight)

The demand for naphthols has been on the rise, driven by their widespread applications across various industries. Leading naphthol manufacturers in India have been crucial in addressing this growing need, supplying high-quality naphthols to both domestic and international markets. This increased demand is primarily fuelled by the expanding textile industry which requires premium dyes, the rising use of pigments in paints, inks, and plastics and the growth of the chemical and pharmaceutical sectors, which need reliable intermediates.

(Source: Company website)

The Indian dyes and pigment market had a challenging year in FY 24 because of the decline in demand

from its primary end-user, the textile industry. However going forward the demand for textiles along with other end user segments is expected to increase. This is because of the rising purchasing power of consumers and their evolving preferences for innovative and high-quality products. Urbanisation has intensified competition among major market players, resulting in the availability of a diverse range of products.

Simultaneously, the dye industry in India is ready for steady growth in the upcoming years, fuelled by environmental crackdowns in China that have led to the closure of several domestic dye manufacturers. India's favourable ecosystem, feedstock

availability, advanced technology and adherence to regulatory compliance standards give the country a strategic edge.

Also Europe's market share is declining owing to reasons such as costly labour/raw materials and skyrocketing prices of natural gas. This opens opportunities for Indian exporters to cater to Europe's top buyers like the US and UK.

This aligns perfectly with India's goal of becoming a manufacturing hub. By catering to this growing domestic demand for high-quality pigments Indian manufacturers can develop the expertise and capacity needed to compete in the global market. This in turn, will position them to capitalise on the opportunities presented by a thriving manufacturing sector contributing to India's target of adding US\$500 billion annually to the global economy.

As per industry experts, India now possesses the physical and digital infrastructure to enhance the manufacturing sector's economic share and emerge as a crucial player in global supply chains. A competitive manufacturing sector in India is anticipated to catalyse substantial economic growth, further contributing to the sector.



About Dyes & Pigments

Colour is a fundamental aspect of nature that enhances human life with beauty and intrigue. It arises from the spectrum of light interacting with the eye. A colourant refers to a substance applied to impart or alter the colour of materials.

Dyes and pigments are primary colourants used extensively across textiles, pharmaceuticals, food, cosmetics, plastics, paints, inks, photography and paper manufacturing. Dyes are organic compounds impart colour to various substrates like paper, leather, fur, hair, drugs, cosmetics, waxes, greases, plastics and textiles. They derive their colour from chromophores and are fixed through acid or basic groups.

Conversely, pigments are coloured, black, white or fluorescent solid particles, organic or inorganic, typically insoluble and chemically stable in their application mediums. They are utilised to colour paints, inks, plastics, fabrics, cosmetics, food and other materials.



A synopsis of the Company & its Performance

About the Company

Vipul Organics is a prominent player in the speciality chemicals sector, focusing on pigments and dyes. It manufactures products that cater to paints, plastics, paper, leather, and textiles.

Renowned for its production of pigments, dyestuffs, pigment intermediates, naphthol, fast salts and lake colours, the Company holds a significant position in the national market and operates globally across 50+ countries.

Based in Maharashtra, Vipul Organics operates three state-of-the-art facilities and has a world-class R&D centre dedicated to testing dye and pigment products. The Company leverages a robust distribution network in India and internationally, ensuring its products reach diverse markets worldwide.

Operational Performance

The Company has introduced innovative products including SunCos, SunSeed, and SunPulp, each meticulously designed to meet the specific needs of diverse industries. Vipul Organics has made significant investments in its new Research and

Development (R&D) and Application lab. This enables us to experiment with novel compounds, improve product performance, and ensure that our solutions are tailored to the latest industry standards and trends.

The Company has doubled its dispersion capacity, allowing it to serve our customers more quickly and efficiently with reduced lead times. Additionally Vipul Organics has expanded into the American market aiming to grow its presence. This expansion is a key part of the Company's strategy to reach more customers and continue to deliver high-quality dyes and pigments globally.



Financial Performance

Ratio	STANDALONE				CONSOLIDATED			
	March 31, 2024	March 31, 2023	% Variation	Reason for variation	March 31, 2024	March 31, 2023	% Variation	Reason for variation
Current ratio	1.26	1.35	-7		1.27	1.36	-7	
Debt-Equity ratio	0.48	0.53	-9		0.49	0.54	-9	
Debt Service coverage ratio	1.52	2.77	-45		1.52	2.74	-45	
Return on Equity ratio	5.98%	5.19%	15		5.99%	5.18%	16	
Inventory Turnover ratio	2.89	2.6	11		2.90	2.6	12	
Trade Receivables turnover ratio	3.90	3.54	10	Refer to Page 105 for Reasons for Variations	3.87	3.5	11	Refer to Page 155 for Reasons for Variations
Trade Payables turnover ratio	2.65	2.5	6		2.65	2.5	6	
Net Capital turnover ratio	7.94	6.22	28		7.7	6.05	27	
Net Profit ratio	2.22%	1.47%	51		2.21%	1.40%	58	
Return on Capital employed	8.07%	6.63%	22		8.07%	6.63%	22	
Return on Investment	3.55%	2.18%	63		3.55%	2.18%	63	





Internal Control Systems and their Adequacy

The Company believes that Internal Control is one of the key pillars of governance, which provides freedom to the management within a framework of appropriate checks and balances. The Company has a robust internal control framework, which has been developed considering the nature, size, and risks that could hinder the Company from achieving its objectives. The Company has a well-placed, proper, and adequate internal controls environment commensurate with its operations' size, scale, and complexities.

Internal control systems comprising policies and procedures are designed to ensure the reliability of financial reporting, compliance with policies, procedures, applicable laws and regulations, and that all assets and resources are acquired economically, used efficiently, and adequately protected. All the company processes are carried out on the SAP system.

The internal auditors and the finance team plan the yearly schedule in consultation with the Chief Financial Officer and Audit Committee.

The Audit Committee reviews the major findings of the internal audit. The periodic report prepared by the internal audit team creates the basis of certification provided by the Managing Director and Chief Financial Officer for financial reporting.



Human Resource Management

Vipul Organics relies on a committed and satisfied team whose dedication drives the Company to greater heights. The Company prioritises nurturing strong bonds with its employees to enhance their effectiveness in the workplace. It highly regards qualities like dedication, skill and contributions across all areas of operations.

As an educational and performance-driven organisation, the Company consistently invests in its employees by offering opportunities to expand their knowledge, refine their skills, and nurture their leadership qualities.

Its competitive compensation packages, top-tier recruitment practices, comprehensive training, motivational initiatives, and effective performance evaluations attract and retain top talent.

These strategies have effectively kept the Company's attrition rate significantly lower than the industry average. As of March 31, 2024, the Company had over 1,000 staff members.



Risk Management

In today's dynamic business environment, it is important to have a strong risk management system. This is because risk management helps to proactively identify and control threats and vulnerabilities that could impact the organisation negatively.

The Company has established a strong Enterprise Risk Management (ERM) Framework to manage risks and opportunities effectively. Vipul Organics has adopted a unified approach and standardised processes to ensure a cohesive and integrated strategy for handling risks and opportunities. This framework promotes a risk-aware culture characterised by independent, proactive and systematic risk management. It includes clearly defined roles, responsibilities, principles, standards, methods, tools and training initiatives.





Colors, like features, follow the
changes of the emotions"

PABLO PICASSO

NOTICE

Notice is hereby given that the Fifty-second (52nd) Annual General Meeting ("AGM") of the members of **VIPUL ORGANICS LIMITED** (CIN: L24110MH1972PLC015857) will be held on Monday, 30th September, 2024 at 3:30 P.M. (IST), through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") without physical presence of the members at a common venue, to transact the business as set out in this notice. The proceedings of the 52nd AGM shall be deemed to be conducted at the Corporate Office of the Company situated at B 603-A, Kaledonia, Sahar Road, Off. Western Express Highway, Andheri (East), Mumbai – 400069, Maharashtra, India which shall be the deemed venue of the 52nd AGM.

ORDINARY BUSINESS:

1. To receive, consider and adopt (a) the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2024 together with the reports of the Board of Directors and Auditors thereon; and (b) the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2024 together with the report of the Auditors thereon and in this regard, if thought fit, pass the following resolutions as **ORDINARY RESOLUTIONS**:

- (a) **"RESOLVED THAT** the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2024 and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."
- (b) **"RESOLVED THAT** the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Auditors' Report thereon be and are hereby received, considered and adopted."

2. To declare dividend on Equity Shares for the financial year ended 31st March, 2024 and, in this regard, if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the recommendation of the Board of Directors of the Company, dividend

@ 10% (₹1 per equity share) on 1,30,11,875 Equity Shares of ₹10/- each of the Company for the financial year ended 31st March, 2024, be and is hereby declared out of the profits of the financial year ended 31st March, 2024 and that the same be paid to those shareholders whose names appeared on the Company's Register of Members / List of Beneficiaries as on Monday, 23rd September, 2024 and that the dividend be given to those shareholders who are entitled to receive the payment of the same."

3. To appoint a director in place of Mr. Mihir Vipul Shah (DIN: 05126125), who retires by rotation and being eligible, offered himself for re-appointment as a director and in this regard, if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Mihir Vipul Shah (DIN: 05126125), Director of the Company, who retired by rotation and being eligible, had offered himself for re-appointment, be and is hereby re-appointed as a director of the Company, who shall be liable to retire by rotation."

SPECIAL BUSINESS:

4. To approve revision in remuneration payable to Mr. Vipul P. Shah (DIN: 00181636), Managing Director of the Company and in this regard, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors of the Company and subject to all other sanctions, approval and permission as may

be required, the revision in remuneration payable to Mr. Vipul P. Shah, Managing Director of the Company for the period from 1st April, 2024 till the remaining period of his current tenure on the revised terms and conditions as detailed below be and is hereby approved, with the authority to the Board of Directors to revise the terms, on recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee of the Company, with regard to remuneration from time to time within the limits provided in the said Schedule V or any amendment thereto for the time being in force:

“RESOLVED FURTHER THAT pursuant to the Regulation 17 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, (including any statutory modifications or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded for the payment of remuneration in excess of the limit prescribed therein.

1. Remuneration payable:

- (a) Salary: ₹11,00,000/- (Rupees Eleven Lakhs only) per month.
- (b) Perquisites: The Managing Director shall be entitled to the following perquisites in accordance with the Company's policies, practices and procedures over and above the salary:
 - i. Company based accommodation or house rent allowance.
 - ii. Chauffeur driven Company car.
 - iii. Reimbursement of medical benefit incurred for self and family.
 - iv. Leave travel allowance
 - v. Company's contribution to Keyman's Insurance Policy.
 - vi. Superannuation Scheme, benefits of Gratuity, earned leave and encashment of leave as per rules of the Company.
2. Car for use on Company's business, telephone and other communication facilities at residence will not be considered as perquisites.

3. The Company shall reimburse the Managing Director expenses incurred by him for the purpose of the business of the Company in accordance with the Company's policies, practices and procedures.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Vipul P. Shah as Managing Director of the Company, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution including to vary the remuneration, terms and conditions.”

5. To approve revision in remuneration payable to Mr. Mihir V. Shah (DIN: 05126125), Whole Time Director and Chief Financial Officer of the Company and in this regard, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION** :

“RESOLVED THAT pursuant to the provisions of Section 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re-enactments thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors of the Company and subject to all other sanctions, approvals and permissions as may be required, the revision in remuneration payable to Mr. Mihir V. Shah (DIN: 05126125), Whole Time Director and Chief Financial Officer of the Company with effect from 1st April, 2024 for remaining period of his current tenure on the revised

terms and conditions as detailed below be and is hereby approved, with the authority to the Board of Directors to revise the terms, on the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee of the Company, with regard to remuneration from time to time within the limits provided in the said Schedule V or any amendment thereto for the time being in force:

“RESOLVED FURTHER THAT pursuant to the Regulation 17 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, (including any statutory modifications or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded for the payment of remuneration in excess of the limit prescribed therein.

1. Remuneration payable:

- a. Salary: ₹9,75,000/- (Rupees Nine Lakh Seventy Five Thousand only) per month.
- b. Perquisites: The Whole Time Director shall be entitled to the following perquisites in accordance with the Company's policies, practices and procedures over and above the salary:
 - i Company based accommodation or house rent allowance.
 - ii Chauffeur driven Company car.
 - iii Reimbursement of medical benefit incurred for self and family.
 - iv Leave travel allowance
 - v Company's contribution to Keyman's Insurance Policy.
 - vi Superannuation Scheme, benefits of Gratuity, earned leave and encashment of leave as per rules of the Company.
2. Car for use on Company's business, telephone and other communication facilities at residence will not be considered as perquisites.
3. The Company shall reimburse the Whole Time Director expenses incurred by him for the purpose of the business of the Company

in accordance with the Company's policies, practices and procedures.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Mihir V. Shah as Whole Time Director of the Company, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution including vary the remuneration, terms and conditions.”

6. To approve the re-appointment of Mr. Mihir V. Shah (DIN: 05126125) as Whole Time Director for another term of 5 years w.e.f 1st April, 2025 and in this regard, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re-enactments thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee, the re-appointment of Mr. Mihir V. Shah (DIN: 05126125) as Whole-Time Director of the Company for a period of 5 (Five) years w.e.f. 1st April, 2025 to 31st March, 2030 be and is hereby approved on the following terms and conditions :

“RESOLVED FURTHER THAT pursuant to the Regulation 17 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, (including any statutory modifications or re-enactment

thereof for the time being in force), the consent of the Company be and is hereby accorded for the payment of remuneration in excess of the limit prescribed therein.

1. Remuneration payable:

- a. Salary: ₹10,75,000/- (Rupees Ten Lakh Seventy Five Thousand only) per month.
- b. Perquisites: The Whole Time Director shall be entitled to the following perquisites in accordance with the Company's policies, practices and procedures over and above the salary:
 - i Company based accommodation or house rent allowance.
 - ii Chauffeur driven Company car.
 - iii Reimbursement of medical benefit incurred for self and family.
 - iv Leave travel allowance
 - v Company's contribution to Keyman's Insurance Policy.
 - vi Superannuation Scheme, benefits of Gratuity, earned leave and encashment of leave as per rules of the Company.
2. Car for use on Company's business, telephone and other communication facilities at residence will not be considered as perquisites.
3. The Company shall reimburse the Whole Time Director expenses incurred by him for the purpose of the business of the Company in accordance with the Company's policies, practices and procedures.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Mihir V. Shah as Whole Time Director of the Company, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect

to the above resolution including to vary the remuneration, terms and conditions."

7. To increase Authorised Share Capital of the Company and make consequent amendment in Memorandum of Association of the Company and in this regard, if fit thought, to pass the following as a **SPECIAL RESOLUTION** :

"RESOLVED THAT pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing ₹15,00,00,000/- (Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of ₹10/- each to ₹20,00,00,000/- (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore) Equity Shares of ₹10/- each by addition of 50,00,000 (Fifty Lakh) new Equity Shares of ₹10/- (Rupees Ten only) each aggregating to ₹5,00,00,000/- (Rupees Five Crore only), ranking pari passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company relating to the Authorized Share Capital be and is hereby substituted with the following new Clause V:

The Authorised Share Capital of the Company is ₹20,00,00,000/- (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore) Equity Shares of ₹10/- (Rupees Ten only) each, with a power to increase or decrease the capital.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary actions for



giving effect to the above resolution and to do all acts and deeds as may be required from time to time in this regard.”

8. To increase borrowing limits of the Company and in this regard, if thought fit, pass the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company and subject to such approvals, sanctions and consents (hereinafter referred to as the “Approvals”) as may be required from such authorities and institutions or bodies and such conditions as may be prescribed by any of them while granting such approval, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution and/or duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board to borrow in any manner from time to time any sum or sums of moneys at its discretion on such terms and conditions as the Board may deem fit, notwithstanding that the moneys to be borrowed by the Company together with the moneys already borrowed or to be borrowed (apart from temporary loans and other credit facilities obtained or to be obtained from the Company’s bankers in the ordinary course of its business), whether secured or unsecured, will or may exceed the aggregate of the paid up capital, free reserves and securities premium, that is to say, reserves not set apart for any specific purpose, provided that the maximum amount

of money so borrowed and outstanding at any one time shall not exceed the sum of ₹150 Crores (Rupees One Hundred and Fifty Crores only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, matters, deeds and things as may be deemed necessary to give effect to this resolution.”

9. To increase limits to create charge on assets of the Company and in this regard, if thought fit, pass the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution and/or duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution) to mortgage and/or to create charge in any manner, on all or any of the immovable and/or moveable assets including outstanding monies, receivables, claims, bills, documents, contracts, engagements, securities, investments and rights of the Company, both present and future for securing any loan obtained or as may be obtained from any Bank or any Consortium of Banks or Financial Institutions or funds or any person or body(ies) together with interest, cost, charges, expenses and any other money(ies) payable by the Company or to create charge to secure any loan taken by other entities/ bodies corporate, on such terms and

conditions as the Board may deem fit in the interest of the Company provided that the total amount at any point of time so secured/mortgaged, shall not exceed the limit as approved under Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of

Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

**By order of the Board of Directors
For Vipul Organics Limited**

Place: Mumbai

Date: 2nd September, 2024

Registered Office:

102, Andheri Industrial Estate,
Off Veera Desai Road, Andheri (West),
Mumbai - 400053, Maharashtra, India.

Vipul P. Shah
Managing Director
DIN: 00181636

NOTES:

1. The Ministry of Corporate Affairs, inter alia, vide its General Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020, followed by General Circular No. 20/2020 dated 5th May, 2020 and subsequent circulars issued in this regard, the latest being 10/2022 dated 28th December, 2022 (collectively referred to as "MCA Circulars") has permitted the holding of the general meetings through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") without the physical presence of the members at a common venue. Accordingly, the 52nd Annual General Meeting ("AGM") of the Company is being convened through VC / OAVM. In accordance with the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") read with Guidance / Clarification dated 15th April, 2020 issued by the ICSI, the proceedings of the 52nd AGM shall be deemed to be conducted at the Corporate Office of the Company situated at B 603-A, Kaledonia, Sahar Road, Andheri East, Mumbai - 400069, Maharashtra, India.

Further, the Securities and Exchange Board of India, vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and subsequent circulars issued in this regard, the latest being SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 ("SEBI Circulars") has given relaxation from sending hard copy of Annual Reports containing salient features of all the documents prescribed in Section 136 of the Companies Act, 2013 ("Act") and proxy forms as required under Regulation 44(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") to the members who have not registered their e-mail addresses in case of general meetings held through electronic mode.

2. Pursuant to the provisions of the Act, a member entitled to attend and vote during the 52nd AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. However, since this 52nd AGM will be held pursuant to the said MCA and SEBI Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies

by the members will not be available for this 52nd AGM; hence the Proxy Form, Attendance Slip and Route map are not annexed to this Notice.

3. The explanatory statement pursuant to the provisions of Section 102(1) of the Act, setting out material facts in respect of Special Business to be transacted at the 52nd AGM is annexed hereto and forms part of this notice. The Board of Directors of the Company have considered and decided to include the item nos. 4, 5, 6, 7, 8 and 9 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.

4. Brief resume of directors proposed to be re-appointed or whose remuneration is proposed to be approved at the ensuing 52nd AGM in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard on "General Meetings" (SS-2) is annexed to the Notice.

5. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the 52nd AGM along with the Annual Report 2023-24 and instructions for e-voting are being sent through electronic mode only to those members whose email addresses are registered with the Company / RTA / Depositories. Members may note that the Notice, Annual Report 2023-24 and instructions for remote e-voting and e-voting during the AGM will also be available on the Company's website www.vipulorganics.com, website of the Stock Exchange i.e. BSE Ltd. at www.bseindia.com and on the website of website of the Central Depository Services (India) Limited ("CDSL") (agency engaged by the Company for providing the e-voting facility) at www.evotingindia.com.

6. Institutional / Corporate members / President of India / Governor of a State intending to represent through their authorized representatives in the 52nd AGM through VC / OAVM and to vote through remote e-voting or e-voting during the 52nd AGM are requested to send to the Company a certified copy of the board resolution authorizing their representative to the designated e-mail address of the Company i.e. companysecretary@vipulorganics.com and to CDSL i.e. helpdesk.evoting@cdslindia.com and to the Scrutinizer at csbbansal@gmail.com.

7. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the 52nd AGM.
8. The Register of Directors' and Key Managerial Personnel and their shareholdings, maintained under Section 170 of the Act and Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Act and all documents referred to in the notice of 52nd AGM, will be available for inspection online by the members on request by sending an e-mail to companysecretary@vipulorganics.com.
9. Pursuant to the provisions of Section 91 of the Act and Regulation 42 of the Listing Regulations, the Register of Members and Share Transfer Books will remain closed from Tuesday, 24th September, 2024 to Monday, 30th September, 2024 (both days inclusive) for determining the name of members eligible for dividend on Equity Shares, if approved by the members at the ensuing 52nd AGM.
10. The dividend on Equity shares as recommended by the Board of Directors for the financial year ended 31st March, 2024, if approved by the members at the ensuing 52nd AGM, will be paid to those members whose names shall appear in the Register of Members as on Monday, 23rd September, 2024; and in respect of shares held by them in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and CDSL as beneficial owners as on that date. In case the Company is unable to pay the dividend to any member by the electronic mode due to non-availability of the details of the bank accounts, the Company will dispatch the dividend warrant / demand draft by post. However, in case of any disruption the postal services due to pandemic or any other reasons, the same will be sent upon restoration of normalcy of postal services.
11. Members may note that the Income Tax Act, 1961, the ("IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after 1st April, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the

time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit Form 15G / Form 15H or any other documents as applicable, if any, in accordance with the provisions of the IT Act.

12. For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid PAN	10% or as notified by the Government of India
Members not having PAN / Invalid PAN	20% or as notified by the Government of India

However, no tax will be deducted on the dividend payable to a resident individual if the total dividend to be received by him during Financial Year 2023-24 does not exceed ₹5,000/- and also in cases where members have provided Form 15G / Form 15H (applicable to individuals aged 60 years or more), subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. Registered members may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as applicable, if any, in accordance with the provisions of the IT Act.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as may be notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member or details as prescribed under rule 37BC of Income-tax Rules, 1962.

- Copy of Tax Residency Certificate (TRC) for the FY 2023-24 obtained from the revenue authorities of the country of tax residence, duly attested by member.
- Self-declaration in Form 10F.
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the non-resident shareholder.
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents.

The aforementioned documents are required to be submitted by sending email at companysecretary@vipulorganics.com during the period commencing before 23.59 hrs. (IST) on 23rd September, 2024.

13. The SEBI vide its notification dated 24th January, 2022 has amended the Regulation 40 of the Listing Regulations and has mandated that all requests for transfer of securities including requests for transmission or transposition of securities shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are advised to dematerialize the shares held by them in physical form, so they can transfer their shares in future, if so desire. Members can contact the Company or the RTA for assistance in this regard. However, members can continue to hold shares in physical form.
14. The Schedule I of the Listing Regulations mandates to all listed companies to use the Reserve Bank of India's approved electronic mode of payment such as National Automated Clearing House (NACH), National Electronic Fund Transfer (NEFT), Real Time Gross Settlement (RTGS) for making payments like dividend to the

shareholders. Accordingly, members who have not updated their bank account details and wish to avail such facilities in future are requested to update their bank account details by furnishing requisite documents with the RTA of the Company in case of shares held in physical mode and with your respective depository participants, with whom you have demat account.

15. The cut-off date for the payment of final dividend for the financial year 2023-24 and the cut-off date for the purpose of determining eligibility of members for e-voting in connection with the 52nd AGM has been fixed as Monday, 23rd September, 2024 ("cut-off date").
16. Members holding shares in identical order of names in more than one folio are requested to send the share certificates to Bigshare Services Private Limited, Registrar and Share Transfer Agents ("RTA") of the Company, for consolidation of all such shareholdings into one folio to facilitate better services.
17. Members are requested to forward their all communications to the RTA of the Company and are further requested to always quote their Folio Number / DPID-Client ID in all correspondences with the Company.
18. The Company has transferred the unpaid or unclaimed dividend declared upto the financial years 2015-16 to the Investor Education and Protection Fund (IEPF) established by the Central Government. The unclaimed dividend in respect of the financial year ended 31st March, 2017 is due for transfer to the IEPF in the month of October, 2024. The shareholders whose dividend remained unclaimed for the financial year 2016-17 and for subsequent financial years are requested to claim it immediately from the Company. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 31st March, 2024 under "Investor Relations" section on the website of the Company www.vipulorganics.com. The details of unpaid and unclaimed dividend amounts lying with the Company have also been uploaded on the website of the Ministry of Corporate Affairs and the same can be accessed through the link: www.

mca.gov.in and on the website of IEPF viz. www.iepf.gov.in. Attention of the members is drawn to the provisions of Section 124(6) of the Act, which requires a company to transfer all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more in DEMAT account of the IEPF Authority.

In accordance with the aforesaid provisions of Section 124(6) of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has transferred 9,249 shares in respect of which dividend declared for the financial year 2015-16 or earlier financial years remained unpaid or unclaimed by the members for 7 (seven) consecutive years or more to the Investor Education and Protection fund via corporate actions through CDSL.

A member desirous to claim back his shares from IEPF Authority can do so by following prescribed procedure under the said rules. The said details are available on the website of the company www.vipulorganics.com and have also been uploaded on the website of the Ministry of Corporate Affairs and the same can be accessed through the link: www.mca.gov.in and on the website of IEPF viz. www.iepf.gov.in.

Further, the Company has initiated necessary action for transfer of all shares in respect of which dividend declared for the financial year 2016-17 and thereafter has remained unpaid or unclaimed by the members for 7 (seven) consecutive years or more.

19. Members can join the 52nd AGM through the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the 52nd AGM through VC / OAVM will be made available to atleast 1000 members on a first-come-first-served basis; however this limit does not include 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 AGM without restriction on account of first-come-first-served principle.

20. The attendance of the members attending the 52nd AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
21. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number ("PAN"), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - For shares held in electronic form: To their respective Depository Participants only and not to the Company / RTA. Changes intimated to the Depository Participants will then be automatically reflected in the Company's records which will help the Company and its RTA in providing efficient and better services to the members.
 - For shares held in physical form: To the Company's RTA in prescribed Form ISR -1 and other forms as prescribed by the SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021, as per instructions mentioned in the form. The said forms can be downloaded from the Company's website available under Investor relations section.
22. Members may please note that the SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue the securities in dematerialized form only while processing the service requests viz. issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates / folios, transmission and transposition received from the shareholder / claimant. The relevant forms can be downloaded from the Company's website available under Investor awareness section. Accordingly,

members are requested to make service requests by submitting a duly filled and signed Form ISR-4. It may be noted that any service request can be processed only after the folio is KYC compliant. Upon receipt of service request(s) from shareholder / claimant, the RTA of the Company shall verify and process the said request and after removing objections, if any, shall intimate the shareholder / claimant about its execution / issuance of new certificate as may be applicable. The RTA shall retain the physical Share Certificate with them and shall issue 'Letter of Confirmation' to the shareholder / claimant in lieu of physical share certificate(s). The shareholder / claimant shall lodge a request for dematerialization of shares along with the original Letter of Confirmation received from the RTA within 120 days (One Hundred and Twenty days) of issue of the Letter of Confirmation to his Depository Participant (DP). In case the shareholder / claimant fails to submit the demat request within the aforesaid period, the Company shall credit shares to the Suspense Escrow Demat Account of the Company opened for the said purpose. In order to comply with the aforesaid circular, the Company through its RTA has dispatched letters to the shareholders who are holding shares in physical mode and whose KYC and Nomination details are yet not updated completely, excluding transmission cases, requesting shareholders to update their PAN, KYC & Nomination details.

23. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated 30th May, 2022 provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per this Circular, investors can opt for arbitration with the Stock Exchanges in case of any dispute against the Company or its RTA on delay or default in processing any investor services related requests. In compliance with the said Circular, the Company had sent communication intimating about the Dispute Resolution Mechanism to all the members holding shares in physical form.
24. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023, the SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for

their corresponding folio numbers of holders of physical securities. The folios wherein any one of the cited documents / details are not available on or after 1st October, 2023 such folios shall be frozen by the RTA.

However, the security holders of such frozen folios shall be eligible:

- to lodge any grievance or avail any service, only after furnishing the complete documents / details as mentioned above;
- to receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.

The forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI Circular are available on our website at www.vipulorganics.com. In accordance with the aforesaid circular, the Company has sent the letters, to those members holding shares in physical mode whose folios are incomplete with respect to PAN, KYC and / or Nomination details requesting them to update the details so as to avoid freezing of the folios. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank and Nomination details are requested to contact their respective DPs. Further, members holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of their folios. Such frozen folios shall be referred by RTA / Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002 after 31st December, 2025.

As per the provisions of Section 72 of the Act and the aforesaid SEBI Circular, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form ISR-3 or Form SH-14 as the case may be. The said forms can be downloaded from the Company's website available under "Investor Relations" section.

25. Members whose shareholding is in electronic mode are requested to update any change in their address or bank account details to their respective Depository Participants (DP). Members holding shares in physical mode are requested to advise any change in their address or bank account details to the Company or Bigshare Services Private Limited the Registrar and Share Transfer Agents of the Company, quoting their Folio Number.
26. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company /RTA.
27. Non-Resident Indian members are requested to inform the Company's Registrar & Share Transfer Agents, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if the details are not furnished earlier.
28. Members holding shares in single name are advised to make nomination in respect of their shareholding in the Company.
29. To support the Green Initiative, members who have not registered their email addresses are requested to register the same with the Company's RTA / Depository Participants, in respect of shares held in physical / electronic mode, respectively.
30. The shares of the Company are listed on BSE Ltd. Listing fees for the financial year 2024-25 has been paid to the BSE Ltd.
31. Members seeking any information with regard to the accounts and operations of the Company are requested to write to the Company at least 7 days in advance of the meeting so that the answers can be made available at the meeting.
32. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the ICSI, the Company is pleased to provide e-voting facility to its members to exercise their right to vote electronically on the resolutions mentioned in the notice of 52nd AGM dated 2nd September, 2024. The members may cast their votes using electronic voting system from a place other than the venue of the meeting ('remote e-voting').
 - a) The facility of casting the vote by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") and e-voting during the meeting will be provided by the CDSL.
 - b) A person, whose name is recorded in the Register of Members / List of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of "remote e-voting" or "e-voting" during the AGM.
 - c) The "remote e-voting" period commences on Friday, 27th September, 2024 at 9.00 A.M. (IST) and end on Sunday, 29th September, 2024 at 5.00 P.M. (IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote by "remote e-voting". The "remote e-voting" module shall be disabled by the CDSL for voting thereafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
 - d) The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date may obtain the User ID and password by sending a request at helpdesk.evoting@cdsiindia.com or investor@bigshareonline.com. However, if the member is already registered with CDSL for remote e-voting then he can use his existing user ID and password for casting the vote through e-voting. If you forgot your password, you



- can reset your password by using "Forgot User Details / Password" option available on www.evotingindia.com.
- e) The Board of Directors of the Company has appointed CS Bhunesh Bansal, Proprietor M/s. Bhunesh Bansal and Associates, Company Secretaries, Mumbai (FCS No.: 6526 /CP No.: 9089) as Scrutinizer to scrutinize the voting through remote e-voting process and e-voting during the 52nd AGM in a fair and transparent manner. The Scrutinizer shall within two working days of the conclusion of the AGM prepare a Scrutinizers' Report on the votes cast in favour or against, if any, and forthwith to the Chairman of the meeting or a person authorized by him, who shall countersign the same and declare the result of the voting.
- f) The result declared along with Scrutinizer's Report shall be placed on the website of the Company viz. www.vipulorganics.com and on the website of the CDSL viz. www.evotingindia.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall simultaneously be communicated to the BSE Ltd., where shares of the Company are listed.
- g) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting i.e. Monday, 30th September 2024.

THE PROCEDURE / INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING 52ND AGM AND JOINING MEETING THROUGH VC / OAVM ARE AS UNDER:

- (i) The remote e-voting period begins on Friday, 27th September, 2024 at 9.00 A.M. (IST) and end on Sunday, 29th September, 2024 at 5.00 P.M. (IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The remote e-voting module shall be disabled by the CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

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

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

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

Pursuant to the said SEBI Circular, Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in demat mode is given below:

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

Type of shareholders	Login Method
Individual shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and 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. CDSL and NSDL

Login type	Helpdesk details
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 022- 2305 8738 and 22-2305 8542-43 or at toll free no. 1800 22 55 33.
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.: 1800 1020 990 and 1800 22 44 30

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

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

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for <**VIPUL ORGANICS LIMITED**> on which you choose to vote.
- (x) On the voting page, you will see "**RESOLUTION DESCRIPTION**" and against the same the option "**YES / NO**" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "**SUBMIT**". A confirmation box will be displayed. If you wish to confirm your vote, click on "**OK**", else to change your vote, click on "**CANCEL**" and accordingly modify your vote.
- (xiii) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xvi) **Note for Non – Individual Shareholders and Custodians:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; companysecretary@vipulorganics.com, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC / OAVM AND E-VOTING DURING MEETING ARE AS UNDER:**
1. The procedure for attending meeting and e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
 2. The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.

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3. Shareholders who have voted through remote e-voting will also be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
 4. Shareholders are encouraged to join the meeting through Laptops / IPads for better experience.
 5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 6. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
 7. Shareholders who would like to express their views / ask questions during the AGM may register themselves as a speaker by sending their request in advance atleast 2 days prior to the meeting mentioning their name, demat account number / folio number, email id, mobile number at companysecretary@vipulorganics.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to the meeting mentioning their name, demat account number / folio number, email id, mobile number at companysecretary@vipulorganics.com. These queries will be replied by the Company during the AGM.
 8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM on first come first serve basis.
 9. Only those shareholders, who are present in the AGM through VC / OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
 10. If any votes are casted by the shareholders through e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to the Company i.e. companysecretary@vipulorganics.com or to RTAs' email_id_investor@bigshareonline.com.
2. For demat shareholders – Please update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting and joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM and e-voting from the CDSL e-voting system, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 2305 8738 and 022-2305 8542 / 43 or at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-2305 8542 / 43 or at toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Mr. Vipul P. Shah was re-appointed as Managing Director of the Company for a period of 5 (five) years w.e.f. 15th June, 2022 to 14th June, 2027 and remuneration payable to him was approved for a period of 3 (three) years w.e.f. 15th June, 2022 to 14th June, 2025.

Mr. Vipul P. Shah has been associated with the Company since more than two decades. Mr. Vipul P. Shah is a Chemical Engineer and has around 35 years of experience in chemical dye stuff and pharmaceuticals industry. He holds 34,51,800 Equity shares in the Company and is promoter of the Company. He is entrusted with overall management of the Company under the supervision and control of the Board of Directors of the Company.

Considering his knowledge, experience and contribution made in the growth of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee, the Board of Directors of the Company in its meeting held on 2nd September, 2024 revised the remuneration payable to Mr. Vipul P. Shah, as detailed in the resolution set out at item no. 4 of this notice, for the period from 1st April, 2024 to till the remaining period of his current tenure, subject to the approval of the members of the Company.

The Board of Directors recommends passing of the Special Resolution as set out at item no. 4 of the notice for approval of the members.

Except Mr. Vipul P. Shah, Managing Director and Mr. Mihir V. Shah, Whole Time Director & CFO and their relatives, none of the other directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No. 5

Mr. Mihir V. Shah, Whole Time Director & Chief Financial Officer of the Company has been associated with the Company since more than 7 years as Vice-President of the Company and then as Whole Time Director of the Company for a period of 5 years w.e.f. 1st April 2020 and also appointed Chief Financial Officer w.e.f. 15th September, 2020.

Mr. Mihir V. Shah, aged 32 years, is a graduate in B. Pharma and Master of Business Administration (MBA)

from Narsee Monjee Institute of Management Studies, Mumbai. He completed his six months' industrial training in GlaxoSmithKline Pharmaceuticals Limited. He holds 21,78,250 Equity shares in the Company and is part of promoter group of the Company. Under the guidance of Managing Director, his responsible area of work in the Company are finance, production management, innovation management and marketing.

