

# शंकरलाल रामपाल डई-केम लिमिटेड

SHANKAR LAL RAMPAL DYE-CHEM LTD.  
Regd. Office Address: S.G. 2730, SUWANA, BHILWARA-311011 (RAJ)  
Corresponding Address: Near Kamal Ka Kuwa, Bhilwara 311001, Rajasthan  
CIN:- L24114RJ2005PLC021340, GSTIN-08AAKCS4423Q1ZQ, 27AAKCS4423Q1ZQ  
Phone: +91-1482-220062, Email: info@sr dyechem.com,  
Website: www.srdyechem.com



To The Manager

Date-21/08/2023

Listing & Compliance Department,  
BSE Limited, P. J. Towers, Dalal Street, Fort,  
Mumbai - 400001

Scrip ID – SRD

ISIN-INE01NE01012

Code-542232

Dear Sir/Madam,

**Sub: Submission of AGM Notice and AGM Report for FY 2022-23 as per Regulation 30 of SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015.**

This is in continuation of our communication of Board Meeting Outcome dated 14.08.2023 and with reference to captioned subject, we wish to inform you that the 18<sup>th</sup> Annual General Meeting of the company will be held on 23.09.2023.

The Annual Report along with AGM Notice is attached herewith; same sent to all shareholders via E-mail (as on latest Benpos(11.08.2023); available with RTA-Cameo Corporate Services Limited).

The Annual Report and Extract to Annual Return can also be read through on [www.srdyechem.com](http://www.srdyechem.com) – Investor Tab.

Kindly take the same on record.

Thanking you,

Yours Faithfully,

**FOR AND ON BEHALF OF BOARD OF DIRECTORS OF  
SHANKAR LAL RAMPAL DYE-CHEM LTD.**

**ADITI BABEL**

**Company Secretary & Compliance Officer**

**M. No.-A55675**



**SHANKAR LAL RAMPAL DYE CHEM LIMITED**  
**ANNUAL REPORT**  
***2022-23***



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### **\*Forward looking statements**

In this annual report, we have shared information and made forward looking statements to enable investors to know our *modus operandi*, business logic and direction and thereby comprehend our prospects. Such statements that we make are based on our assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'believe', 'estimate', 'intend', 'plan', 'project' or words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward looking statements will be realised although we believe we have been prudent in our assumptions. The actual results may be affected because of uncertainties, risks and even inaccurate assumptions. If uncertainties or known or unknown risks materialise or if underlying assumptions prove inaccurate, actual results may vary materially from those anticipated, believed, estimated, intended, planned or projected. We undertake no obligation to publicly update any forward looking statements, whether as a result of new information, future events or otherwise.

The Members may send in their comments or suggestions for improvement of the annual report by e-mail to [cs@srdychem.com](mailto:cs@srdychem.com)



## CORPORATE PROFILE

### Board of Directors and Key Managerial Personnel

**Mr. Rampal Inani-** Managing Director

**Mr.Jagdish Chandra Inani-** Whole Time Director

**Mr. Dinesh Chandra Inani-** Whole time Director

**Mr.Vinod Kumar Inani-** Whole Time Director

**Mr.Susheel Kumar Inani-**Whole Time Director Cum CFO

**Mr. Anil Kumar Kabra-** Independent Director and Chairman (Audit Committee)

**Mrs. Apoorva Maheshwari-**Independent Women Director

**Mr. Harsh Kabra-** Independent Director and Chairman (Stakeholder's Relationship Committee)

**Mr.Murli Atal -**Independent Director and Chairman (N&R Committee)

**Mr. Aditya Soni-**Independent Director and Chairman (Corporate Social Responsibility Committee)

**Ms. Aditi Babel-** Company Secretary and Compliance Officer

### Auditors

Statutory Auditor	Secretarial Auditor	Internal Auditor
<b>Alok Palod &amp; Company</b> Chartered Accountants	<b>CS Sanjana Jain</b> Practising Company Secretary	<b>Laxman Kumar &amp; Associates</b> <b>Chartered Accountants</b>
Shop No.3, Hare Krishna Tower,Rajendra Marg,Bhilwara- 311001, Raj.	A-409, V. S. Pathik Nagar, Bhilwara- 311001, Raj.	A-1273 Bapu Nagar, Gautam Dham Road, Bhilwara-311001, Raj.

### Bankers

Axis Bank Limited

ICICI Bank Limited

### Share Transfer Agent

Cameo Corporate Services Limited

"Subramanian Building", 1, Club House Road,

Chennai- 600002, India

Email at- investor@cameoindia.com

## Our Company at a glance

<b>CIN</b>	<b>L24114RJ2005PLC021340</b>
<b>Company Name</b>	SHANKAR LAL RAMPAL DYE-CHEM LIMITED
<b>ROC Code</b>	RoC-Jaipur
<b>Registration Number</b>	021340
<b>Company Category</b>	Company limited by Shares
<b>Company Sub-Category</b>	Non-govt company
<b>Class of Company</b>	Public
<b>Authorized Capital(Rs.)</b>	640000000
<b>Paid up Capital(Rs)</b>	639667800
<b>Date of Incorporation</b>	19/09/2005
<b>Registered Address</b>	S.G. 2730 Suwana Bhilwara RJ 311011 IN
<b>Email Id</b>	info@sr dyechem.com
<b>Whether Listed or not</b>	Listed
<b>Suspended at stock exchange</b>	-
<b>Date of last AGM</b>	19/09/2022
<b>Date of Balance Sheet</b>	31/03/2022
<b>GSTIN(Registered Office)</b>	08AAKCS4423Q1ZQ



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## **Chairman's Message**

**Dear Stakeholders,**

It is my proud privilege to present you the 18th Annual Report of your Company for the financial year 2022-23. On behalf of the Board of Directors and employees of the company, I am elated to have an opportunity to reflect on our accomplishments over the past year and share our plans for the future.

Your continued support and trust is a source of inspiration and an encouragement to provide stability to operations. We grew our business and increased our profitability, which enabled us to improve our competitiveness and create value for shareholders. Year by year your Company is stepping ahead and getting stronger.

We are pivoting towards sustainable applications and green chemistries for growth. Our core portfolio led by various organic dyes.

Dyes and Chemical Industries also seen a shift in market conditions. Our business were impacted by rising energy cost, shipping cost and availability of vessels & containers across geographies.

Agile teamwork coupled with efficient operations and resilient supply chain ensured seamless supplies to our customers.

The company announced Bonus Issue of equity shares enhancing company's shareholder wealth to 300% and despite of tremendous problem in logistic, increasing material cost & facing economic slowdown due to several curfew, lockdown, etc.; the company is still able to increase its sales & customers. In my opinion we were able to

serve satisfactorily the market needs. This growing market valuation of our products is due to Shankar Lal Rampal Dye-chem Limited ("Sr dyechem/SRDL")'s differentiated strategy, improving capital allocation and most importantly your firm belief in sustainability and growth of your company.

Despite these challenges, the team demonstrated remarkable resilience and delivered its all-time high revenue till date of Rs. 324 Crores in 2022-23, marking a tremendous growth over last year.

The vision of better quality products, loyal customers, safety measures in handling operations and good trade practices have been driving force for your company to sustain and earn favorable outcome.

The opportunities ahead are huge. By staying true to its vision, mission and its values, and by continually investing in building newer capabilities, your Company is positioned well to become the foremost partner of choice to all forward thinking enterprises in their growth and transformation journeys.

We delivered these results while looking by On behalf of Board of Directors, I want to thank you all for continued trust and confidence.

*Rampal Inani*

**Chairman & Managing Director**





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## Financial Highlights

Description	2023	2022
	Amount	Amount
	Rupees in lakhs	Rupees in lakhs
<b>Income Statement</b>	₹	₹
Revenue	32,392.62	30,332.59
Cost of Goods Sold	29,345.80	25,910.39
Interest Expense	104.16	134.24
Tax Expense	538.70	873.82
<b>Income from Cont. Operations</b>	<b>3,046.82</b>	<b>4,422.20</b>
<b>Net Income</b>	<b>2,403.96</b>	<b>3,414.14</b>
<b>Balance Sheet</b>		
Cash	857.90	53.78
Short Term Investments	0.00	0.00
Accounts Receivable	6,639.64	7,600.89
Inventory	1,038.72	627.61
<b>Current Assets</b>	<b>10,918.72</b>	<b>10,459.11</b>
<b>Long Term Investments</b>	<b>0.00</b>	<b>0.00</b>
<b>Net Fixed Assets</b>	<b>85.72</b>	<b>63.34</b>
<b>Other Assets</b>	<b>0.50</b>	<b>0.50</b>
<b>Total Assets</b>	<b>11,004.95</b>	<b>10,522.95</b>
<b>Current Liabilities</b>	<b>1,768.14</b>	<b>2,845.31</b>
<b>Total Liabilities</b>	<b>1,768.66</b>	<b>2,845.61</b>
<b>Total Stockholders' Equity</b>	<b>9,236.29</b>	<b>7,677.34</b>
<b>Cash Flow</b>		
Cash Flow from Operations	1,459.49	(1,701.08)
Dividends Paid	31.98	10.66
Interest Paid	104.16	134.24
<b>Share Information (As per actuals)</b>		
Market Price at Year End	139.45	166.00
Earnings Per Share - Basic	2.49	4.23
Shares Outstanding	6,39,66,780	2,13,22,260
<b>*As per 31.03.2023 : Bonus Shares are added for computation.</b>		

# KEY PERFORMANCE INDICATOR

## Ratio

Particulars	As at 31st March 2023	As at 31st March 2022	% Change	Basis of Ratio Calculation	Reason for Change
<b>Current Ratio (Including current maturities of Long term Borrowing)</b>	6.18	3.68	67.99%	Current Assets/Current Liabilities	Due to higher amount of current asset and current liabilities
<b>Current Ratio (Excluding current maturities of Long term Borrowing)</b>	-	-	-	Not Applicable as to there are no long term borrowings	-
<b>Debt Equity Ratio</b>	-	-	-	Not Applicable as to there are no long term borrowings	-
<b>Debt Service Coverage Ratio (In times)</b>	-	-	-	Not Applicable as to there are no long term borrowings	-
<b>Return on Equity Ratio</b>	17.22%	35.25%	-51.14%	Profit After Tax/Total Equity	Due to higher net profit
<b>Inventory Turnover Ratio (In times)</b>	31.14	48.32	-35.56%	Revenue from Operations/ Inventories	Due to better sales turnover
<b>Trade Receivable Turnover Ratio (In times)</b>	4.87	3.99	22.09%	Revenue from Operations/ Trade Receivables	Average Realisation period increased
<b>Trade Payable Turnover Ratio (In times)</b>	203.11	45.20	349.37%	Revenue from Operations/ Trade Payables	Average payment period increased
<b>Net Capital Turnover Ratio (In times)</b>	2.99	3.11	-3.89%	Revenue from Operations/Total Equity, Long Term Borrowing & Short Term Borrowing	Due to higher revenues
<b>Net Profit Ratio</b>	4.92%	8.92%	-44.88%	Profit After Tax/Revenue from Operations	Due to increase in Sale and higher margin
<b>Return on Capital Employed</b>	20.70%	38.17%	-45.76%	EBIT/Total Equity, Long Term Borrowing & Short Term Borrowing	Due to higher operating margin & repayments of borrowings
<b>Return on Investment</b>	-	-	-	Not Applicable due to there are no investment	-
<b>Dividend Payout Ratio</b>	0.01%	0.04%	-75%	Dividend Paid/Net Income	Due to Board Policy



# MANAGEMENT DISCUSSION AND ANALYSIS REPORT

## 1. OUTLOOK:

According to provisional estimates of National Income, released by the National Statistical Office of Ministry of Statistics and Programme Implementation, for the financial year 2022-23 the growth rate of GDP is estimated at 7.2%, as compared to 9.1% in the previous year.

The Indian chemical industry has numerous opportunities considering the supply chain disruption in China and trade conflict among the US, Europe and China. Anti-pollution measures in China will also create opportunities for the Indian chemical industry in specific segments. Globally, India is the fourth-largest producer of agrochemicals after the United States, Japan and China. India accounts for 16-18% of the world production of dyestuffs and dye intermediates. Indian colorants industry has emerged as a key player with a global market share of ~15%. The country's chemicals industry is de-licensed, except for few hazardous chemicals. The Indian chemicals industry stood

at US\$ 178 billion in 2019 and is expected to reach US\$ 304 billion by 2025 registering a CAGR of 9.3%. The demand for chemicals is expected to expand by 9% per annum by 2025. The chemical industry is expected to contribute US\$ 383 billion to India's GDP by 2030. Indian manufacturers have recorded a CAGR of 11% in revenue between FY15 and FY21, increasing India's share in the global specialty chemicals market to 4% from 3%, according to the CRISIL report. A revival in domestic demand and robust exports will spur a 50% YoY increase in the CAPEX of specialty chemicals manufacturers in FY22 to Rs. 6,000-6,200 crore (US\$ 815-842 million). Revenue growth is likely to be 19-20% YoY in FY22, up from 9-10% in FY21, driven by recovery in domestic demand and better exports.

**Source** - NATIONAL STATISTICAL OFFICE MINISTRY OF STATISTICS & PROGRAMME IMPLEMENTATION GOVERNMENT OF INDIA –Press Note Q4 2022-23



## 2. INDUSTRY STRUCTURE & DEVELOPMENTS:

### Global Dye-Chemical Industry

The global chemical industry is a complex and important part of the global economy and supply chain network. The production of chemicals involves converting raw materials such as fossil fuels, water, minerals, metals, and so on, into tens of thousands of different products that are central to modern life as we know it.

The chemical industry is of strategic importance to the sustainable development of national economies. The ILO estimates that there are up to 20 million people employed in the global chemical, pharmaceutical and rubber and tyre industries today.

Global competition has rapidly changed the world map of chemical production and consumption. Greater competitiveness and uncertainty have triggered restructuring processes with significant implications for employment and earnings, composition of employment and working conditions in general.

### Indian Dye-Chemical Industry

Covering more than 80,000 commercial products, India's chemical industry is extremely diversified and can be broadly classified into bulk chemicals, specialty chemicals, agrochemicals, petrochemicals, polymers, and fertilisers. India is the 6th largest

producer of chemicals in the world and 3rd in Asia, contributing 7% to India's GDP. India's chemical sector, which is currently estimated to be worth US\$ 220 billion in 2022 and is anticipated to grow to US\$ 300 billion by 2025 and US\$ 1 trillion by 2040.

Source- <https://www.ibef.org/industry/chemical-industry-india>

## 3. Economic scenario:

The Company's businesses are supported by the pillars of safety, sustainability, operational excellence, customer focus, innovation and digitalisation. India's economy recovered quickly from the pandemic and further growth is expected to be supported by solid domestic demand and increase in capital investments.

The company also offers have a wide portfolio of organic and inorganic product offerings such as specialty performance chemicals to the Sanitization, Textile Dyeing and printing industry. Over the last few years, The Company has embarked on transformation journey and have made significant investments in new product capabilities.

The Trading facility of the company is situated at Bhilwara (Rajasthan) and Mumbai (Maharashtra). The facility is spread over 2 states. The company is an ISO 9001:2015 and ISO 14001:2015 certified company. Beside Trading of numerous types of Dyes and chemical





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products, Our Company has large number of products and offers an entire range of specialty chemicals used in Sanitization based products, Textiles & Garments processing.

Sustainability continues to be central to Srध्येchem's functioning and is embedded across all facets of our

operations. The Company strives to lower its carbon footprint through the implementation of energy efficient practices and increasing in renewable energy sources. To ensure the adoption of ethical practices throughout the supply chain, we collaborate with suppliers and undertake responsible sourcing of raw materials.

#### **4. Key Ratios**

As required by SEBI (LODR) (Amendment) Regulations, 2018, the Company is required to furnish the details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios based on standalone financial statement, along with detailed explanations for the changes. Kindly refer Page 5 for details.

Many Ratio show favorable trend as due to the product company deals in, has shown consistent demand in market. The turnover has shown a positive impact due to reasons stated in Business Outlook. Dividend Payout Ratio and return on equity was unfavorably impacted as company wants to retain some profits to meet increasing demand.





**5. Major challenges & solutions:**

1. Manufacturing Facility Not available - Although the company is dealing in variety of color shades in dyes, but as presently we don't have manufacturing facility. This restricts us to cater wider category of customers and competition. However, going forward our company would strategize to expand its portfolio to develop and established manufacturing plant in few years.
2. Dependent on third-party suppliers - Our company deal in Dye and chemical intermediates from third party producers. It does not have its own manufacturing facility for producing intermediates and hence is largely dependent on third parties. In the past, company has faced cost issues owing to higher prices of intermediates charged by them, we are prone to such threats by them. However, the relationship and the volume of business we generate for them somehow mitigates this weakness of us.
3. Increasing competition - Dye and chemical industry is highly competitive, facing stiff competition from both organized and unorganized

player. Our company faces tough competition from them in terms of pricing and customer base. Also, there are always the chances of new players entering this sector since barriers to entry are low. Further, there is contingency on how long benefit accruing due to China may be enjoyed. There may be turnaround in China's dye and chemical industry which possess huge threat to Indian market. However, our company has been successful enough to compete with them with increasing market share.

4. Extreme volatility of exchange rate of rupee against US dollar can have significant impact on the Company's operations because company has substantial imports. Any major change in Environment Policy by Government can affect the production on short term basis.
5. Increase in Purchase Prices. the company expect a substantiate increase in purchase price, material handling, transportation and the same will significantly increase the inventory cost.



## **6. Government Initiatives**

With the government's focus now being on Atma Nirbhar Bharat, there have been proactive and well thought out policy changes to ensure that manufacturing capacity in India does not only satisfy domestic needs, but also builds capacity to become a global export hub.

A progressive focus on the integrated value chain and cluster based chemical industry set-up increases profit margins while reducing logistical costs, making the industry globally competitive. To boost trade, the government has introduced the Remission of Duties or Taxes on Export Products (RoDTEP). Additionally, the Union Budget 2023-24 has indicated that a reduction in basic customs duty for certain inputs for the chemicals industry will enhance India's competitiveness and would lead to export promotion. From an infrastructure stand point, the National Logistics Policy that focuses on digitisation and multi-modal transport.

## **7. Business outlook:**

Your Company has progressively leveraged product quality assurance and good trade practices to trade in higher value products, expanding capacities to optimal scale. The Company has placed a greater focus on better value added chemical storage and delivering process.

The company has recently issued Bonus shares to equity shareholders on right issue basis in July, 2022 in ratio of 2:1; so company is in a comfortable position in view of capital adequacy. Also, Bankers and lenders of the company have provided adequate Bank and O/d limit that will help to meet out working capital requirements.

As expected from previous FY 22-23 performance the company was able to reduce its overall debts. In view of financial year 2023-24; the company expects a strong position in regards of solvency, liquidity and overall financial outlook of the company. Several Sanitization chemical in which company and its group firms deal in; will surely provides an opportunity in near quarter and the products will definitely help society and industry to mitigate the risk of virus outbreak.