Considering his knowledge and contribution made in the growth of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee, the Board of Directors of the Company in its meeting held on 2nd September, 2024 revised the remuneration payable to him w.e.f. 1st April, 2024 for remaining period of his current tenure as set out at item no. 5 of the notice, subject to the approval of the members of the Company.

The Board of Directors recommends passing of the Special Resolution as set out at item no. 5 of the notice for approval of members of the Company.

Except Mr. Mihir V. Shah, Whole Time Director & CFO and Mr. Vipul P. Shah, Managing Director and their relatives, none of the other directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No. 6

Based on the recommendation of the Nomination and Remuneration Committee and approval of Audit Committee and considering his knowledge and contribution made in the growth of the Company, the Board of Directors of the Company at its meeting held on 2nd September, 2024, has re-appointed Mr. Mihir V. Shah as a Whole Time Director designated for a period of 5 years w.e.f. 1st April, 2025, subject to approval of the members of the Company.

Mr. Mihir V. Shah, aged 32 years, is a graduate in B. Pharma and Master of Business Administration (MBA) from Narsee Monjee Institute of Management Studies, Mumbai. He completed his six months' industrial training in GlaxoSmithKline Pharmaceuticals Limited. Under the guidance of Managing Director, his responsible area of work in the Company are finance, production management, innovation management and marketing.

The terms and condition of his re-appointment are as under:

1. Remuneration payable:

- a) Salary: ₹10,75,000/- (Rupees Ten Lakh Seventy Five Thousand only) per month.
- b) Perquisites: The Whole Time Director shall be entitled to the following perquisites in accordance with the Company's policies, practices and procedures over and above the salary:
 - i) Company based accommodation or house rent allowance.
 - ii) Chauffeur driven Company car.
 - iii) Reimbursement of medical benefit incurred for self and family.
 - iv) Leave travel allowance
 - v) Company's contribution to Keyman's Insurance Policy.
 - vi) Superannuation Scheme, benefits of Gratuity, earned leave and encashment of leave as per rules of the Company.
2. Car for use on Company's business, telephone and other communication facilities at residence will not be considered as perquisites.
3. The Company shall reimburse the Whole Time Director expenses incurred by him for the purpose of the business of the Company in accordance with the Company's policies, practices and procedures.

The Board recommends the passing of the Special Resolution as set out at Item No. 6 of the notice for the approval of Members of the Company.

Except Mr. Vipul P. Shah, Managing Director and Mr. Mihir V. Shah, Whole Time Director & CFO and their relatives, none of the other directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No. 7

The present Authorized Share Capital of the Company is 15,00,00,000/- (Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of ₹10/- each. With plans to grow the business, the Company is planning to raise capital further by way of rights issue. Hence it is considered necessary to increase the Authorized Share Capital of the Company

from existing ₹15,00,00,000/- (Rupees Fifteen Crore only) to ₹20,00,00,000/- (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore) Equity Shares of ₹10/- (Rupees Ten only) each by addition of 50,00,000 (Fifty Lakh) new Equity Shares of ₹10/- (Rupees Ten only) each aggregating to ₹2,00,00,000/- (Rupees Two Crore only). The increase in Authorized Share Capital can be done with the approval of the members of the Company.

In order to reflect the increased Authorized Share Capital of the Company and in order to confirm the requirements of Companies Act, 2013, Clause V of the Memorandum of Association of the Company, being Capital Clause, needs to be amended. The amendment in the Capital Clause can be made by way of passing a Special Resolution by the members of the Company in their Annual General Meeting.

The copy of Memorandum of Association along with proposed amendments shall be available for inspection online by the Members of the Company on request by sending an e-mail to companysecretary@vipulorganics.com.

The Board recommends the passing of the Special Resolution as set out at Item No. 7 of the notice for the approval of Members of the Company.

None of Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 8 and 9

In order to meet the future requirements of funds, which may arise on account of the Plans /programs/business, the Company may require further loans/borrowings from time to time from financial institutions, banks and other entities. Further, to secure such borrowings, the Company may be required to create charge/mortgage/hypothecation on all or any of its movable and immovable assets, both present and future as and when required from time to time. In terms of the provisions of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013, the Company needs to take approval of members of the Company for making borrowing and authority to create charge / mortgage on the assets of the Company to secure the money(ies) to be borrowed from financial institutions, banks and others financial entities from time to time in excess of paid up capital, free reserves and securities premium. Hence it is proposed to take the approval of the members for a limit up to ₹150 Crores (Rupees One Hundred and Fifty Crores Only).

The Board recommends the Special Resolutions as set out at item nos. 8 and 9 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of your Company and relatives of Directors/ Key Managerial Personnel is concerned or interested, financially or otherwise in the said resolutions.

INFORMATION OF DIRECTORS BEING PROPOSED TO BE RE-APPOINTED OR WHOSE REMUNERATION IS PROPOSED TO BE APPROVED PURSUANT TO THE PROVISIONS OF REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD - 2 ON "GENERAL MEETINGS" IS GIVEN BELOW:

Name of the Director	Mr. Vipul P. Shah	Mr. Mihir V. Shah
Director Identification Number	00181636	05126125
Designation	Managing Director	Whole Time Director & Chief Financial Officer
Date of Birth	2 nd February, 1966	5 th July, 1992
Age	58 Years	32 Years
Date of first appointment on the Board	21 st June, 1992	1 st April, 2020
Terms and conditions of appointment / reappointment	As mentioned in the Resolution and Explanatory statements.	As mentioned in the Resolution and Explanatory statements
Remuneration sought to be paid	₹11,00,000/- per month and other terms and conditions, as detailed in the resolution set out in this Notice.	₹9,75,000/- per month and other terms and conditions, as detailed in the resolution set out in this Notice.
Remuneration last drawn during the financial year 2023-24	₹111.00 Lakh per annum	₹97.2 Lakh per annum
Qualification, profile and Experience (including nature of expertise in specific functional areas / Brief Resume	Mr. Vipul Shah is a Chemical Engineer, having around 35 years of experience in chemical dye stuff and pharmaceuticals industry.	Mr. Mihir V. Shah has more than 7 years of experience in finance, production management, innovation management and marketing.
No. of equity shares held in the Company as on 31 st March, 2024	34,51,800	21,78,250
No. of outstanding warrants convertible into equal number of equity shares.	Not applicable	1,50,000
No. of Board meetings attended during the financial year	9 (Nine)	10 (Ten)
Disclosure of relationship between directors and Key Managerial Personnel inter-se	Father of Mr. Mihir Shah, Whole Time Director & Chief Financial Officer of the Company.	Son of Mr. Vipul P. Shah, Managing Director of the Company.
Directorship held in other companies	1. Shree Ambika Naturals Private Limited 2. Jayapriya Chemical Industries Limited	1. Shree Ambika Naturals Private Limited 2. Jayapriya Chemical Industries Limited
Chairmanship / Membership of the Committees of other Boards	Nil	Nil
Names of listed entities from which the appointee has resigned in the past three years	Nil	Nil
Skills and capabilities required for the role and manner in which the proposed appointee meets such requirements, in case of independent director	Not Applicable	Not Applicable

Name of the Director	Mr. Vipul P. Shah	Mr. Mihir V. Shah
Justification for choosing the appointee for appointment as Independent Director	Not Applicable	Not Applicable

The details as required under clause (iv) to second proviso of Section II B of Part II of Schedule V of the Companies Act, 2013 are given below:

I General Information	
(1) Nature of industry	The Company is engaged in the business of manufacturing of dye intermediates.
(2) Date or expected date of commencement of commercial production	The Company is an existing Company and is in operations since 1972.
(3) In case of new companies, expected date of commencement of activity as per project approved by the financial institution appearing in the prospectus	Not Applicable
(4) Financial performance based on given indicators	EPS: ₹2.60 Return on net worth: 5.98%
(5) Foreign investments or collaborators, if any	Nil
II Information about the Directors	
A. Mr. Vipul P. Shah	
(1) Background details	Mr. Vipul P. Shah, aged 58 years, is a Chemical Engineer, has around 35 years of experience in chemical dye stuff and pharmaceutical industry. He is associated with the Company since more than two decades. He is entrusted with overall management of the Company under the supervision of the Board of Directors of the Company.
(2) Past Remuneration	₹9,25,000/- per month and perquisites
(3) Recognition or awards	Under the guidance of Mr. Vipul P. Shah, the Company received "FIRST AWARD" for the 'Outstanding Export Performance' under the Dyes, Dye Intermediates and Pigment Panel by Export Promotion Council - Chemexcil, Government of India on 6 th January, 2011.
(4) Job profile and his suitability	Under supervision and control of the Board of Directors, he looks after overall management of the Company. He provides his expertise in different areas of business of the Company. Taking into consideration his expertise, he is best suited for the responsibilities currently assigned to him by the Board of Directors.
(5) Remuneration proposed	₹11,00,000/- per month and perquisites
(6) Comparative remuneration profile with respect to industry, size of Company, profile of the position and person	At par with the industry standards in which the Company operates.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Except receiving remuneration as Managing Director of the Company and holding shares in the Company, Mr. Vipul P. Shah does not have any other direct or indirect pecuniary relationship with the Company. Mr. Vipul P. Shah is father of Mr. Mihir V. Shah, Whole Time Director & Chief Financial Officer of the Company. He is promoter of the Company.

B. Mr. Mihir V. Shah	
(1) Background details	Mr. Mihir V. Shah, aged 32 years, is a graduate in B. Pharma and Master of Business Administration (MBA) from Narsee Monjee Institute of Management Studies, Mumbai. He completed his six months' industrial training in GlaxoSmithKline Pharmaceuticals Limited. He is associated with Vipul Organics Limited since more than 6 years. His areas of operations in the Company are finance, production management, innovation management and marketing.
(2) Past Remuneration	₹8,10,000/- per month and perquisites
(3) Recognition or awards	Mr. Mihir V. Shah is having good experience in the industry in which the Company operates.
(4) Job profile and his suitability	He completed six months' industrial training in GlaxoSmithKline Pharmaceuticals Limited. He is associated with Vipul Organics Limited since more than 6 years as the Vice- President of the Company. Thereafter he was appointed as Whole Time Director w.e.f. 1 st April, 2020 and also appointed Chief Financial Officer w.e.f. 15 th September, 2020. Under the guidance of Managing Director, his areas of operations in the Company are finance, production management, innovation management and marketing.
(5) Remuneration proposed	₹9,75,000/- per month and perquisites
(6) Comparative remuneration profile with respect to industry, size of Company, profile of the position and person	At par with the industry standards in which the Company operates.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Except receiving remuneration as Whole Time Director & Chief Financial Officer of the Company and holding shares in the Company, Mr. Mihir V. Shah does not have any other direct or indirect pecuniary relationship with the Company. Mr. Mihir V. Shah is son of Mr. Vipul P. Shah, Managing Director of the Company. He is part of promoter group of the Company.
III. Other information	
(1) Reasons of loss or inadequate profits	Presently, the Company has adequate profits, however considering the nature of business and uncertainty of profits in future, the Company is proposing the resolutions to be passed as Special Resolutions.
(2) Steps taken or proposed to be taken for improvement	The Company has taken cost cutting measures to improve operational efficiency and trying to increase production and sales to achieve sustainable higher margins and profitability.
(3) Expected increase in productivity and profits in measurable terms	Though the Company plans to increase its revenues and profits, but in view of geo-economic conditions, prediction is difficult.



IV. Other information	
(1) Remuneration package of the managerial person	As detailed in the resolutions mentioned in the Notice of 52 nd AGM.
(2) Disclosures in the Board report under the heading 'Corporate Governance' included in Annual Report 2023-24	The requisite details of remuneration of directors are included in the Corporate Governance Report, forming part of the Annual Report for the Financial Year 2023-24 of the Company.

**By order of the Board of Directors
For Vipul Organics Limited**

Vipul P. Shah
Managing Director
DIN: 00181636

Place: Mumbai
Date: 2nd September, 2024

Registered Office:
102, Andheri Industrial Estate,
Off Veera Desai Road, Andheri (West),
Mumbai - 400053, Maharashtra, India.

BOARD OF DIRECTORS' REPORT

To the Members,
Vipul Organics Limited

Your directors are pleased to present herewith the 52nd Annual Report of your Company along with the Audited Standalone and Consolidated Financial Statements for the financial year ended 31st March, 2024.

1. FINANCIAL HIGHLIGHTS

The financial highlights for the financial year under review compared to the previous financial year are given herein below:

(₹ in Lakh)

Particulars	Standalone		Consolidated	
	Current Financial Year ended 31 st March, 2024	Previous Financial Year ended 31 st March, 2023	Current Financial Year ended 31 st March, 2024	Previous Financial Year ended 31 st March, 2023
Revenue from Operations	15,007.86	13,393.25	15007.86	13,393.25
Other Income	91.45	6.48	91.45	6.48
Total Revenue	15,099.30	13,399.73	15099.30	13,399.73
Less: Expenditure except Finance Cost & Depreciation & Tax	13836.99	12,225.80	13,838.33	12,227.60
Profit before Finance Cost, Depreciation & Tax	1262.31	1,173.93	1260.97	1,172.23
Less: Finance Cost	240.69	267.12	240.69	267.12
Less: Depreciation and Amortization	557.74	632.11	557.86	632.25
Profit Before Tax	463.88	274.70	462.42	272.76
Less: Provision for Tax	129.45	77.17	128.4	85.57
Profit After Tax	334.44	197.53	334.03	187.20
Other Comprehensive Income/ Loss (Net of Tax)	(0.73)	(6.71)	(0.73)	(6.71)
Total Comprehensive income attributable to: Non-Controlling Interest	-	-	(0.18)	(0.98)
Total Comprehensive income attributable to Owners of equity	333.71	190.82	333.48	181.47
Total Comprehensive Income (Net of Tax)	333.71	190.82	333.30	180.49

2. OPERATIONS

During the financial year under review, the Company earned total revenue of ₹15099.30 Lakh (previous year ₹13,399.73 Lakh) and Net Profit after Tax of ₹334.44 Lakh (previous year ₹197.53 Lakh) on Standalone basis.

There was no operational inefficiency during the financial year 2023-24 rather sale was in line with previous year financial year 2022-23. Major reason for decline in profit is due to higher finance cost and depreciation during the financial year under review.

The Company has earned consolidated revenue of ₹15099.30 Lakh (previous year ₹13,399.73 Lakh) and consolidated Net Profit after Tax of ₹334.03 Lakh (previous year ₹187.20 Lakh), during the financial year under review.

3. CHANGE IN THE NATURE OF THE BUSINESS OF THE COMPANY

There was no change in the nature of business of the Company during the financial year under review.

4. DIVIDEND AND RESERVES

Your directors have pleasure in recommending payment of dividend @ ₹1/- (One Rupee only) being 10% per share on Equity Share of ₹10/- for the financial year ended 31st March, 2024. This will absorb total cash outflow of ₹1.30 Crore. The dividend, if approved, will be paid to those members whose names shall appear on the Register of Members / List of Beneficiaries as on Monday, 23rd September, 2024.

During the financial year, the Company has not transferred any amount to the General Reserve.

5. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF THE REPORT

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

6. SHARE CAPITAL

As on 31st March, 2024, the Authorized Share Capital of the Company was ₹15,00,00,000/-

(Rupees Fifteen Crore only) divided into 1,50,00,000 Equity Shares of ₹10/- each.

During the year under review, the Company has issued 5,00,000 warrants convertible into equity shares on preferential basis to promoter group and out of which 2,00,000 warrants were converted into equal number of Equity shares.

7. INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the provisions of Section 125 of the Companies Act, 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules'), all unpaid/ unclaimed dividends are required to be transferred by the Company to the IEPF established by the Government of India after the completion of seven years. Further, according to the said Rules, the shares on which dividend remained unpaid or unclaimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority. Accordingly, during the financial year 2023-24, the Company transferred 9,249 Equity Shares to the demat account of the IEPF Authority as required under the IEPF Rules for the dividend remained unclaimed / unpaid upto the financial years 2015-16.

In terms of the provisions of Section 125 of the Companies Act, 2013 and the said Rules, during the financial year 2023-24, an amount of ₹2,22,332.80/- being remained unpaid / unclaimed dividend for the financial year 2015-16 was transferred to the IEPF.

Further, the unpaid/unclaimed dividend amount lying with the Company for financial year 2016-17 is due for transfer to the IEPF in the month of October, 2024. The details of the same are available on the Company's website viz. www.vipulorganics.com.

Ms. Priya Shadija, Company Secretary and Compliance Officer of the Company was appointed as Nodal Officer to ensure compliance with the IEPF Rules on 2nd December, 2023. Upon resignation of Mr. Dheerendra Verma w.e.f. 14th August, 2023, Ms. Priya Shadija, Company Secretary and Compliance Officer of the Company was appointed as Nodal Officer to ensure compliance with the IEPF Rules w.e.f. 2nd December, 2023.

8. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

As on 31st March, 2024, the Board comprised of six directors including one independent women director. The Board has an appropriate mix of Executive, Non-Executive and Independent Directors, which is in compliance with the requirements of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is also aligned with the best practices of Corporate Governance.

I. Retirement by Rotation

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 and Articles of Association of the Company, Mr. Mihir Vipul Shah (DIN: 05126125), Whole Time Director of the Company, retires by rotation at the ensuing Annual General Meeting of the Company and being eligible, has offered himself for re-appointment and your Board recommends his re-appointment.

II. Appointment and re-appointment

Mr. Vipul Pravinchandra Shah (DIN : 00181636), who retired by rotation at previous 51st Annual General Meeting held on 30th September, 2023, was reappointed as director of the Company in terms of provisions of Section 152(6) of the Act.

Mrs. Megha Bhati, Independent Director of the Company was re-appointed upon expiry of her first term, for another term of 5 years w.e.f. 14th November, 2023 to 13th November, 2028.

Mr. Mihir Shah is being proposed to be re-appointed as whole-time Director for another term of five years w.e.f. 1st April, 2024 as per the terms and conditions as mentioned in the accompanying Notice for annual general meeting.

Pursuant to the provisions of Section 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 6 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company appointed Ms. Priya Shadija as Company Secretary and Compliance Officer of the

Company w.e.f. 10th November, 2023. There is no other change in KMP except change in Company Secretary as mentioned in this Report.

Brief resume of directors proposed to be re-appointed / remuneration to be approved as stipulated under Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 (SS-2) issued by the Institute of Company Secretaries of India (ICSI), are provided in Notice of 52nd Annual General Meeting of the Company.

III. Cessation

Mr. Dheerendra Verma, Company Secretary and Compliance Officer of the Company resigned from the services of the Company w.e.f. closing working hours of 14th August, 2023. The Board noted the same.

IV. Declaration from Independent Directors

The Company has received declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Regulation 25 of the said Regulations that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

The Independent Directors have also confirmed that they have complied with Schedule IV of the Act and the Company's Code of Conduct.

Further, the Independent Directors have also submitted their declaration in compliance with the provision of Rule 6(3) of Companies (Appointment and Qualification of Directors) Rules, 2014, which mandated the inclusion of Independent Director's name in the data bank of Indian Institute of Corporate Affairs ("IICA") till they continue to hold the office of an independent director.

None of the directors of your Company are disqualified under the provisions of Section 164(2) of the Companies Act, 2013. Your directors have

made necessary disclosures, as required under various provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In opinion of the Board, all the independent directors are persons of integrity and possess relevant expertise and experience.

V. Annual performance evaluation by the Board

The Board has devised a policy pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for performance evaluation of the chairman, board, individual directors (including independent directors) and committees which includes criteria for performance evaluation of non-executive directors and executive directors.

The Nomination and Remuneration Committee of the Company has specified the manner of effective evaluation of the performance of Board, its committees and individual directors of the Company and has authorized the Board to carry out their evaluation. Based on the manner specified by the Nomination and Remuneration Committee, the Board has devised questionnaire to evaluate the performances of each of executive and non-executive and independent director. Such questions are prepared considering the business of the Company and the expectations that the Board has from each of the directors.

The evaluation framework for assessing the performance of directors comprises of the following key areas:

- i. Attendance at Board and Committee meetings;
- ii. Quality of contribution to Board deliberations;
- iii. Strategic perspectives or inputs regarding future growth of Company and its performance; and
- iv. Providing perspectives and feedback going beyond information provided by the management.

The details of the programs 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 link: www.vipulorganics.com.

During the financial year under review, a separate meeting of the Independent Directors of the Company was held on 14th February, 2024 for evaluation of performance of non-independent directors and the Board as a whole.

VI. Key Managerial Personnel (KMP):

During the financial year under review the following persons acted as Key Managerial Personnel of the Company in compliance with the provisions of Section 203 of the Companies Act, 2013:

Sr. No.	Name of the KMP	Designation
1.	Mr. Vipul P. Shah	Managing Director
2.	Mr. Mihir V. Shah	Whole Time Director & Chief Financial Officer
3.	Mr. Dheerendra Verma	Company Secretary and Compliance Officer (upto 14 th August, 2023)
4.	Ms. Priya Shadija	Company Secretary and Compliance Officer (w.e.f 10 th November, 2023)

9. MEETINGS OF THE BOARD

The Board meets at regular intervals to discuss and decide on Company's business, policies and strategies. A tentative annual calendar of the Board and Committee meetings is informed to the directors in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of special and urgent business need, the directors' approval is also taken by passing resolutions through circulation, as permitted by law, which is noted in the subsequent Board meeting.

The notice of Board and Committee meetings is given well in advance to all the directors of the Company. Meetings of the Board are held in Mumbai, Maharashtra. The agenda of the Board / Committee meetings is circulated 7 days prior to the date of the meeting. The agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the directors to take informed decisions.

The Board met 10 (Ten) times during the financial year under review as per details given in the Report on Corporate Governance which forms part of this Report. The intervening gap between the two consecutive meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

10. COMMITTEES OF THE BOARD

In accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted three committees of the Board, namely:

1. Audit Committee;
2. Stakeholders' Relationship Committee; and
3. Nomination and Remuneration Committee.

Details of all the Committees along with their terms of reference, composition, changes, if any and meetings held during the financial year under review are provided in the Report on Corporate Governance forming part of this Report.

11. AUDIT COMMITTEE AND ITS COMPOSITION

As on 31st March, 2024, the Audit Committee comprised of Mr. Prasannakumar B. Gawde, Mr. Jagdeep Y. Mehta, Independent Directors and Mr. Vipul P. Shah, Managing Director of the Company.

Mr. Prasannakumar B. Gawde is the Chairman of Audit Committee of the Company. The Company Secretary and Compliance Officer of the Company acts as Secretary of the Audit Committee. All the recommendations made by the Audit Committee were accepted by the Board of Directors of the Company. Other details with respect to Audit Committee are given in Report of Corporate Governance forming part of this Report.

The Audit Committee of the Company reviews the reports to be submitted with the Board of Directors with respect to auditing and accounting matters. It also supervises the Company's internal control and financial reporting process and vigil mechanism.

12. RECONSTITUTION OF THE AUDIT COMMITTEE, STAKEHOLDERS' RELATIONSHIP COMMITTEE AND

NOMINATION AND REMUNERATION COMMITTEE OF THE COMPANY:

The tenure of Mr. Prasannakumar Gawde and Mr. Jagdeep Mehta as Independent Directors of the Company ends w.e.f. closing working hours of 31st March, 2024 and consequently they will cease to be the Member / Chairman of the various Committees of the Board of Directors of the Company.

Mr. Rupesh J. Agrawal and Mr. Siddhan Subramanian, newly appointed Independent Directors of the Company as members of the Committees of the Company w.e.f. 1st April, 2024.

13. REMUNERATION POLICY

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on recommendation of the Nomination & Remuneration Committee, the Board of Directors have adopted a policy for selection and appointment of Directors, Key Managerial Personnel ('KMPs'), Senior Management Personnel ('SMPs') and their remuneration including criteria for determining qualifications, positive attributes, independence of a director and other related matters.

The Remuneration Policy has been placed on the website of the Company viz. www.vipulorganics.com.

14. DIRECTORS' RESPONSIBILITY STATEMENT

Your directors to the best of their knowledge and belief and according to the information and explanations obtained by them and as required under Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, state that:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanations relating to material departures, if any;
- b. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the

- Company at the end of the financial year on 31st March, 2024 and of the profit of the Company for the financial year under review;
- c. the directors had 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;
 - d. the directors had prepared the annual accounts on a going concern basis;
 - e. 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; and
 - f. 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.

15. INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has in place proper and adequate internal control systems commensurate with the nature of its business, size and complexity of its operations. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, compliance with policies, procedures, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

16. DEPOSITS

During the financial year under review, the Company has not accepted any deposits within the meaning of Sections 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

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

The details of loans or guarantees given and investments made by the Company falling under Section 186 of the Companies Act, 2013 are given under Notes to Accounts on the Financial Statements.

18. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a Vigil Mechanism / Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The mechanism also provides for adequate safeguards against victimization of directors and employees who avail the mechanism and also provides for direct access to the Chairman of the Audit Committee in the exceptional cases. The said policy has been elaborated in the Report on Corporate Governance and can be accessed on the Company's website at www.vipulorganics.com.

We affirm that during the financial year 2023-24, no director or employee was denied access to the Chairman of the Audit Committee.

19. RISKS AND AREAS OF CONCERN

The Company has laid down a well-defined Risk Management Policy covering the risk mapping, trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is carried out to identify, evaluate, manage and monitor both business and non-business risks. The Board periodically reviews the risks and suggests the steps to be taken to control and mitigate the same through a properly defined framework.

20. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT, 2013

All the transactions with related parties entered into during the financial year under review were in ordinary course of business on arm's length basis. No Material Related Party Transactions were entered into during the financial year under review by the Company. Accordingly, the disclosure of material Related Party Transactions, as required under Section 134(3) of the Companies Act, 2013, in Form AOC-2 is not applicable.

In accordance with the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted the policy on Related Party Transactions and the same is available on the Company's website at www.vipulorganics.com.

21. 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

There was no significant or material order passed by any Regulator or Court or Tribunal, which impacts the going concern status of the Company or will have bearing on Company's operations in the future.

22. ANNUAL RETURN

As required under Section 92(3) read with the Section 134(3)(a) of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, the copy of Annual Return as on 31st March, 2024 will be placed on the website of the Company and can be accessed at https://www.vipulorganics.com/annual_report_of_company.htm.

23. STATUTORY AUDITORS

As per provisions of the Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the members of the Company in their 50th Annual General Meeting held on 14th September, 2022 appointed M/s. J. A. Rajani & Co., Chartered Accountants, Mumbai (having FRN: 108331W), as Statutory Auditors of the Company for a term of 5 consecutive years i.e. to hold office from the conclusion of 50th Annual General Meeting till the conclusion of 55th Annual General Meeting of the Company to be held for the financial year ending 31st March, 2027.

M/s. J. A. Rajani & Co., Chartered Accountants, have furnished written confirmation to the effect that they are not disqualified from acting as the Statutory Auditors of the Company in terms of the provisions of Sections 139 and 141 of the Act and the Companies (Audit and Auditors) Rules 2014.

24. SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204(1) of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. M Baldeva and Associates Company Secretaries, to undertake Secretarial Audit of the Company for the financial year 2023-24. The Secretarial Audit Report is appended as **Annexure - I** and forms part of this Report. Management reply to the comments in secretarial auditor's report is given elsewhere in this report.

25. INTERNAL AUDITORS

Pursuant to the provisions of Section 138 of the Act read with Companies (Accounts) Rules, 2014, the Board, on recommendation of the Audit Committee, appointed M/s. Mukund Rohit & Co., Chartered Accountants, Mumbai, as Internal Auditors of the Company for the financial year 2023-24. The Internal Auditors monitor and evaluate the effectiveness and adequacy of internal control systems in the Company, its compliances with the operating systems, accounting procedure and polices at all locations of the Company and reports to the Audit Committee on quarterly basis.

26. COST AUDITORS AND COST RECORDS

The Company is required to maintain cost records for certain products as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 and accordingly such accounts and records are made and maintained in the prescribed manner. However, during the financial year under review, the Company was not required to carry Cost Audit.

27. REMARKS ON QUALIFICATION BY STATUTORY AUDITORS AND SECRETARIAL AUDITORS

The Statutory Auditors have not made any qualifications, observation or adverse remark in their Audit Reports on the Standalone and Consolidated Financial Statements.

With respect to observation made by the Secretarial Auditors in their report, we would like to state that

Sr No	Observation	Management response
1.	Delay in filing of some e-forms with Registrar of Companies, Mumbai, Maharashtra	Delay in filing some e-forms was due to inadvertence
2.	Intimation regarding re-appointment of Mrs. Megha Bhati as an Independent Director was not given as required under Regulation 30 of the Listing Regulations;	The Company inadvertently missed to disclose such deemed material event. However later, necessary disclosure made.
3.	Re-appointment of Mrs. Megha Bhati was not in compliance with the provisions of Section 149(10) of the Act and Regulation 17(1C) read with Regulation 25 of the Listing Regulations;	The Company inadvertently missed to take approval of the shareholders of the Company within three months of her re-appointment. However necessary approved obtained immediately after the it is noticed.
4.	Prior intimation of a board meeting to the stock exchange not given in compliance with the provisions of Regulation 29 of the Listing Regulations;	The Company inadvertently gave prior intimation of 4 days in advance instead of 5 days in advance. The delay was only for one day and it was due to oversight.
5.	In certain cases, information regarding intimation of loss of share certificates / issue of letter of confirmation not submitted to stock exchange pursuant to provisions of Regulation 39(3) of the Listing Regulations.	The Company inadvertently missed to submit information regarding loss of share certificates and issue of duplicate share certificates/ Letter of confirmation to BSE Ltd. However, later necessary disclosure made.

Further, none of the Auditors of the Company have reported any fraud as specified under the second proviso of Section 143(12) of the Act.

28. INFORMATION UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has complied with the provisions relating to the constitution of the Internal Committee as required under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the financial year under review, there was no complaint filed before the said Committee and there was no complaint pending at the beginning or end of the financial year under review.

29. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has devised proper systems to ensure compliance with the provisions of all applicable and mandatory Secretarial Standards issued by the Institute of Company Secretaries of India and your directors confirm compliance of the same during the financial year under review.

30. SUBSIDIARY COMPANY, JOINT VENTURES AND ASSOCIATE COMPANIES

Shree Ambika Naturals Private Limited is subsidiary of the Company. The Company had no Joint Venture or Associate Company during the financial year under review.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013, a statement containing salient features of the financial statements of Shree Ambika Naturals Private Limited, in Form AOC-1, is annexed as **Annexure - II** and forms part of this Report.

31. CONSOLIDATED AUDITED FINANCIAL STATEMENTS

Pursuant to the provisions of Sections 129 and 133 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 and as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has prepared Consolidated

Audited Financial Statements consolidating financial statements of its subsidiary company namely "Shree Ambika Naturals Private Limited" with its financial statements in accordance with the applicable provisions of Indian Accounting Standards ("Ind-AS").

The Consolidated Financial Statements along with the Independent Auditors' Report thereon is annexed and form part of this Report.

The summarized consolidated financial position is provided above in point no. 1 of this Report.

32. MANAGEMENT DISCUSSION AND ANALYSIS AND CORPORATE GOVERNANCE REPORT

Pursuant to the provisions of Regulation 34(3) and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following have been made part of and attached to this Annual Report:

- Management Discussion and Analysis Report;
- Report on Corporate Governance;
- Declaration on compliance with Code of Conduct;
- Auditors' certificate regarding compliance with conditions of Corporate Governance; and
- Certificate from Practicing Company Secretary that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies.

33. MANAGERIAL REMUNERATION AND OTHER DETAILS

Disclosure pertaining to remuneration and other details 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 are provided in this Report as **Annexure - III** and forms part of this Report.

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in a separate annexure forming part of this Report. Further in

terms of Section 136 of the Act, the report and accounts are being sent to the members excluding the aforesaid annexure. The said annexure is available for inspection at the corporate office of the Company during the working hours on all working days and any member interested in obtaining copy of the same may write to the Company Secretary and Compliance Officer of the Company and the same will be furnished on request.

34. CORPORATE SOCIAL RESPONSIBILITY

The details of the initiatives taken by the Company as per the provisions of Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014, as amended are given in **Annexure - IV**, which forms part of this Report.

35. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Pursuant to the provisions of Section 134 (3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, details regarding Conservation of Energy, Technology Absorption, Foreign Exchange earnings and outgo are given in **Annexure - V**, which forms part of this Report.

36. LISTING:

The Equity shares of the Company continue are listed on BSE Limited.


37. CREDIT RATINGS:

India Ratings and Research Private Limited has reaffirmed the following credit ratings for Company's long term and short-term instruments:

Sr. No.	Name of the Credit Rating Agency	Facilities	Ratings
1.	CARE Ratings Limited	Total Facilities Rated	₹40 Cr.
		Long term Rating	CARE BBB-; Stable, Assigned
		Short term Rating	CARE A3, Assigned

38. DETAILS OF PROCEEDINGS UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

During the financial year under review, no application was made or proceeding initiated



against the Company under the Insolvency and Bankruptcy Code, 2016 nor any such proceeding was pending at the end of the financial year under review.

39. VALUATION OF ASSETS

During the financial year under review, there was no instance of one-time settlement of loans / financial assistance taken from Banks or Financial Institutions, hence the Company was not required to carry out valuation of its assets for the said purpose.

40. ACKNOWLEDGEMENT

Your directors wish to place on record their deep sense of appreciation for the valuable services

and the contribution made by the Company's employees at all levels for their continual growth and prosperity of the Company. The industrial relations continued to be cordial during the financial year under review.

The directors also wish to place on record its appreciation for the continued co-operation and assistance received by the Company from its Customers, Vendors, Shareholders, Financial Institutions, Bankers, Business Associates & Government Authorities during the financial year under review.

**For and on behalf of the Board of Directors
of Vipul Organics Limited**

Place: Mumbai

Date: 2nd September, 2024

Vipul P. Shah

Managing Director

DIN: 00181636

Mihir V. Shah

Whole Time Director & CFO

DIN: 05126125

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2024

[Pursuant to the provisions of 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,
Vipul Organics Limited

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Vipul Organics Limited** (hereinafter called 'Company'). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluation of the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the Audit Period covering the financial year ended **31st March, 2024** ('Audit Period') generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minutes books, forms and returns filed, and other records maintained by the Company for the financial year ended 31st March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 ('Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 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 Direct Investment, Overseas Direct Investment and External Commercial Borrowings (not applicable to the Company during the Audit Period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (not applicable to the Company during the Audit Period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (not applicable to the Company during the Audit Period);
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (not applicable to the Company during the Audit Period); and
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

- (vi) As informed and certified by the management of the Company, there are no laws that are specifically applicable to the business activities carried on by the Company based on its section / industry.

I have also examined compliance with the applicable clauses of the Secretarial Standards (SS – 1 and SS – 2) issued by the Institute of Company Secretaries of India.

During the Audit Period, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above, except the following:

1. delay in filing of some e-forms with Registrar of Companies, Mumbai, Maharashtra;
2. intimation regarding re-appointment of Mrs. Megha Bhati as an Independent Director was not given as required under Regulation 30 of the Listing Regulations;
3. re-appointment of Mrs. Megha Bhati was not in compliance with the provisions of Section 149(10) of the Act and Regulation 17(1C) read with Regulation 25 of the Listing Regulations, and the Company has taken its shareholders' approval for such appointment through postal ballot process, result of which declared on 2nd July, 2024;
4. prior intimation of a board meeting to the stock exchange not given in compliance with the provisions of Regulation 29 of the Listing Regulations; and
5. in certain cases, information regarding intimation of loss of share certificates / issue of letter of confirmation not submitted to stock exchange pursuant to provisions of Regulation 39(3) of the Listing Regulations.

I further report that

Subject to my above observations, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the Audit Period were carried out in compliance with the provisions of the Act.

Adequate notices were given to all directors and members to schedule the Board and Committee 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 meetings.

All decisions at Board and Committee meetings were taken unanimously as recorded in the minutes of the respective meetings.

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.