Company has planned several measures to mitigate risk of increase in inventory cost, material handling charges and for reducing risk of bad debts.

The company is having good solvency position and a viable

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outlook to pay its long term and short term debts and other finance cost. The company continues a good financial discipline by timely payment of interest and its liabilities.

The Company always strives to cater to the customized demand and main focus is to cater the need of the Textile and Garments Industry, Dyes Industry, Chemical Industry and your company has achieved target revenues with high level of customer satisfaction. With very robust demand for company's products, Company has potential for adding capacities in coming period.

### **8. Segment wise performance:**

In FY 2022-23 majority sales of the company came from domestic sales of dye and chemical stuff in India. The company mainly got good demand for Sulpher Dyes and Chemicals, Hydrogen Peroxide, Sodium Bi Carbonate, Sodium Meta Bi Sulphite, Soda Ash Light, etc.

### **9. Internal Control Framework:**

Your Company has sound and adequate internal control systems commensurate with its size and nature of business. We constantly upgrade our systems for incremental improvements. The Audit Committee of the Board

periodically reviews these systems. These systems ensure protection of assets and proper recording of transactions and timely reporting. Internal audit is conducted out by an independent professional firm on regular basis. The Audit Committee also regularly reviews the periodic reports of the Statutory Auditors, Internal Auditors and Accounts departments. The Company has trained the staff in order to upgrade with the recent changes in the taxation like TDS on sale/purchase and reconciliation of GST Input. Audit Committee constantly tries to add value by evaluating existing systems.

The Company has adopted a bottom-up and top-down approach to drive Enterprise Risk Management. The bottom-up approach includes identification and regular assessment of risks by respective businesses and cross-functional teams and plan for mitigating such risks in a structured manner. This is complemented by a top-down approach where the senior management identifies and assesses long-term and macro risks. Risks are consolidated under major risk themes to create focus areas and prioritise mitigation plans.

### **10. Financial performance overview:**

Your Company has grown progressively on year-to-year basis through addition of new products as well as continuous up gradation and optimisation of its trading facilities. The Company has a healthy turnover and profit track record and has a robust outlook for the future. Despite of slow



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global economic recovery, global issues faced due to pandemic outbreak and nation-wide challenging environment in Dye-chemical and allied Sector, it was only with aggressive strategies on various fronts and with proper utilization of all available facilities by the directors of the company.

**11. Material developments in human resources / industrial relations front, including number of people employed:**

Human capital has always been the most important and valuable asset for the Company. Your Company

continued its activities during the year in a cordial atmosphere with utmost co-operation amongst employees and the management. As of the date of the report, the total number of the employees of Company is 9. The management is committed to promote safety, occupational health and proper environment in designing, planning, training and completion of all tasks. Trainings are imparted to workmen in various new techniques and systems. In addition, the company regularly works with external experts for specific initiatives.

**For and on behalf of the Board of Directors of SHANKAR LAL RAMPAL DYE-CHEM LIMITED**

**PLACE-BHILWARA  
DATE-14/08/2023**

Sd/-  
**RAMPAL INANI  
CHAIRMAN & MANAGING DIRECTOR**



## BOARD REPORT

To,  
The Members,  
Shankar Lal Rampal Dye-Chem Limited

Your Directors have pleasure in presenting their 18<sup>th</sup> Annual Report on the business and operations of the Company and the accounts for the Financial Year ended on March 31st, 2023.

In compliance with the applicable provisions of Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) (“Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), this report covers the financial results and other developments during the financial year ended 31<sup>st</sup> March 2023 and upto the date of the Board meeting held on 14<sup>TH</sup> August 2023 to approve this report, in respect of Shankar Lal Rampal Dye-chem Limited.

### 1. Financial Summary of The Company (Standalone)

The Company’s financial performance for the year under review along with previous year’s figures is given hereunder:

(Figures in Lakhs)

Particulars	For the year ended	
	31.03.2023	31.03.2022
Income from Business Operations	32344.91	30,328.96
Other Income	47.71	3.62
<b>Total Turnover</b>	<b>32,392.62</b>	<b>30,332.59</b>
<b>Profit before Interest, Depreciation &amp; Tax</b>	<b>2032.49</b>	<b>3719.67</b>
Less:- Financial Expenses	104.16	134.24
<b>Profit before Depreciation &amp; Tax</b>	<b>2136.65</b>	<b>3,585.43</b>
Less:- Depreciation	7.02	5.18
<b>Profit after depreciation and Interest</b>	<b>2129.64</b>	<b>3,580.25</b>
Less:- Current Income Tax (incl. earlier year tax)	538.48	873.57
Less:-Deferred Tax	0.22	0.25
<b>Net Profit/Net Loss after Tax</b>	<b>1590.94</b>	<b>2,706.44</b>
Amount transferred to General Reserve	0	0
<b>Balance carried to Balance Sheet</b>	<b>1590.94</b>	<b>2,706.44</b>
Earnings per share (Basic-Weighted Average)-Based on Current year Net profit	2.49	4.23
Earnings per Share(Diluted-Weighted Average) -Based on Current year Net profit	2.49	4.23

\*In FY 2022-23 Final Dividend of Rs. 0.05 per share (For FY 2021-22) was declared and was distributed.



## **2. Dividend**

Considering the dividend history of the Company, liquidity and to ensure appropriate cover for market risk and to maintain a consistent level of dividend pay-out your Board of Directors recommends Final Dividend of Rs. 0.05/- (i.e. 0.50%) per Equity Share of Rs.10/- each, for the year amounting to Rs. 31.98 Lacs. The dividend payment rate is stable and similar to last year.

As provided in the Finance Act 2020, the dividend is being taxed in the hands of recipients. Information about taxation of dividend is included in AGM Notice.

## **3. Operational Highlights**

Your Company is engaged in the business segment i.e. trading in Dyes, Chemical and allied products. There has been no change in the business of the Company during the financial year ended 31st March, 2023.

The highlights of the Company's performance are as under:-

- In spite of increase in global competition and delays in global logistics; the total revenue of your co. is increased to Rs. 32,392.61 Lacs ( Out of which Gross turnover from Business operations of Rs. 32,344.91 Lacs) recorded for the financial year 2022-23 from Last year Revenue which was 30,332.59 Lacs ( Out of which Gross turnover from Business operations of Rs. 30328.96 Lacs). As expected by management; your company see better future possibilities despite of prevailing market slow-down, volatile raw material prices and increased logistics cost and same have been seen on basis of good market approach, usage of company's products in many important industries and loyal customers.
- The financial statements for the year ended on 31<sup>st</sup> March, 2023 show the profit of Rs.1,590.94 Lacs in FY 2022-23 as compared to Rs. 2,706.44 Lacs last year; there was a slight reduction in profits of 41.22% (YOY) this is due to increasing overhead costs(specially logistics) and material costs.

#### **4. Shares And Share Capital**

At present, the Company has only one class of share – Equity shares of face value of Rs. 10 each. The authorized share capital of the company is **Rs. 64,00,00,000/- divided into 6,40,00,000 equity shares of Rs.10 each.** The paid-up share capital of the company is **Rs. 63,96,67,800/- divided into 6,39,66,780 equity shares of Rs. 10 each.**

Also, during the Financial Year 2022-23;there were

- ❖ **No Buy Back of Equity Shares.**
- ❖ **No Employee Stock Option Plan was passed.**
- ❖ **There was an allotment of Bonus Shares in Financial Year 2022-23 on right issue basis in ratio of 2:1.**
- ❖ **No Further public offer.**
- ❖ **Fresh Issue of Equity Shares by way of Bonus Allotment on Right Issue Basis-**  
During the yearthe company has listed its equity shares through a Bonus Shares Right Issue dated 16.07.2022 of 4,26,44,520 equity shares. The allotment was in the ratio of 2 (Two) equity share for every 1 (One) equity shares held (i.e. in the ratio of 2:1 shares).

#### **5. Credit Facilities:**

The Company has been optimally utilizing its fund based and non fund based working capital requirements as tied up with ICICI BANK and AXIS BANK respectively. The Company was comfortable in meeting its financial requirements from both the banks. Effective financial measures have been continued to reduce cost of interest and bank charges.

#### **6. Transfer of unclaimed dividend to investor education and protection fund:**

There is no amount outstanding to be transferred as unclaimed dividend to investor education and protection fund. Though there is certain amount outstanding in unclaimed dividend which pertains to dividend declared in calendar year 2021 (Dividend of FY 2020-21 and FY 2021-22) and list of such shareholders who have not claimed the dividend is updated on website of the company and can be viewed on website under <http://www.srdyechem.com/investor-relations.asp>

#### **7. Material events occurring after balance sheet date:**

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statement relate and the date of the Board Report.

8. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operation in future:

No significant and material orders were passed by the regulators or courts or tribunals which may have impact on the going concern status and future operation of the Company.

9. Conservation of energy, technology absorption, foreign exchange earnings and outgo:

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

**(A) Conservation of energy:**

Steps taken / impact on conservation of energy, with special reference to the utilizing alternate sources of energy including waste generated :

The company is using more energy efficient lights and technology to save energy. The computer systems are timely repaired; so that they sustain for more longer time.

**(B) Technology absorption:**

1. Efforts in brief, made towards technology absorption. Benefits derived as a result of the above efforts, e.g., asset improvement, cost reduction, warehousedevlopment, etc.The Company has not entered into any technology based ventures during the year under review. However the Company aims for digitization of processes of purchase, sales, marketing and other operations over next year and gradual increase in manpower, facilities and office workspace.

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

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

3. Expenditure incurred on Research and Development:

The Company has not incurred any expenditure on research and development.

**(C) Foreign exchange earnings and Outgo (Rupees in Lakhs):**As provided in Notes to the Accounts to Financial Statements

## **10. Risk management:**

The Company has framed a sound Internal Risk Management System to identify and evaluate business risks and opportunities and the same has become integral part of Company's day to day operations. The key business risks identified by the Company are as follows viz. Industry Risk, Management and Operations Risk, Market Risk, Government Policy risk, Liquidity risk, and Systems risk. The Company has in place adequate mitigation plans for the aforesaid risks.

The Audit Committee and Board are supervising the proper risk identification and mitigation process.

## **11. Corporate social responsibility initiatives:**

The provisions of Section 135 of the Companies Act, 2013 read with Rule 9 of the Companies (Accounts) Rules, 2013 is applicable to the Company in FY 2022-23. The details of Composition of CSR committee is given in Corporate Governance Report. The policy can be reviewed from the website link:

<http://www.srdyechem.com/downloads/Policy-Corporate-Social-Responsibility.pdf>

The details of CSR expenditure is separately reported in CSR Report annexed with this Board Report.

## **12. Particulars of loans, guarantees or investments made under section 186 of the Companies Act, 2013:**

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence furnishing of above information is not applicable.

## **13. Internal financial control & internal control systems:**

Your Company has sound and adequate internal control systems commensurate with its size and nature of business. We constantly upgrade our systems for incremental improvements. The Audit Committee of the Board periodically reviews these systems. These systems ensure protection of assets and proper recording of transactions and timely reporting. Internal audit is conducted out by an independent professional firm on regular basis. The Audit Committee also regularly reviews the periodic reports of the Statutory Auditors, Internal Auditors and Accounts departments. The Company has trained the staff in order to upgrade with the recent changes in the taxation like GST. Audit Committee constantly tries to add value by evaluating existing systems.

**14. Related party transactions:**

Related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Board Meeting as per the omnibus approval of Audit Committee and the particulars of contracts entered during the year as per Form AOC-2 is enclosed as Annexure.

The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules there under and the Listing Regulations. This Policy has been uploaded on the website of the Company at <http://www.srdyechem.com/investor-relations.asp>

**15. Directors / Key Managerial Personnel:**

There has been no change in the constitution of Board during the year under 2022-23. There has been no change to the board other than reappointment of retiring director in last Financial year.

The details of management are given in the Corporate Governance Details.

In terms of the provisions of the Companies Act, 2013, and the Articles of Association of the Company, reappointment of directors at the forthcoming Annual General Meeting is to be approved.

Mr. Anil Kumar Kabra, Mr. Harsh Kabra, Mr. Murli Atal and Ms. Apoorva Maheshwari have completed their first term of five years as Independent Director of the Company and their reappointment for second term of five year till year 2028; is recommended by Nomination and Remuneration Committee in ensuing General Meeting by way of Special Resolution/s.

Mr. Rampal Inani was appointed as Managing director, & Mr. Dinesh Kumar Inani, Mr. Susheel Kumar Inani, Mr. Vinod kumar Inani and Mr. Jagdish Chandra Inani were appointed as Whole time director for 5 years till 2023 and now their term is recommended by Nomination and Remuneration committee; approved by board in their respective meetings subject to approval of shareholders in their general meeting by way of ordinary resolution; for reappointment for next 5 years till 2028.

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### ❖ Board evaluation:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board has carried an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit and Nomination & Remuneration.

The evaluation was done in following manner:

Evaluation of	Evaluation by	Criteria
Executive Director	Independent Directors	Qualification, Experience, Availability and attendance, Integrity, Commitment, Governance, Transparency, Communication, Business leadership, People leadership, Investor relations
Independent Director	All other Board Members	Qualification, Experience, Availability and attendance, Integrity, Commitment, Governance, Independence, Communication, Preparedness, Participation and Value addition
Chairman (cum Managing Director)	Independent Directors	Qualification, Experience, Availability and attendance, Integrity, Commitment, Governance, Impartiality, Communication, Business leadership, People leadership and Meeting conduct
Committees	Board Members	Composition, Process and Dynamics
Board as a whole	Independent Directors	Composition, Process and Dynamics

### ❖ Remuneration Policy:

The Board has on the recommendation of the Nomination & Remuneration Committee, formulated criteria for Determining, Qualifications, Positive Attributes and Independence of a Director and also a Policy for remuneration of Directors, Key managerial Personnel and senior management. The details of criteria laid down and the Remuneration Policy are given in the Corporate Governance Report.

The policy can be visited on website link:

<http://www.srdyechem.com/downloads/Policy-Remuneration-of-Director-KMP-etc.pdf>

### ❖ Meetings:

During the year the following were the meetings quantum:

S. No.	Type of Meeting	Frequency
<u>1.</u>	Annual General Meeting	1
<u>2.</u>	Extra Ordinary General Meeting	1
<u>3.</u>	Board Meeting	8
<u>4.</u>	Independent Director Meeting	1
<u>5.</u>	Audit Committee	4
<u>6.</u>	Nomination and Remuneration Committee	1

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7.	CSR Committee	1
8.	Stakeholder's Grievance & Relationship Committee	2

The details are given in the Corporate Governance Details. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. The required particulars of various Committee Meetings held during the year are stated in the Corporate Governance Details.

❖ **Declaration of independent directors:**

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules. All Independent directors of the company are registered on IICA Independent Director database.

❖ **Declaration by the chief executive officer stating that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management:**

There is no CEO in the company; but Chairman cum Managing Director and CFO affirm to such compliance.

**16. Details of Difference between amount of the valuation done at the time of one time settlement and valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof:**

There were no such matters.

**17. Audit committee and vigil mechanism:**

The composition and other particulars of Audit Committee are provided in the Corporate Governance Details, attached herewith. In pursuance of the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established.

**18. Nomination and remuneration policy:**

The remuneration policy of the company and Board Diversity policy is available at Company's Website at [www.srdyechem.com](http://www.srdyechem.com).



**19. Statement showing Integrity, Expertise and Experience(including proficiency) of Independent Director**

<b>NAME OF DIRECTOR</b>	<b>DIN/ DESIGNATION</b>	<b>EDUCATIONAL QUALIFICATION</b>	<b>EXPERTISE</b>	<b>PROFICIENCY</b>
ANIL KUMAR KABRA	08150149/ Independent Director	CA	Commercial Laws, Business customary Practices	Passed Independent Director proficiency test and registered on IICA portal
ADITYA SONI	08590851/ Independent Director	MBA	Marketing and Business Handling	
MURLI ATAL	08150205/ Independent Director	CA	Commercial Laws, Income Tax and Indirect Taxes. Leading as regional CA committee member.	
APOORVA MAHESHWARI	08150259/ Women Director &Independent Director	MBA	Human Resource and Research Analysis	
HARSH KABRA	08150255/ Independent Director	CA	Commercial Laws, Income Tax and Indirect Taxes	

**20. Directors responsibility statement:**

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

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for





## **ANNUAL REPORT 2022-23**

safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors have prepared the annual accounts on a going concern basis; and

(e) the directors, have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **21. Annual return:**

Copy of Annual Return of Company pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 will be placed at website of the Company with effect from date of Annual General Notice dispatch.

Weblink of the same is as <http://www.srdyechem.com/investor-relations.asp>.

### **22. Subsidiaries, joint ventures and associate companies:**

The Company does not have any Subsidiary, Joint venture or Associate Company.

### **23. Deposits:**

The Company has neither accepted nor renewed any deposits during the year under review.

### **24. Auditors**

#### **❖ Statutory Auditor**

The Company's Auditors **M/s Alok Palod & Company, Chartered Accountants**, retire at the conclusion of this ensuing Annual General Meeting and offer themselves for reappointment to hold office from the conclusion of this Annual General Meeting to the conclusion of Sixth consecutive Annual General (Calendar Year-2028) and Board of directors of the company be and are hereby authorized to fix such remuneration as may be determined in consultation of auditors.

They have confirmed their eligibility to the effect that their reappointment if made would be within the prescribed limits under the Act and that they are not disqualified for reappointment.

The Notes to Accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further comments. The Auditors' report does not contain any qualification, reservation or adverse remark.

❖ **Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Company has appointed CS Sanjana Jain, a Practicing Company Secretary to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith.

❖ **Internal Auditor**

In pursuant to Section 138 of the Companies Act, 2013; the company has appointed M/s Laxman Kumar & Associates, Chartered Accountants, Bhilwara; as Internal Auditor of the Company.

**25. Observations and remarks of Auditor:**

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

**26. Corporate Governance :**

Provisions relating to Corporate Governance Report under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are applicable to the Company; as in Financial Year 2022-23 the company is listed on Main Board.

The Corporate Governance Report along with the certificate from the Practicing Company Secretary regarding compliance of the conditions of Corporate Governance pursuant to Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in Corporate Governance Report annexed to this report. That section also include: Details about the number of meetings of the Board held during 2022-23, composition of the Audit Committee.

All the recommendations given by the Audit Committee were accepted by the Board.

**ANNUAL REPORT 2022-23****27. Disclosure under the sexual harassment of women at workplace (prevention of, prohibition and redressal) act, 2013:**

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

**28. Cost audit:**

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, cost audit and maintenance of cost records is not applicable to the Company for the Financial Year 2022-23.

**29. Compliance of applicable secretarial standards :**

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

**30. Human resources development:**

During the period under review, the personal and industrial relations with the employees remained cordial in all respects. The management has always carried out systematic appraisal of performance and imparted training at periodic intervals. The Company recognizes talent and has judiciously followed the principle of rewarding performance.