I further report that during the Audit period, the Company had following events having major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc. referred to above:

- a. Increased the Authorized Share Capital of the Company from existing ₹13,50,00,000/- divided into 1,35,00,000 Equity Shares of ₹10/- each to ₹15,00,00,000/- divided into 1,50,00,000 Equity Shares of ₹10/- each and consequently altered the Clause V - Capital Clause of the Memorandum of Association of the Company by passing Special resolution in 01/2023-24 Extra Ordinary General Meeting ('EGM') held on 17th May, 2023;
- b. Issued and allotted 5,00,000 convertible Warrants carrying a right to subscribe one Equity Share of ₹10/- each of the Company, for cash at an issue price of ₹111/- per Warrant (including premium of ₹101/- per Warrant) on preferential basis, as approved by the members of the Company in the said EGM; and
- c. Issued and allotted 2,00,000 Equity Shares of ₹10/- each upon conversion of 2,00,000 convertible Warrants.

**For M Baldeva Associates
Company Secretaries**

**CS Manish Baldeva
Proprietor**

M. No. FCS 6180; C.P. No. 11062
Peer Review No. 1436/2021
UDIN: F006180F000781603

Place: Mumbai
Date: 19th July, 2024

To,
The Members,
Vipul Organics Limited

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

1. Maintenance of secretarial records is 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 Account of the Company.
4. Wherever 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, regulation, standards is the responsibility of management. My examination was limited to the verification of procedures on the test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For M Baldeva Associates
Company Secretaries**

**CS Manish Baldeva
Proprietor**

M. No. FCS 6180; C.P. No. 11062
Peer Review No. 1436/2021
UDIN: F006180F000781603

Place: Mumbai
Date: 19th July, 2024

Form AOC- 1

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

Statement containing salient features of the financial statements of subsidiaries / associate companies / joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs. in Lakh)

Sr. No.	Particulars	Details
1.	Name of the subsidiary	Shree Ambika Naturals Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	N.A.
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Indian Rupees
4.	Share capital	104.55
5.	Reserves & surplus	-30.87
6.	Total assets	75.27
7.	Total Liabilities	1.59
8.	Investments	0
9.	Turnover	0
10.	Profit before taxation	-1.46
11.	Provision for taxation	-1.05
12.	Profit after taxation	-0.41
13.	Proposed Dividend	0
14.	% of shareholding	56.04% of Equity Shares and 100% of 1.5% Non-cumulative Optionally Convertible Preference Shares

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations: N.A.
- Names of subsidiaries which have been liquidated or sold during the financial year: N.A.

Part "B": Associates and Joint Ventures

Not Applicable as the Company does not have any Associate and Joint Venture.

For and on behalf of the Board of Directors
of **Vipul Organics Limited**

Vipul P. Shah

Managing Director

DIN: 00181636

Mihir V. Shah

Whole Time Director & CFO

DIN: 05126125

Place: Mumbai

Date: 2nd September, 2024

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year ended 31st March, 2024:

Sl. No.	Name of the Director	Ratio of remuneration to the median remuneration of the employees
1.	Mr. Vipul P. Shah	33.26
2.	Mr. Mihir V. Shah	29.08

(Median remuneration of the employees of the Company for the financial year 2023-24 is ₹3,42,840/-)

- (ii) The percentage increase in remuneration of each director, CFO, CEO, Company Secretary or Manager, if any, in the financial year ended 31st March, 2024:

Sl. No.	Name	Designation	(% increase over last F.Y.)
1.	Mr. Vipul P. Shah	Managing Director	15
2.	Mr. Mihir V. Shah	Whole Time Director & CFO	28
3.	Mr. Dheerendra Verma (upto 14 th August 2023)	Company Secretaries & Compliance officer	NA
4.	Ms. Priya Shadija (w.e.f. 10 th November 2023)	Company Secretaries & Compliance officer	NA

- (iii) The percentage increase in the median remuneration of employees in the financial year: 1%
- (iv) The number of permanent employees on the rolls of the Company: 120 (as on 31st March, 2024)
- (v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:
Average percentile increase in remuneration of employees is 15% and managerial personnel is 28%
- (vi) We hereby confirm that the remuneration paid is as per the remuneration policy recommended by Nomination and Remuneration Committee of the Company and adopted by the Company.

For and on behalf of the Board of Directors
of **Vipul Organics Limited**

Place: Mumbai
Date: 2nd September, 2024

Vipul P. Shah
Managing Director
DIN: 00181636

Mihir V. Shah
Whole Time Director & CFO
DIN: 05126125

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES
FOR THE FINANCIAL YEAR 2023-24**

1. Brief outline of CSR Policy of the Company:

A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs:

- To make CSR a key business process for sustainable development for the society.
- To aim at supplementing the role of the Government in enhancing welfare measures of society based on the immediate and long term social and environmental consequences of their activities.
- To directly or indirectly take-up programmes that benefit the communities in vicinity where the Company operates and results, over a period of time, in enhancing the quality of life & economic wellbeing of the local populace.
- Contributing to sustainable development in areas of strategic interest through initiatives designed in a manner that addresses the challenges faced by the Indian society.
- Collaborating with communities and institutions to contribute to the national mission of eradicating poverty and hunger, especially in rural areas, through agriculture research and knowledge sharing, conservation and development of forest resources, empowering women economically, supplementing primary education and participating in rural capacity building programs and such other initiatives.

2. Composition of CSR Committee:

The amount to be spent by the Company towards Corporate Social Responsibility ("CSR") activities does not exceed ₹50 Lakh during the financial year, hence the requirement for constitution of CSR Committee is not applicable to the Company and functions of the Committee provided under Section 135 of the Companies Act, 2013 are discharged by the Board of Directors of the Company.

3. The web-link where CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

The CSR Policy and CSR Projects approved by the Board of Directors of the Company can be viewed at: <https://www.vipulorganics.com/policies.htm>.

4. Provide the executive summary along with web-link of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:

The Company is not required to carry out the Impact Assessment of CSR projects in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 as the said rule is not applicable to the Company.

5.
 - a) Average net profit of the company as per section 135(5): ₹753.10 Lakh
 - b) Two percent of average net profit of the company as per section 135(5): ₹15.06 Lakh
 - 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: ₹15.06 Lakh
6.
 - a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹17.58 Lakh
 - b) Amount spent in Administrative Overheads: Nil
 - c) Amount spent on Impact Assessment, if applicable: Not Applicable
 - d) Total amount spent for the Financial Year: ₹17.58 Lakh

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

Total Amount Spent for the Financial Year (₹ in Lakh)	Amount Unspent (₹ in Lakh)				
	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
17.58	Nil	N.A.	N.A.	Nil	N.A.

f) Excess amount for set off, if any

Sr. No.	Particulars	Amount (₹ in Lakh)
1.	Two percent of average net profit of the company as per section 135(5)	15.06
2.	Total amount spent for the Financial Year	17.58
3.	Excess amount spent for the financial year [(ii)-(i)]	2.52
4.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NA
5.	Amount available for set off in succeeding financial years [(iii)-(iv)]	2.52*

*The Company has spent in excess of mandatory requirement under the Companies Act, 2013, however the same is not proposed to be carried forward for set-off in forthcoming financial years.

7. Details of Unspent CSR amount for the preceding three financial years:

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135(6)	Balance Amount in Unspent CSR Account under Section 135(6)	Amount spent in the Financial Year (₹ in Lakh)	Amount transferred to a fund as specified under Schedule VII as per as per second proviso to Section 135(5), if any.		Amount remaining to be spent in succeeding financial years (₹ in Lakh)	Deficiency, if any
		(₹ in Lakh)	(₹ in Lakh)		Amount (₹ in Lakh)	Date of transfer		
				Nil				

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

If Yes, enter the number of Capital assets created/ acquired: NA

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

Sr. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent (₹ in Lakh)	Details of entity / Authority / beneficiary of the registered owner		
					Registration Number, if applicable	Name	Registered address

Not applicable

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable

For and on behalf of the Board of Directors
of Vipul Organics Limited

Place: Mumbai
Date: 2nd September, 2024

Vipul P. Shah
Managing Director
DIN: 00181636

Mihir V. Shah
Whole Time Director & CFO
DIN: 05126125

Details of Conservation of energy, technology absorption, foreign exchange earnings and outgo pursuant to the provisions of Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014.

A Conservation of energy	
(i) the steps taken or impact on conservation of energy	<p>The Company is conscious about the energy conservation and has kept constant supervision so as to avoid any leakage, stripping, etc. The power meters are also regularly checked. However, the management, wherever possible, shall try to replace machinery which is found defective by up-to-date innovated machinery.</p> <p>a) Your Company took many initiatives to reduce electricity consumption through productivity increase. Resources are being utilized to their optimum capacity thereby placing the least possible stress on the environment.</p> <p>b) Your Company has focused on productivity so that unit consumption per piece is reduced.</p> <p>c) The condensate water coming out from the dryer and other heat exchangers is now collected in a separate tank and with the steam pump this condensate water is used as feed water to the boiler.</p> <p>d) The average temperature of this condensate water is about 55^o centegrate, so indirectly when feeded to the boiler the required thermal energy i.e coal consumption gets reduced.</p>
(ii) the steps taken by the company for utilising alternative sources of energy	
(iii) the capital investment on energy conservation equipment	
B Technology absorption	
(i) the efforts made towards technology absorption	<p>The Company has not acquired any foreign technology so far as the technical know-how is concerned. The technology for the Company's activities is available easily in India. Hence, the question of absorption and adaptation does not arise.</p> <p>The Company has no separate division as such of carrying out Research and Development since the Company has been using so far, the standardized methods of manufacturing Dyes and Chemicals. However, a small laboratory is in function for quality control.</p>
(ii) the benefits derived like product improvement, cost reduction, product development or import substitution	
(iii) in case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year):	
(a) the details of technology imported;	
(b) the year of import;	
(c) whether the technology been fully absorbed;	
(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	
(iv) the expenditure incurred on Research and Development	<p>The Company has not spent any expenditure on Research and Development during the financial year under review.</p>
Waste Water Management	
	<p>ZLD system is under the OEM contract directly with the original equipment supplier i.e Arvind Envisol for extremely efficient operation of the system.</p>



C Foreign exchange earnings and outgo		2023-24 (₹ in Lakh)	2022-23 (₹ in Lakh)
(i)	The foreign exchange outgo (actual outflows)	957.00	1483.71
(ii)	The foreign exchange earned (actual inflows)	9328.41	232.76

For and on behalf of the Board of Directors
of **Vipul Organics Limited**

Place: Mumbai
Date: 2nd September, 2024

Vipul P. Shah
Managing Director
DIN: 00181636

Mihir V. Shah
Whole Time Director & CFO
DIN: 05126125



CORPORATE GOVERNANCE REPORT

[Pursuant to the provisions of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Corporate Governance is concerned with holding the balance between economic and social goals and between individual and societal goals. At Vipul Organics Limited, the goal of corporate governance is to ensure fairness for every stakeholder – our customers, investors, vendor-partners, the community, and the governments of the countries in which we operate.

The Company endeavors towards creating long-term value for all its stakeholders while focusing on the core principles of accountability, transparency, integrity, environment and regulatory compliances.

The Company confirms compliance with various provisions relating to Corporate Governance stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), which are further elaborated in this Report.

The Company firmly believes in maintaining high standards of quality and ethical conduct in its operations.

2. CORPORATE ETHICS:

The Company adheres to the highest standards of business ethics, transparency in all its dealings and timely compliance with statutory and legal requirements.

2.1 Code of Conduct of Board Members and Senior Management:

The Board of Directors of the Company has adopted Code of Conduct for its Members and Senior Management and it is reviewed and modified periodically as per changes in applicable laws. The Code highlights Corporate Governance as the cornerstone for sustained management performance and for serving all the stakeholders and for instilling pride of association. The code has been posted on the website of the Company viz. www.vipulorganics.com.

2.2 Code of Conduct for Prevention of Insider Trading:

As per provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders for its management, directors, designated employees, its immediate relatives and other connected persons. All the directors, designated persons and third parties such as auditors, consultants etc. who could have access to the unpublished price sensitive information of the Company are governed by this Code. The trading window was closed during the time of declaration of results and occurrence of any material events as per the applicable regulations. The Company Secretary has been appointed as Compliance Officer of the Company and is responsible for adherence to the Code.

2.3 Vigil Mechanism:

The Company has established a vigil mechanism for employees, officers and directors, which encourages them to report any suspected violation promptly and intend to investigate any report of violations made in good faith.

2.4 Safety, Health & Environment (“SHE”) System:

The Company has adopted Safety, Health and Environment (“SHE”) System with a commitment to provide a safe and healthy working environment.

3. BOARD OF DIRECTORS:

3.1 Composition:

The Board of Directors provides strategic direction and thrust to the operations of the Company. As on 31st March, 2024, the Board comprised of total six directors. Out of these, two directors are Executive Directors, one is Non-Executive Non-Independent Director and three are Non-Executive Independent Directors (including one Woman Independent Director).

None of the Independent Directors have any material pecuniary relationship or transaction with the Company, its Promoters, Directors, Senior Management, which would affect their independence.

Further, none of the directors on the Board is a member of more than 10 Committees and Chairperson in more than 5 Committees, across all companies in which they are director.

3.2 Board Procedure:

The agenda is prepared in consultation with the Chairman and Managing Director of the Company and the Chairman of the Committees. The agenda for the meetings of the Board and its Committees, together with the relevant supporting documents is circulated well in advance before the meeting.

Matters discussed at Board Meetings generally relate to Company’s business operations, periodical quarterly results, review of the reports of the Audit Committee, other committees and compliance with their recommendations, suggestions, non-compliance with any regulatory requirements, if any and status of complaints, statutory or listing requirements etc.

3.3 Attendance at the meetings:

During the financial year under review, the Board of Directors met Ten (10) times on 21st April, 2023, 30th May, 2023, 3rd July, 2023, 14th August, 2023, 11th September, 2023, 17th October, 2023, 10th November, 2023, 25th January, 2024, 14th February, 2024, and 31st March, 2024. As stipulated, the gap between two meetings did not exceed 120 days.

Details of the composition of Board and category of Directors, their attendance at each Board meeting held during the financial year 2023-24 and at the last Annual General Meeting, their directorships in other companies and Membership / Chairmanship in Committees are as follows:

Name of Director	Category	No. of Board Meetings		Attendance at last AGM held on 30 th September, 2023	No. of directorship held in other public companies	Committee position in other Companies		No. of shares and convertible instruments held (as on 31 st March 2024)*
		Held	Attended			Chairman	Member	
Mr. Vipul P. Shah	Promoter & Managing Director	10	9	Present	1	-	-	34,51,800 Equity Shares
Dr. Shiv Nath Sahai	Non-Executive, Non-Independent director	10	10	Present	1	-	-	-
Mr. Jagdeep Y. Mehta	Independent Director	10	10	Not present	-	-	-	-
Mr. Prasannakumar B. Gawde	Independent Director	10	10	Not present	-	-	-	-
Mrs. Megha S. Bhati	Independent Director	10	10	Present	-	-	-	-
Mr. Mihir V. Shah	Whole Time Director & CFO	10	10	Present	1	-	-	23,28,250 Equity Shares

- Mr. Mihir Shah held 1,50,000 warrants convertible in to equal number of equity shares of the Company of face value of ₹10 each as fully paid up, as per the terms of the allotment of Warrants.
- a) The directorship and number of Committee positions held by directors as mentioned above does not include directorships and committee positions in private companies / high value debt listed entities / companies incorporated under Section 8 of the Act / foreign companies as on 31st March, 2024.
- b) Membership/Chairmanship of only the Audit Committee and Stakeholders' Relationship Committee of all public companies / subsidiary of public companies, as provided under Regulation 26(1)(b) of the Listing Regulations, have been considered and membership includes positions as chairmanship of the committee.
- c) None of the directors hold directorships in more than 7 listed entities, membership in more than 10 committees and chairmanship in more than 5 committees.
- d) Except Mr. Vipul P. Shah and Mr. Mihir V. Shah who are related to each other, no other director is related to any other director on the Board.
- e) As on 31st March, 2024, None of non-executive directors hold any shares / convertible securities in the Company.
- f) Details of directorships including the category of directorships as on 31st March, 2024

Sr. No.	Name of the Director	Name of the Listed Entity	Directorship Details
1.	Mr. Vipul P. Shah	Vipul Organics Ltd.	Managing Director, Promoter
2.	Dr. Shiv Nath Sahai	Vipul Organics Ltd.	Non-Executive Non-Independent Director
3.	Mr. Jagdeep Y. Mehta	Vipul Organics Ltd.	Non-Executive, Independent Director
4.	Mr. Prasannakumar B. Gawde	Vipul Organics Ltd.	Non-Executive, Independent Director
5.	Mrs. Megha S. Bhati	Vipul Organics Ltd.	Non-Executive, Independent Director
6.	Mr. Mihir V. Shah	Vipul Organics Ltd.	Whole Time Director & CFO, Promoter Group

3.4 Directors' familiarization programme:

The Company undertakes and makes necessary provision for appropriate induction programme for new directors and ongoing training for existing directors. The new directors are introduced to the Company culture through appropriate training programmes. Such kind of training programmes help in developing relationship of the directors with the Company and familiarize them with the Company's processes. The management provides such information and training either at the meeting of the Board of Directors or otherwise.

The induction process is designed to:

- Build an understanding of the Company's processes; and
- Fully equip directors to perform their role on the Board effectively.

Upon appointment, directors receive Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. The details of director's induction and familiarization programmes are available on the Company's website viz. <http://vipulorganics.com/policies.htm>.

4 3.5 Matrix of Core Skills / Experience / Competencies of the Board of Directors:

The Board comprises of persons with varies experiences in different areas who bring in the required skills, competence and expertise that allows them to make effective contribution to the Board and its committees. The following are the list of core skills /expertise /competencies identified by the Board of Directors as required in the context of the Company's business for it to function effectively, efficiently and those available with the Board as a whole and the specific areas of focus or expertise of individual board members have been highlighted hereunder:

Core skills / competencies / Expertise and Description	Name of the Directors					
	Mr. Vipul P. Shah	Dr. Shiv Nath Sahai	Mr. Jagdeep Y. Mehta	Mr. Prasanna Kumar B. Gawde	Mrs. Megha S. Bhati	Mr. Mihir V. Shah
Sales & Marketing: Experience in developing strategies to grow sales and market share and marketing management based on understanding of the industry.	√	√	√	-	√	√
Global Business experience: Experience in leading businesses in different geographies/markets around the world with an understanding of diverse business environments, economic conditions, cultures and regulatory frameworks, and a broad perspective on global market opportunities.	√	√	√	-	√	√
General Management/ Governance: Strategic thinking, decision making and protect interest of all stakeholders;	√	√	√	√	√	√

Core skills / competencies / Expertise and Description	Name of the Directors					
	Mr. Vipul P. Shah	Dr. Shiv Nath Sahai	Mr. Jagdeep Y. Mehta	Mr. Prasanna Kumar B. Gawde	Mrs. Megha S. Bhati	Mr. Mihir V. Shah
Financial skills: Understanding the financial statements, financial controls, risk management, mergers and acquisition, etc.	√	√	√	√	√	√
Technical Skills: Technical skills and professional skills and knowledge including legal and regulatory aspects.	√	√	√	√	√	√

3.6 Separate meeting of Independent Directors:

As stipulated in the Code for Independent Directors under Schedule IV of the Companies Act, 2013 and Regulation 25(3) of the Listing Regulations, a separate meeting of the Independent Directors of the Company was held on 14th February, 2024 inter alia to review the performance of Non-Independent Directors and the Board as a whole and also the flow of information between the Board and the Management of the Company.

3.7 Criteria for appointment of Independent Directors:

The Nomination and Remuneration Committee while considering the proposal for appointment of Independent Directors also considers the criteria of independence prescribed under the Companies Act, 2013 and the Listing Regulations.

The Board of Directors of the Company also confirms that all the Independent Directors of the Company have complied with Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, regarding enrollment in the Data Bank for Independent Directors as required under Notification dated 22nd October, 2019 issued by the Ministry of Corporate Affairs in this regard.

3.8 Terms and conditions for appointment of Independent Directors:

Independent Directors fulfill the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations. Formal Letter of appointment has been given to Independent Directors at the time of their appointment /re-appointment. The terms and conditions of appointment /re-appointment of Independent Directors has been disclosed on the website of the Company at www.vipulorganics.com.

3.9 Declaration by the Board:

In the opinion of the Board of Directors of the Company, the Independent Directors fulfill the conditions specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25(8) of the Listing Regulations and they are Independent of the management of the management. Every Independent Director has confirmed and given declaration in this respect.

Further, all the Independent Directors of the Company have affirmed compliance with Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, regarding enrollment in the Data Bank for Independent Directors as required under Notification dated 22nd October, 2019 issued by the Ministry of Corporate Affairs in this regard.

None of the Independent Director serves as Independent Director in more than 7 listed companies.

3.10 Resignation of Independent Director:

None of the Independent Directors resigned during the financial year 2023-24.

3.11 Agenda:

All the meetings are conducted as per well designed and structured agenda. All the agenda items are backed by necessary supporting information and documents (except for the unpublished price sensitive information, which is circulated in the meeting) to enable the Board to take informed decisions. Agenda also includes minutes of the last meetings of all the Board and Committees for the information of the Board. Agenda papers are circulated seven days prior to the Board / Committee Meetings. In addition, for any business exigencies, the resolutions are passed by circulation and later placed in the next meeting.

A. COMMITTEES OF THE BOARD:

4. AUDIT COMMITTEE

Pursuant to the provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations, the Board of Directors has duly constituted the Audit Committee. Composition of audit committee is in accordance with the applicable provisions of the Companies Act 2013 and the Listing Regulations. .

4.1 Terms of reference:

The terms of reference of the Committee are in compliance with the Companies Act 2013 and the Listing Regulations. Besides having access to all the required information from the Company, the Committee acts as a link between the Statutory and Internal Auditors and the Board of Directors of the Company. The brief description of terms of reference is as follows:

- Reviewing the performance of the Company as reflected in the financial statements and also compliance with accounting policies and practices, regulatory requirements concerning the said financial statements;
- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending the appointment /re-appointment /removal of Auditors, fixation of audit fees and also approval of payments for any other services;
- Review with management the quarterly /half yearly /yearly financial statements with the primary focus on accounting policies and practices, compliances with accounting standards and with the stock exchange and legal requirements concerning the financial statements;
- Reviewing with management, Statutory and Internal Auditors adequacy of the Internal Control Systems in the Company;
- Discussing with Internal and Statutory Auditors of any significant findings and follow-up thereon and reviewing the reports furnished by them;
- Reviewing the Company's financial and risk management policies;
- Compliance with the Stock Exchange and legal requirements concerning financial statements; and
- Carrying out such other functions as may be specifically referred to the Committee by the Board of Directors and /or Committee of Directors of the Company.

In addition, the powers and role of the Audit Committee are as laid down under Regulation 18 and Schedule II Part C of the Listing Regulations read with Section 177 of the Act.

4.2 Composition of the Committee:

The Committee comprised of two Non-Executive Independent Directors and one Executive Director having financial background and knowledge in the areas of business of the Company. The Committee comprised of Mr. Prasannakumar B. Gawde, Mr. Jagdeep Y. Mehta and Mr. Vipul P. Shah as its members. Mr. Prasannakumar B. Gawde, Non-Executive Independent Directors of the Company is Chairman of the Committee. All members of

the Audit Committee are financially literate and have related financial management expertise by virtue of their comparable experience and background. The partners /authorized representatives of Statutory Auditors and Internal Auditors are invited to the meetings of the Audit Committee, as and when required.

The Company Secretary and Compliance Officer of the Company acted as the Secretary to the Committee. .

4.3 Meetings and attendance during the financial year:

During the financial year under review, 4 (four) meetings of the Audit Committee were held on 30th May, 2023, 14th August, 2023, 10th November 2023 and 14th February, 2024.

The composition of the Committee and the number of meetings attended by each member during the financial year ended 31st March, 2024 is as under:

Name of the Member	Designation	No. of Meetings held	No. of Meetings attended
Mr. Prasannakumar B. Gawde	Chairman	4	4
Mr. Jagdeep Y. Mehta	Member	4	4
Mr. Vipul P. Shah	Member	4	4

5. NOMINATION AND REMUNERATION COMMITTEE:

Pursuant to the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations, the Board of Directors has duly constituted the Nomination and Remuneration Committee. The Nomination and Remuneration Committee, inter alia, recommends the appointment and remuneration payable to executive directors, key managerial personnel ("KMP") and senior management personnel ("SMP") of the Company.

5.1. Terms of reference:

The broad terms of reference of the Nomination and Remuneration Committee, inter-alia, are:

- To formulate criteria for determining qualifications, positive attributes and independence of a director's;
- Formulate criteria for evaluation of Independent Directors and the Board;
- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down in the Company's policy;
- To carry out evaluation of every director's performance;
- To recommend to the Board the appointment and removal of directors and senior management;
- To recommend to the Board policy relating to remuneration of directors, key managerial personnel and senior management. The Remuneration Policy is available on the website of the Company at www.vipulorganics.com.
- To ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- To devise a policy on Board diversity;
- To determine terms and conditions for appointment of independent directors. The same is also available on the website of the Company at www.vipulorganics.com.
- 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.

5.2. Composition:

The Nomination and Remuneration Committee comprised of all Independent Directors viz Mr. Prasannakumar B. Gawde, Mr. Jagdeep Y. Mehta and Mrs. Megha S. Bhati as its members. Mr. Prasannakumar B. Gawde, Non-Executive Independent Directors of the Company is Chairman of the Committee.

The Company Secretary and Compliance Officer of the Company acted as the Secretary to the Committee.

5.3. Meetings and attendance during the financial year:

During the financial year under review, the Nomination and Remuneration Committee met 3 (three) times on 14th August 2023, 10th November, 2023 and 31st March, 2024.

The composition of the Committee and number of meetings attended by each member during the financial year ended 31st March, 2024 is as under:

Name of the Member	Designation	No. of Meetings held	No. of Meetings attended
Mr. Prasannakumar B. Gawde	Chairman	3	3
Mr. Jagdeep Y. Mehta	Member	3	3
Mrs. Megha S. Bhati	Member	3	3

5.4. Performance evaluation criteria for Independent Directors:

Pursuant to the provisions of Section 178(2) of the Act read with Regulation 17(10) of the Listing Regulations, the Board of Directors of the Company has evaluated the performance of each Independent Director and fulfillment of the independence criteria as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and their independence from the management. The Board also done performance evaluation of every director, the Board, Committee and Chairman and found performance satisfactory. The questionnaires are prepared considering the business of the Company. The evaluation framework for assessing the performance of Independent Directors comprises inter alia of the following key areas

- Attendance at Board and Committee Meetings;
- Quality of contribution to Board deliberations;
- Strategic perspectives or inputs regarding future growth of the Company and its performances; and
- Providing perspectives and feedback going beyond information provided by the management.

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

Pursuant to the provisions of Section 178 of the Act and Regulation 20 of the Listing Regulations, the Board of Directors has duly constituted the Stakeholders' Relationship Committee.

6.1 Brief terms of reference:

The Stakeholders' Relationship Committee is empowered to oversee the redressal of investors' complaints pertaining to share transfers, non-receipt of annual reports, dividend payments, issue of duplicate share certificates, transfer / transmission / demat / remat of shares and other miscellaneous complaints. This Committee is also responsible for the satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services. In addition, the terms of reference of this committee includes as provided under provisions of Regulation 20 read with Schedule II Part D (B) of the Listing Regulations.

6.2 Composition:

The Committee comprised of Mr. Prasannakumar B. Gawde, Mr. Mihir V. Shah and Mr. Vipul P. Shah as its members. Mr. Prasannakumar B. Gawde, Non-Executive Independent Directors of the Company is Chairman of the Committee. The Company Secretary and Compliance Officer of the Company acts as Secretary to the Committee.

6.3 Meetings and attendance during the financial year:

During the financial year under review, the Stakeholders' Relationship Committee met 4 (four) times on 30th May, 2023, 14th August, 2023, 10th November, 2023 and 14th February, 2024.

The composition of the Committee and number of meetings attended by each member during the financial year ended 31st March, 2024 is as under:

Name of the Member	Designation	No. of Meetings held	No. of Meetings attended
Mr. Prasannakumar B. Gawde	Chairman	4	4
Mr. Vipul P. Shah	Member	4	4
Mr. Mihir V. Shah	Member	4	4

6.4 Status of Investor complaints:

At the beginning of the year	Received during the year	Resolved during the year	Pending at the end of the year
0	9	9	0

6.5 Name and Address of the Compliance Officer:

Mr. Dheerendra Verma, Company Secretary and Compliance Officer (upto 14th August, 2023)

Ms. Priya Shadija, Company Secretary and Compliance Officer (w.e.f. 10th November, 2023)

E-mail : companysecretary@vipulorganics.com

Phone No. : 022-66139999

Corporate Office : B 603-A, Kaledonia, Sahar Road, Off. W. E. Highway, Andheri East, Mumbai – 400 069.

7. RISK MANAGEMENT COMMITTEE:

During the financial year under review, the Company was not required to constitute Risk Management Committee under Regulation 21 of the Listing Regulations.

8. SENIOR MANAGEMENT:

Particulars of Senior Management including the changes therein since the close of the previous financial year are as follows:

Sr. No.	Name of the Senior Management Personnel	Designation	Changes since the close of previous financial year
1.	Mrs. Mita V. Shah	President	No Change
2.	Mr. Mihir V. Shah	Chief Financial Officer	No Change
3.	Mr. Dheerendra Verma	Company Secretary and Compliance Officer	Resigned w.e.f. 14 th August, 2023
4.	Ms. Priya Shadija	Company Secretary and Compliance Officer	Appointed on 10 th November, 2023
5.	Ms. Dipti Mehta	G. M. Procurement	No Change
6.	Mr. Prasad Jambavdekar	G. M. F&A	Resigned w.e.f. 20 th July, 2023
7.	Mr. Pankaj Singhvi	G. M. F&A	Appointed w.e.f. 19 th June, 2023
8.	Mr. Timir Shah	Marketing Manager	No Change

9. REMUNERATION OF DIRECTORS:

- (1) The Non-Executive Directors had no pecuniary relationship or transactions with the Company during the financial year 2023-24.
- (2) The Non-Executive Directors are entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee Meetings. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Act and the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Independent Directors of the Company are not entitled to participate in VOL ESOS, 2022 of the Company.

(3) Details of remuneration and sitting fees paid to the directors:

Details of remuneration / sitting fees paid during the financial year 2023-24 and number of shares held as on 31st March, 2024 by the directors of the Company are as follows:

(Amount in ₹)

Name of the Directors	Salary & Perquisites	Performance/ Incentive/ Bonus	Commission	Sitting Fees	Total	No. of Shares held
Mr. Vipul P. Shah	1,14,02,500	-	-	-	1,14,02,500	34,51,800
Dr. Shiv Nath Sahai	-	-	-	75,000	75,000	-
Mr. Jagdeep Y. Mehta	-	-	-	1,15,000	1,15,000	-
Mr. Prasannakumar B. Gawde	-	-	-	1,35,000	1,35,000	-
Mrs. Megha S. Bhati	-	-	-	95,000	95,000	-
Mr. Mihir V. Shah	99,68,334	-	-	-	99,68,334	21,78,250

- The above details of remuneration or fees paid include all elements of remuneration package of individual directors summarized under major heads.
- Apart from the above mentioned remuneration or fees paid, there are no other fixed component and performance linked incentives based on the performance criteria;
- As on 31st March, 2024, no stock options were granted to any of the directors of the Company.
- No remuneration /compensation is paid to Non-Executive Directors, except sitting fees for attending board and committee meetings.
- The Company has not entered into service contracts with directors. The tenure of office of the Managing Director and Whole Time Directors is for Five years from their respective dates of appointment, and can be terminated by either party by giving two months' notice in writing. There is no separate provision for payment of severance fees.

10. GENERAL BODY MEETINGS:

10.1 Details of the date, time location of the last three Annual / Extra Ordinary General Meetings are given below:

Financial Year	Date	Time	Venue
2023-24	30 th September, 2023 (AGM)	03.45 p.m.	Meeting conducted through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)
2023-24	17 th May, 2023 (EGM)	03.00 p.m.	Meeting conducted through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)
2022-23	14 th September, 2022 (AGM)	04.30 p.m.	Meeting conducted through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)
2021-22	16 th September, 2021 (AGM)	10.40 a.m.	Meeting conducted through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)

10.2 Special Resolutions passed in last three Annual / Extra Ordinary General Meetings:

Date of Meetings	Particulars of Special Resolution
30 th September, 2023 (AGM)	<ol style="list-style-type: none"> Approval of the revision in remuneration payable to Mr Vipul P. Shah (DIN: 00181636), Managing Director of the Company. Approval of the revision in remuneration payable to Mr. Mihir V. Shah (DIN: 05126125), Whole Time Director and Chief Financial Officer of the Company.
17 th May, 2023 (EGM)	<ol style="list-style-type: none"> Increase in Authorized Share Capital of the Company from ₹13.50 Crore to ₹15.00 Crore and consequent amendment in Clause V - Capital Clause of the Memorandum of Association of the Company. Issue and allotment of 7 Lakh Warrants convertible into even number of Equity Shares of ₹10/- each at a price of ₹111/- per Warrant on Preferential basis.
14 th September, 2022 (AGM)	<ol style="list-style-type: none"> Approval of the revision in remuneration payable to Mr. Vipul P. Shah (DIN: 00181636), Managing Director of the Company. Approval of the revision in remuneration payable to Mr. Mihir V. Shah (DIN: 05126125), Whole Time Director and Chief Financial Officer of the Company. Approval of the re- appointment of Mr. Vipul P. Shah (DIN: 00181636), as Managing Director of the Company.
16 th September, 2021 (AGM)	<ol style="list-style-type: none"> Approval of the revision in remuneration payable to Mr. Mihir V. Shah (DIN: 05126125), Whole Time Director and Chief Financial Officer of the Company. Approval of the revision in remuneration payable to Mr Vipul P. Shah (DIN: 00181636), Managing Director of the Company.

10.3 Postal Ballot:

During the year under review, following resolutions were passed through Postal Ballot process,

- Appointment of Mr. Rupesh Agrawal (DIN: 09797293) as Non-Executive Independent Director of the Company on 28th June, 2024.
- Appointment of Mr. Siddhan Subramanian (DIN: 02101174) as Non-Executive Independent Director of the Company on 28th June, 2024.
- Re-appointment of Mrs. Megha Bhati (DIN: 08278063) as Non-Executive Independent Director of the Company on 20th July, 2024.

The Company has followed process regarding the postal ballot as prescribed in the Companies Act 2013 including appointment of scrutinizer, send postal ballot notices to shareholders, evoting etc. Scrutinizer appointed for respective postal ballot has conducted the postal ballot process.

11. MEANS OF COMMUNICATION:

11.1. The Company has published quarterly / half yearly / Annual results as per details mentioned below:

Newspapers	Date of Board Meeting	Date of Publication
Financial Express (English- All India Edition)	30-05-2023	01-06-2023
Mumbai Lakshadweep (Marathi)	14-08-2023	15-08-2023
	10-11-2023	12-11-2023
	14-02-2024	16-02-2024

11.2. Website:

The Company's website www.vipulorganics.com contains a separate dedicated section 'Investor Relations' where shareholders' information is available. The Company's Annual Report is also available in a user-friendly and downloadable form.

11.3. News releases, presentations, among others:

During the financial year, the Company has made various presentation to Institutional Investors and Analysts. All Corporate Announcements made to the BSE Limited during the financial year 2023-24 are available on the website of the Company.

12. GENERAL INFORMATION FOR SHAREHOLDERS:

12.1 Annual General Meeting for the financial year 2023-24:

Day : Monday
Date : 30th September, 2024
Time : 3:30 p.m
Venue : Through Video Conferencing/ Other OAVM

12.2 Financial Year:

1st April to 31st March

12.3 Book Closure:

The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, 24th September, 2024 to Monday, 30th September, 2024 (both days inclusive).

12.4 Record date :

Record date for the purpose of payment of dividend shall be Monday, 23rd September, 2024.

12.5 Dividend Payment Date: Credit/ Dispatch between 6th October, 2024 to 20th October, 2024

12.6 Listing on Stock Exchange:

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001

12.7 Listing Fees: The Company has paid the necessary listing fees of the BSE Limited for the financial year 2023-24. The Company has already paid necessary fees to the Depositories.