Information as per Rule 5(1) of Chapter XIII, The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is shown in Corporate Governance Section.

During the year, there was No employee receiving remuneration exceeding Rs. 1,02,00,000/- (Rupees One Crore Two Lakhs only) per annum and/or Rs. 8,50,000/- (Rupees Eight Lakhs Fifty Thousand only) per month. So, no disclosure required as per prescribed under the Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014



## **ANNUAL REPORT 2022-23**

There were no employees posted and working in a country outside India, not being Directors or relatives, drawing more than the amount prescribed under the Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Hence, the details are not required to be circulated to the Members and also not required to be attached to this Annual Report.

### **31. Acknowledgement:**

Your Directors place on record their sincere thanks to the company's customers, employees, bankers, investors, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review.

Your Directors also acknowledges gratefully the support and confidence reposed by each and every member of Sr dyechem Family.

**For and on behalf of the Board of Directors of  
SHANKAR LAL RAMPAL DYE-CHEM LIMITED**

**PLACE-BHILWARA  
DATE-14/08/2023**

Sd/-  
**RAMPAL INANI  
Chairman & Managing Director**

**Annexure-I**  
**MR-3**

**SECRETARIAL AUDIT REPORT**

(For the Financial year ended on 31st March, 2021)

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

To,  
The Members,  
SHANKAR LAL RAMPAL DYE-CHEM  
LIMITED  
SG-2730, SUWANA,  
BHILWARA-311001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by SHANKAR LAL RAMPAL DYE-CHEM LIMITED (hereinafter called “the Company”).

Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and

subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31st March, 2023 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder.
2. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder.
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings.
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’).

A. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

B. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.



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C. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

D. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- **Not Applicable to the Company during the Audit Period.**

E. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021. - **Not Applicable to the Company during the Audit Period.**

F. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2011 regarding the Companies Act and dealing with client.

G. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- Not Applicable to the Company during the Audit Period. and

H. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. - Not Applicable to the Company during the Audit Period.

Other Statutory Acts and laws related to Factories Act, Pollution Laws, PF/ESI, etc. are not applicable as it is a trading Company.

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.

- ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We further report that:

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

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

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



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We further report that there are adequate systems and processes in the Company commensurate with the size

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**PLACE-BHILWARA**  
**UDIN-F008688E000789226**

and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**FOR CS SANJANA JAIN**  
**(Company Secretaries)**

**Sd/-**  
**CS Sanjana Jain**  
**COP-7217 M. No.-F 8688**  
**Peer Reviewed vide Cert. No.-1328/2021**



## **Annexure to Secretarial Audit Report**

To,  
The Members,  
SHANKAR LAL RAMPAL DYE-CHEM  
LIMITED  
SG-2730, SUWANA,  
BHILWARA-311001

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and the

practices, we followed provided a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

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FOR CS SANJANA JAIN  
(Company Secretaries)

Sd/-  
CS Sanjana Jain  
COP-7217 M. No.- F 8688  
Peer Reviewed vide Cert. No.-1328/2021





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**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To,  
The Members of  
Shankar LalRampalDyechem Limited  
SG 2730, Suwana,  
Bhilwara-311011(Raj.)

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Shankar Lal Rampal Dye Chem Limited having CIN L24114RJ2005PLC021340 and having registered office at SG 2730, Suwana, Bhilwara (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my 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](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup>March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

DIN/PAN	Name	Begin date	End date	Surrendered DIN
00479985	JAGDISH CHANDRA INANI	23/04/2018	-	
00480021	RAMPAL INANI	19/09/2005	-	
02928254	SUSHEEL KUMAR INANI	22/08/2018	-	
02928272	VINOD KUMAR INANI	23/04/2018	-	
02928287	DINESH CHANDRA INANI	14/03/2015	-	
08150149	ANIL KUMAR KABRA	09/06/2018	-	
08150205	MURLI ATAL	09/06/2018	-	
08150255	HARSH KABRA	09/06/2018	-	
08150259	APOORVA MAHESHWARI	09/06/2018	-	
08590851	ADITYA SONI	26/10/2019	-	



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

**DATE-11/08/2023**  
**PLACE-BHILWARA**  
**UDIN-F008688E000789303**

**FOR CS SANJANA JAIN**  
**(Company Secretaries)**

**Sd/-**  
**CS Sanjana Jain**  
**COP-7217 M. No.- 8688**  
**Peer Reviewed vide Cert. No.-1328/2021**

## Annexure-II

### CORPORATE GOVERNANCE REPORT

#### **1. Company's Philosophy on Code of Governance:**

The company was earlier listed on SME Board of Bombay stock exchange and in FY 2021-22 a milestone of listing on Main Board of BSE was achieved by the company. FY 2022-23 was the initial year on listing on Main Board of the company. The management and promoters were elated to share the stock of the company with public at large. At the end of FY 2022-23; the count of the shareholders of the company crossed 17,000 in number.

In transition to adopt essence of corporate governance practices; with enrich guidance from SEBI (LODR) Regulation, 2015 and Companies Act, 2013; the company has adopted Corporate Governance disclosures from FY 2020-21 annual report on suo-moto basis and prospective practice to be followed in various management and administration related issues.

From the last FY as required by LODR regulations; the company reviewed and incorporated several practices which aimed at a high level of business ethics, effective supervision and enhancement of value for all stakeholders. The Board lays higher emphasis on integrity and accountability.

#### **2. Board of Directors:**

##### **(a) Composition & Category of Directors**

Your Company has 5 Promoter Executive Directors (including Managing Director and 4 Whole Time Directors) and 5 Non Executive Independent Directors (including one women independent director).

Mr. Rampal Inani is Chairman and Managing Director of the Company.

All Executive Directors are Brothers to each other. No Independent Director is connected to each other by virtue of any relation.

##### **(b) Number of Board Meetings held, dates on which held and Attendance of Director at the Board Meetings and the last Annual General Meeting :**

#### **I. Board Meetings held during the Year- 8**

Date of Meeting	Total Strength of Board	Quorum
28.05.2022	10	9
05.07.2022	10	6
16.07.2022	10	8
13.08.2022	10	9
07.09.2022	10	6
14.11.2022	10	8
14.02.2023	10	7
01.03.2023	10	7

## II. Attendance of Directors at Board Meeting and AGM:

Name	No. of Board Meeting held during tenure	No. of Board Meeting Attended	Whether attended Annual General Meeting - 19/09/2022
RAMPAL INANI	8	7	Yes
DINESH CHANDRA INANI	8	7	Yes
JAGDISH CHANDRA INANI	8	7	Yes
VINOD KUMAR INANI	8	8	Yes
SUSHEEL KUMAR INANI	8	8	Yes
ANIL KUMAR KABRA	8	7	Yes
MURLI ATAL	8	5	Yes
APOORVA MAHESHWARI	8	2	Yes
HARSH KABRA	8	5	Yes
ADITYA SONI	8	4	Yes

C) **Number of other Boards or Board Committees in which the Director is a Director /Member /Chairperson** : Your Board of Directors are engaged in serving your company. Mr. Susheel Kumar Inani and Mr. Vinod Kumar Inani are also serving Board of Group Company-Oasis Capital Private Limited w.e.f. 06/05/2022; and Mr. Anil Kumar Kabra, Independent Director of the company serves as Independent Director/committee member of other Entity-Manomay Tex India Limited w.e.f 07/07/2023. There no other company in which any of your Director is holding any such position.

D) **Number of shares and convertible instruments held by non-executive director:** None

E) **Web Link to details of familiarization programmes imparted to Independent Directors is disclosed:**<http://www.srdyechem.com/downloads/Independent-Director-Familiarization-Programme.pdf>

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**F) Matrix of Skills and Expertise of Board of Directors & Declaration of Independent Director:**

The Independent Directors fulfil the conditions specified in the Regulations and are independent in terms of Companies Act, 2013 and SEBI (LODR) Regulations.

The Board has identified certain skills, expertise & competence as required to be possessed by the Board of Directors to ensure effective functioning of the business (es) and sectors of the Company.

The matrix of these skills among the Directors is as given here:

<b>Skills   expertise   competence</b>	<b>Name of Directors</b>
Commercial	Rampal Inani, Jagdish Chandra Inani, Vinod Kumar Inani, Aditya Soni, Anil Kumar Kabra
Finance	Anil Kumar Kabra, Murli Atal, Harsh Kabra, Vinod Kumar Inani, Susheel Kumar Inani
Sales	Rampal Inani, Anil Kumar Kabra, Dinesh Chandra Inani
Marketing	Rampal Inani, Apoorva Maheshwari, Susheel Kumar Inani
Dye-Chemical industry	Rampal Inani, Jagdish Chandra Inani, Vinod Kumar Inani
General management	Jagdish Chandra Inani, Rampal Inani, Susheel Kumar Inani, Dinesh Chandra Inani, Vinod Kumar Inani, Aditya Soni, Murli Atal.
Legal, including laws related to corporate governance	Anil Kumar Kabra, Murli Atal, Harsh Kabra, Rampal Inani, Vinod Kumar Inani, Susheel Kumar Inani



### 3. Audit Committee

#### **1. Terms of Reference-**

The terms of reference of this Committee include matters mandated in the Listing Regulations and Companies Act, 2013:

- i) Approving:
  - transactions with related parties and subsequent modifications thereof
- ii) Conducting:
  - pre-audit discussions with the Auditors regarding nature and scope of the audit and post-audit discussion to ascertain any areas of concern
  - valuation of undertakings or assets, wherever necessary
- iii) Formulating:
  - scope, functioning, periodicity and methodology for conducting the internal audit in consultation with the Internal Auditor
  - Code of Conduct and related matters
- iii) Reviewing:
  - adequacy of the internal audit function, including the structure of Internal Audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit
  - compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and verify that the systems for internal control are adequate and are operating effectively
  - the Auditors' independence, performance and effectiveness of the audit process
  - periodically with the Auditors the internal control systems, the scope of audit, including the observations of the Auditors and the Financial Statements before submission to the Board
  - the annual Financial Statements and Auditor's Report with the Management before submission to the Board for approval with particular reference to:

- a) any change in accounting policies and practices compliance with accounting standards
  - b) compliance with the stock exchanges and legal requirements concerning the Financial Statements disclosure of any related party transactions
  - c) going concern assumption
  - d) major accounting entries involving estimates based on exercise of judgement by the Management
  - e) matters required to be included in the Directors' Responsibility Statement for the Directors' Report
  - f) qualifications in the draft Audit Report
  - g) significant adjustments made in the Financial Statements arising out of audit findings
- with the Internal Auditors any significant findings and follow-up thereon, including findings of any internal investigations into matters where there is suspected fraud or irregularity or failure of the internal control systems of material nature and reporting such matters to the Board
  - financial reporting process and the disclosure of financial information to ensure that the Financial Statements are correct, credible and sufficient
  - compliance reports of all applicable laws as well as steps taken to rectify instances of non-compliances periodically
  - reasons for substantial defaults, if any, in the payment to the depositors, the debenture holders, the members (in case of non-payment of declared dividends) and creditors
  - the Financial Statements, in particular, investments made by unlisted subsidiary companies
  - the functioning of whistleblowing mechanism
  - the following information mandatorily:
    - a) appointment, removal and terms of remuneration of the Internal Auditor

- b) Internal Audit Reports relating to weaknesses in the internal control systems
  - c) Management Discussion and Analysis of financial condition and results of operations
  - d) management letters, letters of internal control weaknesses issued by the Statutory Auditors
  - e) statement of related party transactions submitted by the Management
- with the Management the statement of uses: applications of funds raised through an issue (public issue, rights issue, preferential issue, etc), the statement of funds utilised for the purposes other than those stated
- iv) Others:
- Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation, etc on the Company and the shareholders
  - Evaluating internal financial controls and risk management system
  - Recommending appointment, remuneration and terms of appointment of the Auditors and approval for payment for any other services
  - Scrutinising inter-corporate loans and investments
  - Carrying out any other function as mentioned in the terms of reference of the Audit Committee

**2. Composition of Audit Committee and details of the Members participation at the meetings of the committee are as under-**

<u>Name of the Director</u>	<u>Status</u>	<u>Nature of Directorship</u>
Anil Kumar Kabra	Chairman	Independent Director
Murli Atal	Member	Independent Director
Aditya Soni	Member	Independent Director
Susheel Kumar Inani	Member	Whole Time Director



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The following 4 meetings were held during the financial year 2022-23-

Date of Meeting	Number of Member	Total Attendance
28.05.2022	4	3
13.08.2022	4	3
14.11.2022	4	4
14.02.2023	4	3

Details of attendance-

Date of Meeting	Total Meetings eligible to attend	Attended
Anil Kumar Kabra	4	4
MurliAtal	4	2
AdityaSoni	4	3
Susheel Kumar Inani	4	4

### **4. Nomination and Remuneration Committee**

#### **1. Terms of Reference-**

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

**2. Composition of Nomination and Remuneration Committee and details of the Members participation at the meetings of the committee are as under-**

<u>Name of the Director</u>	<u>Status</u>	<u>Nature of Directorship</u>
Murli Atal	Chairman	Independent Director
Harsh Kabra	Member	Independent Director
Apoorva Maheshwari	Member	Independent Director

The following meeting were held during the financial year 2022-23-

<u>Date of Meeting</u>	<u>Number of Member</u>	<u>Total Attendance</u>
05.08.2022	3	2

Details of attendance-

<u>Date of Meeting</u>	<u>Total Meetings eligible to attend</u>	<u>Attended</u>
ApoorvaMaheshwari	1	0
MurliAtal	1	1
Harsh Kabra	1	1

**3. Remuneration Policy-**

Remuneration policy of the company is hosted on website of the company.  
(<http://www.srdyechem.com/investor-relations.asp>)

**4. Performance evaluation of Independent Director-the evaluation of expertise and independence of Independent director is done based on evaluation matrix of the company.**

## 5. Stakeholder's Relationship Committee

### **1. Terms of reference-**

- i. Considering and resolving grievances (including complaints related to non-receipt of annual report, non-receipt of declared dividends and transfer of shares) of security holders (including the shareholders, debenture holders and other security holders)
- ii. Resolving the grievances of the security holders related to general meetings, issue of new/ duplicate certificates (other than allotment), non-receipt of annual report, non-receipt of declared dividends and transfer, transmission of shares, etc.
- iii. Reviewing any other related matter, which the Committee may deem fit in the circumstances of the case, including the following:
  - a. Adherence to the service standards in respect to various services being rendered by the Registrar and Share Transfer Agent
  - b. Review of Change of name(s) of the members on share certificates
  - c. Consolidation of share certificates
  - d. Deletion of name(s) of guardian(s)
  - e. Deletion of name(s) from share certificates
  - f. Dematerialisation of shares
  - g. Issue of duplicate share certificates
  - h. Measures taken for effective exercise of voting rights by the shareholder(s)
  - i. Measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants, annual reports, statutory notices by the shareholder(s) of the Company
  - j. Rematerialisation of shares
  - k. Replacement of shares
  - l. Splitting-up of shares
  - m. Transfer of shares
  - n. Transmission of shares
  - o. Transposition of names



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**2. Composition including details of Non-executive director heading this committee-**

<u>Name of the Director</u>	<u>Status</u>	<u>Nature of Directorship</u>
Harsh Kabra	Chairman	Independent Director
Murli Atal	Member	Independent Director
Vinod Kumar Inani	Member	Whole Time Director

Two meeting (16.07.2022 and 23.01.2023) was held during the financial year 2022-23 with 100% participation of committee members.

- 3. Designated Compliance Officer-CS Aditi Babel and can be contacted at [cs@sr dyechem.com](mailto:cs@sr dyechem.com)**
- 4. Number of Shareholder's complaint received during the financial year-There was no complaint received during period under review.**
- 5. The Board notes the minutes of the Stakeholders Relationship Committee meetings.**

**6. CSR Committee-**

**1. Terms of reference-**

- i. Formulating and recommending the Corporate Social Responsibility (CSR) Policy to the Board
- ii. Indicating reasons to the Board in case the amount of expenditure is less than 2% of the average net profit in a given year
- iii. Monitoring the CSR Policy from time to time
- iv. Recommending the amount of expenditure to be incurred on the CSR activities, which may not be less than 2% of the average net profit of the last three years
- v. Formulating and recommending to the Board the annual action plan, which must include:
  - a) the list of CSR projects or programs that are to be undertaken
  - b) the manner of execution

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- c) the modalities of utilisation of funds and implementation schedules
- d) monitoring and reporting mechanism

**2. Composition of CSR Committee and details of the Members participation at the meetings of the committee are as under-**

<u>Name of the Director</u>	<u>Status</u>	<u>Nature of Directorship</u>
Aditya Soni	Chairman	Independent Director
Anil Kumar Kabra	Member	Independent Director
Jagdish Chandra Inani	Member	Whole Time Director

The following meeting were held during the financial year 2022-23-

<u>Date of Meeting</u>	<u>Number of Member</u>	<u>Total Attendance</u>
05/7/2022	3	3

Details of attendance-

<u>Date of Meeting</u>	<u>Total Meetings eligible to attend</u>	<u>Attended</u>
AdityaSoni	1	1
Anil Kumar Kabra	1	1
Jagdish Chandra Inani	1	1

The Board notes the minutes of the CSR Committee meetings.

**7. Risk Management Committee:** The provisions of Regulation 21(6) of SEBI(LODR) Regulations, 2015 and allied are not applicable on the company.

## 8. Meeting of Independent Directors:

A separate meeting of Independent Directors was held on March 01<sup>st</sup>, 2023 (without attendance of Non Independent Director(s)).

## 9. General Meetings of the Company

### **1. Annual General Meetings of Last 3 years-**

S.No.	Date	For the Financial Year	Address	Special Resolution Passed
1	31-08-2020	2019-20	SG-2730, Suwana, Bhilwara-311001, Rajasthan	Yes
2	25-08-2021	2020-21	SG-2730, Suwana, Bhilwara-311001, Rajasthan	Yes
3	19-09-2022	2021-22	SG-2730, Suwana, Bhilwara-311011, Rajasthan	NONE

### **2.Extra-Ordinary General Meetings during the year-**

S.No.	Date	Address	Ordinary/Special Resolutions (O.R./S.R.)
1	28.06.2022	SG-2730, Suwana, Bhilwara-311011, Rajasthan	1. INCREASE IN AUTHORISED SHARE CAPITAL (to Rs. 64.00 Crore)- O.R. 2. APPROVAL TO BONUS ISSUE OF EQUITY SHARES ON RIGHT ISSUE BASIS-S.R.