12.8 Stock Code: BSE: 530627

12.9 ISIN: INE834D01018

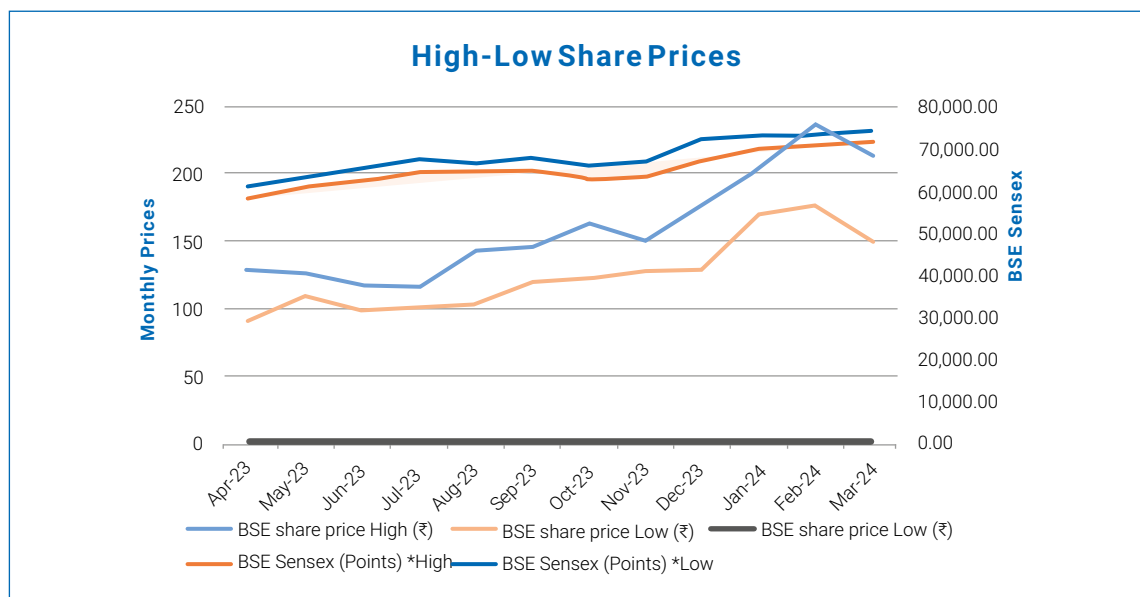
12.10 Stock Market Price Data and comparison with BSE Sensex:

The monthly high and low quotation of shares traded on the BSE Limited during each month in last financial year are as follows:

Month	Company's Shares price at BSE*		BSE Sensex (Points) *	
	High (₹)	Low (₹)	High	Low
April-23	91.95	129.60	58,793.08	61,209.46
May-23	110.00	127.65	61,002.17	63,036.12
June-23	100.00	118.00	62,359.14	64,768.58
July-23	102.00	115.95	64,836.16	67,619.17
August-23	103.20	144.00	64,723.63	66,658.12
September-23	120.55	146.40	64,813.37	67,927.23
October-23	122.00	163.80	63,092.98	66,592.16
November-23	128.20	150.80	63,550.46	67,069.89
December-23	128.00	178.00	67,149.07	72,484.34
January-24	171.00	205.00	70,001.60	73,427.59
February-24	176.55	237.00	70,809.84	73,413.93
March-24	149.00	215.00	71,674.42	74,245.17

* Source: www.bseindia.com

12.11 Performance of Vipul Organics Limited share price in comparison to BSE Sensex (based on closing Price) during the financial year ended 31st March, 2024:



12.12 Trading of Securities:

The securities of the Company were not suspended from trading during the financial year 2023-24.

12.13 Registrar and Share Transfer Agents:

Bigshare Services Private Limited
Office No. S6-2, 6 Floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East), Mumbai - 400093
Tel No.:+91-22-62638200
Email ID: investor@bigshareonline.com

12.14 Share Transfer Process:

In terms of Regulation 40(1) of the Listing Regulations, as amended from time to time, securities of the Company can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of transmission or transposition of securities. Further, the SEBI had fixed 31st March, 2021 as the cut-off date for redodgment of transfer deeds and the shares that are redodged for transfer shall be issued only in DEMAT mode. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are affected through the depositories with no involvement of the Company.

Further, SEBI has vide its Circular No.: SEBI/ HO/ MIRSD/ MIRSD_RTAMB/ P/ CIR / 2022 / 8 dated 25th January, 2022 ('SEBI Circular'), mandated the issue of share(s) in dematerialized form only while processing the Shareholder's Service Request(s) received for issue of duplicate share certificates, claim from Unclaimed Suspense Account, renewal / exchange of share certificates, endorsement, sub-division / splitting of share certificates, consolidation of share certificates / folios, transmission and transposition. Upon receipt of any service request(s) from the shareholder / claimant, Bigshare Services Private Limited, Registrar and Share Transfer Agent ('RTA') of the Company shall verify and process the said request(s) and thereafter issue a 'Letter of Confirmation' in lieu of physical share certificate(s) to the shareholder / claimant, if documents are found in order. In case of any query(ies) or issue(s) regarding process of the service request(s), shareholder / claimant can contact RTA (Cont. No.: 022 – 62638200) or can write an e-mail at investor@bigshareonline.com.

12.15 The Distribution of Shareholding as at 31st March, 2024:

Slab of Shares Holding (in ₹)		Shareholders	Percentage (%)	Shares	Amount (in ₹)	Percentage (%)
From	To					
1	500	6228	88.9333	566374	5663740	4.3527
501	1000	367	5.2406	275135	2751350	2.1145
1001	2000	184	2.6274	271876	2718760	2.0894
2001	3000	62	0.8853	157930	1579300	1.2137
3001	4000	46	0.6569	163833	1638330	1.2591
4001	5000	23	0.3284	110167	1101670	0.8467
5001	10000	28	0.3998	204677	2046770	1.5730
10001	9999999999	65	0.9282	11261883	112618830	86.5508
TOTAL		7003	100	13011875	130118750	100

12.16 Dematerialization of shares and liquidity:

As on 31st March, 2024, about 99.09 of the Company's Equity Shares have been dematerialized. The Equity Shares of the Company are actively traded on the BSE Ltd., Mumbai.

12.17 Convertible instruments:

During the financial year 2023-2024, the Company has not issued any Global Depository Receipts (GDRs) / American Depository Receipts (ADRs) which are likely to have impact on the Company's Equity but during the year, Company has issued 5,00,000 warrants convertible into Equal number of Equity shares to promoter/promoter group.

12.18 Commodity price risk and foreign exchange risk or hedging activities:

The Company is exposed to the risk of price fluctuations of raw material, which is proactively managed by forward booking of materials, inventory management and vendor development practices.

As regards foreign exchange risk, there is natural hedging of risk as our import and export generally remains at the same level.

12.19 Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of the Listing Regulations:

During the year under review, the Company raised the funds through (i) issue of 5,00,000 warrants convertible into equity shares on preferential basis to promoter group and (ii) issue of 2,00,000 Equity shares pursuant to conversion of 2,00,000 Convertible warrants into Equity Shares to promoter group. The total funds of ₹3,05,25,000/- (Three Crore, Five Lakhs and Twenty Five Thousand) raised through aforesaid preferential allotment has been fully utilized by the Company during the year 2023-24 and the company affirms that there has been no deviation or variation in utilization of such proceeds raised through the preferential allotment.

The details of utilization of aforesaid amount are as follows:

Sr. No.	Purpose of raising funds	Upto 31.03.2024	Total
1.	Expansion plan of Ambernath	305.25	305.25
Total		305.25	305.25

12.20 Plant locations:

Plot No. 11, Survey No. 35,
Diwan & Sons Industrial Estate,
Village Aliyali, Palghar (West),
Dist. Thane – 401404, Maharashtra

Plot No. A/14, MIDC,
A.M.P. Road, Ambernath (West),
Dist. Thane – 421501, Maharashtra

Plot No. T-115, MIDC Industrial Area,
Tarapur, Village Pam, Boisar (West),
Dist. Palghar-401506, Maharashtra

12.21 Registered Office:

102, Andheri Industrial Estate
Off. Veera Desai Road,
Andheri (West), Mumbai – 400053
CIN: L24110MH1972PLC015857

Corporate Office:

B 603-A, Kaledonia, Sahar Road,
Off. W. E. Highway,
Andheri (East), Mumbai – 400069

12.22 Address for investor correspondence:

For any assistance regarding dematerialization of shares, share transfers, transmissions, change of Address, non-receipt of dividend or any address, non-receipt of dividend or any other query relating to shares, please write to:

Bigshare Services Private Limited

Unit: Vipul Organics Limited
Office No. S6-2, 6 Floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road, Andheri
(East), Mumbai - 400093, Maharashtra
Tel No.: +91-22-62638200
Email ID: investor@bigshareonline.com

Company Secretary and Compliance Officer

Vipul organics Limited
B 603-A, Kaledonia, Sahar Road,
Off. W.E. Highway, Andheri East,
Mumbai – 400069, Maharashtra
Tel No.: +91-22-66139999
EmailID: companysecretary@vipulorganics.com

12.23 Details of credit rating obtained by the entity along with revisions (if any):

Sr. No.	Name of the Credit Rating Agency	Facilities	Ratings
1.	CARE Ratings Limited	Total Facilities Rated	₹40 Cr.
		Long term Rating	CARE BBB-; Stable, Assigned
		Short term Rating	CARE A3, Assigned

13. DISCLOSURES:

13.1 Related party transactions:

There were no materially significant related party transactions, pecuniary transactions or relationship between the Company and its Directors / KMPs during the financial year ended 31st March, 2024 that may have potential conflict with the interest of the Company at large.

The transactions with the related parties, as per the requirements of the Indian Accounting Standard (Ind-AS) 24, are disclosed in the Notes on Accounts, forming part of the Annual Report. The policy on dealing with Related Party Transactions is available on Company's website at <http://vipulorganics.com/policies.htm>.

There was no pecuniary relationships or transactions of non-executive directors vis-à-vis the Company during the year under review, except payment of sitting fees.

13.2 Compliance by the Company:

The Company has complied with the requirements of the Stock Exchange, Securities and Exchange Board of India (SEBI) and other statutory authorities on all matters relating to capital market during the last three years. The Stock Exchange, SEBI or any statutory authority on any matter relating to capital markets imposed no penalties or strictures on the Company during the last three years.

13.3 Whistle-Blower Policy / Vigil Mechanism and affirmation that no person has been denied access to the Audit Committee:

The Company has established a mechanism for employees to report concerns about unethical behavior, actual or suspected fraud, or violation of code of conduct or ethics policy. The mechanism also provides for adequate safeguards against victimization of director or employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in the exceptional cases. We affirm that during the financial year 2023-24, no director or employee was denied access to the Audit Committee.

13.4 Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries and Policy for determining "material" subsidiaries:

As on 31st March, 2024, the Company had one subsidiary company i.e. Shree Ambika Naturals Private Limited, which does not fall under the norms prescribed in Regulation 16 (1)(c) of the Listing Regulations for Material Subsidiary. The Company has formulated a policy for determining 'material' subsidiaries and the same is displayed on the website of the Company www.vipulorganics.com.

13.5 Total fees for all services paid by the listed entity and its subsidiaries on a consolidated basis to the Statutory Auditors and all entities in the network firm/network entity of which the statutory auditor is a part:

Details relating to fees paid to the Statutory Auditors are given in Note 37 to the Standalone Financial Statements and to the Consolidated Financial Statements of the Company.

13.6 Recommendation by the Committees:

During the financial year under review, the Board accepted all recommendations from all the Committees of the Board, which are mandatorily required.

13.7 Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms / companies in which directors are interested by name and amount:

Details relating to loans and advances in the nature of loans to firms / companies in which directors are interested by name and amount are given in Note 41 in the appended Standalone Financial Statements and Consolidated Financial Statements.

13.8 Adoption of mandatory and non-mandatory requirements of Regulation 27 of the Listing Regulations:

The Company has complied with all the mandatory requirements of Regulation 27 and Schedule V of the Listing Regulations. The Company has adopted following non-mandatory requirements of Regulation 27 and Part E of Schedule II of the Listing Regulations:

- (a) Un-Modified Opinion(s) in Audit Report: The Company is in the regime of unmodified audit opinion on financial statements.
- (b) Separate posts of Chairman and CEO: The Company does not have designated Chairman.
- (c) Reporting of Internal Auditor: The Internal Auditors report directly to the Audit Committee.

13.9 Compliance of the requirements of Corporate Governance Report

During the financial year 2023-24, the Company has complied with the requirements of Corporate Governance Report of sub paras (2) to (10) of the Point C of Schedule V of the Listing Regulations.

13.10 Disclosure of the Compliance with Corporate Governance

The Company has complied with the applicable regulations including Regulations 17 to 20, 22 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of the Listing Regulations during the financial year 2023-24, whenever applicable. Regulation 21 of the Listing Regulations was not applicable to the Company.

13.11 Declaration on Compliance for Code of Conduct:

The Board has formulated and adopted Code of Conduct and Ethics for the Board of Directors and Senior Management. The said code has been hosted on the website of the company at www.vipulorganics.com.

A confirmation from the Managing Director of the Company regarding compliance with the Code of Conduct and Ethics by all the Directors and Senior Management Personnel is annexed and forms part of this Report.

13.12 Code of Conduct for Prevention of Insider Trading:

The Company has in accordance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, formulated the 'Code of Conduct for Prevention of Insider Trading' and the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

The amended Code is applicable to the 'Designated Persons' of the Company. The Designated Persons are required to ensure fullest compliance with the Company's Code at the time of dealing in Company's Securities, which inter alia includes equity shares and debentures, (by way of Buy / Sell / ESOP exercise / Pledge Creation / Pledge Revocation and Invocation of Pledge, etc.).

13.13 Certificate from Practicing Company Secretaries under Regulation 34(3) of the Listing Regulations:

The Company has received a certificate pursuant to the provisions of Regulation 34(3) read with Schedule V of the Listing Regulations from M/s. M Baldeva Associates, Company Secretaries, Thane certifying that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of the Company by the Securities and Exchange Board of India (SEBI) / Ministry of Corporate Affairs or any other statutory authority is also annexed herewith and forms part of this Report.

13.14 Disclosure of accounting treatment:

In the preparation of financial statements, the Company has followed the Indian Accounting Standards (Ind-As) issued by the Institute of Chartered Accountants of India to the extent applicable.

13.15 Disclosure with respect to Demat suspense account / unclaimed suspense account:

The Company does not have any of its securities lying in Demat / unclaimed suspense account arising out of public / bonus / right issues as at 31st March, 2024. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters does not arise.

13.16 Policies of the Company:

As a part of good Corporate Governance, the Company has from time to time adopted various policies / codes which are hosted on the website of the Company at www.vipulorganics.com, wherever required.

13.17 Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Sr. No.	Particulars	No. of Complaints
a.	Complaints filed during the financial year	0
b.	Complaints disposed of during the financial year	0
c.	Complaints pending as on end of the financial year	0

13.18 Disclosure of certain types of agreements binding listed entities:

Information required under clause 5A of paragraph A of Part A of Schedule III of the Listing Regulations : No agreements are entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or subsidiary company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company.

For and on behalf of the Board of Directors
of **Vipul Organics Limited**

Place: Mumbai
Date: 2nd September, 2024

Vipul P. Shah
Managing Director
DIN: 00181636

Mihir V. Shah
Whole Time Director & CFO
DIN: 05126125

DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT

As per Regulation 17 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Vipul P. Shah, Managing Director of the Company do hereby confirm and declare that all the Board Members and Senior Management Personnel of the Company have confirmed compliance with the Code of Conduct during the financial year ended 31st March, 2024.

For **Vipul Organics Limited**

Place: Mumbai
Date: 2nd September, 2024

Vipul P. Shah
Managing Director
DIN: 00181636

Independent Auditor's Certificate on Compliance with the Corporate Governance

To,
The Members of
Vipul Organics Limited

We have examined the compliance of conditions of corporate governance by Vipul Organics Limited ('the Company') for the financial year ended on 31st March 2024, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2), and paragraphs C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') pursuant to the listing agreement of the Company with Stock Exchange.

Management's Responsibility

The compliance of conditions of corporate governance is the responsibility of the Company's management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the Listing Regulations.

Auditor's Responsibility

Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of corporate governance as stated above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the relevant records of the Company in accordance with the applicable Generally Accepted Auditing Standards in India, the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India ('ICAI'), and Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

Based on the procedures performed by us and to the best of our information and according to the explanations provided to us, in our opinion, the Company has complied, in all material respects, with the conditions of corporate governance as stipulated in the Listing Regulations during the year ended 31st March 2024. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

This certificate is issued and provided to the Members of the Company solely for the purpose of complying with the aforesaid regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For J. A. Rajani & Co.
Chartered Accountants
Firm Reg. No. 108331W

P. J. Rajani
Proprietor
Membership No.116740
UDIN: 24116740BKAUWQ9436

Place: Mumbai
Date: 31st August, 2024

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to provisions of Regulation 34(3) read with Clause 10(i) of Part C of Schedule V of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
Vipul Organics Limited
102, Andheri Industrial Estate,
Off. Veera Desai Road, Andheri (West),
Mumbai – 400053

I have examined the relevant registers, records, forms, returns and disclosures received from the directors of **Vipul Organics Limited** (CIN: L24110MH1972PLC015857), having Registered Office at 102, Andheri Industrial Estate, Off. Veera Desai Road, Andheri (West), Mumbai - 400053 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate in accordance with the provisions of Regulation 34(3) read with Clause 10(i) of Part C of Schedule V of the Securities and 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 and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below during the financial year ended 31.03.2024 have been debarred or disqualified from being appointed or continuing as director 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 initial appointment in the Company
1.	Mr. Vipul P. Shah	00181636	21.06.1992
2.	Mr. Mihir V. Shah	05126125	01.04.2020
3.	Mr. Jagdeep Y. Mehta	00332523	15.12.2005
4.	Dr. Shiv Nath Sahai	00332652	10.12.1993
5.	Mr. Prasannakumar B. Gawde	01456510	31.03.2008
6.	Mrs. Megha S. Bhati	08278063	14.11.2018

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

For M Baldeva Associates
Company Secretaries

CS Manish Baldeva
Proprietor

M. No. FCS 6180; C.P. No. 11062
Peer Review No. 1436/2021
UDIN: F006180F000781603

Place: Mumbai
Date: 19th July, 2024

INDEPENDENT AUDITOR'S REPORT

To the Members of Vipul Organics Limited

Report on the Audit of the Standalone financial statements

Opinion

We have audited the accompanying standalone financial statements of Vipul Organics Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2024, the Statement of Profit and Loss (including other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs (financial position) of the Company as at 31st March, 2024, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

We believe that the audit evidence we have obtained 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 of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no other key audit matters to be communicated in our report.

Information Other than the Standalone financial statements and Auditor's Report Thereon

The Company's management and Board of Directors are responsible for the preparation of other information. The other information comprises the information included in the Director's Report but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in 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 on the even date.

Responsibility of Management and those charged with Governance for the Standalone financial statements

The Company's management and Board of Directors is responsible for the matters stated in Section 134(5)

of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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 Responsibilities for the Audit of the financial statements

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Companies Act 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system, in relation to the financial statements, in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to

communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters

that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. A. As by Section 143(3) of the Act, based on our audit 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. (refer our comments in para 2(C)(vi)).
 - (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of change in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - (d) In our opinion, the aforesaid standalone 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 as on 31st March, 2024 taken on record by the Board

of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164(2) of the Act.

- (f) With respect to the adequacy of the internal financial controls over financial reporting with reference to the standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operative effectiveness of the company's internal financial controls with reference to standalone financial statements.
- (g) The modification relating to the maintenance of accounts and other matters connected therewith, is as stated in paragraph (b) above.

- B. 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.

- C. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations, which will have an impact on its financial position in its financial statements-refer note 37 to the standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to

- the Investor Education and Protection Fund by the Company.
- iv. a) 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 on behalf of the Ultimate Beneficiaries.
- b) 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 Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- c) Based on the audit procedures performed that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material mis-statement.
- v) The dividend declared and paid during the current year in respect of F. Y. 2022-2023 is in compliance with section 123 of the Act. The Board of Directors have proposed dividend for the year which is subject to approval of the members at the Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.
- vi) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, we report that for the year ended March 31, 2024, for maintaining its books of account, the Company has used accounting software which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software, except that no audit trail was enabled at the database level for accounting software SAP to log any direct data changes as described in note 55 to the financial statements. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with, in respect of accounting software for which the audit trail feature was operating.
- As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under 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.

For **J. A. Rajani & Co.**
Chartered Accountants
Firm Reg. No. 108331W

P. J. Rajani
Proprietor

Place: Mumbai
Date: 30th May, 2024

Membership No. 116740
UDIN: 24116740BKAUWA5529

Annexure A to the Independent Auditors' Report of even date on the Standalone financial statements of Vipul Organics Limited

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the standalone financial statements of the Company for the year ended March 31, 2024:

- 1) (i) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant & equipment. The Company has maintained proper records showing full particulars of intangible assets.
- (ii) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has a regular programme of physical verification of its property, plant and equipment by which all property, plant and equipment are verified in a phased manner. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. The discrepancies noticed on such verification, which in our opinion are not material, have been appropriately dealt with in the books of account.
- (iii) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the title deeds of the immovable properties are held in the name of the Company except for a Land at Ankleshwar whose gross block is Rs. 25 Lakhs ,which is held for more than 28 years and details for which are not available.
- (iv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including right of use assets) or intangible assets or both during the year.
- (v) According to the information and explanations given to us and based on our examination of the records of the Company and as disclosed in note no 53 , 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.
- 2) (i) The inventories has been physically verified by the management at reasonable intervals during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate. The discrepancies noticed on physical verification of inventory, which were not material, have been appropriately dealt with in the books of account.
- (ii) The Company has a working capital limit in excess of Rs.5 Crore sanctioned by banks based on the security of current assets. The quarterly returns in respect of the working capital limits for quarter ended 30th June, 2023, 30th September,2023 and 31st December,2023 have been filed by the Company with Bank of Baroda and such returns are in agreement with the books of account of the Company for the respective periods except for the following wherein there is material difference.

Particulars	Quarter Ended	Amount as per Quarterly Return	Amount as per Books of Accounts	Variance Amount
Trade Receivable	30/06/2023	3240	4115	875
Trade Payable	30/06/2023	3350	3667	317
Other Current Asset	30/06/2023	1652	1897	245
Inventory	31/12/2023	3130	3242	112
Trade Receivable	31/12/2023	4188	4327	139
Other Current Asset	31/12/2023	2811	2640	171
Other Current Liability	31/12/2023	2251	4094	1843

In absence of the quarterly returns for the Quarter ended 31st March,2024 we are unable to comment upon the variance if any for the respective periods.

- 3) 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 or granted any advances in the nature of loans, secured or unsecured, either to subsidiary company or to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, the requirement to report on clause 3(iii)(a) to 3(iii)(e) of the Order is not applicable to the Company.

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 granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

- 4) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to loans, investments and guarantees made.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148 of the Act, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- 7) According to information and explanations given to us and based on our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Goods and service tax, Income-Tax and any other statutory dues with the appropriate authorities except advance Income Tax . According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2024 for a period of more than six months from the date on when they become payable except advance Income Tax amounting to Rs. 59.39 Lakhs .

According to the information and explanation given to us, there are no dues of income tax, Value added tax, service tax, custom duty, excise duty and any other statutory dues outstanding on account of any dispute except for followings:-

Name of the statute/ dues	Amount (in ₹ Lakh)	Period	Forum where the dispute is pending
Income Tax Act,1961	0.55	A.Y. 2002-03	Income Tax Appellant Tribunal, Mumbai
Income Tax Act,1961	3.16	A.Y. 2011-12	Commissioner of Income Tax–Appeals, Mumbai
Income Tax Act,1961	217.14	A.Y. 2017-18	Income Tax Appellant Tribunal, Mumbai **
Income Tax Act,1961	44.44	A.Y. 2022-23	Commissioner of Income Tax–Appeals

**The Company has decided to prefer an appeal with Income Tax Appellant Tribunal against the order dated 29/05/2024 passed by Commissioner of Income Tax–Appeals.

- 8) 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 surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- 9) The Company has not defaulted in repayment of the loans or other borrowings or in the payment of interest thereon to any lender during the year.

The Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

According to the information and explanations given to us and on the basis of our opinion and examination of the records the Company has utilised the money obtained by way of term loans during the year for the purposes for which they were obtained.

On an overall examination of the standalone financial statements of the Company, no funds raised on short-term basis have been applied for long term purpose.

We report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.

We report that The Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.

- 10) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments. Accordingly, the provisions of clause 3 (x)(a) of the Order are not applicable to the Company and hence not commented upon.

The Company has made preferential allotment or private placement of shares during the year. In our opinion and according to the information and explanations given to us, the company has utilized funds raised by way of preferential allotment or private placement of shares for the purposes for which they were raised.

- 11) Based upon the audit procedures performed and the information and explanations given by the management, considering the principles of materiality outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government. In view of the above reporting under clause 3 (xi) (b) of the order is not applicable.

To the best of our knowledge and according to the information and explanations given to us, the company has not received whistle-blower complaints, during the year.

- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Standalone financial statements as required by the applicable accounting standards.
- 14) In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of its business.

We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.

- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of Section 192 of the Act are not applicable to the Company.
- 16) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act,1934. Accordingly, clauses 3(xvi)(a) and 3(xvi)(b) of the Order are not applicable.

The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

According to the information and explanations provided to us during the course of audit, the Group does not have any CICs.

- 17) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- 18) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- 19) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the 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 give neither 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.
- 20) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of section 135 of the Act pursuant to any Corporate Social Responsibility (CSR) project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the order are not applicable.

For **J. A. Rajani & Co.**
Chartered Accountants
Firm Reg. No. 108331W

P. J. Rajani
Proprietor
Membership No. 116740
UDIN: 24116740BKAUWA5529

Place: Mumbai
Date: 30th May, 2024



Annexure B to the Independent Auditor's Report of even date on the Standalone Financial Statements of Vipul Organics Limited

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

We have audited the internal financial controls with reference to Standalone Financial Statements of Vipul Organics Limited ("the Company") as of 31st March, 2024 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls over financial reporting 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control over financial reporting 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 with reference to Standalone Financial Statements.

Meaning of Internal Financial Controls Over Financial Reporting

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

(i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(ii) 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

(iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting with reference to Standalone Financial Statement and such internal financial controls over financial reporting were operating effectively as at 31st March, 2024, based the internal control over 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.

For **J. A. Rajani & Co.**
Chartered Accountants
Firm Reg. No. 108331W

P. J. Rajani
Proprietor
Membership No. 116740
UDIN: 24116740BKAUWA5529

Place: Mumbai
Date: 30th May, 2024

Standalone Balance Sheet as at 31st March, 2024

(₹ in Lakh)

	Note No.	31 st March, 2024	31 st March, 2023
ASSETS			
Non-Current Assets			
Property, plant and equipment	4	2,985.89	3,195.75
Right of use assets	4	231.03	317.41
Intangible Assets	4	4.88	6.59
Capital work-in-progress	4	518.98	33.85
Investment in Subsidiaries	5	112.55	112.55
Other Investment-Financial Asset	5	69.37	49.35
Other non-current assets	6	410.76	355.95
Asset held for Sale	7	-	48.89
Deferred Tax Assets	8	49.74	13.67
		4,383.20	4,134.01
Current Assets			
Inventories	9	3350.65	3547.53
Financial assets			
Trade receivables	10	4397.82	3352.49
Cash and Cash equivalents	11	74.62	436.61
Other bank balances	12	146.11	139.74
Other Financial assets	13	62.65	56.79
Other current assets	14	1254.16	803.47
		9,286.02	8,336.62
TOTAL ASSETS		13,669.22	12,470.63
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	15	1,301.19	1,281.19
Other Equity	16	4,472.46	4,052.06
Advance Subscription against share warrants	17	83.25	-
Equity attributable to owners of the company		5,856.90	5,333.24
Non-Current Liabilities			
Financial Liabilities			
Borrowings	18	232.30	611.64
Lease Liabilities	19	193.94	280.96
Non Current provisions	20	1.77	1.77
Other non Current Liabilities	21	-	59.00
		428.00	953.37
Current Liabilities			
Financial Liabilities			
Borrowings	22	2,596.81	2,240.77
Trade payables	23		
Total Outstanding Dues -Micro and small enterprises		223.14	269.52
Total Outstanding Dues -Others		3,812.37	3,084.54
Other Financial liabilities	24	402.98	352.63
Other current liabilities	25	191.06	112.49
Short-term provisions	26	157.95	124.08
		7,384.32	6,184.02
TOTAL		13,669.22	12,470.63

See accompanying notes to the financial statements
In terms of our report attached.

For **J. A. Rajani & Co.**
Chartered Accountants
Firm Registration No. 108331W

P. J. Rajani
Proprietor
Membership No.116740

Mumbai
Dated :30th May, 2024

For and on behalf of the Board of Directors
of **Vipul Organics Limited**

Vipul P. Shah
Managing Director
DIN: 00181636

Mihir V. Shah
Whole Time Director & CFO
DIN: 05126125

Dr. Shiv Nath Sahai
Director
DIN: 00332652

Priya Shadija
Company Secretary & Compliance Officer
Membership No.: A72549

Standalone Statement of **Profit & Loss** for the financial year ended 31st March, 2024 (₹ in Lakh)

Particulars	Note No.	31 st March, 2024	31 st March, 2023
I. Revenue from operations	27	15,007.86	13,393.25
II. Other income	28	91.45	6.48
III. Total Income (I + II)		15,099.30	13,399.73
IV. Expenses:			
Cost of materials consumed	29	4,912.57	5,285.03
Purchases of Stock-in-Trade	29	4,566.98	3,824.45
Changes in Inventories of Stock-in-Trade	30	498.27	(516.99)
Employee benefits expense	31	973.99	882.40
Finance costs	32	240.69	267.12
Depreciation & Amortisation	33	557.74	632.11
Other Expenses	34	2,885.18	2,750.91
Total Expenses		14,635.42	13,125.03
V. Profit before tax (III-IV)		463.88	274.70
VI. Tax expense:			
(1) Current tax	35	161.63	126.50
(2) Adjustment in respect of earlier years		3.94	7.08
(3) Deferred tax		(36.12)	(56.41)
Total Tax expense		129.44	77.17
VII. Profit for the year (V-VI)		334.44	197.53
VIII. Other comprehensive income/(loss)			
Items that will not be reclassified to profit or loss		(0.97)	(10.04)
Remeasurement of defined benefit obligations			
Income tax relating to above items that will not be reclassified to profit or loss		0.24	3.33
Other comprehensive income/(loss) net of tax		(0.73)	(6.71)
IX. Total comprehensive income net of tax (VII+VIII)		333.71	190.82
X. Earnings per equity share:	36		
(1) Basic		2.60	1.54
(2) Diluted		2.60	1.54

See accompanying notes to the financial statements
In terms of our report attached.

For **J. A. Rajani & Co.**
Chartered Accountants
Firm Registration No. 108331W

P. J. Rajani
Proprietor
Membership No.116740

Mumbai
Dated :30th May, 2024

For and on behalf of the Board of Directors
of **Vipul Organics Limited**

Vipul P. Shah
Managing Director
DIN: 00181636

Mihir V. Shah
Whole Time Director & CFO
DIN: 05126125

Dr. Shiv Nath Sahai
Director
DIN: 00332652

Priya Shadija
Company Secretary & Compliance Officer
Membership No.: A72549

Standalone Cash Flow Statement for the financial year ended 31st March, 2024

(₹ in Lakh)

Particulars	31 st March, 2024	31 st March, 2023
A Cash Flow from Operating Activities		
Net Profit/(Loss) before Tax & Prior Period Items	463.88	274.70
Adjustment for		
Depreciation and amortisation expense	557.74	632.11
Other Comprehensive Income	(0.73)	(6.71)
Interest Income	(11.30)	(8.19)
Dividend Income	(0.74)	(0.82)
Fair Value Gain on Financial Assets	(20.02)	7.07
Finance Cost	240.69	267.12
(Gain) / Loss on sale of Capital Asset	(56.11)	4.79
Subsidy Deferred Revenue Income	(3.28)	(4.54)
Operating Profit before Working Capital Changes	1170.14	1165.52
Adjustment for:		
Decrease/ (Increase) in Inventories	196.88	(493.77)
Decrease/ (Increase) in Trade Receivable	(1,030.32)	860.80
Decrease/ (Increase) in current asset/Other Financial Asset	(462.93)	81.65
Decrease/ (Increase) in non current Assets	(54.81)	60.74
Increase/(Decrease) in Trade Payables	681.45	(551.70)
Increase/ (Decrease) in other financial/Other Liabilities	121.32	101.68
Cash Generated from operations	621.73	1224.92
Taxes Paid (Including TDS) (net)	(135.73)	(200.78)
Net Cash used in Operation	485.99	1024.14
B Cash Flow from Investing Activities		
Purchase of Tangible and Intangible Assets	(696.03)	(311.27)
Proceeds from sale of Fixed Assets	0.00	0.40
Interest /Dividend Income	11.30	9.01
Net Cash from Investing Activities	(684.73)	(301.86)
C Cash Flow from Financing Activities		
Proceeds from Equity issue	305.25	0.00
Increase/ (Decrease) in Long term borrowing	(468.03)	(37.55)
Increase/ (Decrease) in Short term borrowing	355.53	(33.15)
Dividend Paid	(115.31)	(117.80)
Finance cost Paid	(240.69)	(267.12)
Net Cash from Financing Activities	(163.25)	(455.61)
Net Increase in Cash & Cash Equivalents	(361.98)	266.67
Opening Balance of Cash & Cash Equivalents	436.61	169.93
Closing Balance of Cash & Cash Equivalent	74.62	436.61

See accompanying notes to the financial statements
In terms of our report attached.

For **J. A. Rajani & Co.**
Chartered Accountants
Firm Registration No. 108331W

P. J. Rajani
Proprietor
Membership No.116740

Mumbai
Dated :30th May, 2024

For and on behalf of the Board of Directors
of **Vipul Organics Limited**

Vipul P. Shah
Managing Director
DIN: 00181636

Mihir V. Shah
Whole Time Director & CFO
DIN: 05126125

Dr. Shiv Nath Sahai
Director
DIN: 00332652

Priya Shadija
Company Secretary & Compliance Officer
Membership No.: A72549

Standalone Statement of Changes in Equity for the financial year ended 31st March, 2024

a. Equity shares of ₹10 each issued, subscribed and fully paid

(₹ in Lakh)

	31 st March, 2024		31 st March, 2023	
	Number of shares	Amount	Number of shares	Amount
Balance at the beginning of the reporting period	12,811,875.00	1,281.19	10,249,500.00	1,024.95
Changes in equity share capital during the year	200,000.00	20.00	2,562,375.00	256.24
Balance at the end of the reporting period	13,011,875.00	1,301.19	12,811,875.00	1,281.19

b. Other Equity

	Reserves and Surplus					Total
	Securities premium	Capital Reserve	General reserve	Retained Earnings	Other Comprehensive Income	
Balance at 31st March 2022	1,676.78	62.78	90.10	2,411.15	(11.18)	4,229.62
Profit for the year	-	-	-	197.53	-	197.53
Addition / reduction during the year	(256.24)	-	-	(112.15)	(6.71)	(375.10)
Balance at 31st March 2023	1,420.54	62.78	90.10	2,496.53	(17.89)	4,052.05
Profit for the year	-	-	-	334.44	-	334.44
Addition / reduction during the year	202.00	-	-	(115.31)	(0.73)	85.97
Balance at 31st March 2024	1,622.54	62.78	90.10	2,715.66	(18.62)	4,472.45

For **J. A. Rajani & Co.**
Chartered Accountants
Firm Registration No. 108331W

P. J. Rajani
Proprietor
Membership No.116740

Mumbai
Dated :30th May, 2024

Vipul P. Shah
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For and on behalf of the Board of Directors
of **Vipul Organics Limited**

Dr. Shiv Nath Sahai
Director
DIN: 00332652

Priya Shadija
Company Secretary & Compliance Officer
Membership No.: A72549

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

1.1 Corporate Information

Vipul Organics Limited is a public limited domiciled in India incorporated under the provisions of the Companies Act ('the company') having its registered office at 102, Andheri Industrial Estate, Off Veera Desai Road, Andheri West, Mumbai 400053. The Company's principle activities are manufacturing & trading of Dyes stuff, Organic Pigments & Organic Intermediates.