### **3.Special Resolution Passed through Postal Ballot:- None**

**10. Details in terms of sub section 12 of Section 197 and Section 134(3)(g) of the companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

Particulars	Status		
	Number of times		
i) Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year	if total remuneration of the Director is considered	if total remuneration of the Director, excluding variable pay and commission, is considered	
	APOORVA MAHESHWARI, Non Exe. Independent Director	0.01	0.01
	HARSH KABRA, Non Exe. Independent Director	0.01	0.01
	ADITYA SONI, Non Exe. Independent Director	0.01	0.01
	MURLI ATAL, Non Exe. Independent Director	0.01	0.01
	ANIL KUMAR KABRA, Non Exe. Independent Director	0.01	0.01
	ADITI BABEL, Company Secretary & Compliance Officer	0.12	0.12
	RAMPAL INANI, Managing Director	1.52	1.52
	JAGDISH CHANDRA INANI, Whole Time Director	1.52	1.52
	DINESH CHANDRA INANI, Whole Time Director	1.52	1.52
	VINOD KUMAR INANI, Whole Time Director	1.52	1.52
	SUSHEEL KUMAR INANI, Whole Time Director & CFO	1.52	1.52
	ii) Percentage increase in remuneration of the Directors, the Chief Executive Officer, the Chief Financial Officer and the Company Secretary, if any, in the financial year	Independent Directors:	
		APOORVA MAHESHWARI	(58.00)%
HARSH KABRA		6.00%	
ADITYA SONI		(26.00)%	
MURLI ATAL		(25.00)%	
ANIL KUMAR KABRA		1.00%	
Chairman and Managing Director:			
RAMPAL INANI		1%	
Whole-time Director:			
JAGDISH CHANDRA INANI		1%	
DINESH CHANDRA INANI	1%		

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	VINOD KUMAR INANI	1%
	Whole-time Director and Chief Financial Officer:	
	SUSHEEL KUMAR INANI	1%
	Company Secretary:	
	ADITI BABEL	20%
iii) Percentage increase in the median remuneration of employees in the financial year		10.19%
iv) Number of permanent employees on the rolls of the Company		9
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 explanation if there are any exceptional circumstances for increase in the managerial remuneration	<p>Average increase for Key Managerial Personnel(except Independent director) and for other employees was about 10%. There is no exceptional increase in remuneration of Key Managerial Personnel except as and otherwise reviewed in last AGM on 25.08.2021.</p> <p>The average percentile increase of all employees is as per plan sanctioned by Nomination committee in consideration with policy in this regard.</p> <p>Independent Director- have taken sitting fees for period under review. The maximum limit permitted by shareholder for attending a meeting is Rs. 2000 per meeting (Currently approved by board Rs. 600 per meeting)</p> <p>Whole Time Director- remuneration was sanctioned as per Board Resolution. There is no variable or extra-ordinary parameter differentiating remuneration; all whole time director are paid on same basis.</p> <p>Company Secretary and Compliance Office- Remuneration are increased in pursuance to remuneration policy.</p>	
vi) Affirmation that the remuneration is as per the Remuneration Policy of the Company	It is affirmed that the remuneration is as per the Remuneration Policy of the Company	
vii) Remuneration to Independent Director	Independent director are only paid sitting fees for meetings they attend. Company don't have any other pecuniary transaction with independent director. There terms of appointment is defined and is streamlined to criteria laid down on website of the company. No stock option or other benefit provided.	
viii) Remuneration of Other Director	The Executive Directors are paid remuneration in form of salary and other than this no separate allowance or benefit is segregated. No stock option or other benefit provided.	





## 11. Company's Policies-

### 1) Compliance

Compliance certificates confirming due compliance with statutory requirements are placed at the Board meeting for review by the Directors.

A system of ensuring material compliance with the laws, orders, regulations and other legal requirements concerning the business and affairs of the Company is in place.

Instances of non-compliance, if any, are also separately reported to the Board and subsequently rectified.

### 2) Code of Conduct

The Code of Conduct is available on the website of the Company at <http://www.srdyechem.com/investor-relations.asp> all the Directors and the Senior Management Personnel have affirmed their compliance with the Code of Conduct. A declaration to this effect signed by the Chairman and Managing Director forms a part of this report.

3) Prevention of sexual harassment of women at workplace Pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Rules, 2013, the Company has framed a policy on prevention of sexual harassment of women at workplace and constituted Internal Complaints Committee. There were no complaints received during 2022-23.

### 4) Related party transactions

The Company has formulated a Related Party Transactions Policy and the same is disclosed on the website of the Company at <http://www.srdyechem.com/investor-relations.asp>

### 5) Material' subsidiary companies

The Company has no subsidiary.

**6) Familiarisation programs**

The details of familiarisation programs imparted to Independent Directors are disclosed on the website of the Company at <http://www.srdyechem.com/investor-relations.asp>

**7) Whistle blowing Policy**

The Company has formulated a vigil mechanism (Whistle blowing Policy) and is displayed on the website of the Company at <http://www.srdyechem.com/investor-relations.asp>

**8) Commodity price risk or foreign exchange risk and hedging activities**

- i) Risk management policy on commodities, including through hedging  
The Company has in place a Risk Management Policy and mechanism to assess risks, periodically review it and steps are taken to mitigate the risks. The Company is a trading company; hence, no hedging of raw material is required. Hedging products are not available for the major chemicals purchased by the Company.
- ii) Exposure of the Company to commodity and commodity risks faced throughout the year: not applicable
- iii) Foreign exchange risks are tracked and managed within the risk management framework. Short-term foreign currency asset - liability mismatch is continuously monitored and hedged. The foreign exchange market is highly regulated and the Company ensures compliance with all the regulations.

## 12. Affirmation and disclosure

There were no materially significant related party transactions, pecuniary transactions or relationships between the Company and its Directors or the Management and their subsidiary companies or relatives, among others, during 2022-23 that may have a potential conflict with the interests of the Company at large.




There is no transaction in nature of Loans and advances to firms/companies in which directors are interested.

All details relating to financial and commercial transactions where the Directors may have a pecuniary interest are provided to the Board.

The interested Directors neither participate in the discussion nor vote on such matters.

The Company complied with the statutory provisions, rules and regulations relating to the capital markets during the last Four years and the stock exchanges or the Securities and Exchange Board of India or any statutory authority did not impose any penalties or strictures on the Company for the said period.

## 13. General Information to the share holder-

S. No.	Particulars	Details
1.	Annual General Meeting	<b>18<sup>th</sup> Annual General Meeting</b>  <b>23<sup>rd</sup> Day of September, 2023</b>  <b>02:00 PM</b>  <b>The meeting will be held through video conferencing</b>
2.	Financial Year	<b>April 01 to March 31</b>
3.	Record Date for Dividend	<b>18.09.2023</b>
4.	Dividend Payment Date	<b>Within 30 days , if declared at Annual General Meeting</b>

5.	<b>Listing on Stock Exchange</b>	<b>ISIN(for NSDL/CDSL)-</b> <b>INE01NE01012</b>  <b>BSE SYMBOL-SRD</b>  <b>SCRIP/STOCK CODE-542232</b> <small>*Listing Fee were duly paid till completion of FY 2022-23</small>
6.	<b>Registrar and Share Transfer Agent</b>	<b>Cameo Corporate Services Ltd,</b> Subramanian Building, 1, Club House Road,Chennai,Tamil Nadu, 600002 TEL- 044 - 28460425 FAX- 044 - 28460129 EMAIL AT- <a href="mailto:rdr@cameoindia.com">rdr@cameoindia.com</a> Website- <a href="http://www.cameoindia.com">www.cameoindia.com</a>
7.	<b>Share Transfer System</b>	All share transfer request is processed by RTA of the Company. Pursuant to Regulation 40(9) of the Regulations, certificates on a yearly basis were issued by the Company Secretary in practice for due compliance of share transfer formalities by the Company. Pursuant to the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, certificates were also received from the Company Secretary in practice for timely dematerialisation of the shares and for conducting the Secretarial Audit on a quarterly basis for reconciliation of the share capital of the Company. All the certificates were filed with the stock exchanges where the shares of the Company are listed.
8.	<b>Dematerialization of Shares and Liquidity</b>	The entire paid-up share capital of the Company is held by the members in demat mode as on March 31, 2023.
9.	<b>Correspondence Address and</b>	Corresponding address:

	<b>Other Address</b>	<p>Near Kamal Ka Kuwa, Bhilwara 311001, Rajasthan</p> <p>Mumbai Trade Office: 67, FLOOR- GRD, PLOT NO. 56, ASHOK CHAMBER, DEV JI RATANSI MARG, CHINCH BUNDER, Mumbai, Maharashtra, 400009</p>
<b>10.</b>	<b>Credit Ratings Obtained/Revised</b>	Not Applicable
<b>11.</b>	<b>Outstanding global depository receipts or american depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity</b>	Paid-up share capital of the Company comprises equity shares. It does not have any preference shares, outstanding American Depository Receipts, Global Depository Receipts, warrants or any convertible instruments.
<b>12.</b>	<b>Equity shares held by the Non-executive Directors</b>	None

### 14. Share price data and comparison with the BSE Sensex

The monthly high and low share prices of the Company in comparison with the BSE Sensex during 2022-23 are as under:

Month	Share price of the Company on BSE		BSE Sensex	
	High	Low	High	Low
Apr-22	332.3	162	58530.73	60845.1
May-22	434.4	271.5	56429.45	57184.21
Jun-22	559.8	419.3	55588.27	56432.65
Jul-22	510	121.55	52863.34	57619.27
Aug-22	155.05	122	57823.1	60411.2
Sep-22	194	155.8	58710.53	60676.12
Oct-22	175	144.5	57403.92	60786.7
Nov-22	162.45	131.5	61065.58	63303.01
Dec-22	142	122.5	63357.99	63583.07
Jan-23	139.85	125	60871.24	61343.96
Feb-23	160.5	105.8	60001.17	61682.25
Mar-23	150	115.2	59136.48	60498.48



**15. Distribution of shareholding as on March 31, 2023**
**1. Shareholdingwise**

Share or Debenture holding	Share / Debenture holders		Share Debenture holdings	
	Shares	Number % of total	Shares % of total	
1 - 100	13241	77.1575	442961	0.6924
101 - 500	3209	18.6993	703122	1.0991
501 - 1000	396	2.3075	285228	0.4459
1001 - 2000	156	0.9090	222457	0.3477
2001 - 3000	38	0.2214	97688	0.1527
3001 - 4000	15	0.0874	53823	0.0841
4001 - 5000	11	0.0640	48171	0.0753
5001 - 10000	25	0.1456	180873	0.2827
10001 - And Above	70	0.4079	61932457	96.8197
<b>Total :</b>	<b>17161</b>	<b>100.0000</b>	<b>63966780</b>	<b>100.0000</b>

**2. Category wise**

CLIENT TYPE	NSDL		CDSL		PHYSICAL		NSDL & CDSL & PHYSICAL		
	NO.OF HOLDERS	TOTAL POSITIONS	NO.OF HOLDERS	TOTAL POSITIONS	NO.OF HOLDERS	TOTAL POSITIONS	NO.OF HOLDERS	TOTAL POSITIONS	% OF HOLDINGS
Resident - Ordinary	3300	11989506	13603	2197071	0	0	16903	14186577	22.1780
Resident - Minor	0	0	4	1285	0	0	4	1285	0.0020
NRI - Repatriable	72	31015	18	7322	0	0	90	38337	0.0599
NRI - Non Repatriable	28	7363	10	1284	0	0	38	8647	0.0135
Corporate Body - Domestic	6	469564	7	5272	0	0	13	474836	0.7423
Corporate Body - Others	1	1	0	0	0	0	1	1	0.0000
Corporate Body - Limited Liability Partners	0	0	1	1633	0	0	1	1633	0.0025
Corporate Body - Stock Broker - Proprietar	1	1	0	0	0	0	1	1	0.0000
Clearing Member -	3	11905	2	44	0	0	5	11949	0.0186
Resident - HUF	31	2197688	53	23046	0	0	84	2220734	3.4716
Resident - HUF-Promoter	6	3558390	0	0	0	0	6	3558390	5.5628
Promoters -	5	17850522	0	0	0	0	5	17850522	27.9059
Promoters - Group Co	2	12102360	0	0	0	0	2	12102360	18.9197
Promoters - Group Individual	8	13511508	0	0	0	0	8	13511508	21.1226
<b>TOTAL</b>	<b>3463</b>	<b>61729823</b>	<b>13698</b>	<b>2236957</b>	<b>0</b>	<b>0</b>	<b>17161</b>	<b>63966780</b>	<b>100.0000</b>

**16. Means of Communication to the share holder-**

<b>S.No.</b>	<b>Particulars</b>	<b>Details</b>
<b>1.</b>	<b>Results &amp; Newspaper</b>	Quarterly, half-yearly and annual results of the Company were sent to the stock exchanges immediately after approval by the Board and published in The Business Remedies (Hindi) all editions and Financial Express(English) all editions. The results were published in accordance with the guidelines of the stock exchanges.
<b>2.</b>	<b>Website where displayed</b>	On the website of the Company: <a href="http://www.srdyechem.com">www.srdyechem.com</a> On the website of the stock exchange: 1. <a href="http://www.bseindia.com">www.bseindia.com</a>
<b>3.</b>	<b>Investor or Analyst Presentation</b>	No presentation was made to analysts . However, financial results along with investors' presentation, if any, are always circulated to the members through e-mail.
<b>4.</b>	<b>Official News releases</b>	Official news releases as and when issued are placed on the website of the Company.
<b>5.</b>	<b>Management Discussion and Analysis</b>	Management Discussion and Analysis is a part of the annual report.

**17. Other Disclosures-**

(a) Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years; - No such case found

(b) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements- the company is now listed on BSE main board and the report is as per Schedule V of SEBI (LODR), 2015. The



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company adopt the best practices to support rights of shareholders and other stakeholders.

(c) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A). - No such transaction where there during the period under review.

(d) a certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority. - attached as sub annexure to this report.

(e) Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof: - No such case found

(f) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.-refer to Note No. 22(b) to the balance sheet

**18. Declaration and affirmations-****a) Certification by the Chief Financial Officer**

Mr Rampal Inani, Chairman and Managing Director and Mr Susheel Kumar Inani, Whole-time Director and CFO, issued a certificate to the Board as prescribed under Regulation 17(8) of the Regulations.

The said certificate was placed before the Board at the meeting held on May 30<sup>th</sup>, 2023, in which the accounts for the year ended March 31, 2023, were considered and approved by the Board.

**b) Role of the Company Secretary in overall governance process**

The Directors have access to the suggestions and services of the Company Secretary in ensuring an effective functioning of the Board and its Committees. The Company Secretary administers, attends

and prepares minutes of the Board and the Committee proceedings in accordance with the statutory requirements as well as the norms of Corporate Governance.

**c) Details of compliance with the mandatory requirements and extent of compliance with non-mandatory requirements**

**i. Compliance with the mandatory requirements**

The Company complied with the mandatory requirements of Corporate Governance as specified in Regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Regulations.

**ii. Extent of compliance with the non-mandatory requirements**

The Company complies with the following non-mandatory requirements:

- Reporting of the Internal Auditor to the Audit Committee
- Unqualified Financial Statements

**d) Declaration by the Chairman and Managing Director**

In accordance with Schedule V of the Regulations with the stock exchanges, all the Directors and Senior Management Personnel have, respectively, affirmed compliance with the Code of Conduct as approved and adopted by the Board.

**For and on behalf of the Board of Directors of  
SHANKAR LAL RAMPAL DYE-CHEM LIMITED**

**PLACE-BHILWARA  
DATE-14/08/2023**

**Sd/-  
RAMPAL INANI  
CHAIRMAN & MANAGING DIRECTOR**



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**SUB ANNEXURE TO CORPORATE GOVERNANCE REPORT**

**CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

(pursuant to Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members of  
Shankar LalRampalDyechem Limited  
SG 2730, Suwana,  
Bhilwara-311011(Raj.)

I have examined the compliance of conditions of Corporate Governance by the company for the year ended March 31, 2023, as stipulated in Regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and Clause (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as 'SEBI Listing Regulations, 2015').

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination and verification of records was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015 and that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI, the Ministry of Corporate Affairs or any other statutory authority.

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

**DATE-11/08/2023**  
**PLACE-BHILWARA**  
**UDIN-F008688E000791360**

**FOR CS SANJANA JAIN**  
**(Company Secretaries)**

**Sd/-**

**CS Sanjana Jain**  
**COP-7217 M. No.- 8688**  
**Peer Reviewed vide Cert. No.-1328/2021**

## Annexure-III

### CORPORATE SOCIAL RESPONSIBILITY REPORT

#### Brief outline on CSR Policy, programs and scope of the Company

##### ❖ Policy

The company will volunteer its resources to the extent it can reasonably afford to contribute towards enhancing the quality of life, thereby the standard of living of people, particularly the marginalized sections of the society. Essentially, the indicative beneficiaries are the needy, who are living below the poverty line in rural or urban areas, particularly where the company is operating. The endeavour is to uplift them through the chosen programs (mentioned below) so that they can live with dignity and self-respect.

##### ❖ Programs and scope

The Company will take up projects and | or carry out activities under three broad programs:

- i) Education and Empowerment(specially girl child and needy),
- ii) Health and Relief (Specially Abled) and
- iii) Conservation and Infrastructure with varied scope of work.

##### ❖ Composition of the CSR Committee:

No.	Name of Directors	Designation   Nature of Directorship	Number of meetings held during the year	Number of meetings attended during the year
1.	AdityaSoni	Chairperson   Independent Director	1	1
2.	Anil Kumar Kabra	Member   Independent Director	1	1
3.	Jagdish Chandra Inani	Member   Whole time Director	1	1

##### ❖ Details of URL for disclosure of composition of the CSR Committee, CSR Policy and CSR projects on the website of the Company:

<http://www.srdyechem.com/investor-relations.asp>

##### ❖ The details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable : Not applicable

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- ❖ Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
<b>None</b>			

- ❖ Average net profit of the company as per section 135(5): 1677.58 Lakhs

- ❖ CSR Obligation:

a)	2% of average net profit of the Company as per Section 135(5)	33.55 Lakhs
b)	Surplus arising out of the CSR projects or programs or activities of the previous financial years	-
c)	Amount required to be set-off for the financial year	-
d)	Total CSR obligation for the financial year [a) + b) + c)]	33.55 Lakhs

- ❖ CSR Expenditure:

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

Total Amount Spent for the Financial Year. (inRs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
<b>34 Lakhs</b>	0	0	0	0	0

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(b) Details of CSR amount spent against ongoing projects for the financial year:

(1) Sl. No.	(2) Name of the Project.	(3) Item from the list of activities in Schedule VII to the Act.	(4) Local area (Yes/No).	(5) Location of the project.		(6) Project duration.	(7) Amount allocated for the project (in Rs.).	(8) Amount spent in the current financial year (in Rs.).	(9) Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).	(10) Mode of Implementation - Direct (Yes/No).	(11) Mode of Implementation - Through Implementing Agency	
				State.	District.						Name	CSR Registration number.
1.	ShriJagatbharti Education and Charitable Trust-Education	Schedule VII (ii) – Child Education, School/College Building Development, Infrastructure facilities, Educational assistance, etc.	Yes	India		N.A.	15.00 Lakhs	15.00 Lakhs	0	Yes	ShriJagatbharti Education and Charitable Trust	CSR0000 7065
2	Contribution for Promoting health care, sanitation and making available safe drinking water etc.	Schedule VII (i) – Eradicating hunger, poverty and malnutrition	Yes	India		N.A.	12.00 Lakhs	12.00 Lakhs	0	Yes	ABMM Maheshwari Relief Foundation	CSR0000 1475
3	Omkar AndhApang SamajikSanstha-Relief of Specially Abled	Schedule VII (iii) – Setting up homes for women and orphans etc.	Yes	India		N.A.	7.00 Lakhs	7.00 Lakhs	0	Yes	Omkar AndhApang Samajik Sanstha	CSR0000 3196
<b>Total</b>							34 Lakhs	34 Lakhs	0			

(c) Details of CSR amount spent against **other than ongoing projects** for the financial year:

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in schedule VII to the Act.	(4) Local area (Yes/No).	(5) Location of the project.		(6) Amount spent for the project (in Rs.).	(7) Mode of implementation - Direct (Yes/No).	(8) Mode of implementation - Through implementing agency.	
				State.	District.			Name.	CSR registration number.
<b>None</b>									

(d) Amount spent in Administrative Overheads: None, the CSR fund is allocated to recognized NGO.

(e) Amount spent on Impact Assessment, if applicable: Not applicable

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(f) Total amount spent for the Financial Year (8b+8c+8d+8e): 34 Lakhs

(g) Excess amount for set off, if any

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	33.55 Lakhs
(ii)	Total amount spent for the Financial Year	34 Lakhs
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.45 Lakhs
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil*

\*As per management excess amount of CSR expenditure found negligent and hence no set off is considered.

❖ (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs.)	Date of transfer.	
Nil							

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1) Sl. No.	(2) Project ID.	(3) Name of the Project.	(4) Financial Year in which the project was commenced.	(5) Project duration.	(6) Total amount allocated for the project (in Rs.)	(7) Amount spent on the project in the reporting Financial Year (in Rs.)	(8) Cumulative amount spent at the end of reporting Financial Year. (inRs.)	(9) Status of the project - Completed /Ongoing.
Nil								



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- ❖ In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year:

S.No.	Detail	Name of the asset
a)	Date of creation or acquisition of the capital asset(s)	-
b)	Amount of CSR spent for creation or acquisition of the capital asset	-
c)	Details of the entity or public authority or beneficiary under whose name such capital asset(s) is   are registered, their addresses, etc.	-
d)	Details of the capital asset(s) created or acquired (including complete address and location of the capital asset)	-

- ❖ 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

Sd/-  
(Rampal Inani)  
DIN-00480021  
Chairman & Managing Director

Sd/-  
(Aditya Soni)  
DIN-08590851  
Chairman CSR Committee



## Annexure-IV

### AOC-2

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

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

Sl No.	Particulars	Amount (₹Rs.)
1	<b>Details of contracts or arrangements or transactions not at arm's length basis</b>	NIL
(a)	Name(s) of the related party and nature of relationship	
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts/arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	date(s) of approval by the Board	
(g)	Amount paid as advances, if any:	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	
2	<b>Details of material contracts or arrangement or transactions at arm's length basis</b>	No new material related party transaction entered.



**INDEPENDENT AUDITORS' REPORT**

**To the Members of  
Shankarlal Rampal Dye Chem Limited**

**Report on the Audit of the Financial Statements**

**Opinion**

We have audited the accompanying Financial statements of Shankarlal Rampal Dye Chem Limited (“the Company”), which comprise the Balance Sheet as at March 31, 2023, 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 a summary of the 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 financial statements give the information required by 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, (“IndAs”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

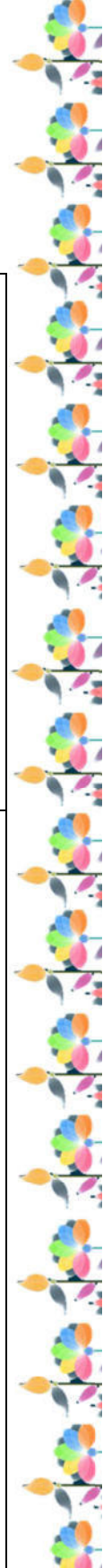
We conducted our audit of the Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (“the act”). Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made 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 audit opinion on the financial statements.



**Key Audit Matters**

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

<b>Key Audit Matter</b>	<b>How the matter was addressed in our audit</b>
<p><b><u>1.Valuation of Inventories</u></b></p> <ul style="list-style-type: none"><li>• The net carrying value of inventory as on 31st March, 2023 is 9.44 % of Total Assets of the company.</li><li>• Sales in the industry can be extremely volatile with consumer demand changing significantly (Seasonal) based on current trends. As a result, there is a risk that the carrying value of inventory exceeds its net realisable value.</li></ul> <p>Hence, we determined the valuation of inventories as a key audit matter.</p> <p><u>Related Disclosures:</u> Please refer to Note for details of the accounting policies of inventories and Note-4 of Notes to Financial Statements for relevant disclosures of inventories.</p>	<p><u>Our audit procedure:</u></p> <ul style="list-style-type: none"><li>• We have performed the Inventory physical stock count on sample basis. We performed inventory counts at location, which is selected based on financial significance and risk and we performed the following procedures at each site:<ul style="list-style-type: none"><li>(i) Selected a sample of inventory items and compared the quantities we counted to the quantities recorded.</li><li>(ii) Observed a sample of management's inventory count procedures to assess compliance with Company's policy, and</li><li>(iii) Made inquiries regarding obsolete inventory items and inspected the condition of items counted.</li></ul></li><li>• We have also evaluated a selection of controls over inventory existence across the company.</li><li>• Examining the Company's historical trading patterns of inventory sold at full price and inventory sold below full price, together with the related margins achieved for each product lines in order to gain comfort that stock has not been sold below cost.</li><li>• Evaluating the rationality of the inventory policies such as the policy of inventory valuation and provision for obsolescence and</li></ul>



	<p>understanding whether the valuation of inventory was performed in accordance with the Company's policy.</p> <ul style="list-style-type: none"><li>• Analyzing the inventory aging report and net realizable value of inventories.</li><li>• Inspecting the post period sales situation and evaluating the net realizable value of measurement applied on aging inventory in order to verify the evaluation accuracy of the estimated inventory allowance by the Company and</li><li>• Assessing whether the disclosures of provision for inventory valuation are appropriate.</li></ul>
<p><b><u>2. Trade Receivables</u></b></p> <ul style="list-style-type: none"><li>• The recoverability of trade receivables and the level of provisions for doubtful debts are considered to be a significant risk due to the pervasive nature of these balances to the financial statements, and the importance of cash collection with reference to the working capital management of the business.</li><li>• At 31st March, 2023 the trade receivables balances (net of provisions) consist of 60.33 % of the total amount of assets. Accordingly, we determined audit of trade receivables as the key audit matter.</li></ul> <p><u>Related Disclosures:</u> Please refer to Note-5 of Notes to Financial Statements for relevant disclosures of Trade Receivables.</p>	<p><u>Our Audit Procedure:</u></p> <ul style="list-style-type: none"><li>• Assessed the design and implementation of key controls around the monitoring of recoverability.</li><li>• Discussed with the management regarding the level and ageing of trade receivables, along with the consistency and appropriateness of receivables provisioning by assessing recoverability with reference to amount received in respect of trade receivables.</li><li>• In addition, we have considered the company's previous experience of bad debt exposure and the individual counter-party credit risk.</li><li>• Tested these balances on a sample basis through agreement to post period end invoicing and cash receipt.</li><li>• The accuracy and completeness was verified through, analytical reviews and balance confirmation.</li><li>• Analyzing the aging schedule of trade</li></ul>



	receivable, past collection records, industry boom and concentration of customers' credit risk.
<p><b><u>3. Revenue Recognition</u></b></p> <p>• Revenue is an important measure used to evaluate the performance of the Company. There is a risk that the revenue is presented for amounts higher than what has been actually generated by the Company. Consequently, we considered revenue recognition to be a significant key audit matter.</p> <p><u>Related Disclosures:</u> Please refer to Note-1 of the accounting policies for details of the accounting policies of revenue recognition and Note- 17 of Notes to Financial Statements.</p>	<p><u>Our audit procedure:</u></p> <ul style="list-style-type: none"><li>• Assessing the design, implementation existence and operating effectiveness of internal control procedures implemented as well as test of details to ensure accurate processing of revenue transactions.</li><li>• Inspecting underlying documentation for any book entries which were considered to be material on a sample basis.</li><li>• Inspecting the key terms and conditions of agreements with major customers on a sample basis to assess if there were any terms and conditions that may have affected the accounting treatment of the revenue recognition.</li><li>• The accuracy and completeness of revenue was verified through, cut-off test, analytical reviews and balance confirmation.</li></ul>

**Information Other than the Financial Statements and Auditor’s Report Thereon**

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexures to Board’s Report, Corporate Governance and Shareholder’s Information, but does not include the financial statements and our auditor’s report thereon. The other information as identified above is expected to be made available to us after the date of this auditor’s report.



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

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

When we read the other information as identified above, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these 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 IndAS 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 the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error

In preparing 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.

Those Board of Directors are 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 skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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 those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

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

- 1) As required by the Companies (Auditor's Report) Order, 2020 ("the order) issued by the Central Government in terms of Section 143(11) of the act, we give in "Annexure I" a statement on the matters specified in paragraph 3 and 4 of the Order
- 2) As required by section 143(3) of the Act, based on our audit we report:
  - (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (b) In our opinion and to the best of our information and according to the explanations given to us, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books;





# ALOK PALOD & CO.

## CHARTERED ACCOUNTANTS

- (c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes 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 financial statements comply with the IndAS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014
- (e) On the basis of written representations received from the directors, as on March 31, 2023 and taken on record by the Board of Directors, none of the Directors are disqualified as on March 31, 2023, from being appointed as a director in terms of section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to Annexure 'II' to this report.
- (g) With respect to the other matter to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

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

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
  - ii. The Company did not have any long term contracts including derivative contracts, for which there were any material foreseeable losses.
  - iii. There are no amounts which are 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 (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company



(“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

v. As stated in Note-28 to the financial statements

(a) The final dividend proposed in the previous year , declared and paid by Company during the year is in accordance with section 123 of the act, as applicable

(b) No Interim dividend declared and paid by the company during the year.

(c) The Board of Director of the company may propose final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed shall be accordance with section 123 of the Act, as applicable.

(d) As proviso to rule 3(1) of the Companies (Accounts) Rules,2014 is applicable for the company only w.e.f. April 1,2023, reporting under clause 11(g) of the Companies (Audit and Auditors) Rules,2014 is not applicable.

**For Alok Palod & Company.**

Chartered Accountants

Firm Regn. No 018061C

**SD/-**

**Alok Palod**

Partner

Membership No.- 417729

Place: Bhilwara

Date: 30<sup>th</sup> May, 2023

UDIN-23417729BGYXDN4430



## **ANNEXURE 'I' TO THE INDEPENDENT AUDITOR'S REPORT**

Annexure referred to in Para 1 of Report on Other Legal and Regulatory requirements of Independent Auditor's Report to the members of the **Shankar Lal Rampal Dye Chem** Limited on the standalone financial statements for the year ended 31<sup>st</sup> March, 2023 we report that,

- i. In respect of Property, Plant & Equipment and Intangible Assets
  - (a)
    - (A) The Company has maintained proper records showing full particulars, including quantitative details and the situation of its Property, Plant & Equipment
    - (B) The Company does not have any intangible assets.
  - (b) The Company has a regular program of physical verification of its property, plant & equipment by which these are verified in a phased manner by the management during the year, which is in our opinion is reasonable, having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.
  - (c) According to information and explanation given to us and based on our verification, the title deeds of immovable properties are held in the name of the company.
  - (d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
  - (e) Based on the information and explanations given to us and as represented by the person those charge with governance, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii. (a) As per the information and explanations given to us, the Company's management has carried out physical verification of inventory at reasonable intervals and in our opinion the coverage and procedure of such verification by the management is appropriate. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed.



# ALOK PALOD & CO.

## CHARTERED ACCOUNTANTS

(b) The company has not sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. Based on the information and explanation given to us and as represented by the person those charge with governance, we have not noticed any material variations in the quarterly returns or statements filed by the company with such banks or financial institutions with the books of account of the Company.

iii. During the year, the company has not made any investments in, provided guarantee or security or granted any loans or advances in the nature of loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.

- (a) No loans and advances in the nature of loan given by the company, hence clause 3(iii)(a) is not applicable.
- (b) Company has not made any investments, no guarantees provided, no security given hence clause 3(iii)(b) is not applicable.
- (c) No loans and advances in the nature of loan given by the company, hence reporting under clause 3(iii)(c) is not applicable.
- (d) No loans and advances in the nature of loan given by the company, hence reporting under clause 3(iii)(d) is not applicable.
- (e) No loans and advances in the nature of loan given by the company, hence reporting under clause 3(iii)(e) is not applicable.
- (f) The company has not any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment hence reporting under clause 3(iii)(f) is not applicable.

iv. The Company has not granted any loans, made any investments, given any guarantees, and security, secured or unsecured to any companies, firms, limited liability partnership or other parties covered in register maintained under Section 189 of The Companies Act, 2013. Hence the clause 3(iv) of the Order is not applicable.



# ALOK PALOD & CO.

## CHARTERED ACCOUNTANTS

- v. The company has not accepted deposits from the public within the meaning of Sections 73 to 76 of the Companies Act, 2013 and the rules made there under, hence this clause is not applicable.
- vi. We have broadly reviewed the accounts and records maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act read with Companies (Cost Records & Audit) Rules, 2014 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have not, however, made detailed examination of the records with a view to determine whether they are accurate and complete.
- vii. According to the information and explanations given to us, in respect of statutory dues :
- (a) Undisputed statutory dues including provident fund, employee state insurance, income tax, GST, custom duty, cess and other statutory dues have generally been regularly deposited with the appropriate authorities and there are no undisputed dues outstanding as on 31st March, 2023 for a period of more than six months from the date they became payable.
  - (b) There is no of dues of Income Tax, Goods and Service Tax, Sales Tax, Service Tax, Excise Duty and Value Added Tax which have not been deposited as at March 31, 2023 on account of dispute .
- viii. There are no transactions which are not recorded in the books of accounts. Hence reporting under the clause 3 (viii) of the CARO is not applicable.
- ix. .
- (a) The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender accordingly reporting under clause 3(ix)(a) is not applicable.
  - (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
  - (c) The company has not obtained money by way of term loans during the year ,hence reporting under clause 3(ix)(c) is not applicable



# ALOK PALOD & CO.

## CHARTERED ACCOUNTANTS

- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the company, 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, associates or joint ventures.
- (f) According to the information explanations given to us and procedures performed by us, we report that the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x. (a) The company has not raised money by way of Initial Public Offer / further public offer (including debt instruments), hence reporting under clause (x) of 'the Order' is not applicable.
- (b) In our opinion and according to the information and explanations given to us, the company has not raised funds by way of preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) hence reporting under clause (x)(b) of 'the Order' is not applicable.
- xi. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no material fraud by the company or any fraud on the company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- (c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.
- xii. The Company is not a Nidhi Company and hence reporting under clause xii(a), xii(b), xii(c) of the Order is not applicable to the Company.
- xiii. The Company has complied with Section 177 and 188 of the Companies Act, 2013 where



# ALOK PALOD & CO.

## CHARTERED ACCOUNTANTS

applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.

- xiv. (a) In our opinion and based on our examination the company has an internal audit system commensurate with the size and nature of its business.”  
(b) We have considered the internal audit reports of the company issued till date, for the period under audit.
- xv. The Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934).  
(b) Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (COR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.  
(c) Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, accordingly this clause is not applicable.  
(d) Company does not have CIC as part of the Group.
- xvii. Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly this clause is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the 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 company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a



# ALOK PALOD & CO.

## CHARTERED ACCOUNTANTS

period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

- xx. (a) There is no unspent amount in respect of CSR accordingly this clause is not applicable.
- xxi. Since this report is in relation to stand alone financial statements accordingly this clause is not applicable.

**For Alok Palod & Company.**

Chartered Accountants  
Firm Regn. No 018061C

**SD/-**  
**Alok Palod**  
Partner  
Membership No.- 417729

Place: Bhilwara  
Date: 30<sup>th</sup> May, 2023  
UDIN-23417729BGYXDN4430





**Annexure “II” forming part of Independent Auditor’s Report**

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

We have audited the internal financial controls with reference to financial statements of Shankarlal Rampal Dye Chem LIMITED (“the Company”) as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

The Company’s management is responsible for establishing and maintaining internal financial controls with reference to financial statements 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 Act.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to 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, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to 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 system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

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

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

### **Inherent Limitations of Internal financial controls with reference to 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 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 with reference to financial statements and such internal financial controls with reference to IndAS financial statements were operating effectively as at March 31, 2023, based on the internal financial controls with reference to IndAS 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 Alok Palod & Company.**

Chartered Accountants  
Firm Regn. No 018061C

**SD/-**

**Alok Palod**

Partner

Membership No.- 417729

Place: Bhilwara

Date: 30<sup>th</sup> May, 2023

UDIN-23417729BGYXDN4430

**SHANKARLAL RAMPAL DYE CHEM LIMITED**  
**CIN: L24114RJ2005PLC021340**  
**BALANCE SHEET AS AT 31<sup>st</sup> MARCH 2023**

All figures appearing in the  
Financial Statements shall be  
rounded off as below:  
(In lacs)

	Particulars	Note No.	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
	<b>ASSETS</b>			
<b>(1)</b>	<b>Non-Current Assets</b>			
	(a) Property, Plant and Equipment	2	85.72	63.34
	(b) Capital work-in-progress		-	-
	(c) Other Intangible Assets		-	-
	(d) Deferred tax assets (Net)	11	-	-
	(e) Other non-current assets	3	0.50	0.50
	<b>Total Non-Current Assets (A)</b>		<b>86.22</b>	<b>63.84</b>
<b>(2)</b>	<b>Current Assets</b>			
	(a) Inventories	4	1,038.72	627.61
	(b) Financial Assets			
	(i) Trade Receivables	5	6,639.64	7,600.89
	(ii) Cash and Cash equivalents	6	857.90	53.78
	(iii) Other Bank balances	6A	3.19	2.00
	(iv) Other Financial Assets		-	-
	(c) Current Tax Assets (Net)	7	72.38	20.94
	(d) Other Current Assets	8	2,306.88	2,153.89
	<b>Total Current Assets (B)</b>		<b>10,918.72</b>	<b>10,459.11</b>
	<b>Total Assets (A+B)</b>		<b>11,004.95</b>	<b>10,522.95</b>
	<b>EQUITY AND LIABILITIES</b>			
	<b>Equity</b>			
	(a) Equity Share Capital	9	6,396.68	2,132.23
	(b) Other Equity	10	2,839.61	5,545.11
	<b>Total Equity (A)</b>		<b>9,236.29</b>	<b>7,677.34</b>
	<b>LIABILITIES</b>			
<b>(1)</b>	<b>Non-Current Liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowing		-	-
	(ii) Other financial liabilities		-	-
	(b) Provisions		-	-
	(c) Deferred tax liabilities (Net)	11	0.52	0.30
	<b>Total Non-Current Liabilities (B)</b>		<b>0.52</b>	<b>0.30</b>
<b>(2)</b>	<b>Current Liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowing	12	1,584.79	2,074.61
	(ii) Trade payables	13		
	- Due to Micro & Small Enterprises		10.10	14.84
	- Due to Others		149.15	656.18
	(iii) Other financial liabilities	14	0.04	0.00
	(b) Other current liabilities	15	24.06	99.67
	(c) Provisions		-	-
	(d) Current Tax Liabilities (Net)	16		
	<b>Total Current Liabilities (C)</b>		<b>1,768.14</b>	<b>2,845.31</b>
	<b>Total Liabilities (B+C)</b>		<b>1,768.66</b>	<b>2,845.61</b>
	<b>Total Equity and Liabilities (A+B+C)</b>		<b>11,004.95</b>	<b>10,522.95</b>