The standalone financial statements for the year ended March 31, 2024 were considered by the Board of Directors and approved for issuance on 30th May, 2024.

1.2 Statement of Compliance

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015.

1.3 Basis of preparation and presentation

The standalone financial statements of the Company are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on accrual basis except for certain financial assets and financial liabilities that have been measured at fair value. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between the market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 inputs are unobservable inputs for the asset or liability.

1.4. Functional and presentation currency

These standalone financial statements are presented in Indian rupees, which is the Company's functional currency. All amounts have been rounded to the nearest thousands, unless otherwise indicated.

2. Significant accounting judgments, estimates and assumptions

The preparation of standalone financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosures of contingent assets and contingent liabilities at the date of standalone financial statements, income and expense during the period. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized in the periods in which the estimates are revised and in future periods which are affected.

In the process of applying the Company's accounting policies, management has made the following judgments and estimates, which have the most significant effect on the amounts recognised in the standalone financial statements.

2.1 Revenue recognition

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

the goods have been passed to the buyer. Export Sales are accounted on the date of Bill of Lading. Export benefits thereon are accounted on the basis of eligibility in the year of Export.

2.2 Impairment of investments in subsidiaries

The Company reviews its carrying value of investments in subsidiaries at cost, annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

2.3 Employee Benefits

The cost of defined benefit plans are determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, expected rates of return on assets, future salary increases, mortality rates and future pension increases. Due to the long-term nature of these plans, such estimates are subject to significant uncertainty.

2.4 Litigation

The provision is recognized based on the best estimate of the amount desirable to settle the present obligation arising at the reporting period and of the income is recognized in the cases involving high degree of certainty as to realization.

3. Statement of material accounting policies

Accounting policy information is material, if when considered together with other information included in entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

Accounting policy information may be material because of the nature of the related transactions, other events, or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material.

3.1 Property, plant and equipment:

Items of property, plant and equipment are stated at cost, less accumulated depreciation & impairment

losses, if any. Cost comprises a) the purchase price including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.,b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognised in Statement of Profit and Loss. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss.

Capital work-in-progress in respect of assets which are not ready for their intended use are carried at cost, comprising of direct costs, related incidental expenses and attributable interest if any.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 1, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Subsequent expenditure is capitalised only if it is probable that the future economic benefits

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to Statement of Profit and Loss during the reporting period in which they are incurred.

3.2. Depreciation

Depreciation on Property, plant and equipment has been provided on written down value basis and manner prescribed in Schedule II to the Act. Depreciation on additions during the year has been provided on prorata basis from the date of such additions. Depreciation on assets sold, discarded or demolished has been provided on prorata basis. Leasehold assets are amortized over the primary period of lease or its useful life, whichever is shorter on a straight line basis.

3.3. Intangible assets

Intangible assets are recognized, only if it is probable that the future economic benefits that are attributable to the assets will flow to the enterprise and the cost of the assets can be measured reliably. The intangible assets are recorded at cost and are carried at cost less accumulated amortization and accumulated impairment losses, if any. Computer software is amortized on written down value basis and manner prescribed in Schedule II to the Act.

3.4. Impairment of tangible and intangible assets

Company at the end of each reporting period reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those 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. Recoverable amount is the higher of fair value less costs of disposal 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 for which the estimates of future cash flows

have not been adjusted. An impairment loss is recognised immediately in statement of profit and loss.

A reversal of an impairment loss is also recognised immediately in Statement of Profit and Loss.

3.5. Financial instruments

Financial assets

Financial Assets comprises of investments in equity instruments, trade receivables, cash and cash equivalents and other financial assets.

Initial recognition and measurement

All financial assets are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial assets other than those measured subsequently at fair value through profit and loss, are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset.

Classification and subsequent measurement

Subsequent measurement is determined with reference to the classification of the respective financial assets. Based on the business model for managing the financial assets and the contractual cash flow characteristics of the financial asset, the Company classifies financial assets as subsequently measured at amortised cost, fair value through OCI or fair value through profit and loss.

Financial assets amortised at cost

A financial asset is subsequently measured at amortised cost if it is held with in a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely consisting payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Further, Company has elected to apply the exemption available under Ind AS 101 to continue the carrying value for its investments in subsidiaries as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP as at the date of transition (April 1, 2016). Also, in accordance with Ind AS 27 company has elected the policy to account investments in subsidiaries at cost.

Derecognition:

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset

and shall be recognised either to statement of profit & loss or OCI or as per classification of the respective asset.

Financial Liabilities

Initial Recognition and Measurement

All financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument. Financial Liabilities are initially recognized at fair value plus any transaction costs, (if any) which are attributable to acquisition of the financial liabilities.

Subsequent measurement

Financial liabilities are subsequently carried at fair value through profit and loss. For trade payables and other liabilities maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

De-recognition of Financial Liabilities:

Financial liabilities shall be derecognized when, and only when, it is extinguished i.e. when the obligation specified in the contract is discharged or cancelled or expires.

Offsetting of Financial assets and Financial Liabilities

Financial assets and Financial Liabilities are offset and the net amount is presented in Balance Sheet when, and only when, the Company has legal right to offset the recognized amounts and intends either to settle on the net basis or to realize the assets and liabilities simultaneously.

3.6. Inventories

Inventories comprising of raw material & finished goods are carried at lower of cost and net realizable value. Cost is determined by using the First in First Out formula. Costs comprise all cost of purchase, cost of conversion and cost incurred in bringing the inventory to their present location and condition other than those subsequently recoverable by the Company from tax authorities.

Packing material, Stores & spares consumables are charged to revenue account.

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

3.7. Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, value added taxes, goods and service tax. Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer. Export Sales are accounted on the date of Bill of Lading. Export benefits thereon are accounted on the basis of eligibility in the year of Export.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable. Dividend income from investments is recognised when the right to receive payment has been established.

3.8. Foreign currencies

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

3.9. Borrowing Cost

Borrowing costs are interest and other costs that the Company incurs in connection with the borrowing of funds and is measured with reference to the Effective Interest Rate (EIR) applicable to the respective borrowing. Borrowing costs include interest costs measured at EIR.

Borrowing costs that are attributable to acquisition or construction of qualifying assets are capitalized as a part of cost of such assets till the time the asset is ready for its intended use. A qualifying assets is the one that necessarily takes substantial

period of time to get ready for intended use. Other borrowing costs are recorded as an expense in the Profit and loss account in the year in which they are incurred.

3.10. Leases

The Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019, except those which are exempted under this standard, using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under Ind AS 17. The Company's lease asset classes primarily consist of leases of land and building. At the date of commencement of lease, the Company recognised a right-to-use assets and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve month or less (short-term leases) and low value leases. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The right-to-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. The right-to-use of assets are depreciated from the commencement date on a straight line basis over the shorter of the lease term and useful life of the underlying asset. Right-to-use of assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. The Lease liability is initially measured at amortized cost at the present value of future lease payments. The lease payments are discounted using the interest rate implicit in the lease, or if not readily determinable, using the incremental borrowing rates in the country of domicile of the leases. Lease Liabilities are re-measured with corresponding adjustment to the related right to use of asset if company changes its assessment if whether it will exercise an extension or termination option.

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

3.11. Cash and cash equivalent

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

3.12. Employee benefits

Short-term obligations

Liabilities for salaries, including other monetary and non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Post-employment obligations

Gratuity liability is defined benefit obligation and is provided for on the basis of actuarial valuation at the end of each financial year.

The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets. The calculation of defined benefit obligations is performed annually. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest),

are recognised immediately in OCI. Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset), to the net defined liability (asset) at the start of the financial year after taking into account any changes as a result of contribution and benefit payments during the year. Net interest expense and other expenses related to defined benefit plans are recognised in statement of profit and loss. When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in Statement of Profit and Loss. The company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

3.13. Income Taxes

Income tax expense represents the sum of the tax currently payable and deferred tax

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the consolidated statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements 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 to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period 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 liabilities and assets 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 end of the reporting period. 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 end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognised in Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Minimum alternate tax credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each balance sheet date and the carrying amount of the MAT credit is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

3.14. Derivative financial instruments

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently re-measured to their fair value at the end of each reporting period. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

3.15. Research and development expenses

Expenditures on research activities undertaken with the prospect of gaining new scientific or technical knowledge and understanding are recognized as expense in the statement of profit and loss when incurred.

Expenditure incurred on fixed assets used for research and development is capitalized and depreciated in accordance with the depreciation policy of the Company.

3.16. Earnings per equity share

Basic earnings per equity share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares). In this scenario, the number of equity shares outstanding increases without an increase in resources due to which the number of equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

3.17. Government Grants

Government grants are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to the purchase of property, plant and equipment are included in liabilities as deferred income and are credited to

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

the Statement of Profit and Loss in a systematic basis over the expected life of the related assets and presented within other income.

Government grants relating to income are deferred and recognised in the Statement of Profit and Loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

3.18. Non-current assets held for sale

Assets are classified as held for sale and stated at the lower of carrying amount and fair value less costs to sell if the asset is available for immediate sale and its sale is highly probable. Such assets or group of assets are presented separately in the Balance Sheet as "Assets Classified as Held for Sale". Once classified as held for sale, intangible assets and property, plant and equipment are no longer amortised or depreciated.

3.19. Provisions, contingent liabilities and contingent assets

A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the notes to the financial statements. Contingent assets are not recognized in the financial statements.

3.20. Current / non-current classification

An asset is classified as current if:

- i) it is expected to be realized or sold or consumed in the Company's normal operating cycle;
- ii) it is held primarily for the purpose of trade;
- iii) it is expected to be realized within twelve months after the reporting period; or
- iv) it is cash or cash equivalent unless it is 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 classified as current if:

- i) it is expected to be settled in normal operating cycle;
- ii) it is held primarily for the purpose of trading;
- iii) it is expected to be settled within twelve months after the reporting period;
- iv) it has no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between acquisition of assets for processing / trading / assembling and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

4 Property, plant and equipment

(₹ In Lakh)

	Gross Block			Accumulated depreciation / amortisation			Net block	
	As at 1 st April, 2023	Additions during the year	Deletion during the year	As at 31 st March, 2024	As at 1 st April, 2023	Deletion during the year	As at 31 st March, 2024	As at 1 st April, 2023
A Property, plant and equipment								
Factory Land	128.48	-	-	128.48	-	-	128.48	128.48
Lease Hold Land	756.99	28.83	-	785.83	6.37	-	779.46	756.99
Factory Building	1,320.23	-	-	1,320.23	354.06	92.08	874.09	966.17
Plant & Machinery	2,599.66	24.84	-	2,624.50	1,476.71	280.66	867.13	1,122.95
Furniture & Fixtures	159.76	68.23	-	227.99	62.04	36.74	129.20	97.71
Motor Car/Vehicles	144.81	114.34	-	259.15	62.15	31.59	165.41	82.66
Office Equipment	46.32	18.88	-	65.20	19.79	14.99	30.41	26.53
Computer	43.42	4.88	-	48.30	32.21	7.28	8.80	11.21
Office Building	4.35	-	-	4.35	1.28	0.15	2.91	3.06
Total A	5,204.01	259.99	-	5,464.02	2,008.26	469.88	2,985.88	3,195.76
B Right to use of Assets (Refer Note No. 4B)								
Lease Assets	430.73	-	-	430.73	113.31	86.38	231.03	317.41
Total B	430.73	-	-	430.73	113.31	86.38	231.03	317.41
C Capital work-in-progress								
Capital work-in-progress	33.85	488.50	3.37	518.98	-	-	518.98	33.85
Total C	33.85	488.50	3.37	518.98	-	-	518.98	33.85
D Intangible Assets								
Software	22.04	-	-	22.04	15.45	1.71	4.88	6.59
Total D	22.04	-	-	22.04	15.45	1.71	4.88	6.59

Refer note 18 & 22 for assets provided as security.

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year. Title deeds of Immovable Property not held in the name of the Company Land at Ankleshwar carrying value 25 Lakhs.

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

Property, plant and equipment (contd.)

(₹ In Lakh)

	Gross Block		Accumulated depreciation / amortisation			Net block	
	As at 1 st April, 2022	Additions during the year	Deletion during the year	As at 31 st March, 2023	Additions during the year	Deletion during the year	As at 31 st March, 2023
A Property, plant and equipment							
Factory Land	930.11	4.25	48.89	885.47	-	-	930.11
Factory Building	1,282.73	37.50	-	1,320.23	100.47	-	1,029.14
Plant & Machinery	2,466.27	133.39	-	2,599.66	358.13	-	1,347.69
Furniture & Fixtures	120.18	68.38	28.80	159.76	27.18	25.47	59.84
Motor Car/Vehicles	144.81	-	-	144.81	29.25	-	111.91
Office Equipment	51.20	22.91	27.79	46.32	15.57	26.53	20.45
Computer	45.58	14.53	16.69	43.42	12.90	15.93	11.20
Office Building	4.35	-	-	4.35	0.16	-	3.22
Total A	5,045.23	280.96	122.17	5,204.01	543.66	67.93	2,008.26
							3,195.76
B Right to use assets							
Lease Assets	116.93	313.80	-	430.73	27.17	86.15	113.31
Total B	116.93	313.80	-	430.73	27.17	86.15	113.31
							89.76
C Capital work-in-progress							
	3.37	33.85	3.37	33.85	-	-	-
Total C	3.37	33.85	3.37	33.85	-	-	-
							3.37
D Intangible Assets							
Software	22.04	-	-	22.04	13.15	2.30	15.45
Total D	22.04	-	-	22.04	13.15	2.30	15.45
							8.89
							6.59

Refer note 18 & 22 for assets provided as security.

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year. Title deeds of Immovable Property not held in the name of the Company Land at Ankleshwar carrying value 25 Lakhs

Title deeds of Immovable Property not held in the name of the Company for Land at Saykha GIDC, Dahej carrying value 752.74 Lakhs acquired in previous year wherein the Company is under the process of executing lease deed with GIDC.

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

4A Capital WIP Ageing Schedule

(₹ In Lakh)

As at 31 st March, 2024	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Tangible Assets					
Project in Progress	488.5	28.3	2.0	0.2	518.98
Projects temporarily suspended	-	-	-	-	-
	488.5	28.3	2.0	0.2	518.98
Intangible Assets					
Project in Progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
As at 31st March, 2023	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Tangible Assets					
Project in Progress	30.48	2.16	0.21	1.00	33.85
Projects temporarily suspended	-	-	-	-	-
	30.48	2.16	0.21	1.00	33.85
Intangible Assets					
Project in Progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

4B Right to use

(i) Amounts to be recognised in balance sheet as on 31st March, 2024

The balance sheet shows the following amounts relating to leases :

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Right to use assets		
Lease hold land	430.73	430.73
Total	430.73	430.73
Lease liabilities		
Current	91.12	73.08
Non - Current	193.94	280.96
Total	285.06	354.04

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

(ii) Amounts to be recognised in Statement of Profit and Loss for the year ended 31st March, 2024

The Statement of Profit and Loss shows the following amounts relating to leases:

	(₹ In Lakh)	
	31 st March, 2024	31 st March, 2023
Depreciation		
Lease hold land/building	86.38	86.15
Total	86.38	86.15

Interest expenses on lease liabilities (included in finance cost) ₹42.88 Lakhs

(iii) Total cash outflow for leases during financial year was :

	(₹ In Lakh)	
	31 st March, 2024	31 st March, 2023
Particulars		
Operating cash flows : Interest expenses	42.88	48.15
Total	42.88	48.15

5 Non-current Investments:

	(₹ In Lakh)	
	31 st March, 2024	31 st March, 2023
Investment in Subsidiaries		
(Fully Paid Up, Carried At Cost)		
(a) Investments in Equity Instruments		
Investments in Equity Shares of Subsidiaries:		
Equity Shares of Shree Ambika Naturals Pvt. Ltd. (Unquoted) 2550 (Prev.Yr. 2550) Equity Shares of ₹100 each.	2.55	2.55
(b) Investments in Preference Shares :		
Investments in Preference Shares of Subsidiaries:		
100000 (Prev. Year 100000) 1.5% Non-Cumulative Optionally Convertible Preference Shares of Shree Ambika Naturals Pvt. Ltd. (Unquoted)	110.00	110.00
Total	112.55	112.55
Non-Current Investments:		
(a) Investments in Equity Instruments		
Equity Shares (Quoted & carried at fair value through Profit & loss)	68.95	48.93
(b) Investments in Government Securities :		
Government Securities (Unquoted at cost) (Deposited with Government authorities)	0.01	0.01
(c) Investments in Debentures:		
Debentures (at Cost)	0.41	0.41
Total	69.37	49.35

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

Investment in Equity Shares (quoted) (fully paid up) at Fair Value through Profit and Loss (₹ In Lakh)

	As at			
	31 st March, 2024		31 st March, 2023	
	Units	Amount	Units	Amount
Arvind Ltd.(1000 (Prev.Yr. 1000) Equity shares Fully paid of ₹10 Each)	1,000	2.70	1,000	0.85
Arvind Smartspaces Ltd.(100 (Prev.Yr. 100) Equity shares Fully paid of ₹10 Each)	100	0.70	100	0.28
Arvind Fashion Ltd (200 (prev Yr 200) Equity shares Fully paid of ₹4 Each)	200	0.91	200	0.56
The Anup engg ltd (37 (prev Yr 37)Equity shares Fully paid of ₹10 Each)	37	1.17	37	0.37
Bodal Chemicals Ltd.(2500 (Prev.Yr. 2500) Equity shares Fully paid of ₹2 Each)	2,500	1.84	2,500	1.44
Global Offshore Services Ltd.(8400 (Prev.Yr. 8400) Equity shares Fully paid of ₹10 Each)	8,400	3.66	8,400	1.71
Gujarat State Fertilizers & Chemicals Ltd.(895 (Prev.Yr. 895) Equity shares Fully paid of ₹2 Each)	895	1.75	895	1.07
HLV Ltd.(1000 (Prev.Yr. 1000) Equity shares Fully paid of ₹2 Each)	1,000	0.26	1,000	0.09
Kiri Industries Ltd.(500 (Prev.Yr. 500) Equity shares Fully paid of ₹10 Each)	500	1.52	500	1.42
Mafatlal Industries Ltd.(1720 Equity shares Fully paid of ₹12 Each (Prev.Yr. 346 Equity shares Fully paid of ₹10 Each)	1,730	1.96	346	0.71
NOCIL Ltd.(15,000 (Prev.15,000) Equity shares Fully paid of ₹10 Each)	15,000	37.52	15,000	31.00
Pricol Ltd.(3000 (Prev.Yr. 3000) Equity shares Fully paid of ₹1 Each)	3,000	11.68	3,000	6.22
Standard Industrires Ltd.(9900 (Prev.Yr. 9900) Equity shares Fully paid of ₹5 Each)	9,900	2.24	9,900	2.54
Bank of Baroda Ltd.(402 (prev Yr 402)Equity shares fully Paid ₹2/- Each)	402	1.06	402	0.68
		68.95		48.93

6 Other Non Current Assets (Unsecured and considered good)

	(₹ In Lakh)	
	31 st March, 2024	31 st March, 2023
Capital Advances-Related (Refer note 42)	204.75	204.75
Capital Advances-Others	30.91	4.64
Deposits with Government Authorities and Others (Refer note 48 & 51)	175.10	146.56
Total	410.76	355.95

Deposits with Government Authorities and Others ₹2.70 Lakh of erstwhile Efferchem Private limited acquired pursuant to the scheme of arrangement, which are in the process of being transferred in the name of the Company.

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

7 Asset held for Sale

a) Description

Disposal of Lease Hold Land

The Board of Directors, had decided in FY 22-23 to dispose off leasehold land admeasuring approximately 5000 square metres located at Dahej GIDC ,Gujarat , India, subject to necessary approvals, consents, permissions from the concerned authorities to one party . The transaction has been completed in Current Year 2023-24 .Pursuant to the requirements of Ind AS 105 - "Non current Assets held for Sale ", this has been classified as "Assets held for sale" previous year.

b) The Assets of Disposal Group classified as held for sale are as under: (₹ In Lakh)

Particulars	31 st March, 2024	31 st March, 2023
Assets		
Lease hold land	0.00	48.89
Total Assets	0.00	48.89

Against the same the Company has received advance of ₹59 (Lakhs) as on 31 March 2023.

The cost of the said assets amounting to ₹48.89 Lakhs was sold during the year at the consideration of ₹105 (Lakhs) and sum of ₹45 Lakhs receivable as on date.

8 Deferred Tax Assets

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Major components of deferred tax are:		
Related to Property ,Plant & Equipment	27.11	(3.38)
Others	22.63	17.05
Total	49.74	13.67

9 Inventories

(At cost or net realisable value whichever is lower)

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
(a) Raw materials & Others	1,040.59	739.20
(b) Finished goods (Refer Foot Note to Note 22)	2,310.06	2,808.33
Total	3,350.65	3,547.53

10 Trade receivables (Unsecured)

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Trade receivables-Considered Good	4,397.82	3,352.49
Trade receivables-Credit impaired (Refer Foot Note to Note 22)	-	-
Total	4,397.82	3,352.49

The carrying amounts of trade receivables as at the reporting date approximate fair value. Trade receivables are non-interest bearing.

Notes:

Of the above, trade receivables from related parties are as below	206.91	108.19
Expected credit loss	-	-
Net trade receivables from related parties	206.91	108.19

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

Trade Receivable ageing schedule from the due date of payments :

(₹ In Lakh)

As at 31 st March, 2024	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months-1 years	1-2 years	2-3 years	More than 3 years	
(i) Undisputed dues - Considered good	3,240.00	913.55	35.83	29.22	11.41	151.80	4,382.14
(ii) Undisputed dues - which has significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed dues - credit impaired	-	-	-	-	-	-	-
(iv) Disputed dues - Considered good	-	-	-	9.54	4.54	1.59	15.68
(v) Disputed dues - which has significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed dues - credit impaired	-	-	-	-	-	-	-
	3,240.33	913.55	35.83	38.77	15.95	153.39	4,397.82
	3240.33	913.55	35.83	38.77	15.95	153.39	4397.82

As at 31 st March, 2023	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months-1 years	1-2 years	2-3 years	More than 3 years	
(i) Undisputed dues - Considered good	2,337.17	571.67	207.76	60.51	45.07	130.32	3,352.49
(ii) Undisputed dues - which has significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed dues - credit impaired	-	-	-	-	-	-	-
(iv) Disputed dues - Considered good	-	-	-	-	-	-	-
(v) Disputed dues - which has significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed dues - credit impaired	-	-	-	-	-	-	-
	2,337.17	571.67	207.76	60.51	45.07	130.32	3,352.49

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

11 Cash and Cash equivalents:

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Balances with Scheduled Bank:		
In Current Account	25.30	410.14
In EEFC Account	43.95	21.64
Cash in Hand	5.37	4.83
Total	74.62	436.61

12 Other bank balances

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Earmarked Balance		
Unpaid Dividend Account	8.60	11.16
In Fixed deposit	137.52	128.58
Total	146.11	139.74

13 Other Financial assets

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Deposit to Related parties (refer Note no 42)	62.65	56.79
Total	62.65	56.79

14 Other current assets: (Unsecured and considered good)

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Loans and advances to Related parties (refer Note no 42)	207.93	246.96
Loans and advances to Employees	19.64	23.33
Prepaid Expenses	82.57	47.67
GST	635.98	286.35
MVAT Refund	-	20.45
Service Tax	-	2.90
Export Incentive	135.92	81.96
Advance to Suppliers	70.86	47.61
Others/Income tax	56.27	46.25
Other Receivables (Refer Note No. 7)	45.00	-
	1,254.16	803.47

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

15 Equity Share capital:

a) Equity Share capital

(₹ In Lakh) (Except no of shares)

	31 st March, 2024		31 st March, 2023	
	No of shares	Amount	No of shares	Amount
Authorised Share Capital:				
Equity shares of ₹10 each	150,000,000	1,500.00	13,500,000	1,350.00
Issued, Subscribed and Fully Paid-up Shares:				
Equity shares of ₹10 each fully paid up	13,011,875	1,301.19	12,811,875	1,281.19

b) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period.

	31 st March, 2024		31 st March, 2023	
	No of shares	Amount	No of shares	Amount
Outstanding at beginning of the year	12,811,875	1,281.19	10,249,500	1,024.95
Equity Shares Allotted during the year as Bonus ^{##}		-	2,562,375	256.24
Equity Shares Allotted upon conversion of even number of warrants issued on preferential basis. ^{**}	200,000	20.00	-	-
Balance as at End of Year	13,011,875	1,301.19	12,811,875	1,281.19

^{**}In current year the Board of Directors of the Company has allotted 2,00,000 Equity Shares of ₹10/- each to Promoter group of the Company upon conversion of warrants issued on preferential basis for cash at an issue price of ₹111/- per share (including premium of ₹101/- per share).

^{##}The Company has allotted the bonus shares at 1:4 ratio in it's Board Meeting held on 11 April 2022. Accordingly, the number of shares increased from 1,02,49,500 to 1,28,11,875. The paid-up capital on account of Bonus issue of ₹2.56 Crore has been appropriated from Securities Premium.

c) Terms / rights attached to equity shares

Fully paid equity shares, which have a par value of ₹10/-, carry one vote per share and carry a right to dividends. Dividends if recommend by the Board of Directors need approvals from the Shareholders at the Annual General Meeting. The Board of Directors may also declare interim dividends if in their judgement the position of the Company justifies.

During the year ended March 31, 2024, the amount of per share dividend recognised as ₹0.90 (March 31, 2023 ₹0.90)

In the event of winding up / liquidation of the Company, the holder of equity shares will be entitled to receive a residual interest in proportion to the number of shares held by them at that time in the assets of the Company after deducting all of liabilities of the Company.

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

d) List of shareholders /Promoters who holds more than 5% of equity shares in the company:

Name of the shareholders	31 st March, 2024		31 st March, 2023		% change during the year
	No of shares	% of Holding	No of shares	%	No of shares
Vipul P. Shah-Promotor Group	3,451,800	26.53%	2,835,675	22.13%	4.39%
Mihir V. Shah-Promotor Group	2,178,250	16.74%	2,128,250	16.61%	0.13%
Vatsal V. Shah-Promotor Group	1,754,250	13.48%	1,679,250	13.11%	0.37%
Mita V. Shah-Promotor Group	840,625	6.46%	765,625	5.98%	0.48%
Jaya P. Shah-Promotor Group	Nil	0.00%	608,125	4.75%	-4.75%
	8,224,925	63.21%	8,016,925	62.57%	0.64%

e) Aggregate number of shares issued during last five years pursuant to Stock Option Plans of the Company: Nil

f) The Board of Directors of the Company has approved the issue of 25,62,375 Bonus Equity Shares to its existing shareholders in ratio of 1:4 (i.e. 1 (One) new Bonus Equity Share of face value of ₹10/- each on existing 4 (Four) Equity Shares of face value of ₹10/- each in its meeting held on 28th February, 2022 and the same was approved by the Shareholders of the Company on 31st March, 2022 through Postal Ballot Process. Accordingly, 25,62,375 Bonus Equity Shares were issued and allotted on 11th April 2022.

Particulars	31 st March, 2024	31 st March, 2023
	No of shares	No of shares
Bonus Shares issued	-	2,562,375

The Board of Directors of the Company has approved the issue of 25,62,375 Bonus Equity Shares to its existing shareholders in ratio of 1:4 (i.e. 1 (One) new Bonus Equity Share of face value of ₹10/- each on existing 4 (Four) Equity Shares of face value of ₹10/- each in its meeting held on 28th February, 2022 and the same was approved by the Shareholders of the Company on 31st March, 2022 through Postal Ballot Process. Accordingly, 25,62,375 Bonus Equity Shares were issued and allotted on 11th April 2022.

16 Other Equity

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Reserves and surplus:		
Capital Reserve	62.78	62.78
Securities Premium	1,622.54	1,420.54
General Reserve	90.10	90.10
Retained Earnings	2,715.66	2,496.53
Other reserves-Accumulated other comprehensive income	(18.62)	(17.89)
Total	4,472.46	4,052.06

Reserves and surplus:

16.1 Capital Reserve

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Balance at beginning of year	62.78	62.78
Balance at end of year	62.78	62.78

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

16.2 Securities Premium Account: (₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Balance at beginning of year	1,420.54	1,676.78
Add /Less: Premium on Issue Of Equity Shares **	202.00	-
Add /(Less): Utilised for allotment of Bonus Shares	-	(256.24)
Balance at end of year	1,622.54	1,420.54

**In current year the Board of Directors of the Company has allotted 2,00,000 Equity Shares of ₹10/- each to Promoter group of the Company upon conversion of warrants issued on preferential basis for cash at an issue price of ₹111/- per share (including premium of ₹101/- per share).

The Company has allotted the bonus shares at 1:4 ratio in it's Board Meeting held on 11 April 2022. The Securities Premium has been appropriated for Issue of Bonus Shares issued.

16.3 General Reserve (₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Balance at beginning of year	90.10	90.10
Balance at end of year	90.10	90.10

16.4 Retained Earnings (₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Balance at beginning of year	2,496.53	2,411.15
Add: Profit after Tax for the year	334.44	197.53
Less: Appropriations:		
Opening Balance Impact of New Lease Asset under IND AS 116	-	3.16
Dividend - Final	(115.31)	(115.31)
Balance at end of year	2,715.66	2,496.53
Proposed dividend on equity shares not recognised		
Final dividend for the year ended ₹1.00 per share (PY ₹0.90 per share)	130.12	115.31

16.5 Other reserves-Accumulated other comprehensive income (₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Balance at beginning of year	(17.89)	(11.18)
Other comprehensive income	(0.73)	(6.71)
Balance at end of year	(18.62)	(17.89)

17 Advance Subscription against share warrants: (₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Mihir Vipul Shah Share Application	41.63	-
Vatsal Vipul Shah Share Application	20.81	-
Mita Vipul Shah Share Application	20.81	-
(Refer to Note No 42)	83.25	-

The Company had allotted 5,00,000 (Five Lakhs) Warrants, carrying a right to subscribe to one Equity Share per Warrant, at a price of ₹111/- per Warrant (Rupees One hundred and Eleven Only) including premium of ₹101/- (Rupees One Hundred One Only) per share, aggregating to ₹5,55,00,000/- (Rupees Five Crores and Fifty Five Lakhs only) upon receipt of 25% of the issue price were allotted to the promoter group on a preferential basis on 3rd July, 2023

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

18 Long term borrowings:

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Secured Loans		
Term Loan from Bank		
Loan from Bank Against Plant & Machinery /Factory Building Tarapore	151.37	591.17
(refer note 22 -Current Maturity of long term Loan)	151.37	591.17
Term Loan from Others		
Loan from Others Against Vehicles	80.93	20.47
(refer note 22 -Current Maturity of long term Loan)	80.93	20.47
Total	232.30	611.64

** (Loan from Director/relative of Directors are pertaining to erstwhile Efferchem Private limited acquired pursuant to the scheme of arrangement refer note no 51)

Term Loan from Bank Against Plant & Machinery /Factory Building Tarapore

₹293 (In Lakhs) (Previous Year ₹481.83 (In Lakhs) secured by hypothecation of movable fixed assets and Factory Building at Tarapore wherein in Term loan for ₹90000('000) principal payable in equal monthly installment of ₹11.70 (in Lakhs) over period of 78 months after initial moratorium period of 6 months from date of disbursement from Axis Bank Ltd. and carry interest rate of 9.85 % & 9.60% . 6.65% on Foreign Currency Term Loan (6 months Libor + 4.14 %). Second Charge on Current assets by way of Hypothecation on Stock and Book debts present and future on pari-passu basiss with Bank of Baroda . Along with personal guarantee of Mr. Vipul Shah & Mr. Mihir Shah.

₹66.11 (In Lakhs) (Previous Year ₹179.44 (in Lakhs) working capital Term Loan secured by existing hypothecation of the bankers and 100% credit gurantee by NCGTC principal payable in equal monthly installment of ₹9.44 (In Lakhs) over period of 36 months after initial moratorium period of 12 months from date of disbursement from Axis Bank Ltd. and carry interest rate of 7.65%.

₹20.67 (In Lakhs) (Previous Year ₹62.00(In Lakhs) working capital Term Loan secured by existing hypothecation of the bankers and 100% credit gurantee by NCGTC principal payable in equal monthly installment of ₹3.44(In Lakhs) over period of 36 months after initial moratorium period of 12 months from date of disbursement from Axis Bank and carry interest rate of 8 %.

₹160.00 (In Lakhs) (Previous Year ₹160.00 (In Lakhs) working capital Term Loan secured by existing hypothecation of the bankers and 100% credit gurantee by NCGTC principal payable in equal monthly installment of ₹3.44(In Lakhs) over period of 60 months from date of disbursement from Axis Bank and carry interest rate of 7.65%

Secured Term Loans from Others

₹20.47 (in Lakhs) (Previous Year 41.39) secured by hypothecation of vehicles from Daimler Financials Services India Ltd. Equal monthly instalments over the period of 3 Years by 13th March 2025 and carry interest rate of 6.83 % p.a.

₹83.34 (in Lakhs) secured by hypothecation of vehicle from MBFS India P Ltd. Equal monthly installments over the period of 3 years by 29/11/2026 and carry interest rate of 8.45% p.a.

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

19 Lease Liabilities

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Lease Liabilities (refer note 4B)	193.94	280.96
Total	193.94	280.96

20 Non Current Provision

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Provision for Gratuity	1.77	1.77
Total	1.77	1.77

21 Other non Current Liabilities

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Advance received- Leasehold Land (refer note 7)	-	59.00
	-	59.00

22 Short-term borrowings:

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Loans repayable on demand		
From banks		
Secured	2,185.49	1,922.78
Current Maturity of long term Loan		
From Bank & Others	411.32	317.99
Total	2,596.81	2,240.77

From Bank of Baroda

The working capital facilities from Banks are secured by way of Hypothication of Stock and Book Debts, ranking parri passu. The above loans also covered by following colateral securities as under:-

- i) EMDTD of land property & building with machinery/electricals installation situated at Plot no 12 ,Survey no 35,Dewan & Sons Industrial Estate,Palghar
- ii) Land & Building along with machineries at Plot no.11, Diwan & Sons Industrial Estate ,Palghar.
- iii) Land & Building along with machineries at Plot no 10 & 16, Diwan & Sons Ind.Est.Palghar & Machinery at Plot no 10 of Jayshree Chemicals.
- iv) Also covered in personal guarantee of Vipul Shah & corporate gaurantee of M/s. Jayshree Chemicals.
- v) Pledge of Fixed Deposit amounting to ₹50 Lakhs towards Margin money for Letter of Credit and Bank Guarantee..

From Axis Bank

The working capital facilities from Banks are secured by way of Hypothication of Stock and Book Debts ,ranking parri passu. The above loans also covered by following colateral securities as under:-

- i) Factory Land & building & Movable Fixed assets at Plot no T-1115 ,Tarapur Industrial Area,Village Pamtembhi,Taluka Palghar, Thane.
- ii) Also covered in personal guarantee of Vipul Shah & Mihir Shah..