**Significant Accounting Policy  
Disclosures and Additional informations**

In terms of our report of even date

**FOR ALOK PALOD & COMPANY**

Chartered Accountants

FRN - 018061C

sd/-

**(ALOK PALOD)**

Partner

M. NO. 417729

Place : Bhilwara

Date : 30.05.2023

1  
23-45

For and on behalf of the Board

sd/-

**(RAMPAL INANI)**

(MANAGING DIRECTOR)

(DIN-00480021)

sd/-

**(SUSHEEL KUMAR INANI)**

(CFO/DIRECTOR)

(DIN-02928254)

(PAN-AACPI5846C)

sd/-

**(VINOD KUMAR INANI)**

(DIRECTOR)

(DIN-02928272)

sd/-

**(Aditi Babel)**

(COMPANY SECRETARY &

COMPLIANCE OFFICER)

(PAN-CQMPB1513K)

**SHANKARLAL RAMPAL DYE CHEM LIMITED**  
**CIN: L24114RJ2005PLC021340**  
**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2023**

(In Lacs)

	Particulars	Note No	For the Year ended 31 <sup>st</sup> March 2023	For the Year ended 31 <sup>st</sup> March 2022
I	Revenue from Operations	17	32,344.91	30,328.96
II	Other Income	18	47.71	3.62
III	<b>Total Income (I+II)</b>		32,392.62	30,332.59
IV	<b>Expenses</b>			
	Cost of Materials Consumed		-	-
	Purchase of Stock in trade		29,345.80	25,910.39
	Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-Trade	19	(411.12)	30.20
	Employee Benefits Expense	20	421.56	417.86
	Finance Cost	21	110.41	141.91
	Depreciation & Amortisation Expense	2	7.02	5.18
	Other Expenses	22	789.31	246.79
	<b>Total Expenses (IV)</b>		30,262.98	26,752.33
V	Profit before Exceptional Items & Tax		2,129.64	3,580.25
VI	Exceptional Items		-	-
VII	<b>Profit/(Loss) Before Tax (V-VI)</b>		2,129.64	3,580.25
VIII	Tax Expenses			
	1. Current Tax		535.80	908.26
	2. Earlier Year Provision Written Back		2.69	(34.69)
	3. Deferred Tax		0.22	0.25
IX	<b>Profit/(Loss) for the period from continued operations After Tax (VII-VIII)</b>		1,590.94	2,706.44
X	<b>Other Comprehensive Income</b>			
	<b>Items that will not be reclassified to profit or loss (Net of Tax)</b>			
	<b>Net Items that will not be reclassified to profit or loss (Net of Tax)</b>		-	-
	<b>Items that will be reclassified to profit or loss (Net of Tax)</b>			
	<b>Net Items that will be reclassified to profit or loss (Net of Tax)</b>		-	-
	<b>Total Other Comprehensive Income for the year, net of Income Tax</b>		-	-
XI	<b>Total Comprehensive Income for the period (IX+X)</b>		-	-
XII	<b>Earning per equity share</b>			
	<b>(1) Basic ( Adjusted)</b>		<b>2.49</b>	<b>4.23</b>
	<b>(2) Diluted (Adjusted)</b>		<b>2.49</b>	<b>4.23</b>

<p><b>Significant Accounting Policy</b></p> <p><b>Disclosures and Additional informations</b></p> <p>In terms of our report of even date</p> <p><b>FOR ALOK PALOD &amp; COMPANY</b> Chartered Accountants FRN - 018061C</p> <p>sd/- <b>(ALOK PALOD)</b> Partner M. NO. 417729</p> <p>Place : Bhilwara Date : 30.05.2023</p>	<p><b>1</b> <b>23-45</b></p>	<p>For and on behalf of the Board</p> <p>sd/- <b>(RAMPAL INANI)</b> (MANAGING DIRECTOR) (DIN-00480021)</p> <p>sd/- <b>(SUSHEEL KUMAR INANI)</b> (CFO/DIRECTOR) (DIN-02928254) (PAN-AACP15846C)</p>	<p>sd/- <b>(VINOD KUMAR INANI)</b> (DIRECTOR) (DIN-02928272)</p> <p>sd/- <b>Aditi Babel</b> (COMPANY SECRETARY &amp; COMPLIANCE OFFICER) (PAN-CQMPB1513K)</p>
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**SHANKARLAL RAMPAL DYE CHEM LIMITED**  
**CIN: L24114RJ2005PLC021340**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023**

(In Lacs)

Particulars	For the Year ended 31st March 2023	For the Year ended 31 <sup>ST</sup> March 2022
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit Before Tax & Exceptional Items	2,129.64	3,580.25
<b>Adjustments for :-</b>		
Depreciation	7.02	5.18
Interest Expenditure	104.16	134.24
Loss/ (Profit) on sale of Property, Plant & Equipment	-	-
Actuarial (loss)/gains on Defined Benefit Obligations	-	-
<b>Operating Profit Before Working Capital Changes (1)</b>	<b>2,240.82</b>	<b>3,719.67</b>
<b>Adjustments for :-</b>		
Decrease/( Increase) Inventories	(411.12)	30.20
Decrease/ (Increase) Trade Receivables	961.25	(4,447.52)
Decrease/ (Increase) Other Current & Non Current Assets	(205.62)	(602.94)
Increase/(Decrease) Current & Non Current Liabilities	(587.35)	473.07
<b>Total Adjustments (2)</b>	<b>(242.85)</b>	<b>(4,547.18)</b>
<b>Cash Generated from Operations (1-2)</b>	<b>1,997.97</b>	<b>(827.51)</b>
Less : Taxes Paid	538.48	873.57
<b>Net Cash Generated from Operating Activities (A)</b>	<b>1,459.49</b>	<b>(1,701.08)</b>
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Property, Plant & Equipment	(29.40)	(9.53)
Capital WIP including Capital Advances	-	-
Sale of Property, Plant & Equipment	-	-
<b>Net Cash Generated/(used) in Investing Activities (B)</b>	<b>(29.40)</b>	<b>(9.53)</b>
<b>(C) CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Proceeds from /(Repayment) of Short Term Borrowing (Net)	(489.82)	824.48
Proceeds from Issue of share capital	-	-
Proceeds from Issue of share premium	-	-
Proceeds from Long Term Borrowings	-	-
Repayment of Long Term Borrowings	-	-
Interest Paid	(104.16)	(134.24)
Dividend Paid	(31.98)	(10.66)
TDS on Dividend Paid	-	-
<b>Net Cash Generated/(used) From Financing Activities (C)</b>	<b>(625.96)</b>	<b>679.57</b>
<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalent (A+B+C)</b>	<b>804.12</b>	<b>(1,031.04)</b>
Opening Balance of Cash & Cash Equivalent	53.78	1,084.81
<b>Closing Balance of Cash &amp; Cash Equivalent</b>	<b>857.90</b>	<b>53.78</b>

Cash and cash equivalents consist of cheques, drafts, stamps in hand, balances with banks and deposits with original maturity of upto three months.

Reconciliation of cash and cash equivalents: Cash and cash equivalents

Previous year figures have been regrouped/rearranged wherever considered necessary.

In terms of our report of even date

**FOR ALOK PALOD & COMPANY**

Chartered Accountants

FRN - 018061C

sd/-

**(ALOK PALOD)**

Partner

M. NO. 417729

Place : Bhilwara

Date : 30.05.2023

For and on behalf of the Board

sd/-

**(RAMPAL INANI)**

(MANAGING DIRECTOR)

(DIN-00480021)

sd/-

**(SUSHEEL KUMAR INANI)**

(CFO/DIRECTOR)

(DIN-02928254)

**(PAN-AACPI5846C)**

sd/-

**(VINOD KUMAR INANI)**

(DIRECTOR)

(DIN-02928272)

sd/-

**Aditi Babel**

(COMPANY SECRETARY &

COMPLIANCE OFFICER)

(PAN-CQMPB1513K)

**SHANKARLAL RAMPAL DYE CHEM LIMITED**  
**CIN: L24114RJ2005PLC021340**  
**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH 2023**

**A. Equity Share Capital**

Particular	As At 31st March 2023		As At 31st March 2022	
	In Rs.	Number	In Rs.	Number
<b>Equity Share Capital</b>				
Balance at the beginning of reporting period	2,132.23	213.22	1,066.11	106.61
Add: Shares issued during the year	4,264.45	426.45	1,066.11	106.61
<b>Balance at the closing of reporting period</b>	<b>6,396.68</b>	<b>639.67</b>	<b>2,132.23</b>	<b>213.22</b>

**B. Other Equity**

Particular	Reserves & Surplus				Other Reserves	Total
	Capital Redemption Reserve	Securities Premium	General Reserve	Retained Earning	Effective Portion of Cash Flow Hedge Reserve	
<b>Balance as at 1st April 2022</b>	-	2,600	-	1,315	-	3,915
Profit for the year ended on 31st March 2021				2,706		2,706
<b>Other Comprehensive Income/ (Expenses) (OCI)</b>						
(a) Remeasurement of Defined Benefit obligation (Net of Tax)				-		-
(b) Adjustment for Effective portion of Cash Flow Hedge (Net of Tax)					-	-
Dividends				(11)		(11)
Security Premium		(1,066)				(1,066)
Transfer to General Reserve						-
<b>Balance as at 31st March 2022</b>	-	1,534	-	4,011	-	5,545
Profit for the year ended on 31st March 2022				1,591		1,591
<b>Other Comprehensive Income/ (Expenses) (OCI)</b>						
(a) Remeasurement of Defined Benefit obligation (Net of Tax)				-		-
(b) Adjustment for Effective portion of Cash Flow Hedge (Net of Tax)					-	-
Dividends				(32)		(32)
Security Premium		(1,534)				(1,534)
bonus shares issued (refer to note no. 9A)				(2,731)		(2,730.57)
<b>Balance as at 31st March 2023</b>	-	-	-	2,840	-	2,840

**Note 2 : Property, Plant and Equipment**

Particulars	Gross Block			Depreciation					Net Block		
	As at 1st April 2022	Addition	Deduction	As at 31st March 2023	As at 1st April 2022	For the year	Deduction	Ind As Adjustment	As at 31st March 2023	As at 31st March 2023	As at 1st April 2022
<b>Tangible Assets</b>											
Office Equipments and Computer	15.38	2.11		17.48	10.39	2.41			12.80	4.68	4.98
Vehicle	33.72	19.87		53.59	12.78	4.17			16.95	36.65	20.94
Land	27.44			27.44						27.44	27.44
Building	10.60	7.42		18.02	0.62	0.43			1.06	16.96	9.98
<b>Total</b>	<b>87.13</b>	<b>29.40</b>		<b>116.53</b>	<b>23.79</b>	<b>7.02</b>			<b>30.81</b>	<b>85.72</b>	<b>63.34</b>
Previous Year	80.55	3.34	6.28	77.60	19.96	4.62	5.97		18.61	58.99	60.59

2.1 All Property, Plant and Equipments mentioned above having net block of ` 85.72'/- (Previous Year -'63.33'/-).



<b>Note 3 : Other Non Current assets</b>		
	-	-
<b>Particulars</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
Security Deposits	0.50	0.50
<b>Total</b>	<b>0.50</b>	<b>0.50</b>
<b>Current Assets</b>		
<b>Note 4 : Inventories</b>		
(At cost or realisable value, whichever is lower)		
<b>Particulars</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
Dye & chemicals	1,038.72	627.61
<b>Total</b>	<b>1,038.72</b>	<b>627.61</b>
<b>Note 5 : Current Financial Assets - Trade Receivable</b>		
<b>Particulars</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
Secured		
Considered Good	-	-
Unsecured		
Considered Good	6,639.64	7,600.89
Considered Doubtful	-	7.31
Less : - Impairment Allowance for Doubtful debts	-	7.31
Net	-	-
<b>Total</b>	<b>6,639.64</b>	<b>7,600.89</b>
<b>Note 5.1 Ageing and other information has been depicted in Note no. 29</b>		
<b>Note 6 : Current Financial Assets - Cash and Cash Equivalents</b>		
-		
<b>Particulars</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
Cash in Hand	4.40	4.12
Balance with Banks in :		
Current Accounts	853.50	49.65
<b>Total</b>	<b>858</b>	<b>54</b>



**Note 6A : Current Financial Assets - Bank Balances other than Cash and Cash Equivalents**

<b>Particulars</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
Unclaimed Dividend	0.04	0.00
Fixed Deposit	3.00	2.00
Accrued Interest on FDR	0.16	
<b>Total</b>	<b>3.19</b>	<b>2.00</b>

6.1) Fixed Deposits are maturing with in 12 months.

6.2) Deposits with banks pledged with banks against guarantees

**Note 7: Current Tax Assets**

<b>Particulars</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
Advance Income Tax (Net)	72.38	20.94
<b>Total</b>	<b>72.38</b>	<b>20.94</b>

**Note 8 : Other Current Assets**

-

<b>Particulars</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
Advances to Suppliers	2,007.91	2,034.02
prepaid expenses	0.41	0.45
Income Tax Refundable	46.15	46.15
Rodtap Script balance	3.27	58.85
Custom Duty	-	14.42
GST Receivables	233.66	
Duty Drawback Receivable	13.64	
GST Deposited under appeal	1.84	
<b>Total</b>	<b>2,306.88</b>	<b>2,153.89</b>

**Equity****Note 9 : Share Capital**

Particular	As at 31st March 2023	As at 31st March 2022
<b>Authorised :</b>		
64000000 (Previous Year -22000000) Equity Shares of Rs. 10/-each	6,400.00	2,200.00
<b>Total</b>	<b>6,400.00</b>	<b>2,200.00</b>
<b>Issued, Subscribed &amp; Fully Paid up :</b>		
63966780 (Previous Year- 21322260) Equity Shares of Rs. 10/-each	6,396.68	2,132.23
<b>Total</b>	<b>6,396.68</b>	<b>2,132.23</b>

**a. Details of Shareholders holding more than 5% Shares are as under :**

Name of Shareholders	No. of Shares (% of Holding)	No. of Shares (% of Holding)
OASIS CAPITAL PRIVATE LIMITED	6872760 (10.74%)	2290920 (10.74%)
CLASSIC PRIME HOME CARE PRIVATE LIMITED	5229600 (8.18%)	1743200 (8.18%)
DINESH CHANDRA INANI	3208002 (5.02%)	1069334 (5.02%)
SUSHEEL KUMAR INANI	4243962 (6.63%)	1414654 (6.63%)
VINOD KUMAR INANI	3831198 (5.99%)	1277066 (5.99%)
JAGDISH CHANDRA INANI	3681678 (5.76%)	1227226 (5.76%)

**b. Reconciliation of the number of Shares outstanding is set out below :**

Particulars	No. of Shares	No. of Shares
Equity Shares at the beginning of the year	2,13,22,260	1,06,61,130
Add : Bonus Shares issued during the year	4,26,44,520	1,06,61,130
Equity Shares at the end of the year	6,39,66,780	2,13,22,260

**c. The company has issued 4,26,44,520 Bonus Shares of Rs.10/- each on 16-07-2022 (P.Y. 1,06,61,130 shares on 21-12-2021)**

**d. The company has not bought back any Shares**

**e. Terms and Rights attached to Equity Shares:**

The company has only one class of Equity Shares having a par value of `10/- per share. The holders of the equity shares are entitled to dividends as declared from time to time and are entitled to voting rights proportionate to their share holding at the meetings of shareholders.

**f. Shares held by promoters at the end of the year:**

Particulars	No. of shares		% Of Total Shares		% change during the year
	As on 31st March 2023	As on 31st March 2022	As on 31st March 2023	As on 31st March 2022	
AAYUSHI INANI	463998	154666	0.73	0.73	-
CLASSIC PRIME HOME CARE PRIVATE LIMITED	5229600	1743200	8.18	8.18	-
DINESH CHANDRA INANI	3208002	1069334	5.02	5.02	-
DINESH CHANDRA INANI HUF	409998	136666	0.64	0.64	-
GANGA DEVI INANI	1348158	449386	2.11	2.11	-
JAGDISH CHANDRA INANI	3681678	1227226	5.76	5.76	-
JAGDISH CHANDRA INANI HUF	529998	176666	0.83	0.83	-
KIRAN INANI	2552880	850960	3.99	3.99	-
MAMTA INANI	2918400	972800	4.56	4.56	-
MEENA INANI	2043918	681306	3.20	3.20	-
OASIS CAPITAL PRIVATE LIMITED	6872760	2290920	10.74	10.74	-
RAHUL INANI	463998	154666	0.73	0.73	-
RAMPAL INANI	2885682	961894	4.51	4.51	-
RAMPAL INANI HUF	1663998	554666	2.60	2.60	-
SHANKER LAL INANI HUF	254400	84800	0.40	0.40	-
SHEELU INANI	2404158	801386	3.76	3.76	-
SUSHEEL KUMAR INANI	4243962	1414654	6.63	6.63	-
SUSHEEL KUMAR INANI HUF	409998	136666	0.64	0.64	-
USHA INANI	1315998	438666	2.06	2.06	-
VINOD KUMAR INANI	3831198	1277066	5.99	5.99	-
VINOD KUMAR INANI HUF	289998	96666	0.45	0.45	-

<b>Note 10 : Other Equity</b>		
-		
<b>Particular</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
<b>A. Securities Premium</b>		
Opening Balance	1,533.89	2,600.00
Additions during the year	-	-
bonus shares issued (refer to note no. 9A)	1,533.89	1,066.11
<b>Net Balance</b>	<b>-</b>	<b>1,533.89</b>
<b>B. Retained Earnings</b>		
Opening Balance	4,011.23	1,315.45
Add : Profit for the year	1,590.94	2,706.44
<b>Less : Allocation / Appropriation</b>		
Dividend Paid	31.98	10.66
bonus shares issued (refer to note no. 9A)	2,730.57	-
Actuarial loss/(gain)	-	-
Dividend paid	<b>2,762.55</b>	<b>10.66</b>
<b>Net Balance</b>	<b>2,839.61</b>	<b>4,011.23</b>
<b>Total</b>	<b>2,839.61</b>	<b>5,545.11</b>
<b>Note 10A :</b> The company has issued 42,64,45,200 Bonus Shares of Rs.10/- each on 15-07-2022 (P.Y. 1,06,61,130 shares on 21-12-2021) out of security premium and retained earnings.		
<b>Note 11 : Deferred Tax Liability</b>		
-		
<b>Particular</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
<b>A. Deferred Tax Liability</b>		
- Depreciation	0.52	0.30
- Deferred Transaction Cost	-	-
	<b>0.52</b>	<b>0.30</b>
<b>B. Deferred Tax Assets</b>		
- Employee Benefits Expenses	-	-
- Unabsorbed Depreciation	-	-
	-	-
<b>Net Liability during the year</b>	<b>0.52</b>	<b>0.30</b>
<b>C. Deferred Tax Liability (Net)</b>	<b>0.52</b>	<b>0.30</b>

**Note 11.1 Further information has been disclosed in Note No. 24**

**Note 11.2** '(Net deferred tax expenses of Rs. 22,060/- has been charged to Statement of Profit and Loss besides current tax of Rs.53,343,380 (Previous year Rs. 90,826,235/-) as per Income Tax Act,1961

**Note 12 : Current Financial Liabilities - Borrowings**

<b>Particular</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
Secured		
Working Capital Loan from ICICI Bank Ltd.	509.99	478.79
Unsecured		
From Directors and Relatives	683.60	811.10
From Axis Bank Ltd.	391.21	393.30
From Corporates	-	391.42
<b>Total</b>	<b>1,584.79</b>	<b>2,074.61</b>

**12.1** Ageing and other information has been depicted in Note no. 29

**12.2 Security**

- 1) Working capital Loan from ICICI Bank ltd. is secured by Hypothecation of stock, Consisting of all types of dyes,chemical & other
- 2) Working Capital Loan from AXIS Bank ltd. is guaranteed by Mr. Rampal Inani, Mr. Dinesh Chandra Inani, Mr. Shusheel Kumar Inani, Mr. Jagdish Chandra Inani, Mr. Vinod Kumar Inani, Mrs. Meena Inani, Mrs. Kiran Inani in their personal capacity.

**12.3 Terms of Repayment**

Working Capital Loans and Loans From Corporates are repayable on Demand.

**Note 13 : Current Financial Liabilities - Trade Payable**

<b>Particular</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
<b>For Goods Purchased</b>		
Due to Micro & Small Enterprises		-
Due to Other	78.34	594.99
<b>For Services &amp; Others</b>		
Due to Other	70.81	61.19
Due to Micro & Small Enterprises	10.10	14.84
<b>Total</b>	<b>159.25</b>	<b>671.03</b>

**Note 13.1** Ageing and other information has been depicted in Note no. 35

**Note 13.2 : Disclosure related to Micro, Small & Medium Enterprises**

**A.** Trade Payables include Principal amount Rs.10,10,389 (Previous Year 1,484,058/-) and Interest amount Rs. Nil (Previous Year Rs. Nil) due to Micro, Small & Medium Enterprises as at 31<sup>st</sup> March 2023. The figures have been disclosed on the basis of informations received from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) and/or based on the information available with the company. Further, no interest during the year has been paid or payable under the provisions of the MSMED Act, 2006.

**B.** No Interest has been paid under section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.

**C.** No Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006

**D.** No Interest accrued and remaining unpaid at the end of each accountig year

**E.** No further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2016

**Note 14 : Other Current Financial Liability**

-

<b>Particular</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
Uncaimed dividend	0.04	0.00
<b>Total</b>	<b>0.04</b>	<b>0.00</b>

**Note 15 : Other Current Liabilities**

<b>Particular</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
Advances From Customers	6.02	5.67
GST Payable	-	90.44
TDS Payable	18.04	3.56
<b>Total</b>	<b>24.06</b>	<b>99.67</b>



<b>Note 16 : Current Tax Liabilities</b>		
<b>Particular</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
Provision for Tax	535.80	908.26
Less :- TDS	38.18	29.21
Advance Income Tax (as per Contra)	570.00	900.00
<b>Total</b>	<b>(72.38)</b>	<b>(20.94)</b>
<b>Note 17 : Revenue from Operations</b>		
	-	-
<b>Particular</b>	<b>For the Year ended 31st March 2023</b>	<b>For the Year ended 31st March 2022</b>
<b>Sales</b>		
Dyes & Chemicals	32,061.12	30,121.24
<b>Total</b>	<b>32,061.12</b>	<b>30,121.24</b>
Commission Income	283.78	207.72
<b>Total</b>	<b>32,344.91</b>	<b>30,328.96</b>
<b>Note 18 : Other Income</b>		
	-	-
<b>Particular</b>	<b>For the Year ended 31st March 2023</b>	<b>For the Year ended 31st March 2022</b>
Foreign Exchange Gain	24.73	
Interest Income	4.11	3.62
Duty Drawback Income	13.64	
Reversal for Excess Provision	2.00	
Rodtep License	3.24	
<b>Total</b>	<b>47.71</b>	<b>3.62</b>

**Note 19 : Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-Trade**

<b>Particular</b>	<b>For the Year ended 31st March 2023</b>	<b>For the Year ended 31st March 2022</b>
<b>Stock at Closing</b>		
Traded Goods	1,038.72	627.61
<b>Total</b>	<b>1,038.72</b>	<b>627.61</b>
<b>Stock at Opening</b>		
Traded Goods	627.61	657.81
<b>Total</b>	<b>627.61</b>	<b>657.81</b>
<b>(Increase)/Decrease in Stocks</b>	<b>(411.12)</b>	<b>30.20</b>
<b>Net (Increase)/Decrease in Stocks</b>	<b>(411.12)</b>	<b>30.20</b>

**Note 20 : Employee Benefits Expense**

<b>Particular</b>	<b>For the Year ended 31st March 2023</b>	<b>For the Year ended 31st March 2022</b>
Salary, Wages and Allowances	421.56	417.86
<b>Total</b>	<b>421.56</b>	<b>417.86</b>

**Note 21 : Finance Cost**

<b>Particular</b>	<b>For the Year ended 31st March 2023</b>	<b>For the Year ended 31st March 2022</b>
<b>Interest Expenses</b>		
On Others	104.16	134.24
	<b>104.16</b>	<b>134.24</b>
Other Borrowing Costs	6.25	7.67
<b>Total</b>	<b>110.41</b>	<b>141.91</b>

<b>Note 22 : Other Expense</b>		
<b>Particular</b>	<b>For the Year ended 31st March 2023</b>	<b>For the Year ended 31st March 2022</b>
<b>(a) Direct Expenses</b>		
Sample testing Exp.	0.81	0.45
Electricity Expenses	0.04	0.04
Packing Expenses	2.51	1.75
<b>Total (a)</b>	<b>3.35</b>	<b>2.24</b>
<b>(b) Administrative and Other Expenses</b>		
Rent	24.72	25.87
Printing & Stationary	0.27	0.18
Postage & Communication	0.47	0.36
Director's Sitting Fee	0.26	0.32
Custom Fine Penalty	-	0.16
Rates and Taxes	48.62	21.14
Travelling Expenses	5.70	1.00
Vehicle & Conveyance	3.83	3.48
Loss on foreign Exchange fluctuation	-	3.57
Legal & Professional	12.43	5.43
Insurance Charges	3.95	2.34
Payment to Auditors	-	-
Audit Fees	1.00	1.00
Advertisement	1.07	1.02
Sales Tax Demand	-	-
Corporate Social Responsibilities	34.00	11.10
Provision for doubtful debts and bad debts written off	-	7.31
Miscellaneous Expenses	10.49	7.13
GST Int. on late payment	0.28	
Interest On Delay Payment	0.00	0.24
<b>Total (b)</b>	<b>147.11</b>	<b>91.66</b>
<b>(c) Selling and Distribution Expenses</b>		
Sales Commission	221.83	133.03
Freight & Forwarding	417.03	19.87
<b>Total (c)</b>	<b>638.85</b>	<b>152.90</b>
<b>Total (a to c)</b>	<b>789.31</b>	<b>246.79</b>

## Disclosures and Additional Informations

### Note 23- Disclosure as per Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets"

#### 1 Contingent Liabilities not provided for:

Sr. No.	Particulars	Current Year	Previous Year
a.	<b>Disputed Liabilities not acknowledged as debts</b> - Cenvat, Vat, Service Tax and Custom Duty	-	-
b.	<b>Guarantees</b> - Outstanding Bank Guarantees	-	-
c.	<b>Other money for which the company is contingently liable</b> -Bills negotiated with Banks (against goods sold)	-	-

### Note 24 - Disclosure as per Ind AS 12 "Income Taxes"

#### (a) Reconciliation of Tax Expense and the accounting profit multiplied by India's Tax Rate:

Particulars	For the Year Ended 31st March 2023	For the Year Ended 31st March 2022
Accounting Profit Before Tax	2,129.64	3,580.25
<b>Tax using Company's Domestic Tax Rate for respective year</b>	<b>535.80</b>	<b>908.26</b>
Effect of Non-Deductible Expenses	-	-
Effect of Depreciation	0.22	0.25
Effect of Changes in Tax Rate	-	-
Tax in respect of Earlier Years (Written back)	2.69	-
<b>Tax as per Statement of Profit &amp; Loss</b>	<b>538.70</b>	<b>908.51</b>

**(b) Income Tax Expense****i. Income Tax recognized in Statement of Profit and Loss**

<b>Particulars</b>	<b>For the Year Ended 31st March 2023</b>	<b>For the Year Ended 31st March 2022</b>
<b>[A] Current Tax expense:</b>		
Current Year (Net of MAT Credit)	535.80	908.26
Adjustment for Earlier Years	-	-
<b>Total [A]</b>	<b>535.80</b>	<b>908.26</b>
<b>[B] Deferred Tax Expense</b>		
Origination and Reversal of Temporary Differences	0.22	0.25
<b>Total [B]</b>	<b>0.22</b>	<b>0.25</b>
<b>Total Income Tax [A+B]</b>	<b>536.02</b>	<b>908.51</b>

**ii. Income Tax recognized in Other Comprehensive Income**

Particulars	For the Year Ended 31st March 2023			For the Year Ended 31st March 2022		
	Before Tax	Tax Expenses	Net of Tax	Before Tax	Tax Expenses	Net of Tax
Net Actuarial Gain/ (Losses) on Defined Benefit Plans	-	-	-	-	-	-

Particulars	As at 1st April 2022	Recognised in P&L A/c	As at 31st March 2023
<b>(A) Deferred Tax Assets</b>			
-Employee benefit expenses	-	-	-
- Unabsorbed Depreciation	-	-	-
<b>Total (A)</b>	-	-	-
<b>(B) Deferred Tax Liability</b>			
- Impact of Temporary Difference in Depreciation	0.30	0.22	0.52
- Amortised Value of Financial Assets	-	-	-
<b>Total (B)</b>	<b>0.30</b>	<b>0.22</b>	<b>0.52</b>
<b>Net Deferred Tax Liability (B-A)</b>	0.30	0.22	0.52
<b>Add:</b> Deferred Tax Related to OCI	-	-	-
	<b>0.30</b>	<b>0.22</b>	<b>0.52</b>
<b>Less:</b> Liability net off through MAT Credit Entitlement	-	-	-
<b>Net Deferred Tax Liability</b>	<b>0.30</b>	<b>0.22</b>	<b>0.52</b>

**(d) Reconciliation of Deferred Tax Liabilities (Net)-**

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
<b>Deferred tax liability at the beginning of the year</b>	<b>(0.19)</b>	<b>(0.19)</b>
Deferred tax (Income)/ Expenses during the year recognised in the Statement of Profit and Loss	0.22	0.25
Deferred tax (Income)/ Expenses during the year recognised in Other Comprehensive Income	-	-
Liability Nett off through MAT Credit Entitlement	-	-
<b>Deferred tax liability at the end of the year</b>	<b>0.03</b>	<b>0.06</b>

**Note 25 - Disclosure as per Ind AS 23 "Borrowing Cost"**

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Amount of Borrowing Cost Capitalized	-	-
Capitalization Rate	-	-

**Note No.26 - Disclosure as per Ind AS 24 "Related Party Disclosures"****1. List of Related Parties with whom Transactions have taken place:-****(a) Key Management Personnel:-**

<b>Name of Person</b>	<b>Relationship</b>
Sh. Rampal Inani	Managing Director
Sh. Jagdish Chandra Inani	Whole Time Director
Sh. Dinesh Chandra Inani	Whole Time Director
Sh. Vinod Kumar Inani	Whole Time Director
Sh.Susheel Kumar Inani	Whole Time Director-C.F.O
Anil Kumar Kabra	Independent Director & Audit Committee Chairman
Apoorva Maheshwari	Independent / Woman Director
Harsh Kabra	Independent Director
Aditya Soni	Independent Director
Murli Atal	Independent Director & Chairman Nomination & Remuneration Committee
Aditi Babel	Company Secretary & Compliance Officer

**(b) Relatives:-**

<b>Name of Person</b>	<b>Relationship</b>
Rahul Inani	Director's Son
Chhavi Inani	Director's Daughter
Ganga Devi Inani	Director's Mother
Usha Inani	Director's Wife
Mamta Inani	Director's Wife
Meena Inani	Director's Wife
Kiran Inani	Director's Wife
Sheelu Inani	Director's Wife
Shruti Inani	Director's Daughter
Anshul Inani	Director's Son
Priya Inani	Director's Daughter
Ayushi Inani	Director Son's Wife

**(c) Related Companies:-**

<b>Name of Company</b>	<b>Relationship</b>
Inani Chemicals	Proprietor is Director
Oasis Capital Pvt. Ltd.	Director is Director's Wife

**(d) Independent Director**



Name of Person	Relationship
Anil Kumar Kabra	Independent Director
Apoorva Maheshwari	Independent Director
Harsh Kabra	Independent Director
Aditya Soni	Independent Director
Murli Atal	Independent Director

## 2. Details of Transactions with related parties:-

S. No.	Nature of Transactions	For the Year Ended 31st March 2023	For the Year Ended 31st March 2022
<b>1</b>	<b>Rent Payment</b>		
	Ganga Devi Inani	9.60	9.60
<b>2</b>	<b>Remuneration to Key Managerial Person</b>		
	Sh. Rampal Inani	45.60	45.30
	Sh. Jagdish Chandra Inani	45.60	45.30
	Sh. Dinesh Chandra Inani	45.60	45.30
	Sh. Vinod Kumar Inani	45.60	45.30
	Sh.Susheel Kumar Inani	45.60	45.30
<b>3</b>	<b>Interest Payment on Unsecured Loans</b>		
	Sh. Rampal Inani	3.57	3.60
	Sh. Jagdish Chandra Inani	3.23	1.22
	Sh. Dinesh Chandra Inani	3.10	2.54
	Sh. Vinod Kumar Inani	2.42	8.57
	Priya Inani	2.64	2.56
	Sh.Susheel Kumar Inani	0.52	-
	Rahul Inani	11.56	12.79
	Chhavi Inani	4.94	4.62
	Ganga Devi Inani	6.77	5.75
	Usha Inani	9.62	8.38
	Mamta Inani	-	1.09
	Meena Inani	0.93	1.56
	Anshul Inani	4.57	2.88
	Ayushi Inani	7.41	7.50
	Shruti Inani	-	2.00
	Kiran Inani	0.68	0.35
	Sheelu Inani	5.47	11.14

	Oasis Capital Pvt Ltd	5.88		33.99
4	<b>Salary</b>		-	-
	Rahul Inani		32.40	32.10
	Usha Inani	30.00		29.75
	Mamta Inani	30.00		29.75
	Meena Inani	30.00		29.75
	Kiran Inani	30.00		29.75
	Sheelu Inani	30.00		29.75
	Aditi Babel	3.60		3.00
5	<b>Purchase</b>			
	Inani Chemicals			8.82
		2.82		
6	<b>Sitting Fees Paid to Independent Director</b>			
	Anil Kumar Kabra		0.08	0.08
	Apoorva Maheshwari	0.02		0.04
	Harsh Kabra	0.05		0.05
	Aditya Soni	0.05		0.07
	Murli Atal	0.06		0.08

**Note 27- Disclosure as per Ind AS 33 "Earning Per Share (EPS)"****i) Basic and Diluted Earnings Per Share (in Rs.)**

S. No.	Particulars	For the Year Ended 31st March 2023	For the Year Ended 31st March 2022
a)	Net Profit available to Equity Shareholders	1,590.94	2,706.44
b)	Weighted Average Number of Equity Shares of Rs.10 each outstanding during the year	640	1,06,61,130
c)	Basic Earning per share (Adjusted)	2.49	4.23
d)	Diluted Earning per share (Adjusted)	2.49	4.23
e)	Face Value of each Equity Share	10.00	10.00

**ii) Weighted Average Number of Equity Shares**

Particulars	As at 31st March 2023	As at 31st March 2022
Opening Balance of issued Equity Shares	213.22	106.61
Effect of Shares issued during the year (Bonus Issue on 16-07-2022)	426.45	106.61
Weighted Average No. of Equity Shares Rs.10 each	639.67	213.22

**Note No.28 - Dividend on Equity Shares**

Particulars	Year 2022-23	Year 2021-22
(i) Dividend Declared and paid during the year	31.98	10.66
<b>Total</b>	<b>31.98</b>	<b>10.66</b>

**Note No.29- Disclosure as per Ind AS 107 "Financial instrument disclosure"**

**i.Capital Management**

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. The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximize shareholder value. The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders. The capital structure of the Company is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence. The management and the Board of Directors monitors the return on capital as well as the level of dividends to shareholders. The Company may take appropriate steps in order to maintain, or if necessary adjust, its capital structure. The Company monitors capital using a gearing ratio, which is calculated by dividing Net Debt from the Equity. The Company includes within Net Debt, interest bearing loans and borrowings less cash and short-term deposits (including other bank balance) and under Equity, the Equity Share Capital plus other Equity (excluding Preference Share Capital) is considered.

<b>Particulars</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
Gross Debt	1,584.79	2,074.61
Less: Cash and Cash Equivalent	(857.90)	(53.78)
<b>Net Debt (A)</b>	<b>726.89</b>	<b>2,020.83</b>
<b>Total Equity (B)</b>	9,236.29	7,677.34
<b>Gearing Ratio (A/B)</b>	<b>0.08</b>	<b>0.26</b>

**i.Financial Risk Management**

The Company's Financial Risk Management is an integral part of how to plan and execute its business strategies. The Company's financial risk management is set by the Managing Board.

Company is exposed to following risk from the use of its financial instrument:

- Credit Risk
- Liquidity Risk
- Market Risk

**(a) Credit Risk**

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. The Company categories a loan or receivable for write off when a debtor fails to make contractual payments greater than 2 years past due. Where loans or 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 recognized in profit or loss.