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

23 Trade payables

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Total Outstanding Dues -Micro and small enterprises	223.14	269.52
Total Outstanding Dues -Other than micro & small enterprises **	3,812.37	3,084.54
Total	4,035.51	3,354.06

According to information available with the management, on the basis of intimation received from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'), the Company has amounts due to Micro, Small and Medium Enterprises under the said Act as follows:

23.a

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
i) Principal amount remaining unpaid	223.14	269.52
ii) Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year.	-	-
iii) The amount of interest due and payable for the period of delay in making payment (Which have been paid but beyond the appointed day during the year) without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
iv) The amount of interest due accrued and remaining unpaid at the end of each accounting year.	1.08	1.50
v) Further interest remaining due and payable even in the 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 the MSMED Act, 2006	1.08	1.50

23.b Trade Payables ageing schedule from the due date of payments :

As at 31st March, 2024

(₹ In Lakh)

Particulars	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	207.30	15.86	-	0.08	-	223.24
(ii) Others	2,256.22	1,372.18	83.59	14.26	85.64	3,811.89
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	2,463.53	1,388.03	83.59	14.33	85.64	4,035.13

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

As at 31st March, 2023

Particulars	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	133.65	129.02	5.53	0.12	1.20	269.52
(ii) Others	1,625.64	1,138.07	125.72	116.65	78.46	3,084.54
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	1,759.29	1,267.09	131.25	116.77	79.66	3,354.06

24 Other Financial Liabilities:

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Creditors for Fixed Assets & Provision for Expenses	277.00	231.38
Unclaimed Dividend	8.60	11.17
Lease Liabilities (refer note 4B)	91.12	73.08
Financial liability on account of derivatives	0.76	3.50
Deposit from Dealers	25.50	33.50
Total	402.98	352.63

25 Other current liabilities:

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Advance from Customers	155.65	79.37
Subsidy -Deffered Revenue Income (refer note 54)	8.50	11.78
Duties & taxes	26.90	21.34
Total	191.06	112.49

26 Short-term provisions:

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Provision for Tax	157.95	124.08
Total	157.95	124.08

27 Revenue from operations

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Export sales	10,190.07	8,761.28
Local sales	4,670.82	4,490.21
Export incentives (Dyestuff, Organic Pigments and Intermediates)	146.96	141.76
Total	15,007.86	13,393.25

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

28 Other income: (₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Interest on Deposit with Banks & Others	5.44	2.89
Interest on Security Deposit-IND AS	5.86	5.30
Dividend on Investments	0.74	0.82
Fair Value Gain/(Loss) on Financial Assets	20.02	(7.07)
Loss/Gain On Sale of Assets	56.11	-
Subsidy Deferred Revenue Income (Refer Note 54)	3.28	4.54
Total	91.45	6.48

29 a) Cost of materials consumed (₹ In Lakh)

	31 st March, 2024	31 st March, 2023
(Chemicals & Others)		
Opening Stock	712.85	737.56
Add: Purchases	5,212.22	5,260.32
Less: Closing Stock	1,012.50	712.85
Total	4,912.57	5,285.03

b) Purchases of Stock-in-Trade (₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Dyestuff, Organic Pigments and Intermediates	4,566.98	3,824.45
Total	4,566.98	3,824.45

30 Changes in Inventories of Stock-in-Trade (₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Inventories at the end of the year		
Dyestuff, Organic Pigments and Intermediates	2,310.06	2,808.33
Sub-total (A)	2,310.06	2,808.33
Inventories at the beginning of the year		
Dyestuff, Organic Pigments and Intermediates	2,808.33	2,291.34
Sub-Total (B)	2,808.33	2,291.34
(A) -(B)	498.27	(516.99)

31 Employee benefits expense: (₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Salaries, Wages, Bonus and Gratuity	956.62	810.05
Contribution to Provident Fund and Other Funds	17.38	72.35
Total	973.99	882.40

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

32 Finance costs:

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Bank Interest	191.64	191.45
Bank Charges-Processing Fees	6.07	21.22
Interest on Lease	42.88	51.58
Other Interest	0.10	2.87
Total	240.69	267.12

33 Depreciation & Amortisation

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Depreciation Expenses (Refer note no 4)	471.36	545.96
Amortisation of Lease Refer note no 4B	86.38	86.15
Total	557.74	632.11

34 Other Expenses

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Power and Fuel	713.36	813.35
Factory Expenses	67.29	65.67
Labour & Transport	551.10	494.70
Repairs & Maintenance	147.03	159.36
Packing Material	240.75	218.40
Export Clearing ,Freight & Forwarding	198.79	142.73
Professional & Legal Charges(Refer note no 38)	258.31	204.91
Travelling Expenses	118.87	127.94
Insurance Charges	63.89	62.71
Rent ,Rates & Taxes	31.24	28.02
Donation /Corporate Social Responsibility Expense (Refer note no 50)	18.37	30.79
Exchange Gain /Loss	(9.49)	54.57
Commission	136.11	82.00
Loss on sales of assets/Capital Asset Write off	-	4.79
Miscellaneous/ Office Expenses	227.44	164.93
Compensation to Customer	30.95	-
Business Promotion	91.17	96.05
Total	2,885.18	2,750.91

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

35 Reconciliation of effective tax rate

A reconciliation of income tax expense as included in the statement of profit and loss to the amount computed by applying the weighted average enacted income tax rate to income before income taxes is summarized below:

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Profit before tax	463.88	274.70
Weighted average enacted tax rates in India	25.17%	25.17%
Computed tax expense	116.75	69.14
Tax effect of:		
Deduction under Chapter VI A	2.52	3.10
Exemption / profit link incentives	-	(3.78)
Other exempt income/Others	13.87	(4.59)
Previous year tax / Others-Interest	3.94	15.08
Tax Effect -Income taxed at Special Tax Rate	(8.36)	-
Fair Value Gain on Financial Assets	(5.04)	(1.78)
Actual Tax Expense	123.68	77.16
Current Tax	151.17	133.58
Defered tax	(27.48)	(56.41)
Tax expense reported in the statement of profit and loss	123.68	77.17

36 Earnings per share:

The Numerators and denominators used to calculate Earnings per Share:

Nominal Value of Equity Share (₹)	₹	10/-	10/-
Net Profit available for equity shareholders (₹ In Lakhs) - (A)	₹	334.44	197.53
Weighted Average number of shares outstanding during the year - (B)	Nos.	12,875,162.67	12,811,875.00
Basic and Diluted Earnings Per Share (₹) - (A) / (B)	₹	2.60	1.54

Reconciliation of weighted average number of equity shares:

Particulars	31 st March, 2024	31 st March, 2023
Equity shares outstanding at the beginning of the year	12,811,875	10,249,500
Equity shares issued during the year*	200,000	2,562,375
Equity shares outstanding at the end of the year	13,011,875	12,811,875
Weighted average number of shares Outstanding	12,811,875	10,249,500
Weighted Average number of Bonus Shares Issued*	63,288	2,562,375
Total weighted average number of shares	12,875,163	12,811,875

Note: There is no dilution to the basic EPS as there are no outstanding potentially dilutive equity shares.

* In current year the Board of Directors of the Company has allotted 2,00,000 Equity Shares of ₹10/- each to Promoter group of the Company upon conversion of warrants issued on preferential basis for cash at an issue price of ₹111/- per share (including premium of ₹101/- per share).

** The Board of Directors of the Company has approved the issue of 25,62,375 Bonus Equity Shares to its existing shareholders in ratio of 1:4 (i.e. 1 (One) new Bonus Equity Share of face value of ₹10/- each on existing 4 (Four) Equity Shares of face value of ₹10/- each in its meeting held on 28th February, 2022 and the same was approved by the Shareholders of the Company on 31st March, 2022 through Postal Ballot Process. Accordingly, 25,62,375 Bonus Equity Shares were issued and allotted on 11th April 2022 and Earning per share has been adjusted against for the current and previous periods and presented in accordance with IND AS 33, Earning per share.

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

37 Contingent liabilities and Commitments:

(i) Contingent Liabilities (₹ In Lakh)

	31 st March, 2024	31 st March, 2023
(a) Income tax and other matters not acknowledged as debt	282.79	220.85
(b) Dues Raised by M.S.E.B which is protested by Company.	2.50	2.50
(c.) Sales Tax demands disputed by the Company relating to forms etc.	1.05	1.05
(Future Cashflows in respect of above are determinable only on receipt of Judgements/decision pending with various forums / authorities. The company is hopeful of succeeding & as such does not expect any significant liability to crystalize.)		
Total	286.34	224.40

(ii) Commitment (₹ In Lakh)

	31 st March, 2024	31 st March, 2023
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for.	611.00	50.00

38 Payments to Auditors for the year

	31 st March, 2024	31 st March, 2023
Auditors' Remuneration & Expenses		
(a) As Auditors	4.70	4.70
(b) For Tax Audit	2.55	2.55
(b) Certification and Other matters	4.13	2.80
Total	11.38	10.05

39 Based on the guiding principles given in Ind AS 108 - "Operating segments", the Company is primarily engaged in the business of Dyesstuff, Organic Pigments & Organic Intermediates. As the Company's business activity falls within a single primary business segment, the disclosure requirements of Ind AS-108 in this regard are not applicable.

40 Analytical Ratio

Ratio	31 st March, 2024	31 st March, 2023	% Variation	Reason for variation
Current Ratio	1.26	1.35	-7%	Refer note 1
Debt-Equity Ratio	0.48	0.53	-9%	Refer note 1
Debt Service Coverage Ratio	1.52	2.77	-45%	Refer note 2
Return on Equity Ratio	5.98%	5.19%	15%	Refer note 1
Inventory turnover ratio	2.89	2.60	11%	Refer note 1
Trade Receivables turnover ratio	3.90	3.54	10%	Refer note 1
Trade payables turnover ratio	2.65	2.50	6%	Refer note 1
Net capital turnover ratio	7.94	6.22	28%	Refer note 4
Net profit ratio	2.22%	1.47%	51%	Refer note 3
Return on Capital employed	8.07%	6.63%	22%	Refer note 1
Return on investment	3.55%	2.18%	63%	Refer note 5

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

Reason for variation

1. Not applicable as the variation is < 25%
2. There is variation in ratio mainly due to increase in EBITDA during FY 23-24 and increase in repayment of Term Loan during the current year as compared with previous year.
3. There is variation in ratio due to increase in PAT during the current year as compared with previous year.
4. There is variation in ratio due to increase in Sales and reduction in net working capital during the current year as compared with previous year.
5. There is variation in ratio due to increase in EBITDA during the current year as compared with previous year.

Numerators and Denominators considered for the aforesaid ratios:

Ratio	Numerator	Denominator
Current Ratio	Current Assets	Current Liabilities
Debt-Equity Ratio	Total Debt	Shareholder's Equity
Debt Service Coverage Ratio	Earnings available for debt service *	Debt Service **
Return on Equity Ratio	Net Profits after taxes	Average Shareholder's Equity
Inventory turnover ratio	Cost of goods sold	Average Inventory
Trade Receivables turnover ratio	Net Sales	Avg. Accounts Receivable
Trade payables turnover ratio	Net Purchases	Average Trade Payables
Net capital turnover ratio	Net Sales	Working Capital
Net profit ratio	Net Profit	Net Sales
Return on Capital employed	Earning before interest and taxes	Capital Employed ***§
Return on investment	Earning before interest and taxes	Avg. Total Assets

* Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc

** Debt service = Interest & Lease Payments + Principal Repayments

*** Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability

§ Borrowings does not includes Lease liabilities

41 Derivative Instruments and Unhedge Foreign Currency exposure

Derivative Outstanding as at the Reporting date

(₹ In Lakh)

	As on 31 st March, 2024		As on 31 st March, 2023	
	Amount in base currency	Amount in ₹	Amount in base currency	Amount in ₹
	USD (In Lakh)		USD (In Lakh)	
Forward contract to sell USD	4.50	375.62	21.80	1,792.18

Above derivative instrument have been acquired for hedging purpose

Particulars of Unhedged Foreign Currency Exposures as at the Reporting date

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

		As on 31 st March, 2024		As on 31 st March, 2023	
		Amount in base currency	Amount in ₹	Amount in base currency	Amount in ₹
Trade receivable	USD (In Lakh)	36.15	3,013.63	5.68	466.95
	EURO (In Lakh)	0.54	48.85	0.44	39.61
Trade payables & borrowings	USD (In Lakhs)	2.79	235.07	2.81	230.66
	EURO (In Lakhs)	0.23	20.24		

42 Related Party Disclosures

Related parties with whom transactions have taken place during the year:

I List of Related Parties

a) Subsidiary Company

Shree Ambika Naturals Pvt. Ltd.

b) Key Management Personal (KMP)

Mr V. P. Shah

Mr Mihir V Shah

Dr. S. N. Sahai

Mr Jagdeep Mehta (upto 31.03.2024)

Ms Megha Satyendra Bhatti

Mr Prasannakumar Gawde (upto 31.03.2024)

Mr Rupesh J. Agrawal (w.e.f 01.04.2024)

Mr Siddhan Subramanian (w.e.f 01.04.2024)

c) Relatives of KMP

V. P. Shah HUF

Ms Mita V Shah

Mr Vatsal V Shah

Ms Kavita Varaiya

d) Other Related Parties (Entities in which (KMP) or their relatives have significant influence)

Jayshree Chemicals

Amar Trading Corporation

Standardcon Pvt.Ltd.

Jayapriya Chemicals Industries Limited

Vip Chem LLP

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

II Transaction with Related Parties & Outstanding Balance as on 31st March, 2024 (₹ In Lakh)

Nature of transaction	Year	Subsidiary	Key Management Personnel	Relatives of KMP	Entities where Significant Influence
Purchase /Services	2023-2024		8.46	4.80	687.34
	2022-2023	40.36	-	4.80	593.20
Sale/Services/Interest	2023-2024	-	-	-	167.47
	2022-2023	-	-	-	179.82
Share/Warrant Subscription received	2023-2024	-	-	208.13	-
	2022-2023	-	-	-	-
Mangerial Remuneration /Salary/ Sitting Fees	2023-2024	-	217.16	48.61	-
	2022-2023	-	179.43	34.70	-
Balance Receivable/(Payable)	31/03/24	(21.64)	150.68	(36.56)	475.47
	31/03/23	(23.74)	193.48	4.67	421.00

43 Financial Instruments - Accounting Classifications and Fair Value Measurements

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced of liquidation sale.

The following methods and assumptions were used to estimate the fair values:

Fair value of cash and cash equivalent, bank balances other than cash and cash equivalent, trade receivables, trade payables, other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

(₹ In Lakh)

As at 31 st March, 2023	Total	Carrying value at Amortised cost	Carrying value at Fair value through Profit & loss		
			Level 1	Level 2	Level 3
Financial assets					
Non-current Investments	161.90	112.97	48.93	-	-
Trade Receivables	3,352.49	3,352.49	-	-	-
Cash and cash equivalents	436.61	436.61	-	-	-
Other bank balances	139.74	139.74	-	-	-
Other Financial Assets	56.79	56.79	-	-	-
Total	4,147.52	4,098.60	48.93	-	-
Financial liabilities					
Other non-current financial liability	611.64	611.64	-	-	-
Trade and other payables	3,354.06	3,354.06	-	-	-
Other current financial liabilities	2,593.39	2,589.90	-	3.50	-
Total	6,559.10	6,555.60	-	3.50	-

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

(₹ In Lakh)

As at 31 st March, 2024	Total	Carrying value at Amortised cost	Carrying value at Fair value through Profit & loss		
			Level 1	Level 2	Level 3
Financial assets					
Non-current Investments	181.92	112.55	69.37	-	-
Trade Receivables	4,397.82	4,397.82		-	-
Cash and cash equivalents	74.62	74.62		-	-
Other bank balances	146.11	146.11		-	-
Other Financial Assets	62.65	62.65		-	-
Total	4,863.13	4,793.76	69.37	-	-
Financial liabilities					
Other non-current financial liability	232.30	232.30	-	-	-
Trade and other payables	4,035.51	4,035.51	-	-	-
Other current financial liabilities	2,999.79	2,999.03	0.76		
Total	7,267.60	7,266.85	0.76	-	-

During the reporting period ending 31 March 2024 and 31 March 2023, there was no transfer between level 2 and level 3 fair value measurements.

Valuation techniques used to determine fair value

Type	Specific valuation techniques
Non-current investments - others	The use of quoted market prices available.
Financial liabilities on account of derivatives	Fair value is determined using the quotes obtained from the banks.

44 Financial risk management objectives and policies

The Company has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk"

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established Audit Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports to the board of directors on its activities.

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 periodically to reflect changes in market conditions and the Company's activities. The Company, through its training, standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

i) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. The carrying amount of following financial assets represents the maximum credit exposure.

Trade & Other receivable

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, including the default risk of the industry and country in which customers operate and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

Credit risk on its receivables is recognised on the statement of financial position at the carrying amount of those receivable assets, net of any provisions for doubtful debts. Receivable balances are monitored on a monthly basis with the result that the Company's exposure to bad debts is not considered to be material. The Company reviews the recoverable amount of each individual trade debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

Impairment

Ageing of trade and other receivables that were not impaired was as follows: (₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Considered Good		
0-12 Months	4,189.71	3,116.60
More Than 1 year	192.43	235.89
Carrying Amount of receivable	4,382.14	3,352.49

Management believes that the unimpaired amounts that are past due by more than 1 year are collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk, including underlying customers' credit ratings wherever available.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

Cash & Cash Equivalents

Credit risk on cash and cash equivalents and other deposits with banks is limited as the Company generally invests in deposits with banks with high credit ratings assigned by external credit rating agencies; accordingly the Company considers that the related credit risk is low. Impairment on these items is measured on the 12-month expected credit loss basis.

ii) 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. Ultimate responsibility for liquidity risk rest with the management, which has established an appropriate liquidity risk framework for the management of the Company's short term, medium-term and long term funding and liquidity management requirements.. Management monitors the Company's net liquidity position through rolling forecast on the basis of expected cash flows without incurring unacceptable losses or risking damage to the Company's reputation.

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

(₹ In Lakh)

Financial Liabilities	As at 31 st March, 2023		
	Less than 1 year	More than 1 year	Total
Other non-current financial liability	-	611.64	611.64
Trade and other payables	3,354.06	-	3,354.06
Other current financial liabilities	2,593.39	-	2,593.39
Total Financial Liabilities	5,947.45	611.64	6,559.09

(₹ In Lakh)

Financial Liabilities	As at 31 st March, 2024		
	Less than 1 year	More than 1 year	Total
Other non-current financial liability	-	232	232
Trade and other payables	4,036	-	4,036
Other current financial liabilities	3,000	-	3,000
Total Financial Liabilities	7,035	232	7,268

iii) Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables and payables.

The Company manages market risk through a treasury department, which evaluates and exercises independent control over the entire process of market risk management. The treasury department recommends risk management objectives and policies, which are approved by Management and the Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures and ensuring compliance with market risk limits and policies.

a) Foreign currency risk

The Company undertakes transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise. The Company is exposed to currency risk significantly on account of its trade payables, borrowings and other payables denominated in foreign currency. The functional currency of the Company is Indian Rupee. The Company currently hedge its foreign currency risk by taking foreign exchange forward contracts.

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

(₹ In Lakh)

Foreign currency exposure	Currency	31 st March, 2024	31 st March, 2023
Trade receivables & Advance	USD in (Lakh)	36.15	27.47
Net exposure to foreign currency risk (assets)		36.15	27.47
Trade payables	USD in (Lakh)	2.62	2.81
Borrowings	USD in (Lakh)	2.65	5.00
Other financial liabilities	USD in (Lakh)	1.56	-
Net exposure to foreign currency risk (liabilities)		6.83	7.81
Rupee Conversion Rate vs USD		83.37	82.21

Foreign currency sensitivity

The Company is exposed to the currencies as mentioned above. The following table details the Company's sensitivity to a 5% increase and decrease in the INR against the relevant foreign currencies. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rates. A reasonably possible strengthening (weakening) of the Indian Rupee against other currencies at March 31 would have affected the measurement of financial instruments denominated in US dollars and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

(₹ In Lakh)

Foreign currency	31 st March, 2024		31 st March, 2023	
	5%	5%	5%	5%
	Weakening	Strengthening	Weakening	Strengthening
USD	122.19	(122.19)	80.83	(80.83)
Decrease / (Increase) in profit and loss	122.19	(122.19)	80.83	(80.83)

b) Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing financial assets or borrowings because of fluctuations in the interest rates, if such assets/borrowings are measured at fair value through profit or loss. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing borrowings will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

The Company's interest rate risk arises from borrowings. The interest rate profile of the Company's interest-bearing borrowings is as follows:

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Current Borrowings		
Variable rate borrowings	2,596.81	2,240.77
	2,596.81	2,240.77

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

Interest rate risk sensitivity

The below mentioned sensitivity analysis is based on the exposure to interest rates for floating rate borrowings. For this it is assumed that the amount of the floating rate liability outstanding at the end of the reporting period was outstanding for the whole year. If interest rate had been 50 basis points higher or lower, other variables being held constant, following is the impact on profit.

Exposure to interest rate risk

The Company's interest rate risk arises from borrowings. The interest rate profile of the Company's interest-bearing borrowings is as follows: (₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Current Borrowings		
Variable rate borrowings	2,596.81	2,240.77
Total	2,596.81	2,240.77

Interest rate risk sensitivity

The below mentioned sensitivity analysis is based on the exposure to interest rates for floating rate borrowings. For this it is assumed that the amount of the floating rate liability outstanding at the end of the reporting period was outstanding for the whole year. If interest rate had been 50 basis points higher or lower, other variables being held constant, following is the impact on profit.

(₹ In Lakh)

	31 st March, 2024		31 st March, 2023	
	50 bp increase	50 bp decrease	50 bp increase	50 bp decrease
Impact on profit	(12.98)	12.98	(11.20)	11.20
Increase / (decrease) in profit and loss	(12.98)	12.98	(11.20)	11.20

45 Capital management

The Company manages its capital to ensure that the Company will be able to continue as going concerns while maximizing the return to stakeholders through the optimization of the debt and equity balance. For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company and borrowings.

The Company manages its funds in a manner that it achieve maximum returns (net of taxes) with minimum risk to the capital and consider the liquidity concerns for its working capital requirements.

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Borrowings (long-term and short-term borrowings including current maturities)	2,829.11	2,852.41
Cash & Cash Equivalent including Other current financial asset	283.39	633.14
Adjusted net debt	2,545.72	2,219.27
Total Equity	5,856.90	5,333.24
Adjusted net debt to equity ratio	0.43	0.42

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

46 In compliance with Ind AS 27 "Separate Financial Statements" the required information is as under

Indian Subsidiary	Percentage of ownership Interest as on	
	31 st March, 2024	31 st March, 2023
Shri Ambika Naturals Private Ltd	56.04%	56.04%

47 The Board of Directors of the Company has recommended a final dividend of ₹1.00 per equity share for the year ended March 31, 2024 (Previous Year ₹0.90 per equity share). The said dividend will be paid after the approval of shareholders at the Annual General Meeting..

48 The Company has deposits of ₹74 lacs with the Pyrates Phosphates & Chemicals Ltd (PPCL) which is overdue. However the company has filed a suit with District Court and for the same District Court has given the ruling in favour of the Company by the way of decree. The Company has now filled an application for the execution of the preferential claim for the decree against PPCL and as per the latest order given by the Honourable High Court Patna, it has been decided that the claim may be considered upon liquidation / disposal of all the assets of PPCL. In view of that, the management has not made any provision for doubtful deposits.

49 In the opinion of the Board of Directors to the best of Knowledge and belief all the current assets, loans and advances have been stated at realisable value at least of an amount equal to the amount at which they are stated in Balance Sheet which are subject to reconciliation and confirmation, necessary adjustment if required will be after reconciliation.

(₹ In Lakh)

50 Corporate Social Responsibility Expense	31 st March, 2024	31 st March, 2023
<i>Amount required to be spent during the year</i>		
Corporate Social Responsibility Expense	15.06	17.02
<i>Amount spent during the year (paid in cash)</i>		
i) Acquisition /construction of any asset	-	-
ii) Purpose other than above (i)	17.58	17.50
<i>Amount spent during the year (yet to be paid in cash)</i>		
i) Acquisition /construction of any asset	-	-
ii) Purpose other than above (i)	-	-
	17.58	17.50

51 Business Combination :The scheme of Arrangement for the merger of Efferchem Private Limited (ECPL) with the Vipul Organics Limited (the scheme) was approved by the National Company Law Tribunal ("NCLT") at Mumbai vide their order dated May 15,2020. Upon the filing of the order with the Registrar of Companies, Mumbai the scheme became effective from June 26, 2020 having the appointed date April 1, 2017. The scheme has been accounted under the pooling of interest method with effect from appointed date as per the above mentioned NCLT order and accordingly the comparatives for the earlier periods / year have been restated. 18,25,000 new equity shares of ₹10/ each fully paid up of the Company were allotted on 30th June 2020 to the shareholders of Efferchem Private Limited pursuant to the Scheme of Amalgamation of. Consequent to the allotment, the paid-up Capital of Vipul Organics Limited has increased to ₹9,54,95,000/- divided into 95,49,500 equity shares of ₹10/ - each fully paid up. Earnings per share for all earlier periods / year have been computed after considering the shares to be issued to the shareholders of (ECPL) and disclosed as share suspense in the results for previous periods. ECPL is in the same business of manufacturing of Pigments, Naphthols and Fast Salts.

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

52 During the year under review, the Company raised the funds through (i) issue of 5,00,000 warrants convertible into equity shares on preferential basis to promoter group and (ii) issue of 2,00,000 Equity shares pursuant to conversion of 2,00,000 Convertible warrants into Equity Shares to promoter group. The total funds of ₹3,05,25,000/- (Three Crore, Five Lakhs and Twenty Five Thousand) raised through aforesaid preferential allotment has been fully utilized by the Company during the year 2023-24 and the company affirms that there has been no deviation or variation in utilization of such proceeds raised through the preferential allotment.

53 Additional regulatory information required by Schedule III to the Companies Act, 2013

- (i) The Company does not have any benami property held in its name. No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) There is no income surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961 (such as search or survey), that has not been recorded in the books of account.
- (iii) The Company has not come across any transaction occurred with struck-off companies under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.
- (iv) The Company has not been declared wilful defaulter by any bank or financial institution or other lender or government or any government authority.
- (v) The Company does not have any charges or satisfaction of charges which is yet to be registered with the Registrar of the Companies beyond the statutory period.
- (vi) Utilization of borrowed funds and share premium :
 - (I) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (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.
 - (II) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (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 to or on behalf of the ultimate beneficiaries.
- (vii) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
- (viii) The company has not granted any loans or advances in the nature of loans either repayable on demand.

54 The Company had received in FY 2021-2022, Credit Linked Capital Subsidy Scheme amounting to ₹22.62 Lakhs against capital investment made in Plant & Machinery for the year 2019-2020. Government grants relating to the purchase of plant and equipment are included in liabilities as deferred income and are credited to the Statement of Profit and Loss in a systematic basis over the expected life of the related assets and presented within other income.

Notes to the Standalone Financial Statements for the financial year ended 31st March, 2024

- 55** The Company has used accounting software which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software, except that no audit trail was enabled at the database level for accounting software SAP to log any direct data changes. Further, we did not come across any instance of audit trail feature being tampered with, in respect of accounting software for which the audit trail feature was operating.
- 56** Previous year figures are regrouped / re classified wherever necessary to correspond with current year classification / disclosure.
- 57** The figures have been rounded off to the nearest Lakhs of rupees upto two decimal places. The figure 0.00 wherever stated represents value less than ₹50,000/-.

For **J. A. Rajani & Co.**
Chartered Accountants
Firm Registration No. 108331W

P. J. Rajani
Proprietor
Membership No.116740

Mumbai
Dated :30th May, 2024

For and on behalf of the Board of Directors
of **Vipul Organics Limited**

Vipul P. Shah
Managing Director
DIN: 00181636

Mihir V. Shah
Whole Time Director & CFO
DIN: 05126125

Dr. Shiv Nath Sahai
Director
DIN: 00332652

Priya Shadija
Company Secretary & Compliance Officer
Membership No.: A72549



CONSOLIDATED
FINANCIAL STATEMENTS



INDEPENDENT AUDITOR'S REPORT

To the Members of Vipul Organics Limited

Report on the Audit of the Consolidated financial statements

Opinion

We have audited the accompanying Consolidated financial statements of Vipul Organics Limited ("the Holding Company") and its subsidiary, (Holding Company and its subsidiary together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31st March 2024, the Consolidated Statement of Profit and Loss (including other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2024, the consolidated profit and consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of Consolidated financial statements in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated financial statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with

the independence requirements that are relevant to our audit of the Consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Consolidated financial statements.

Key audit matters

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

We have determined that there are no other key audit matters to be communicated in our report.

Information Other than the Consolidated financial statements and Auditor's Report Thereon

The Holding Company's management and Board of Directors are responsible for the preparation of other information. The other information comprises the information included in the Holding Company's Annual report but does not include the standalone and consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the

consolidated financial statements or our knowledge obtained in 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 on the even date.

Responsibility of Management and those charged with Governance for the Consolidated financial statements

The Holding Company's management and Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Consolidated financial statements that give a true and fair view of the consolidated financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India.

The respective Board of Directors of the entities included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the each entity 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. which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective management and Board of Directors of the entities included in the Group are responsible for assessing the ability of each entity 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 entity or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the entities included in the Group are responsible for overseeing the financial reporting process of each entity.

Auditor's Responsibilities for the Audit of the 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 scepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Companies Act 2013, we are also responsible for expressing our opinion on whether the entity has adequate internal financial controls system, in relation to the financial statements, in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material

uncertainty exists related to events or conditions that may cast significant doubt on the entities 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 overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Obtain sufficient appropriate audit evidence regarding the financial information of the business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the Financial Statements of such entities or business activities included in the consolidated financial statements of which we are the Independent Auditors. We remain solely responsible for our audit opinion.

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

We communicate with the Management of holding company and other entities included in consolidated financial statement of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other

matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

- A. As required by Section 143(3) of the Act, based on our audit 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 relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books. (refer our comments in para 2(C)(vi)).
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of change in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid Consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors of the holding company as on 31st March, 2024 taken



- on record by the Board of Directors of the holding company and the subsidiary company, none of the directors of the Group is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in **"Annexure A"**.
 - (g) The modification relating to the maintenance of accounts and other matters connected therewith, is as stated in paragraph (b) above.
- B. 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 Holding 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:
- C. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Consolidated financial statements disclose the impact of pending litigations, which will have an impact on its consolidated financial position in its financial statements- refer note 37 to the consolidated financial statements.
 - ii. The Group did not have any long-term contracts including derivative contracts for which there were material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.
- iv. a) The respective Management of the Holding company and subsidiary have 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 or subsidiary 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 any subsidiary or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- b) The respective Management of the Holding company and subsidiary has represented that, to the best of its knowledge and belief, no funds have been received by the Company or subsidiary from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or subsidiary 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 Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- c) Based on the audit procedures performed that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to

believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material mis-statement.

- v) The dividend declared and paid during the current year and previous year by the Holding Company is in compliance with section 123 of the Act.. The Board of Directors of the Holding Company have proposed dividend for the year, which is subject to approval of the members at the Annual General Meeting. The dividend proposed is in accordance with section 123 of the Act to the extent it applies to declaration of dividend. The Subsidiary company have not declared nor paid any dividend during the year.
- vi) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, we report that for the year ended March 31, 2024, for maintaining its books of account, the Holding Company and its subsidiary company have used accounting software which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software, except for the instances mentioned below
 - a) In case of Holding Company, the feature of audit trail was not enabled at the database level for accounting software SAP to log any direct data changes as described in note 56 to the financial statements.
 - b) In case of Subsidiary Company, the feature of audit trail was not available for accounting software for the entire financial year from April 01, 2023 to March 31, 2024.

Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with, in respect of accounting software for which the audit trail feature was available and operating.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2024, reporting under 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.

- c) With respect to the matters specified in paragraphs 3(xxii) and 4 of the Companies (Auditor's Report) Order, 2020 ("CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated Financial statements, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For **J. A. Rajani & Co.**
Chartered Accountants
Firm Reg. No. 108331W

P. J. Rajani
Proprietor
Place: Mumbai Membership No. 116740
Date: 30th May, 2024 UDIN: 24116740BKAUWD3813

“Annexure A” to the Independent Auditor’s Report of even date on the Consolidated Financial Statements of Vipul Organics Limited

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

We have audited the internal financial controls with reference to consolidated financial result of the Vipul Organics Limited (“the Holding Company) and its Subsidiary company incorporated in India (the Holding Company and the subsidiary company incorporated in India together referred to as “the Group”) as of 31st March, 2024 in conjunction with our audit of the consolidated financial statements of the Group for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

Our responsibility is to express an opinion on the Group’s internal financial controls over financial reporting with reference to 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 (the “Guidance Note”) and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act, 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 over 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 over financial reporting over consolidated financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting with reference to consolidated financial statements includes obtaining an understanding of such internal financial controls, 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 Group’s Internal financial controls over financial reporting with reference to Consolidated financial statements.

Meaning of Internal Financial Controls Over Financial reporting with reference to 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 statements and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over consolidated financial statements includes those policies and procedures that:

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

- (ii) 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
- (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over financial reporting with reference to Financial statements

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

degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and according to the explanation given to us, the Group has, in all material respects, an adequate internal financial controls over financial reporting with reference to Consolidated financial statements and such internal financial controls over financial reporting with reference to financial statements were operating effectively as at 31st March, 2024, based the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **J. A. Rajani & Co.**
Chartered Accountants
Firm Reg. No. 108331W

P. J. Rajani
Proprietor
Place: Mumbai
Date: 30th May, 2024

Membership No. 116740
UDIN: 23116740BKAUWD3813

Consolidated Balance Sheet as at 31st March, 2024

(₹ in Lakh)

Particulars	Note No.	31 st March, 2024	31 st March, 2023
ASSETS			
Non-Current Assets			
Property, plant and equipment	4	2,987.84	3,197.83
Right of use assets	4	231.03	317.41
Intangible Assets	4	4.88	6.59
Capital work-in-progress	4	518.98	33.85
Other Investment-Financial Asset	5	69.37	49.35
Other non-current assets	6	411.34	356.53
Asset held for Sale	7	-	48.89
Deferred Tax Assets	8	53.67	16.55
		4,277.11	4,027.00
Current Assets			
Inventories	9	3342.55	3539.43
Financial assets			
Trade receivables	10	4445.64	3400.32
Cash and Cash equivalents	11	76.04	438.03
Other bank balances	12	146.11	139.74
Other Financial assets	13	62.65	56.79
Other current assets	14	1255.98	804.07
		9,328.98	8,378.38
TOTAL ASSETS		13,606.09	12,405.38
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	15	1,301.19	1,281.19
Other Equity	16	4,441.17	4,019.91
Advance Subscription against share warrants	17	83.25	-
Equity attributable to owners of the company		5,825.61	5,301.10
Non Controlling Interest		(15.69)	(15.51)
Non-Current Liabilities			
Financial Liabilities			
Borrowings	18	232.30	611.64
Lease Liabilities	19	193.94	280.96
Non Current provisions	20	1.77	1.77
Other non Current Liabilities	21	-	59.00
		428.00	953.37
Current Liabilities			
Financial Liabilities			
Borrowings	22	2,596.81	2,240.77
Trade payables	23		
Total Outstanding Dues -Micro and small enterprises		201.503	245.780
Total Outstanding Dues -Others		3,817.794	3,089.610
Other Financial liabilities	24	403.05	352.68
Other current liabilities	25	191.06	112.53
Short-term provisions	26	157.95	125.05
		7,368.17	6,166.42
TOTAL EQUITY AND LIABILITIES		13,606.09	12,405.38

See accompanying notes to the financial statements
in terms of our report attached.

For **J. A. Rajani & Co.**
Chartered Accountants
Firm Registration No. 108331W

P. J. Rajani
Proprietor
Membership No. 116740

Mumbai
Dated :30th May, 2024

For and on behalf of the Board of Directors
of **Vipul Organics Limited**

Vipul P. Shah
Managing Director
DIN: 00181636

Mihir V. Shah
Whole Time Director & CFO
DIN: 05126125

Dr. Shiv Nath Sahai
Director
DIN: 00332652

Priya Shadija
Company Secretary & Compliance Officer
Membership No.: A72549

Consolidated Statement of Profit & Loss for the financial year ended 31st March, 2024 (₹ in Lakh)

Particulars	Note No.	31 st March, 2024	31 st March, 2023
I. Revenue from operations	27	15,007.86	13,393.25
II. Other income	28	91.45	6.48
III. Total Income (I + II)		15,099.30	13,399.73
IV. Expenses:			
Cost of materials consumed	29	4,912.57	5,285.03
Purchases of Stock-in-Trade	29	4,566.98	3,790.25
Changes in Inventories of Stock-in-Trade	30	498.27	(482.79)
Employee benefits expense	31	973.99	882.40
Finance costs	32	240.69	267.12
Depreciation & Amortisation	33	557.86	632.25
Other Expenses	34	2,886.51	2,752.71
Total Expenses		14,636.88	13,126.97
V. Profit before tax (III-IV)		462.42	272.76
VI. Tax expense:			
(1) Current tax	35	161.63	126.50
(2) Adjustment in respect of earlier years		3.94	7.08
(3) Deferred tax		(37.17)	(48.01)
Total Tax expense		128.39	85.57
VII. Profit for the year (V-VI)		334.03	187.19
VIII. Other comprehensive income/(loss)			
Items that will not be reclassified to profit or loss		(0.97)	(10.04)
Remeasurement of defined benefit obligations			
Income tax relating to above items that will not be reclassified to profit or loss		0.24	3.33
Other comprehensive income/(loss) net of tax		(0.73)	(6.71)
IX. Total comprehensive income net of tax (VII+VIII)		333.30	180.48
Attributable to:			
Owners of the Company		333.48	181.47
Non Controlling Interest		(0.18)	(0.98)
X. Earnings per equity share:	36		
(1) Basic		2.60	1.47
(2) Diluted		2.60	1.47

See accompanying notes to the financial statements
In terms of our report attached.

For **J. A. Rajani & Co.**
Chartered Accountants
Firm Registration No. 108331W

P. J. Rajani
Proprietor
Membership No.116740

Mumbai
Dated :30th May, 2024

Vipul P. Shah
Managing Director
DIN: 00181636

Mihir V. Shah
Whole Time Director & CFO
DIN: 05126125

For and on behalf of the Board of Directors
of **Vipul Organics Limited**

Dr. Shiv Nath Sahai
Director
DIN: 00332652

Priya Shadija
Company Secretary & Compliance Officer
Membership No.: A72549

Consolidated Cash Flow Statement for the financial year ended 31st March, 2024

(₹ in Lakh)

Particulars	31 st March, 2024	31 st March, 2023
A Cash Flow from Operating Activities		
Net Profit/(Loss) before Tax & Prior Period Items	462.42	272.76
Adjustment for		
Depreciation and amortisation expense	557.86	632.25
Other Comprehensive Income	(0.73)	(6.71)
Interest Income	(11.30)	(8.19)
Dividend Income	(0.74)	(0.82)
Fair Value Gain on Financial Assets	(20.02)	7.07
Finance Cost	240.69	267.12
(Gain) / Loss on sale of Capital Asset	(56.11)	4.79
Subsidy Deferred Revenue Income	(3.28)	(4.54)
Operating Profit before Working Capital Changes	1168.80	1163.73
Adjustment for:		
Decrease/ (Increase) in Inventories	196.88	(459.57)
Decrease/ (Increase) in Trade Receivable	(1030.32)	860.80
Decrease/ (Increase) in current asset/Other Financial Asset	(464.15)	87.04
Decrease/ (Increase) in non current Assets	(54.81)	35.22
Increase/(Decrease) in Trade Payables	682.80	(575.27)
Increase/ (Decrease) in other financial/Other Liabilities	120.32	102.47
Cash Generated from operations	619.53	1214.42
Taxes Paid (Including TDS) (net)	(135.73)	(200.78)
Net Cash used in Operation	483.80	1013.64
B Cash Flow from Investing Activities		
Purchase of Tangible and Intangible Assets	(696.03)	(311.27)
Proceeds from sale of Fixed Assets	0.00	0.40
Interest /Dividend Income	11.30	9.01
Net Cash from Investing Activities	(684.73)	(301.86)
C Cash Flow from Financing Activities		
Proceeds from Equity issue	305.25	0.00
Increase/ (Decrease) in Long term borrowing	(466.36)	(37.55)
Increase/ (Decrease) in Short term borrowing	356.04	(33.15)
Dividend Paid	(115.31)	(117.80)
Finance cost Paid	(240.69)	(267.12)
Net Cash from Financing Activities	(161.07)	(455.61)
Net Increase in Cash & Cash Equivalents	(362.00)	256.17
Opening Balance of Cash & Cash Equivalents	438.03	181.86
Closing Balance of Cash & Cash Equivalent	76.03	438.03

See accompanying notes to the financial statements
In terms of our report attached.

For **J. A. Rajani & Co.**
Chartered Accountants
Firm Registration No. 108331W

P. J. Rajani
Proprietor
Membership No.116740

Mumbai
Dated :30th May, 2024

For and on behalf of the Board of Directors
of **Vipul Organics Limited**

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Priya Shadija
Company Secretary & Compliance Officer
Membership No.: A72549

Consolidated Statement of Changes in Equity for the financial year ended 31st March, 2024

a. Equity shares of ₹10 each issued, subscribed and fully paid

(₹ in Lakh)

	31 st March, 2024		31 st March, 2023	
	Number of shares	Amount	Number of shares	Amount
Balance at the beginning of the reporting period	12,811,875.00	1,281.19	10,249,500.00	1,024.95
Changes in equity share capital during the year	200,000.00	20.00	2,562,375.00	256.24
Balance at the end of the reporting period	13,011,875.00	1,301.19	12,811,875.00	1,281.19

b. Other Equity

	Reserves and Surplus				Other Comprehensive Income	Consolidation Reserve	Total
	Securities premium	Capital Reserve	General reserve	Retained Earnings			
Balance as on 31st March 2022	1,676.78	62.78	90.10	2,387.88	(11.18)	0.48	4,206.83
Profit for the Year	-	-	-	188.18	-	-	188.18
Addition / Reduction during the year	(256.24)	-	-	(112.15)	(6.71)	-	(375.10)
Balance as on 31st March 2023	1,420.54	62.78	90.10	2,463.91	(17.89)	0.48	4,019.92
Profit for the Year	-	-	-	334.03	-	-	334.03
Addition / Reduction during the year	202.00	-	-	(114.05)	(0.73)	-	87.23
Balance as on 31st March 2024	1,622.54	62.78	90.10	2,683.89	(18.62)	0.48	4,441.17

See accompanying notes to the financial statements
In terms of our report attached.

For **J. A. Rajani & Co.**
Chartered Accountants
Firm Registration No. 108331W

P. J. Rajani
Proprietor
Membership No.116740

Mumbai
Dated :30th May, 2024

For and on behalf of the Board of Directors
of **Vipul Organics Limited**

Vipul P. Shah
Managing Director
DIN: 00181636

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DIN: 05126125

Dr. Shiv Nath Sahai
Director
DIN: 00332652

Priya Shadija
Company Secretary & Compliance Officer
Membership No.: A72549

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

1.1 Corporate Information

Vipul Organics Limited is a public limited domiciled in India incorporated under the provisions of the Companies Act ('the company') having its registered office at 102, Andheri Industrial Estate, Off Veera Desai Road, Andheri West, Mumbai 400053. The Company's principle activities are manufacturing & trading of Dyes stuff, Organic Pigments & Organic Intermediates.

The Consolidated financial statements for the year ended March 31, 2024 were considered by the Board of Directors and approved for issuance on 30th May, 2024.

1.2 Statement of Compliance

The Consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015.

1.3 Basis of preparation and presentation

The Consolidated financial statements of the Company are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on accrual basis except for certain financial assets and financial liabilities that have been measured at fair value. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between the market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 inputs are unobservable inputs for the asset or liability.

1.4. Basis for Consolidation & Principles for Consolidation

The consolidated financial statements include the financial statements of the Vipul Organics Limited., Holding Company and its Subsidiary Shree Ambika Naturals Private Limited.

The Group combines the financial statements of the Holding and its subsidiary line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses and gains resulting from intra-group transactions are also eliminated except to the extent recoverable value of related assets is lower than their cost to the Group. Profit or loss of subsidiaries acquired or disposed during the year is recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted.

Subsidiaries are all entities over which the Group exercises control. The Group controls an entity when the Group is exposed to or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct relevant activities of the entity. Subsidiaries are fully consolidated from the date on which the control is transferred to the Group and are de consolidated from the date the control ceases.

Excess of acquisition cost over the carrying amount of the Holding's share of equity of the acquiree at the date of acquisition is recognized as goodwill. In cases where the share of the equity in the acquiree as on the date of acquisition is in excess of acquisition cost, such excess of share in equity is recognised as 'Consolidation reserve' and classified under 'Reserves and Surplus'.

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

As per Ind AS 110 - consolidated Financial Statements prescribed under the Ind ASs notified by the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 only the notes involving items which are material need to be disclosed. Materiality for this purpose is assessed in relation to the information contained in the consolidated financial statements. Further, additional statutory information disclosed in separate financial statements of the subsidiary or the Parent having no bearing on the true and fair view of the consolidated financial statements of the group are not disclosed in the consolidated financial statements.

The non-controlling interests comprise the portion of equity of subsidiaries that are not owned, directly or indirectly, by the Group. Non-controlling interest in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

1.5. Functional and presentation currency

These consolidated financial statements are presented in Indian rupees, which is the Company's functional currency. All amounts have been rounded to the nearest thousands, unless otherwise indicated.

2. Significant accounting judgments, estimates and assumptions

The preparation of consolidated financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosures of contingent assets and contingent liabilities at the date of consolidated financial statements, income and expense during the period. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to

accounting estimates are recognized in the periods in which the estimates are revised and in future periods which are affected.

In the process of applying the Company's accounting policies, management has made the following judgments and estimates, which have the most significant effect on the amounts recognised in the consolidated financial statements.

2.1 Revenue recognition

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer. Export Sales are accounted on the date of Bill of Lading. Export benefits thereon are accounted on the basis of eligibility in the year of Export.

2.2 Impairment of investments in subsidiaries

The Company reviews its carrying value of investments in subsidiaries at cost, annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for..

2.3 Employee Benefits

The cost of defined benefit plans are determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, expected rates of return on assets, future salary increases, mortality rates and future pension increases. Due to the long-term nature of these plans, such estimates are subject to significant uncertainty.

2.4 Litigation

The provision is recognized based on the best estimate of the amount desirable to settle the present obligation arising at the reporting period and of the income is recognized in the cases involving high degree of certainty as to realization.

3. Statement of material accounting policies

Accounting policy information is material, if when considered together with other information included in entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

Accounting policy information may be material because of the nature of the related transactions,

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

other events, or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material.

3.1 Property, plant and equipment:

Items of property, plant and equipment are stated at cost, less accumulated depreciation & impairment losses, if any. Cost comprises a) the purchase price including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognised in Statement of Profit and Loss. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss.

Capital work-in-progress in respect of assets which are not ready for their intended use are carried at cost, comprising of direct costs, related incidental expenses and attributable interest if any.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 1, 2016 measured as per the previous GAAP

and use that carrying value as the deemed cost of the property, plant and equipment.

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to Statement of Profit and Loss during the reporting period in which they are incurred.

3.2. Depreciation

Depreciation on Property, plant and equipment has been provided on written down value basis and manner prescribed in Schedule II to the Act. Depreciation on additions during the year has been provided on prorata basis from the date of such additions. Depreciation on assets sold, discarded or demolished has been provided on prorata basis. Leasehold assets are amortized over the primary period of lease or its useful life, whichever is shorter on a straight line basis.

3.3. Intangible assets

Intangible assets are recognized, only if it is probable that the future economic benefits that are attributable to the assets will flow to the enterprise and the cost of the assets can be measured reliably. The intangible assets are recorded at cost and are carried at cost less accumulated amortization and accumulated impairment losses, if any. Computer software is amortized on written down value basis and manner prescribed in Schedule II to the Act.

3.4. Impairment of tangible and intangible assets

Company at the end of each reporting period reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those 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. Recoverable amount is the higher of fair value less costs of disposal 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

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

risks specific to the asset for which the estimates of future cash flows have not been adjusted. An impairment loss is recognised immediately in statement of profit and loss.

A reversal of an impairment loss is also recognised immediately in Statement of Profit and Loss.

3.5. Financial instruments

Financial assets

Financial Assets comprises of investments in equity instruments, trade receivables, cash and cash equivalents and other financial assets.

Initial recognition and measurement

All financial assets are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial assets other than those measured subsequently at fair value through profit and loss, are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset.

Classification and subsequent measurement

Subsequent measurement is determined with reference to the classification of the respective financial assets. Based on the business model for managing the financial assets and the contractual cash flow characteristics of the financial asset, the Company classifies financial assets as subsequently measured at amortised cost, fair value through OCI or fair value through profit and loss.

Financial assets amortised at cost

A financial asset is subsequently measured at amortised cost if it is held with in a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely consisting payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified

dates to cash flows that are solely payments principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Further, Company has elected to apply the exemption available under Ind AS 101 to continue the carrying value for its investments in subsidiaries as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP as at the date of transition (April 1, 2016). Also, in accordance with Ind AS 27 company has elected the policy to account investments in subsidiaries at cost.

Derecognition:

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset and shall be recognised either to statement of profit & loss or OCI o as per classification of the respective asset.

Financial Liabilities

Initial Recognition and Measurement

All financial liabilities are initially recognised when the Company becomes a party to the contractual

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

provisions of the instrument. Financial Liabilities are initially recognized at fair value plus any transaction costs, (if any) which are attributable to acquisition of the financial liabilities.

Subsequent measurement

Financial liabilities are subsequently carried at fair value through profit and loss. For trade payables and other liabilities maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

De-recognition of Financial Liabilities:

Financial liabilities shall be derecognized when, and only when, it is extinguished i.e. when the obligation specified in the contract is discharged or cancelled or expires.

Offsetting of Financial assets and Financial Liabilities

Financial assets and Financial Liabilities are offset and the net amount is presented in Balance Sheet when, and only when, the Company has legal right to offset the recognized amounts and intends either to settle on the net basis or to realize the assets and liabilities simultaneously.

3.6. Inventories

Inventories comprising of raw material & finished goods are carried at lower of cost and net realizable value. Cost is determined by using the First in First Out formula. Costs comprise all cost of purchase, cost of conversion and cost incurred in bringing the inventory to their present location and condition other than those subsequently recoverable by the Company from tax authorities.

Packing material, Stores & spares consumables are charged to revenue account.

3.7. Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, value added taxes, goods and service tax. Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer. Export Sales are accounted on the date of Bill of Lading. Export benefits thereon are accounted on the basis of eligibility in the year of Export.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable. Dividend income from investments is recognised when the right to receive payment has been established

3.8. Foreign currencies

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

3.9. Borrowing Cost

Borrowing costs are interest and other costs that the Company incurs in connection with the borrowing of funds and is measured with reference to the Effective Interest Rate (EIR) applicable to the respective borrowing. Borrowing costs include interest costs measured at EIR.

Borrowing costs that are attributable to acquisition or construction of qualifying assets are capitalized as a part of cost of such assets till the time the asset is ready for its intended use. A qualifying asset is the one that necessarily takes substantial period of time to get ready for intended use. Other borrowing costs are recorded as an expense in the Profit and loss account in the year in which they are incurred.

3.10. Leases

The Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019, except those which are exempted under this standard, using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under Ind AS 17. The Company's lease asset classes primarily consist of leases of land and building. At the date of commencement of lease, the Company recognised

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

a right-to-use assets and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve month or less (short-term leases) and low value leases. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The right-to-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. The right-to-use of assets are depreciated from the commencement date on a straight line basis over the shorter of the lease term and useful life of the underlying asset right-to use of assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. The Lease liability is initially measured at amortized cost at the present value of future lease payments. The lease payments are discounted using the interest rate implicit in the lease, or if not readily determinable, using the incremental borrowing rates in the country of domicile of the leases. Lease Liabilities are re-measured with corresponding adjustment to the related right to use of asset if company changes its assessment if whether it will exercise an extension or termination option.

3.11. Cash and cash equivalent

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

3.12. Employee benefits

Short-term obligations

Liabilities for salaries, including other monetary and non-monetary benefits that are expected to be settled wholly within 12 months after the end of the

period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Post-employment obligations

Gratuity liability is defined benefit obligation and is provided for on the basis of actuarial valuation at the end of each financial year.

The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets. The calculation of defined benefit obligations is performed annually. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in OCI. Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset), to the net defined liability (asset) at the start of the financial year after taking into account any changes as a result of contribution and benefit payments during the year. Net interest expense and other expenses related to defined benefit plans are recognised in statement of profit and loss. When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in Statement of Profit and Loss. The company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

3.13. Income Taxes

Income tax expense represents the sum of the tax currently payable and deferred tax

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the consolidated statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements 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 to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period 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 liabilities and assets 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 end of the reporting period. 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 end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Current and deferred tax are recognised in Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity,

in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Minimum alternate tax credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each balance sheet date and the carrying amount of the MAT credit is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

3.14. Derivative financial instruments

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently re-measured to their fair value at the end of each reporting period. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

3.15. Research and development expenses

Expenditures on research activities undertaken with the prospect of gaining new scientific or technical knowledge and understanding are recognized as expense in the statement of profit and loss when incurred.

Expenditure incurred on fixed assets used for research and development is capitalized and depreciated in accordance with the depreciation policy of the Company.

3.16. Earnings per equity share

Basic earnings per equity share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares). In this scenario, the number of equity shares outstanding increases without an increase in resources due to which the number of equity shares outstanding before the event is adjusted for the proportionate

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

3.17. Government Grants

Government grants are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to the purchase of property, plant and equipment are included in liabilities as deferred income and are credited to the Statement of Profit and Loss in a systematic basis over the expected life of the related assets and presented within other income.

Government grants relating to income are deferred and recognised in the Statement of Profit and Loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

3.18. Non-current assets held for sale

Assets are classified as held for sale and stated at the lower of carrying amount and fair value less costs to sell if the asset is available for immediate sale and its sale is highly probable. Such assets or group of assets are presented separately in the Balance Sheet as "Assets Classified as Held for Sale". Once classified as held for sale, intangible assets and property, plant and equipment are no longer amortised or depreciated.

3.19. Provisions, contingent liabilities and contingent assets

A provision is recognized when the Company has a present obligation as a result of past events and

it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the notes to the financial statements. Contingent assets are not recognized in the financial statements.

3.20. Current / non-current classification

An asset is classified as current if:

- i) it is expected to be realized or sold or consumed in the Company's normal operating cycle;
- ii) it is held primarily for the purpose of trade;
- iii) it is expected to be realized within twelve months after the reporting period; or
- iv) it is cash or cash equivalent unless it is 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 classified as current if:

- i) it is expected to be settled in normal operating cycle;
- ii) it is held primarily for the purpose of trading;
- iii) it is expected to be settled within twelve months after the reporting period;
- iv) it has no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between acquisition of assets for processing / trading / assembling and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

4 Property, plant and equipment

(₹ in Lakh)

	Gross Block			Accumulated depreciation / amortisation			Net block	
	As at 1 st April, 2023	Additions during the year	Deletion during the year	As at 31 st March, 2024	As at 1 st April, 2023	Additions during the year	Deletion during the year	As at 31 st March, 2024
A Property, plant and equipment								
Factory Land	128.69	-	-	128.69	-	-	-	128.69
- Lease Hold Land	756.99	28.83	-	785.83	-	6.37	-	779.46
Factory Building	1,322.98	-	-	1,322.98	355.19	92.18	-	875.61
Plant & Machinery	2,601.83	24.84	-	2,626.67	1,478.65	280.72	-	867.30
Furniture & Fixtures	159.76	68.23	-	227.99	62.04	36.76	-	129.18
Motor Car/Vehicles	144.81	114.34	-	259.15	62.15	31.59	-	165.41
Office Equipment	46.31	18.88	-	65.19	19.79	14.99	-	30.41
Computer	43.42	4.88	-	48.30	32.22	7.28	-	8.80
Office Building	4.35	-	-	4.35	1.28	0.15	-	3.07
Total A	5,209.14	259.99	-	5,469.13	2,011.32	470.05	-	2,481.37
B Lease Assets	430.73	-	-	430.73	113.31	86.38	-	317.42
Total B	430.73	-	-	430.73	113.31	86.38	-	231.03
C Capital work-in-progress	33.85	488.50	3.37	518.98	-	-	-	518.98
Total C	33.85	488.50	3.37	518.98	-	-	-	518.98
D Intangible Assets								
Software	22.04	-	-	22.04	15.45	1.71	-	6.59
Total D	22.04	-	-	22.04	15.45	1.71	-	6.59

Refer note 18 & 22 for assets provided as security.

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year. Title deeds of Immovable Property not held in the name of the Company Land at Ankleshwar carrying value 25 Lakhs.

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

Property, plant and equipment (contd.)

(₹ in Lakh)

	Gross Block			Accumulated depreciation / amortisation			Net block	
	As at 1 st April, 2022	Additions during the year	Deletion during the year	As at 31 st March 2023	As at 1 st April, 2022	As at 31 st March 2023	As at 1 st April, 2022	As at 31 st March 2023
A Property, plant and equipment								
Factory Land	930.32	4.25	48.89	885.68	-	-	930.32	885.68
Factory Building	1,285.48	37.50	-	1,322.98	254.61	100.58	1,030.88	967.79
Plant & Machinery	2,468.44	133.39	-	2,601.83	1,120.49	358.16	1,347.96	1,123.18
Furniture & Fixtures	120.18	68.38	28.80	159.76	60.34	27.18	59.84	97.72
Motor Car/Vehicles	144.81	-	-	144.81	32.90	29.25	111.91	82.66
Office Equipment	51.20	22.91	27.79	46.31	30.75	15.57	20.45	26.52
Computer	45.59	14.53	16.69	43.42	35.24	12.90	10.34	11.21
Office Building	4.35	-	-	4.35	1.13	0.16	3.22	3.07
Total A	5,050.37	280.95	122.17	5,209.15	1,535.45	543.80	2,011.32	3,197.84
B Right to use assets (refer note 4B)								
Lease Assets	116.93	313.80	-	430.73	27.17	86.15	89.76	317.41
Total B	116.93	313.80	-	430.73	27.17	86.15	113.31	317.41
C Capital work-in-progress								
Total C	3.37	33.85	3.37	33.85	-	-	3.37	33.85
D Intangible Assets								
Software	22.04	-	-	22.04	13.15	2.30	8.89	6.59
Total D	22.04	-	-	22.04	13.15	2.30	15.45	6.59

Refer note 18 & 22 for assets provided as security.

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year. Title deeds of Immovable Property not held in the name of the Company Land at Ankleshwar carrying value 25 Lakhs.

Title deeds of Immovable Property not held in the name of the Company for Land at Saykha GIDC, Dahej carrying value 752.74 Lakhs acquired in previous year wherein the Company is under the process of executing lease deed with GIDC.

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

4A Capital WIP Ageing Schedule

(₹ in Lakh)

As at 31 st March, 2024	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Tangible Assets					
Project in Progress	488.50	28.30	2.00	0.20	518.98
Projects temporarily suspended	-	-	-	-	-
	488.50	28.30	2.00	0.20	518.98
Intangible Assets					
Project in Progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
As at 31st March, 2023	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Tangible Assets					
Project in Progress	30.48	2.16	0.21	1.00	33.85
Projects temporarily suspended	-	-	-	-	-
	30.48	2.16	0.21	1.00	33.85
Intangible Assets					
Project in Progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

4B Right to use

(i) Amounts to be recognised in balance sheet as on 31st March, 2024

The balance sheet shows the following amounts relating to leases :

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Right to use assets		
Lease hold land	430.73	430.73
Total	430.73	430.73
Lease liabilities		
Current	91.12	73.08
Non - Current	193.94	280.96
Total	285.06	354.04

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

(ii) Amounts to be recognised in Statement of Profit and Loss for the year ended 31st March, 2024

The Statement of Profit and Loss shows the following amounts relating to leases:

	(₹ In Lakh)	
	31 st March, 2024	31 st March, 2023
Depreciation		
Lease hold land/building	86.38	86.15
Total	86.38	86.15

Interest expenses on lease liabilities (included in finance cost) ₹42.88 Lakh

(iii) Total cash outflow for leases during financial year was :

	(₹ In Lakh)	
	31 st March, 2024	31 st March, 2023
Particulars		
Operating cash flows : Interest expenses	42.88	48.15
Total	42.88	48.15

5 Non-current Investments:

	(₹ In Lakh)	
	31 st March, 2024	31 st March, 2023
(a) Investments in Equity Instruments		
Equity Shares (Quoted & carried at fair value through Profit & loss)	68.95	48.93
(b) Investments in Government Securities :		
Government Securities (Unquoted at cost) (Deposited with Government authorities)	0.01	0.01
(c) Investments in Debentures:		
Debentures (at Cost)	0.41	0.41
Total	69.37	49.35

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

Investment in Equity Shares (quoted) (fully paid up) at Fair Value through Profit and Loss (₹ In Lakh)

	As at			
	31 st March, 2024		31 st March, 2023	
	Units	Amount	Units	Amount
Arvind Ltd.(1000 (Prev.Yr. 1000) Equity shares Fully paid of ₹10 Each)	1,000	2.70	1,000	0.85
Arvind Smartspaces Ltd.(100 (Prev.Yr. 100) Equity shares Fully paid of ₹10 Each)	100	0.70	100	0.28
Arvind Fashion Ltd (200 (prev Yr 200) Equity shares Fully paid of ₹4 Each)	200	0.91	200	0.56
The Anup engg ltd (37 (prev Yr 37)Equity shares Fully paid of ₹10 Each)	37	1.17	37	0.37
Bodal Chemicals Ltd.(2500 (Prev.Yr. 2500) Equity shares Fully paid of ₹2 Each)	2,500	1.84	2,500	1.44
Global Offshore Services Ltd.(8400 (Prev.Yr. 8400) Equity shares Fully paid of ₹10 Each)	8,400	3.66	8,400	1.71
Gujarat State Fertilizers & Chemicals Ltd.(895 (Prev.Yr. 895) Equity shares Fully paid of ₹2 Each)	895	1.75	895	1.07
HLV Ltd.(1000 (Prev.Yr. 1000) Equity shares Fully paid of ₹2 Each)	1,000	0.26	1,000	0.09
Kiri Industries Ltd.(500 (Prev.Yr. 500) Equity shares Fully paid of ₹10 Each)	500	1.52	500	1.42
Mafatlal Industries Ltd.(1720 Equity shares Fully paid of ₹12 Eachl (Prev.Yr. 346 Equity shares Fully paid of ₹10 Each)	346	1.96	346	0.71
NOCIL Ltd.(15,000 (Prev.15,000) Equity shares Fully paid of ₹10 Each)	15,000	37.52	15,000	31.00
Pricol Ltd.(3000 (Prev.Yr. 3000) Equity shares Fully paid of ₹1 Each)	3,000	11.68	3,000	6.22
Standard Industrires Ltd.(9900 (Prev.Yr. 9900) Equity shares Fully paid of ₹5 Each)	9,900	2.24	9,900	2.54
Bank of Baroda Ltd.(402 (prev Yr 402) Equity shares fully Paid ₹. 2/- Each)	402	1.06	402	0.68
		68.95		48.93

6 Other Non Current Assets (Unsecured and considered good)

	(₹ In Lakh)	
	31 st March, 2024	31 st March, 2023
Capital Advances-Related (Refer note 42)	204.75	204.75
Capital Advances-Others	30.91	4.64
Deposits with Government Authorities and Others (Refer note 49 & 52)	175.68	147.14
Total	411.34	356.53

Deposits with Government Authorities and Others ₹ 2.70 Lakhs of erstwhile Efferchem Private limited acquired pursuant to the scheme of arrangement, which are in the process of being transferred in the name of the Company.

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

7 Asset held for Sale

a) Description

Disposal of Lease Hold Land

The Board of Directors, had decided in FY 22-23 to dispose off leasehold land admeasuring approximately 5000 square metres located at Dahej GIDC, Gujarat, India, subject to necessary approvals, consents, permissions from the concerned authorities to one party. The transaction has been completed in Current Year 2023-24. Pursuant to the requirements of Ind AS 105 - "Non current Assets held for Sale", this has been classified as "Assets held for sale" previous year.

b) The Assets of Disposal Group classified as held for sale are as under:

	31 st March, 2024	31 st March, 2023
Assets		
Lease hold land	0.00	48.89
Total Assets	0.00	48.89

Against the same the Company had received advance of ₹59 Lakhs as on 31st March 2023.

The cost of the said assets amounting to ₹. 48.89 Lakhs was sold during the year at the consideration of ₹. 105 (Lakhs) and sum of RS. 45 Lakhs receivable as on date.

8 Deferred Tax Assets

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Major components of deferred tax are:		
Related to Property, Plant & Equipment	22.63	(3.55)
Others	31.04	20.10
Net Deferred Tax Liability	53.67	16.55

9 Inventories

(At cost or net realisable value whichever is lower)

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
(a) Raw materials & Others	1,040.59	739.20
(b) Finished goods (Refer Foot Note to Note 22)	2,301.96	2,800.23
Total	3,342.55	3,539.43

10 Trade receivables (Unsecured)

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Trade receivables-Considered Good	4,445.64	3,400.32
Trade receivables-Credit impaired (Refer Foot Note to Note 22)	-	-
Total	4,445.64	3,400.32

The carrying amounts of trade receivables as at the reporting date approximate fair value. Trade receivables are non-interest bearing.

Notes:

Of the above, trade receivables from related parties are as below	254.74	156.02
Expected credit loss	-	-
Net trade receivables from related parties	254.74	156.02

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

Trade Receivable ageing schedule from the due date of payments :

(₹ In Lakh)

As at 31 st March, 2024	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months-1 years	1-2 years	2-3 years	More than 3 years	
(i) Undisputed dues - Considered good	3,240.33	913.55	35.83	29.23	59.23	151.80	4,429.97
(ii) Undisputed dues - which has significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed dues - credit impaired	-	-	-	-	-	-	-
(iv) Disputed dues - Considered good	-	-	-	9.54	4.54	1.59	15.68
(v) Disputed dues - which has significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed dues - credit impaired	-	-	-	-	-	-	-
	3,240.33	913.55	35.83	38.77	63.78	153.39	4,445.65

As at 31 st March, 2023	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months-1 years	1-2 years	2-3 years	More than 3 years	
(i) Undisputed dues - Considered good	2,337.17	571.67	207.76	60.51	45.07	178.15	3,400.32
(ii) Undisputed dues - which has significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed dues - credit impaired	-	-	-	-	-	-	-
(iv) Disputed dues - Considered good	-	-	-	-	-	-	-
(v) Disputed dues - which has significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed dues - credit impaired	-	-	-	-	-	-	-
	2,337.17	571.67	207.76	60.51	45.07	178.15	3,400.32

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

11 Cash and Cash equivalents:

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Balances with Scheduled Bank:		
In Current Account	26.59	410.59
In EEFC Account	43.95	22.49
Cash in Hand	5.50	4.95
Total	76.04	438.03

12 Other bank balances

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Earmarked Balance		
Unpaid Dividend Account	8.60	11.16
In Fixed deposit	137.52	128.58
Total	146.11	139.74

13 Other Financial assets

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Deposit to Related parties (refer Note no 42)	62.65	56.79
Financial Asset liability on account of derivatives	-	-
Total	62.65	56.79

14 Other current assets: (Unsecured and considered good)

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Loans and advances to Related parties (refer Note no 42)	207.93	246.96
Loans and advances to Employees	19.64	23.33
Prepaid Expenses	82.57	47.67
GST	635.98	286.39
MVAT Refund	-	20.45
Service Tax	-	2.90
Export Incentive	135.92	81.96
Advance to Suppliers	70.86	47.61
Others/Income tax	58.05	46.81
Other Receivables (Refer Note NO 7)	45.00	-
	1,255.94	804.07

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

15 Equity Share capital:

a) **Equity Share capital** (₹ In Lakh) (Except no of shares)

	31 st March, 2024		31 st March, 2023	
	No of shares	Amount	No of shares	Amount
Authorised Share Capital:				
Equity shares of ₹10 each	150,000,000	1,500.00	13,500,000	1,350.00
Issued, Subscribed and Fully Paid-up Shares:				
Equity shares of ₹10 each fully paid up	13,011,875	1,301.19	12,811,875	1,281.19

b) **Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period.**

	31 st March, 2024		31 st March, 2023	
	No of shares	Amount	No of shares	Amount
Outstanding at beginning of the year	12,811,875	1,281.19	10,249,500	1,024.95
Equity Shares Allotted during the year as Bonus ##		-	2,562,375	256.24
Equity Shares Allotted upon conversion of even number of warrants issued on preferential basis.**	200,000	20.00	-	-
Balance as at End of Year	13,011,875	1,301.19	12,811,875	1,281.19

** In current year the Board of Directors of the Company has allotted 2,00,000 Equity Shares of ₹10/- each to Promoter group of the Company upon conversion of warrants issued on preferential basis for cash at an issue price of ₹111/- per share (including premium of ₹101/- per share).

The Company has allotted the bonus shares at 1:4 ratio in it's Board Meeting held on 11 April 2022. Accordingly, the number of shares increased from 1,02,49,500 to 1,28,11,875. The paid-up capital on account of Bonus issue of ₹2.56 Crore has been appropriated from Securities Premium.

c) **Terms / rights attached to equity shares**

Fully paid equity shares, which have a par value of ₹10/-, carry one vote per share and carry a right to dividends. Dividends if recommend by the Board of Directors need approvals from the Shareholders at the Annual General Meeting. The Board of Directors may also declare interim dividends if in their judgement the position of the Company justifies.

During the year ended March 31, 2024, the amount of per share dividend recognised as ₹0.90 (March 31, 2023 ₹0.90)

In the event of winding up / liquidation of the Company, the holder of equity shares will be entitled to receive a residual interest in proportion to the number of shares held by them at that time in the assets of the Company after deducting all of liabilities of the Company.

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

d) List of shareholders /Promoters who holds more than 5% of equity shares in the company:

Name of the shareholders	31 st March, 2024		31 st March, 2023		% change during the year
	No of shares	% of Holding	No of shares	%	No of shares
Vipul P. Shah-Promotor	3,451,800	26.53%	2,835,675	22.13%	4.40%
Mihir V. Shah-Promotor Group	2,178,250	16.74%	2,128,250	16.61%	0.13%
Vatsal V. Shah-Promotor Group	1,754,250	13.48%	1,679,250	13.11%	0.37%
Mita V. Shah-Promotor Group	840,625	6.46%	765,625	5.98%	0.48%
Jaya P. Shah-Promotor Group	Nil	0.00%	608,125	4.75%	-4.75%
	8,224,925	63.21%	8,016,925	62.57%	0.64%

- e) Aggregate number of shares issued during last five years pursuant to Stock Option Plans of the Company: Nil
- f) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date.

Particulars	31 st March, 2024	31 st March, 2023
	No of shares	No of shares
Bonus Shares issued	-	2,562,375

The Board of Directors of the Company has approved the issue of 25,62,375 Bonus Equity Shares to its existing shareholders in ratio of 1:4 (i.e. 1 (One) new Bonus Equity Share of face value of ₹10/- each on existing 4 (Four) Equity Shares of face value of ₹10/- each in its meeting held on 28th February, 2022 and the same was approved by the Shareholders of the Company on 31st March, 2022 through Postal Ballot Process. Accordingly, 25,62,375 Bonus Equity Shares were issued and allotted on 11th April 2022.

16 Other Equity

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Reserves and surplus:		
Capital Reserve	62.78	62.78
Securities Premium	1,622.54	1,420.54
General Reserve	90.10	90.10
Consolidation Reserve	0.48	0.48
Retained Earnings	2,683.89	2,463.91
Other reserves-Accumulated other comprehensive income	(18.62)	(17.89)
Total	4,441.17	4,019.92

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

Reserves and surplus:

16.1 Capital Reserve (₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Balance at beginning of year	62.78	62.78
Balance at end of year	62.78	62.78

16.2 Securities Premium Account: (₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Balance at beginning of year	1,420.54	1,676.78
Add /Less: Premium on Issue Of Equity Shares **	202.00	-
Add /(Less): Utilised for allotment of Bonus Shares	-	(256.24)
Balance at end of year	1,622.54	1,420.54

** In current year the Board of Directors of the Company has allotted 2,00,000 Equity Shares of ₹10/- each to Promoter group of the Company upon conversion of warrants issued on preferential basis for cash at an issue price of ₹111/- per share (including premium of ₹101/- per share).

The Company has allotted the bonus shares at 1:4 ratio in it's Board Meeting held on 11 April 2022. The Securities Premium has been appropriated for Issue of Bonus Shares issued.

16.3 General Reserve (₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Balance at beginning of year	90.10	90.10
Balance at end of year	90.10	90.10

16.4 Retained Earnings (₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Balance at beginning of year	2,463.91	2,387.88
Add: Profit after Tax for the year	334.03	188.18
Less: Appropriations:		
Opening Balance Impact of New Lease Asset under IND AS 116	-	3.16
Dividend - Final	(114.05)	(115.31)
Balance at end of year	2,683.89	2,463.91
Proposed dividend on equity shares not recognised		
Final dividend for the year ended ₹1.00 per share (PY ₹0.90 per share)	130.12	115.31

16.5 Other reserves-Accumulated other comprehensive income (₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Balance at beginning of year	(17.89)	(11.18)
Other comprehensive income	(0.73)	(6.71)
Balance at end of year	(18.62)	(17.89)

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

17 Advance Subscription against share warrants: (₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Mihir Vipul Shah Share Application	41.63	-
Vatsal Vipul Shah Share Application	20.81	-
Mita Vipul Shah Share Application	20.81	-
(Refer to Note No 42)	83.25	-

The Company had allotted 5,00,000 (FIVE Lakhs) Warrants, carrying a right to subscribe to one Equity Share per Warrant, at a price of ₹111/- per Warrant (Rupees One hundred and Eleven Only) including premium of ₹101/- (Rupees One Hundred One Only) per share, aggregating to ₹5,55,00,000/- (Rupees Five Crores and Fifty Five Lakhs only) upon receipt of 25% of the issue price were allotted to the promoter group on a preferential basis on 3rd July, 2023.

18 Long term borrowings: (₹ In Lakh)

	31 st March, 2024	31 st March, 2023
(a) Secured Loans		
Term Loan from Bank		
Loan from Bank Against Plant & Machinery /Factory Building Tarapore	151.37	591.17
(refer note 22 -Current Maturity of long term Loan) Sub Total (a)	151.37	591.17
Term Loan from Others		
Loan from Others Against Vehicles	80.93	20.47
(refer note 22 -Current Maturity of long term Loan) Sub Total (b)	80.93	20.47
Total (a)+(b)	232.30	611.64

Term Loan from Bank Against Plant & Machinery /Factory Building Tarapore

₹293.(In Lakhs) (Previous Year ₹481.83 (In Lakhs) secured by hypothecation of movable fixed assets and Factory Building at Tarapore wherein in Term loan for ₹90000('000) principal payable in equal monthly installment of ₹11.70 (in Lakhs) over period of 78 months after initial moratorium period of 6 months from date of disbursement from Axis Bank Ltd. and carry interest rate of 9.85 % & 9.60%. 6.65% on Foreign Currency Term Loan (6 months Libor + 4.14 %). Second Charge on Current assets by way of Hypothecation on Stock and Book debts present and future on pari-passu basis with Bank of Baroda. Along with personal guarantee of Mr. Vipul Shah & Mr. Mihir Shah.

₹66.11(In Lakhs) (Previous Year ₹179.44 (in Lakhs) working capital Term Loan secured by existing hypothecation of the bankers and 100% credit guarantee by NCGTC principal payable in equal monthly installment of ₹9.44 (In Lakhs) over period of 36 months after initial moratorium period of 12 months from date of disbursement from Axis Bank Ltd. and carry interest rate of 7.65%.

₹20.67(In Lakhs) (Previous Year ₹62.00(In Lakhs) working capital Term Loan secured by existing hypothecation of the bankers and 100% credit guarantee by NCGTC principal payable in equal monthly installment of ₹3.44(In Lakhs) over period of 36 months after initial moratorium period of 12 months from date of disbursement from Axis Bank and carry interest rate of 8 %.

₹160.00(In Lakhs) (Previous Year ₹160.00 (In Lakhs) working capital Term Loan secured by existing hypothecation of the bankers and 100% credit guarantee by NCGTC principal payable in equal monthly installment of ₹3.44(In Lakhs) over period of 60 months from date of disbursement from Axis Bank and carry interest rate of 7.65%

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

Secured Term Loans from Others

₹20.47 (in Lakhs) (Previous Year 41.39) secured by hypothecation of vehicles from Daimler Financials Services India Ltd. Equal monthly instalments over the period of 3 Years by 13th March 2025 and carry interest rate of 6.83 % p.a.

₹90.00 (in Lakhs) secured by hypothecation of vehicle from MBFS India P Ltd. Equal monthly installments over the period of 3 years by 29/11/2023 and carry interest rate of 8.45% p.a.

19 Lease Liabilities

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Lease Liabilities (refer note 4B)	193.94	280.96
Total	193.94	280.96

20 Non Current Provision

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Provision for Gratuity	1.77	1.77
Total	1.77	1.77

21 Other non Current Liabilities

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Advance received- Leasehold Land (refer note 7)	-	59.00
	-	59.00

22 Short-term borrowings:

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Loans repayable on demand		
From banks		
Secured	2,185.49	1,922.78
Current Maturity of long term Loan		
From Bank & Others	411.32	317.99
Total	2,596.81	2,240.77

From Bank of Baroda

The working capital facilities from Banks are secured by way of Hypothecation of Stock and Book Debts, ranking parri passu. The above loans also covered by following colateral securities as under:-

- EMDTD of land property & building with machinery/electricals installation situated at Plot no 12, Survey no 35, Dewan & Sons Industrial Estate, Palghar
- Land & Building along with machineries at Plot no.11, Diwan & Sons Industrial Estate, Palghar.
- Land & Building along with machineries at Plot no 10 & 16, Diwan & Sons Ind.Est. Palghar & Machinery at Plot no 10 of Jayshree Chemicals.
- Also covered in personal guarantee of Vipul Shah & corporate guarantee of M/s. Jayshree Chemicals.
- Pledge of Fixed Deposit amounting to ₹50 Lakhs towards Margin Money for letter of Credit and Bank Guarantee..

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

From Axis Bank

The working capital facilities from Banks are secured by way of Hypothecation of Stock and Book Debts, ranking parri passu. The above loans also covered by following collateral securities as under:-

- i) Factory Land & building & Movable Fixed assets at Plot no T-1115, Tarapur Industrial Area, Village Pamtembhi, Taluka Palghar, Thane.
- ii) Also covered in personal guarantee of Vipul Shah & Mihir Shah.

23 Trade payables

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Total Outstanding Dues -Micro and small enterprises	201.50	245.78
Total Outstanding Dues -Other than micro & small enterprises **	3,817.79	3,089.61
Total	4,019.30	3,335.39

According to information available with the management, on the basis of intimation received from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'), the Company has amounts due to Micro, Small and Medium Enterprises under the said Act as follows :

23.a

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
i) Principal amount remaining unpaid	201.50	245.78
ii) Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year.	-	-
iii) The amount of interest due and payable for the period of delay in making payment (Which have been paid but beyond the appointed day during the year) without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
iv) The amount of interest due accrued and remaining unpaid at the end of each accounting year.	1.08	1.50
v) Further interest remaining due and payable even in the 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 the MSMED Act, 2006.	1.08	1.50

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

23.b Trade Payables ageing schedule from the due date of payments :

As at 31st March, 2024 (₹ In Lakh)

Particulars	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	186.28	15.86	0.51	1.25	3.12	207.02
(ii) Others	2,256.22	1,372.18	83.59	14.65	85.64	3,812.28
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	2,442.51	1,388.03	84.10	15.89	88.76	4,019.30

As at 31st March, 2023

Particulars	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	133.65	105.28	5.53	0.12	1.20	245.78
(ii) Others	1,625.91	1,138.58	126.89	117.75	80.48	3,089.61
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	1,759.56	1,243.86	132.42	117.87	81.68	3,335.39

24 Other Financial Liabilities:

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Creditors for Fixed Assets & Provision for Expenses	277.06	231.44
Unclaimed Dividend	8.60	11.17
Lease Liabilities (refer note 4B)	91.12	73.08
Financial liability on account of derivatives	0.76	3.50
Deposit from Dealers	25.50	33.50
Total	403.05	352.68

25 Other current liabilities:

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Advance from Customers	155.65	79.37
Subsidy -Deferred Revenue Income (refer note 55)	8.50	11.78
Duties & taxes	26.90	21.38
Total	191.06	112.53

26 Short-term provisions:

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Provision for Tax	157.95	125.05
Total	157.95	125.05

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

27 Revenue from operations

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Export sales	10,190.07	8,761.28
Local sales	4,670.82	4,490.21
Export incentives (Dyestuff, Organic Pigments and Intermediates)	146.96	141.76
Total	15,007.86	13,393.25

28 Other income:

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Interest on Deposit with Banks & Others	5.44	2.89
Interest on Security Deposit-IND AS	5.86	5.30
Dividend on Investments	0.74	0.82
Fair Value Gain/(Loss) on Financial Assets	20.02	(7.07)
Loss/Gain On Sale of Assets (HeadOffice)	56.11	-
Subsidy Deferred Revenue Income (Refer Note 55)	3.28	4.54
Total	91.45	6.48

29 a) Cost of materials consumed

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
(Chemicals & Others)		
Opening Stock	712.85	737.56
Add: Purchases	5,212.22	5,260.32
Less: Closing Stock	1,012.50	712.85
Total	4,912.57	5,285.03

b) Purchases of Stock-in-Trade

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Dyestuff, Organic Pigments and Intermediates	4,566.98	3,790.25
Total	4,566.98	3,790.25

30 Changes in Inventories of Stock-in-Trade

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Inventories at the end of the year		
Dyestuff, Organic Pigments and Intermediates	2,301.96	2,800.23
Sub-total (A)	2,301.96	2,800.23
Inventories at the beginning of the year		
Dyestuff, Organic Pigments and Intermediates	2,800.23	2,317.44
Sub-Total (B)	2,800.23	2,317.44
(A) - (B)	498.27	(482.79)

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

31 Employee benefits expense:

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Salaries, Wages, Bonus and Gratuity	956.62	810.05
Contribution to Provident & Other Funds	17.38	72.35
Total	973.99	882.40

32 Finance costs:

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Bank Interest	191.64	191.45
Bank Charges-Processing Fees	6.07	21.22
Interest on Lease	42.88	51.58
Other Interest	0.10	2.87
Total	240.69	267.12

33 Depreciation & Amortisation

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Depreciation Expenses (Refer note no 4)	471.48	546.10
Amortisation of Lease Refer note no 4B	86.38	86.15
Total	557.86	632.25

34 Other Expenses

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Power and Fuel	714.24	814.22
Factory Expenses	67.29	65.77
Labour & Transport	551.10	494.70
Repairs & Maintenance	147.03	159.36
Packing Material	240.75	218.40
Export Clearing, Freight & Forwarding	198.79	142.73
Professional & Legal Charges(Refer note no 38)	258.61	205.24
Travelling Expenses	118.87	127.94
Insurance Charges	63.89	62.71
Rent, Rates & Taxes	31.24	28.21
Donation /Corporate Social Responsibility Expense (Refer note no 51)	18.37	30.79
Exchange Gain /Loss	(9.49)	54.57
Commission	136.11	82.00
Loss on sales of assets/Capital Asset Write off	-	4.79
Miscellaneous/ Office Expenses	227.61	165.24
Compensation to Customer	30.95	-
Business Promotion	91.17	96.05
Total	2,886.51	2,752.71

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

35 Reconciliation of effective tax rate

(₹ In Lakh)

A reconciliation of income tax expense as included in the statement of profit and loss to the amount computed by applying the weighted average enacted income tax rate to income before income taxes is summarized below::

	31 st March, 2024	31 st March, 2023
Profit before tax	462.42	272.76
Weighted average enacted tax rates in India	25.17%	25.17%
Computed tax expense	116.38	68.65
Tax effect of:		
Deduction under Chapter VI A	2.52	3.10
Exemption / profit link incentives	14.24	(3.78)
Other exempt income/Others	3.94	4.29
Previous year tax / Others-Interest		15.08
Tax Effect -Income taxed at Special Tax Rate	(8.36)	-
Fair Value Gain on Financial Assets	(5.04)	(1.78)
Actual Tax Expense	123.68	85.57
Current Tax	151.17	133.58
Deferred tax	(27.48)	(48.01)
Tax expense reported in the statement of profit and loss	123.68	85.57

36 Earnings per share:

The Numerators and denominators used to calculate Earnings per Share:

Nominal Value of Equity Share (₹)	₹	10/-	10/-
Net Profit available for equity shareholders(₹In Lakh) = (A)	₹	334.03	188.18
Weighted Average number of shares outstanding during the year - (B)	Nos.	12,875,162.67	12,811,875.00
Basic and Diluted Earnings Per Share (₹) - (A) / (B)	₹	2.59	1.47

Reconciliation of weighted average number of equity shares:

Particulars	31 st March, 2024	31 st March, 2023
Equity shares outstanding at the beginning of the year	12,811,875	10,249,500
Equity shares issued during the year*	200,000	2,562,375
Equity shares outstanding at the end of the year	13,011,875	12,811,875
Weighted average number of shares Outstanding	12,811,875	10,249,500
Weighted Average number of Shares Issued	63,288	2,562,375
Total weighted average number of shares	12,875,163	12,811,875

Note: There is no dilution to the basic EPS as there are no outstanding potentially dilutive equity shares.

* In current year the Board of Directors of the Company has allotted 2,00,000 Equity Shares of ₹10/- each to Promoter group of the Company upon conversion of warrants issued on preferential basis for cash at an issue price of ₹111/- per share (including premium of ₹101/- per share).

** The Board of Directors of the Company has approved the issue of 25,62,375 Bonus Equity Shares to its existing shareholders in ratio of 1:4 (i.e. 1 (One) new Bonus Equity Share of face value of ₹10/- each on existing 4 (Four) Equity Shares of face value of ₹10/- each in its meeting held on 28th February, 2022 and the same was approved by the Shareholders of the Company on 31st March, 2022 through Postal Ballot Process. Accordingly, 25,62,375 Bonus Equity Shares were issued and allotted on 11th April 2022 and Earning per share has been adjusted against for the current and previous periods and presented in accordance with IND AS 33, Earning per share.

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

37 Contingent liabilities and Commitments:

(i) Contingent Liabilities (₹ In Lakh)

	31 st March, 2024	31 st March, 2023
(a) Income tax matters not acknowledged as debt	282.79	220.85
(b) Dues Raised by M.S.E.B which is protested by Company.	2.50	2.50
(c.) Sales Tax demands disputed by the Company relating to forms etc.	1.05	1.05
(Future Cashflows in respect of above are determinable only on receipt of Judgements/decision pending with various forums / authorities. The company is hopeful of succeeding & as such does not expect any significant liability to crystalize.)		
Total	286.34	224.40

(ii) Commitment (₹ In Lakh)

	31 st March, 2024	31 st March, 2023
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for.	611.00	50.00
	611.00	50.00

38 Payments to Auditors for the year

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Auditors' Remuneration & Expenses		
(a) As Auditors	5.00	5.00
(b) For Tax Audit	2.55	2.55
(b) Certification and Other matters	4.13	2.84
Total	11.68	10.39

39 Based on the guiding principles given in Ind AS 108 - "Operating segments", the Company is primarily engaged in the business of Dyesstuff, Organic Pigments & Organic Intermediates. As the Company's business activity falls within a single primary business segment, the disclosure requirements of Ind AS-108 in this regard are not applicable.

40 Analytical Ratio

Ratio	31 st March, 2024	31 st March, 2023	% Variation	Reason for variation
Current Ratio	1.27	1.36	-7%	Refer note 1
Debt-Equity Ratio	0.49	0.54	-9%	Refer note 1
Debt Service Coverage Ratio	1.52	2.74	-45%	Refer note 2
Return on Equity Ratio	5.99%	5.18%	16%	Refer note 1
Inventory turnover ratio	2.90	2.60	12%	Refer note 1
Trade Receivables turnover ratio	3.87	3.50	11%	Refer note 1
Trade payables turnover ratio	2.65	2.5	6%	Refer note 1
Net capital turnover ratio	7.7	6.05	27%	Refer note 4
Net profit ratio	2.21%	1.40%	58%	Refer note 3
Return on Capital employed	8.07%	6.63%	22%	Refer note 1
Return on investment	3.55%	2.18%	63%	Refer note 5

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

Reason for variation

1. Not applicable as the variation is < 25%
2. There is variation in ratio mainly due to increase in EBITDA during FY 23-24 and increase in repayment of Term Loan during the current year as compared with previous year.
3. There is variation in ratio due to increase in PAT during the current year as compared with previous year.
4. There is variation in ratio due to increase in Sales and reduction in net working capital during the current year as compared with previous year.
5. There is variation in ratio due to increase in EBITDA during the current year as compared with previous year.

Numerators and Denominators considered for the aforesaid ratios:

Ratio	Numerator	Denominator
Current Ratio	Current Assets	Current Liabilities
Debt-Equity Ratio	Total Debt	Shareholder's Equity
Debt Service Coverage Ratio	Earnings available for debt service *	Debt Service **
Return on Equity Ratio	Net Profits after taxes	Average Shareholder's Equity
Inventory turnover ratio	Cost of goods sold	Average Inventory
Trade Receivables turnover ratio	Net Sales	Avg. Accounts Receivable
Trade payables turnover ratio	Net Purchases	Average Trade Payables
Net capital turnover ratio	Net Sales	Working Capital
Net profit ratio	Net Profit	Net Sales
Return on Capital employed	Earning before interest and taxes	Capital Employed ***§
Return on investment	Earning before interest and taxes	Avg. Total Assets

* Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc

** Debt service = Interest & Lease Payments + Principal Repayments

*** Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability

§ Borrowings does not includes Lease liabilities

41 Derivative Instruments and Unhedge Foreign Currency exposure

Derivative Outstanding as at the Reporting date (₹ In Lakh)

	As on 31 st March, 2024		As on 31 st March, 2023	
	Amount in base currency	Amount in ₹	Amount in base currency	Amount in ₹
	USD (In Lakh)		USD (In Lakh)	
Forward contract to sell USD	4.50	376	21.80	1,792

Above derivative instrument have been acquired for hedging purpose

Particulars of Unhedged Foreign Currency Exposures as at the Reporting date (₹ In Lakh)

		As on 31 st March, 2024		As on 31 st March, 2023	
		Amount in base currency	Amount in ₹	Amount in base currency	Amount in ₹
Trade receivable	USD (In Lakh)	36.15	3013.63	22.98	1888.98
	EURO (In Lakh)	0.54	48.85	0.44	39.61
Trade payables & borrowings	USD (In Lakhs)	2.79	235.07	2.81	230.66
	EURO (In Lakhs)	0.23	20.24		

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

42 Related Party Disclosures

Related parties with whom transactions have taken place during the year:

I List of Related Parties

a) Key Management Personal (KMP)

Mr V. P. Shah
 Mr Mihir V Shah
 Dr. S. N. Sahai
 Mr Jagdeep Mehta (upto 31.03.2024)
 Ms Megha Satyendra Bhatti
 Mr Prasannakumar Gawde (upto 31.03.2024)
 Mr Rupesh J. Agrawal (w.e.f 01.04.2024)
 Mr Siddhan Subramanian (w.e.f 01.04.2024)

b) Relatives of KMP

V. P. Shah HUF
 Ms Mita V Shah
 Mr Vatsal V Shah
 Ms Kavita Varaiya

c) Other Related Parties (Entities in which (KMP) or their relatives have significant influence)

Jayshree Chemicals
 Amar Trading Corporation
 Standardcon Pvt.Ltd.
 Jayapriya Chemicals Industries Limited
 Vip Chem LLP

II Transaction with Related Parties & Outstanding Balance as on 31st March, 2024 (₹ In Lakh)

Nature of transaction	Year	Key Management Personnel	Relatives of KMP	Entities where Significant Influence
Purchase /Services	2023-2024	8.46	4.80	683.86
	2022-2023	-	4.80	593.20
Sale/Services/Interest	2023-2024			167.47
	2022-2023	-	-	179.82
Share/Warrant Subscription received	2023-2024			
	2022-2023	-	208.13	-
Mangerial Remuneration /Salary/Sitting Fees	2023-2024	217.16	48.61	
	2022-2023	179.43	34.70	-
Balance Receivable/(Payable)	31/03/2024	150.68	(36.56)	523.29
	31/03/2023	193.48	4.67	468.83

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

43 Financial Instruments - Accounting Classifications and Fair Value Measurements

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced of liquidation sale.

The following methods and assumptions were used to estimate the fair values:

Fair value of cash and cash equivalent, bank balances other than cash and cash equivalent, trade receivables, trade payables, other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

(₹ In Lakh)

A

As at 31 st March, 2023	Total	Carrying value at Amortised cost	Carrying value at Fair value through Profit & loss		
			Level 1	Level 2	Level 3
Financial assets					
Non-current Investments	49.35	0.42	48.93	-	-
Trade Receivables	3,400.32	3,400.32	-	-	-
Cash and cash equivalents	438.03	438.03	-	-	-
Other bank balances	139.74	139.74	-	-	-
Other Financial Assets	56.79	56.79	-	-	-
Total	4,084.23	4,035.30	48.93	-	-
Financial liabilities					
Other non-current financial liability	611.64	611.64	-	-	-
Trade and other payables	3,335.39	3,335.39	-	-	-
Other current financial liabilities	2,593.45	2,589.95	-	3.50	-
Total	6,540.48	6,536.98	-	3.50	-

(₹ In Lakh)

B

As at 31 st March, 2024	Total	Carrying value at Amortised cost	Carrying value at Fair value through Profit & loss		
			Level 1	Level 2	Level 3
Financial assets					
Non-current Investments	69.37	0.41	68.95	-	-
Trade Receivables	4,445.64	4,445.64	-	-	-
Cash and cash equivalents	76.04	76.04	-	-	-
Other bank balances	146.11	146.11	-	-	-
Other Financial Assets	62.65	62.65	-	-	-
Total	4,799.82	4,730.86	68.95	-	-
Financial liabilities					
Other non-current financial liability	232.30	232.30	-	-	-
Trade and other payables	4,019.30	4,019.30	-	-	-
Other current financial liabilities	2,999.86	2,999.10	-	0.76	-
Total	7,251.45	7,250.70	-	0.76	-

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

During the reporting period ending 31st March 2024 and 31st March 2023, there was no transfer between level 2 and level 3 fair value measurements.

Valuation techniques used to determine fair value

Type	Specific valuation techniques
Non-current investments - others	The use of quoted market prices available.
Financial liabilities on account of derivatives	Fair value is determined using the quotes obtained from the banks.

44 Financial risk management objectives and policies

The Company has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk"

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established Audit Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports to the board of directors on its activities.

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 periodically to reflect changes in market conditions and the Company's activities. The Company, through its training, standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

i) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. The carrying amount of following financial assets represents the maximum credit exposure.

Trade & Other receivable

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, including the default risk of the industry and country in which customers operate and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

Credit risk on its receivables is recognised on the statement of financial position at the carrying amount of those receivable assets, net of any provisions for doubtful debts. Receivable balances are monitored on a monthly basis with the result that the Company's exposure to bad debts is not considered to be material. The Company reviews the recoverable amount of each individual trade debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

Impairment

Ageing of trade and other receivables that were not impaired was as follows: (₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Considered Good		
0-12 Months	4189.71	3116.60
More Than 1 year	240.26	283.72
Carrying Amount of receivable	4,429.97	3,400.32

Management believes that the unimpaired amounts that are past due by more than 1 year are collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk, including underlying customers' credit ratings wherever available.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

Cash & Cash Equivalents

Credit risk on cash and cash equivalents and other deposits with banks is limited as the Company generally invests in deposits with banks with high credit ratings assigned by external credit rating agencies; accordingly the Company considers that the related credit risk is low. Impairment on these items is measured on the 12-month expected credit loss basis.

ii) 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. Ultimate responsibility for liquidity risk rest with the management, which has established an appropriate liquidity risk framework for the management of the Company's short term, medium-term and long term funding and liquidity management requirements.. Management monitors the Company's net liquidity position through rolling forecast on the basis of expected cash flows without incurring unacceptable losses or risking damage to the Company's reputation.

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

Financial Liabilities	As at 31 st March, 2023		
	Less than 1 year	More than 1 year	Total
Other non-current financial liability	-	612	612
Trade and other payables	3,335	-	3,335
Other current financial liabilities	2,593	-	2,593
Total Financial Liabilities	5,929	612	6,540

(₹ In Lakh)

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

Financial Liabilities	As at 31 st March, 2024		
	Less than 1 year	More than 1 year	Total
Other non-current financial liability	-	232	232
Trade and other payables	4,019	-	4,019
Other current financial liabilities	3,000	-	3,000
Total Financial Liabilities	7,019	232	7,251

iii) Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables and payables.

The Company manages market risk through a treasury department, which evaluates and exercises independent control over the entire process of market risk management. The treasury department recommends risk management objectives and policies, which are approved by Management and the Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures and ensuring compliance with market risk limits and policies.

a) Foreign currency risk

The Company undertakes transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise. The Company is exposed to currency risk significantly on account of its trade payables, borrowings and other payables denominated in foreign currency. The functional currency of the Company is Indian Rupee. The Company currently hedge its foreign currency risk by taking foreign exchange forward contracts.

(₹ In Lakh)

Foreign currency exposure	Currency	31 st March, 2024	31 st March, 2023
Trade receivables & Advance	USD in Lakhs	36.15	27.47
Net exposure to foreign currency risk (assets)		36.15	27.47
Trade payables	USD in Lakhs	2.62	2.81
Borrowings	USD in Lakhs	2.65	5.00
Other financial liabilities	USD in Lakhs	1.56	-
Net exposure to foreign currency risk (liabilities)	USD in Lakhs	6.83	7.81
Rupee Conversion Rate vs USD		83.37	82.21

Foreign currency sensitivity

The Company is exposed to the currencies as mentioned above. The following table details the Company's sensitivity to a 5% increase and decrease in the INR against the relevant foreign currencies. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rates. A reasonably possible strengthening (weakening) of the Indian Rupee against other currencies at March 31 would have affected the measurement of financial

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

instruments denominated in US dollars and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

(₹ In Lakh)

Foreign currency	31 st March, 2024		31 st March, 2023	
	5%	5%	5%	5%
	Weakening	Strengthening	Weakening	Strengthening
USD	122.19	(122.19)	80.83	(80.83)
Decrease / (Increase) in profit and loss	122.19	(122.19)	80.83	(80.83)

b) Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing financial assets or borrowings because of fluctuations in the interest rates, if such assets/borrowings are measured at fair value through profit or loss. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing borrowings will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

The Company's interest rate risk arises from borrowings. The interest rate profile of the Company's interest-bearing borrowings is as follows:

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Current Borrowings		
Variable rate borrowings	2,596.81	2,240.77
	2,596.81	2,240.77

Interest rate risk sensitivity

The below mentioned sensitivity analysis is based on the exposure to interest rates for floating rate borrowings. For this it is assumed that the amount of the floating rate liability outstanding at the end of the reporting period was outstanding for the whole year. If interest rate had been 50 basis points higher or lower, other variables being held constant, following is the impact on profit.

(₹ In Lakh)

	31 st March, 2024		31 st March, 2023	
	50 bp	50 bp	50 bp	50 bp
	increase	decrease	increase	decrease
Impact on profit	(12.98)	12.98	(11.20)	11.20
Increase / (decrease) in profit and loss	(12.98)	12.98	(11.20)	11.20

45 Capital management

The Company manages its capital to ensure that the Company will be able to continue as going concerns while maximizing the return to stakeholders through the optimization of the debt and equity balance. For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company and borrowings.

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

The Company manages its funds in a manner that it achieve maximum returns (net of taxes) with minimum risk to the capital and consider the liquidity concerns for its working capital requirements.

(₹ In Lakh)

	31 st March, 2024	31 st March, 2023
Borrowings (long-term and short-term borrowings including current maturities)	2,829.11	2,852.41
Cash & Cash Equivalent including Other current financial asset	284.81	634.56
Adjusted net debt	2,544.30	2,217.85
Total Equity	5,825.61	5,301.10
Adjusted net debt to equity ratio	0.44	0.42

46 A) Business Combinations

i) Subsidiaries

The Group's subsidiaries as at March 31, 2024 and March 31, 2023 are set out below. Unless otherwise stated, they have share capital that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group.

Indian Subsidiary-Shri Ambika Naturals Private Ltd	Principal activities	% of ownership Interest as on	
		31 st March, 2024	31 st March, 2023
Ownership interest held by the group	Manufacturing of Dyes stuff & Organic Intermediates.	56.04	56.04
Proportion of ownership of Interest by non-controlling interests		43.96	43.96

ii) Non-controlling interests (NCI)

Set out below is summarised financial information subsidiary that has non-controlling interests that are material to the group. The amounts disclosed for subsidiary are before inter-company eliminations.

(₹ In Lakh)

Summarised Balance sheet	31 st March, 2024	31 st March, 2023
Shri Ambika Naturals Private Ltd		
Current assets	72.74	74.68
Current liabilities	5.52	6.13
Net current assets	67.21	68.55
Non Current assets	2.53	2.65
Non Current liabilities	(3.93)	(2.88)
Net non-current assets	6.46	5.54
Net assets	60.75	63.02
Accumulated NCI	(0.20)	(15.5)

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

Summarised Statement of Profit & Loss	31 st March, 2024	31 st March, 2023
Shri Ambika Naturals Private Ltd		
Revenue	-	-
Profit for the year	(0.41)	(2.23)
Other comprehensive income		
Total Comprehensive income	(0.41)	(2.23)
Profit allocated to NCI	(0.18)	(0.98)
Summarised cash flows		
Shri Ambika Naturals Private Ltd		
Cash flows from operating activities	(1.27)	(10.51)
Cash flows from investing activities	-	-
Cash flows from financing activities	-	-
Net increase/(decrease) in cash and cash equivalents	(1.27)	(10.51)

iii) Transactions with non- controlling interests

There are no transaction with non controlling interest in FY 2023-24 and 2022-23.

46 B) Additional Information as required by Paragraph 2 of the General Instructions for preparation of Consolidated Financial Statements to Schedule III to the Companies Act,2013.

(₹ In Lakh)

Name of the Entity	Year	Net Assets i.e., total assets minus total liabilities		Share of Total comprehensive income	
		As % of Consolidated net assets	Amount	As % of Consolidated profit or loss	Amount
Parent : Vipul Organics Limited	2023-24	98.74%	5,751.93	100.12%	333.89
	2022-23	98.60%	5,227.01	98.77%	179.24
Subsidiary (Indian) : Shree Ambika Naturals Private Limited	2023-24	1.26%	73.68	-0.12%	-0.41
	2022-23	1.40%	74.09	0.67%	2.23
Total	2023-24	100.00%	5,825.61	100.00%	333.48
	2022-23	100.00%	5,301.10	100.00%	181.47

47 In compliance with Ind AS 27 "Separate Financial Statements" the required information is as under

Indian Subsidiary	Percentage of ownership Interest as on	
	31 st March, 2024	31 st March, 2023
Shri Ambika Naturals Private Ltd	56.04%	56.04%

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

- 48** The Board of Directors of the Company has recommended a final dividend of ₹1.00 per equity share for the year ended March 31, 2024 (Previous Year ₹0.90 per equity share). The said dividend will be paid after the approval of shareholders at the Annual General Meeting.
- 49** The Holding Company has deposits of ₹74 lacs with the Pyrates Phosphates & Chemicals Ltd(PPCL) which is overdue. However the company has filed a suit with District Court and for the same District Court has given the ruling in favour of the Company by the way of decree. The Company has now filed an application for the execution of the preferential claim for the decree against PPCL and as per the latest order given by the Honourable High Court Patna, it has been decided that the claim may be considered upon liquidation / disposal of all the assets of PPCL. In view of that, the management has not made any provision for doubtful deposits.
- 50** In the opinion of the Board of Directors to the best of Knowledge and belief all the current assets, loans and advances have been stated at realisable value at least of an amount equal to the amount at which they are stated in Balance Sheet which are subject to reconciliation and confirmation, necessary adjustment if required will be after reconciliation.

(₹ In Lakh)

51 Corporate Social Responsibility Expense	31st March, 2024	31st March, 2023
<i>Amount required to be spent during the year</i>		
Corporate Social Responsibility Expense	15.06	17.02
<i>Amount spent during the year (paid in cash)</i>		
i) Acquisition /construction of any asset	-	-
ii) Purpose other than above (i)	17.58	17.50
<i>Amount spent during the year (yet to be paid in cash)</i>		
i) Acquisition /construction of any asset	-	-
ii) Purpose other than above (i)	-	-
	17.58	17.50

- 52** Business Combination :The scheme of Arrangement for the merger of Efferchem Private Limited (ECPL) with the Vipul Organics Limited (the scheme) was approved by the National Company Law Tribunal ("NCLT") at Mumbai vide their order dated May 15,2020. Upon the filing of the order with the Registrar of Companies, Mumbai the scheme became effective from June 26, 2020 having the appointed date April 1, 2017. The scheme has been accounted under the pooling of interest method with effect from appointed date as per the above mentioned NCLT order and accordingly the comparatives for the earlier periods / year have been restated. 18,25,000 new equity shares of ₹10/ each fully paid up of the Company were allotted on 30th June 2020 to the shareholders of Efferchem Private Limited pursuant to the Scheme of Amalgamation of. Consequent to the allotment, the paid-up Capital of Vipul Organics Limited has increased to ₹9,54,95,000/- divided into 95,49,500 equity shares of ₹10/ - each fully paid up. Earnings per share for all earlier periods / year have been computed after considering the shares to be issued to the shareholders of (ECPL) and disclosed as share suspense in the results for previous periods.ECPL is in the same business of manufacturing of Pigments, Napthols and Fast Salts.

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

53 During the year under review, the Holding Company raised the funds through (i) issue of 5,00,000 warrants convertible into equity shares on preferential basis to promoter group and (ii) issue of 2,00,000 Equity shares pursuant to conversion of 2,00,000 Convertible warrants into Equity Shares to promoter group. The total funds of ₹3,05,25,000/- (Three Crore, Five Lakhs and Twenty Five Thousand) raised through aforesaid preferential allotment has been fully utilized by the Company during the year 2023-24 and the company affirms that there has been no deviation or variation in utilization of such proceeds raised through the preferential allotment.

54 Additional regulatory information required by Schedule III to the Companies Act, 2013

- (i) The Company does not have any benami property held in its name. No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) There is no income surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961 (such as search or survey), that has not been recorded in the books of account.
- (iii) The Company has not come across any transaction occurred with struck-off companies under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.
- (iv) The Company has not been declared wilful defaulter by any bank or financial institution or other lender or government or any government authority.
- (v) The Company does not have any charges or satisfaction of charges which is yet to be registered with the Registrar of the Companies beyond the statutory period.
- (vi) Utilization of borrowed funds and share premium :
 - (I) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (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.
 - (II) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (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 to or on behalf of the ultimate beneficiaries.
- (vii) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
- (viii) The company has not granted any loans or advances in the nature of loans either repayable on demand.

55 The Holding Company had received in FY 2021-2022, Credit Linked Capital Subsidy Scheme amounting to ₹22.62 Lakhs against capital investment made in Plant & Machinery for the year 2019-2020. Government grants relating to the purchase of plant and equipment are included in liabilities as deferred income and are credited to the Statement of Profit and Loss in a systematic basis over the expected life of the related assets and presented within other income.

Notes to the Consolidated Financial Statements for the financial year ended 31st March, 2024

56 The Holding Company and its subsidiary company have used accounting software which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software, except for the instances mentioned below

- a) In case of Holding Company ,the feature of audit trail was not enabled at the database level for accounting software SAP to log any direct data changes .
- b) In case of Subsidiary Company,the feature of audit trail was not available for accounting software for the entire financial year from April 01, 2023 to March 31, 2024.

We did not come across any instance of audit trail feature being tampered with, in respect of accounting software for which the audit trail feature was available and operating.

57 Previous year figures are regrouped / re classified wherever necessary to correspond with current year classification /disclosure.

58 The figures have been rounded off to the nearest Lakh of rupees upto two decimal places. The figure 0.00 wherever stated represents value less than ₹50,000/-.

See accompanying notes to the financial statements
In terms of our report attached.

For **J. A. Rajani & Co.**
Chartered Accountants
Firm Registration No. 108331W

P. J. Rajani
Proprietor
Membership No.116740

Mumbai
Dated :30th May, 2024

For and on behalf of the Board of Directors
of **Vipul Organics Limited**

Vipul P. Shah
Managing Director
DIN: 00181636

Mihir V. Shah
Whole Time Director & CFO
DIN: 05126125

Dr. Shiv Nath Sahai
Director
DIN: 00332652

Priya Shadija
Company Secretary & Compliance Officer
Membership No.: A72549



VIPULORGANICS

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