### Provision for Expected Credit or Loss

#### (a) Financial assets for which loss allowance is measured using 12 month expected credit losses:

The Company has assets where the counter-parties have sufficient capacity to meet the obligations and where the risk of default is very low. Accordingly, no loss allowance for impairment has been recognized.

#### (b) Financial assets for which loss allowance is measured using life time expected credit losses:

The Company provides loss allowance on trade receivables using life time expected credit loss and as per simplified approach.

### Ageing of Trade Receivables

Ageing	Not Due	0-180 days past due	181-365 days past due	1-2 years past due	2-5 years past due	Total
<b>As on 31.03.2023</b>						
Undisputed Trade Receivable - Considered Good (Unsecured)	-	6628.67	10.97	-	-	6639.64
Undisputed Trade Receivable - Which have significant increase in credit risk	-	-	-	-	-	-
Impairment loss recognized in 2022-23	-	-	-	-	-	-
<b>As on 31.03.2022</b>						
Undisputed Trade Receivable - Considered Good (Unsecured)	-	7593.05	0.53	7.29	-	76,00.89
Undisputed Trade Receivable - Which have significant increase in credit risk	-	-	-	-	-	-
Impairment loss recognized in 2021-22	-	-	-	-	-	-

### Hedge Accounting Disclosures

The Cash Flow hedging reserve represents the cumulative effective portion of gains or losses arising on changes in fair value of designated portion of hedging instruments entered into cash flow hedges. The cumulative gain or loss arising on changes in fair value of the designated portion of the hedging instruments that are recognized and accumulated under the heading of cash flow reserve will be reclassified to statement of profit and loss only when the hedged transaction affects the profit or loss or included as a basic adjustment to the non financial hedged item.

**(b) Liquidity Risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company's finance department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

**As on 31.03.2023**

Contractual Maturities of Financial Liabilities	Contractual cash flows					Total
	3 Months or less	3-12 Months	1-2 Years	2-5 Years	More than 5 Years	
<b>Secured</b> Working Capital Loan from ICICI Bank Ltd.		509.99				509.99
<b>Unsecured</b> From Directors and Relatives		683.60				683.60
From Axis Bank Ltd.		391.21				391.21
From Corporates		0.00				0.00

**As on 31.03.2023**

Contractual Maturities of Financial Liabilities	Contractual cash flows					Total
	3 Months or less	3-12 Months	1-2 Years	2-5 Years	More than 5 Years	
<b>Secured</b> Working Capital Loan from ICICI Bank Ltd.		478.79				478.79
<b>Unsecured</b> From Directors and Relatives		811.10				811.10
From Corporates		391.42				391.42

**The Company has accessed the following undrawn facilities at the end of reporting period:**

<b>Particulars</b>	<b>As At 31st March 2023</b>	<b>As At 31st March 2022</b>
Fixed Rate Borrowings:	-	-
Floating-rate borrowings:	(14.98)	(53.79)
<b>Total- Undrawn Facilities</b>	<b>(14.98)</b>	<b>(53.79)</b>

**(c) Market Risk**

Considering the Company's existing foothold/experience in the Textile sector, established & diversified client base, association with various international/domestic agents, it's competent sales team and an established marketing setup in India and International Market, it does not foresee any problem in marketing its production.

Market Risk is the risk of loss of future earnings, fair values of 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 exchanges rates, equity prices and other market changes that effect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, and other market changes. The Company manages market risk through a finance department, which evaluates and exercises independent control over the entire process of market risk management. The finance department recommends risk management objectives and policies, which are approved by Senior Management and the Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures, borrowing strategies, and ensuring compliance with market risk limits and policies.

**i) Interest Rate Risk**

It is the risk where changes in market interest rates might adversely affect the company's financial condition. The short term/immediate impact of changes in interest rates are on the Company's net interest income/expenses. On a longer term, change in interest rate impact the cash flows on the assets, liabilities and off-balance sheet items, giving rise to a risk to the net worth of the Company arising out of all reprising mismatches and other interest rate sensitive positions.

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rate. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

At the reporting date the interest rate profile of the Company's interest-bearing financial instruments is as follows:

**Detail of financial instrument bearing interest rate risk**

At the reporting date the interest rate profile of the Company's interest bearing financial instrument is at its fair value:

<b>Particulars</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
<b>Variable rate instruments</b>		
Long Term Borrowings	-	-
Current Maturities of Long Term Debts	-	-
Short Term Borrowings	1,584.79	2,074.61
<b>Total</b>	<b>1,584.79</b>	<b>2,074.61</b>

**Interest rate sensitivity**

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

<b>Particulars</b>	<b>Effect of Profit or Loss</b>	
	<b>50 BP decrease</b>	<b>50 BP increase</b>
<b>31st March 2023</b>		
Term Loans	0.00	(0.00)
Loan repayable on demand	7.92	(7.92)
<b>Total</b>	<b>7.92</b>	<b>(7.92)</b>
<b>31st March 2022</b>		
Term Loans	-	-
Loan repayable on demand	10.37	(10.37)
<b>Total</b>	<b>10.37</b>	<b>(10.37)</b>



## **ii) Foreign Exchange Risk**

It is the risk that the company may suffer losses as a result of adverse exchange rates movements during a period in which it has an open position in an individual foreign currency. In addition, the company may also expose to the following risks on account of foreign exchange exposures as applicable.

Interest Rate Risk - Which arises from the maturity mismatches of foreign currency position

Settlement Risk - On account of risk of default of the counter parties.



### **Note 30 - Disclosure as per Ind AS 115 "Revenue from Contract with Customers"**

The company has adopted Ind AS 115 "Revenue from Contracts with Customers" which is mandatory for reporting periods beginning on or after 01<sup>st</sup> April 2018. The Company has adopted the cumulative catch-up transition method, applied to contracts that were not completed as of April 1, 2018. In accordance with this method, the comparatives have not been retrospectively adjusted. Application of Ind AS 115 does not have any material impact on the financial results of the company.

#### **Disaggregate revenue information**

The table below presents disaggregated revenues from contracts with customers for the year ended March 31, 2023 by contract-type. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cash flows are affected by industry, market and other economic factors.

<b>Particulars</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
<b>Revenues on the basis of Geographical area</b>		
- Domestic Sales	30,592.80	30,328.96
- Export Sales (Including Export Incentives)	1,752.10	-
<b>Total</b>	<b>32,345</b>	<b>30,329</b>

#### **Trade receivables and Contract Balances**

The Company classifies the right to consideration in exchange for deliverables either as a receivable or as unbilled revenue. A receivable is a right to consideration that is unconditional upon passage of time. Revenues in excess of billings is recorded as unbilled revenue and is classified as a financial asset for these cases as right to consideration is unconditional upon passage of time. This would result in the timing of revenue recognition being different from the timing of billing the customers.

Company classifies amount received as advance from customers against sales as contract liability.

Trade receivable and unbilled revenues are presented net of impairment in the Balance Sheet.

#### **Performance obligations and remaining performance obligations**

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue. Applying the practical expedient as given in para 121 of Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures for contracts as the performance obligation is part of a contract that has an original expected duration of less than 1 year.

The impact on account of applying the erstwhile IndAS 18 Revenue instead of IndAS 115 Revenue from contract with customers on the financials results of the Company for the year ended as at March 31, 2023 is insignificant.

**Note 31 - Disclosure as per Ind AS 108 "Operating Segments"**

(i) The Company is engaged in Business of Dyes and Chemicals. Hence there is no separate business segments. Details of Export outside country and Domestic sales within country are as under:

Particulars	Current Year	Previous Year
<b>Segment Revenue</b>		
- Within India (Domestic Sales)	30,592.80	30,328.96
- Outside India (Exports - Including Export Incentives)	1,750.10	
<b>Total</b>	<b>32,342.91</b>	<b>30,328.96</b>

**Note 32 : Recent Accounting Pronouncements**

The MCA has notified the Companies (Indian Accounting Standards/ Ind AS) Amendment Rules, 2020 on June 18, 2021, whereby the amendments to various Indian Accounting Standards has been made applicable with the immediate effect from the date of the notification i.e. effective for financial year ended March 21, 2023 onwards. The amendments made vide aforesaid notification dated June 18, 2021 are largely clarificatory and editorial in nature, the Company is evaluating the requirements of the same and its effect on the Financial Statements is not likely to be material.

**Note 33 - Disclosure of Corporate social responsibility (CSR)**

As per section 135 of Companies Act the company is required to spend in every financial year , at least 2% of the average net profits of the Company made during the three immediately preceding financial year in accordance with its CSR policy.

**CSR Expenditure Details during the financial year 2022-23**

CSR Project Nature	Actual Amount Spent	Amount yet to be Spent	Total	Reason for Amount Unspent	Related Party Transaction (If Involved)
Promoting Good Health, Ensuring Medical supplies, Empowering Education and Aid to Needy people.*	34.00	-	34.00	-	-
<b>Total</b>		-		-	-

\*Note: The amount is being spend through implementing agency; which is Income Tax registered(12AA and 80G) and ROC recognized NGO.

**Note 34 : Details of Unclaimed****Dividend**

The yearwise details of Unclaimed dividend lying in separate bank account is as under :

<b>Particulars</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
Final Dividend Accounts		
- Year 2020-21	0.01	0.01
- Year 2021-22	0.03	-
<b>Total</b>	<b>0.04</b>	<b>0.01</b>

**Note 35 : Trade Payable ageing  
shedule**

<b>Particulars</b>	<b>Not Due</b>	<b>Less than 1 Year</b>	<b>1-2 Years</b>	<b>2-3 Years</b>	<b>More than 3 Years</b>	<b>Total</b>
<b>As on 31st March 2023</b>						
(i) MSME	10.10					<b>10.10</b>
(ii) Others*	149.02		0.12			<b>149.14</b>
<b>As on 31st March 2022</b>						
(i) MSME	14.84					<b>14.84</b>
(ii) Others	656.18					<b>656.18</b>

**34.1** Goods received amounting Rs.12479 was of low quality and claim has not settled yet.

**Note 36 : Disclosure of Additional Regulatory Information - Ratios**

<b>Particulars</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>	<b>% Change</b>	<b>Basis of Ratio Calculation</b>	<b>Reason for Change</b>
Current Ratio (Including current maturities of Long term Borrowing)	6.18	3.68	67.99%	Current Assets/Current Liabilities	Due to higher amount of current asset and current liabilities
Current Ratio (Excluding current maturities of Long term Borrowing)	-	-	-	Not Applicable as to there are no long term borrowings	-
Debt Equity Ratio	-	-	-	Not Applicable as to there are no long term borrowings	-
Debt Service Coverage Ratio (In times)	-	-	-	Not Applicable as to there are no long term borrowings	-
Return on Equity Ratio	17.22%	35.25%	-51.14%	Profit After Tax/Total Equity	Due to higher net profit
Inventory Turnover Ratio (In times)	31.14	48.32	-35.56%	Revenue from Operations/ Inventories	Due to better sales turnover
Trade Receivable Turnover Ratio (In times)	4.87	3.99	22.09%	Revenue from Operations/ Trade Receivables	Average Realisation period increased
Trade Payable Turnover Ratio (In times)	203.11	45.20	349.37%	Revenue from Operations/ Trade Payables	Average payment period increased
Net Capital Turnover Ratio (In times)	2.99	3.11	-3.89%	Revenue from Operations/Total Equity, Long Term Borrowing & Short Term Borrowing	Due to higher revenues
Net Profit Ratio	4.92%	8.92%	-44.88%	Profit After Tax/Revenue from Operations	Due to increase in Sale and higher margin
Return on Capital Employed	20.70%	38.17%	-45.76%	EBIT/Total Equity, Long Term Borrowing & Short Term Borrowing	Due to higher operating margin & repayments of borrowings
Return on Investment	-	-	-	Not Applicable due to there are no investment	

**Note 37 : Disclosure of Transaction with Companies****Struck Off**

There is no list available on MCA portal about companies struck off under The Companies Act. So it is not feasible to determine the transaction with struck off companies.

**Note 38 : Disclosure of Benami Property**

The company does not hold any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

**Note 39: Disclosure of Undisclosed Income**

There are no transaction which is not recorded in the books of accounts and has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 such as search or survey or any other relevant provisions of The Income Tax Act, 1961.

**Note 40: Disclosure of Crypto Currency or Virtual Currency**

The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year.

**Note 41 : Disclosure of Wilful Defaulter**

The company has not declared as a wilful defaulter by any bank or financial institution or any other lender during the financial year.

**Note 42: Disclosure of Registration of Charge with ROC**

The Company has filed all type of applicable charges or satisfaction with Registrar of Companies (ROC) in time, So there no charges of satisfaction is pending for registration with ROC as on balance sheet date.

**Note 43 : Disclosure of Compliance with Number of Layer Companies**

The company is neither a holding company of any subsidiaries companies not a subsidiary company of any holding company, hence The company is not covered under clause (87) of section 2 of the Companies Act along with the Companies (Restriction on number of Layers) Rules, 2017.

#### **Note 44 : Disclosure of Scheme of Arrangement**

The Company has not entered in any Scheme of Arrangements which has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

#### **Note 45 : Disclosure of Title Deeds of Immovable Property**

The title deeds of all immovable properties are in the name of Company.

In terms of our report of even date

For and on behalf of the Board

**FOR ALOK PALOD & COMPANY**

Chartered Accountants

FRN - 018061C

sd/-

**(ALOK PALOD)**

**Partner**

M. NO. 417729

Place : Bhilwara

Date : 30.05.2023

sd/-

**(RAMPAL INANI)**

(MANAGING DIRECTOR)

(DIN-00480021)

sd/-

**(SUSHEEL KUMAR INANI)**

(CFO/DIRECTOR)

(DIN-02928254)

**(PAN-AACPI5846C)**

sd/-

**(VINOD KUMAR  
INANI)**

(DIRECTOR)

(DIN-02928272)

sd/-

**Aditi Babel**

(COMPANY

SECRETARY &

COMPLIANCE

OFFICER)

(PAN-CQMPB1513K)



**SHANKAR LAL RAMPAL DYE-CHEM LIMITED**  
**CIN: L24114RJ2005PLC021340**  
S.G. 2730 SUWANA, BHILWARA – 311011, RAJASTHAN, INDIA  
Website: [www.srdyechem.com](http://www.srdyechem.com)  
Email ID: info@srdyechem.com, Ph: 7023260109

## **ANNUAL GENERAL MEETING NOTICE**

**NOTICE IS HEREBY GIVEN THAT 18<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF SHANKAR LAL RAMPAL DYE-CHEM LIMITED WILL BE HELD ON SATURDAY, 23<sup>RD</sup> SEPTEMBER, 2023 AT 02:00 PM VIA OAVM/VC AND SHALL BE DEEMED TO BE CONVENED AT REGISTERED OFFICE AT S.G 2730, SUWANA ROAD, BHILWARA RAJASTHAN 311011. TO TRANSACT THE FOLLOWING BUSINESS:-**

To consider and decide the following business:

### **ORDINARY BUSINESS-ORDINARY RESOLUTION**

- 1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 including the Balance Sheet as at March 31, 2023 and the Statement of Profit and Loss and Cash Flow for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.**

"RESOLVED THAT the financial statement comprising of Balance sheet as on March 31, 2023, Statement of Profit and loss for the year ended on March 31, 2023 together with the Cash Flow Statement and the Notes forming part thereof, for the year ended on March 31, 2023 and Statutory Auditor Report and Secretarial Auditor Report for the year ended on March 31, 2023 tabled in the meeting are be and hereby approved.

RESOLVED FURTHER THAT the Directors' Report of the Company for the financial year ended 31st March 2023 be and is hereby approved."

- 2. To declare a Dividend on equity shares of the Company for the financial year ended 31st March, 2023 at the rate of 0.50 % (Rs. 0.05 per Equity Share) to the equity shareholders.**

"RESOLVED THAT dividend at the rate of 0.50 % (Rs. 0.05 per Equity Share) to the equity shareholders of the Company whose name appear in the Register of Members on September 18, 2023 be and is hereby declared out of the profits of the Company, for the year ended on 31st March 2023."

- 3. To reappoint M/s Alok Palod & Co., Chartered Accountant as Statutory Auditor of the company for second term of five consecutive years.**

"RESOLVED THAT pursuant to provision of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification thereof for the time being in force and as may be enacted from time to time), approval of the members of the Company be and is hereby accorded for reappointment of M/s. Alok Palod & Company (Firm Registration Number 018061C through their partner Mr. Alok Palod having M. No. 417729 with ICAI) as Statutory Auditors of the Company to hold office for further consecutive term of five years from the conclusion of 18th Annual General Meeting until the conclusion of 23rd Annual General Meeting of the Company at a remuneration to be decided by the Audit Committee/Board in consultation with the Auditors, which fee may be paid on a progressive billing basis to be agreed between the Auditor and the Audit Committee/Board or such other officer of the Company as may be approved by the Board/Committee."







**NOTICE: ANNUAL GENERAL MEETING**  
**SPECIAL BUSINESS-ORDINARY RESOLUTION**

**4. To reappoint Mr.Rampal Inani, Chairman and Managing Director (DIN- 00480021), for second term of five consecutive years**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for the re-appointment of Shri Rampal Inani (DIN 00480021) as Chairman & Managing Director (CMD) of the Company for further a period of 5 years, with effect from 02nd June, 2023 with the terms and conditions including terms of remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting and as recommended by Board in its meeting dated 30th May, 2023 and by Nomination and Remuneration Committee (“Committee”), with liberty to the Committee to alter & vary the terms and conditions of the said re-appointment in such manner as they may deemed fit necessary within the overall limits as approved by the Board of Directors and members of the Company and prescribed under section 196, 197 and other applicable provisions of the Act read with Schedule V to the Act including any amendments thereof for the time being in force and without any further reference to the members in general meeting.

RESOLVED FURTHER THAT Shri Rampal Inani, CMD be entrusted with substantial powers of management of the Company in accordance with the provisions of the Companies Act, 2013 and the relevant rules made thereunder, subject to superintendence, direction, and control of the Board of Directors and such other powers as may be delegated to him by the Board from time to time.

RESOLVED FURTHER THAT the remuneration payable to Mr. Rampal Inani, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to the CMD by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board/ Committee to decide the breakup of the remuneration from time to time in consultation with the CMD.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.”

**5. To reappoint Mr. Jagdish Chander Inani, Whole Time Director (DIN- 00479985), for second term of five consecutive years**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for the re-appointment of Shri JAGDISH CHANDER INANI (DIN: 00479985) as Whole Time Director (WTD) of the Company for further a period of 5 years, with effect from 22nd August, 2023 with the terms and conditions including terms of remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting and as recommended by Board in its meeting dated 14th August, 2023 and by Nomination and Remuneration Committee (“Committee”), with liberty to the Committee to alter & vary the terms and conditions of the said re-appointment in such manner as they may deemed fit necessary within the overall limits as approved by the Board of Directors and members of the Company and prescribed under section 196, 197 and other applicable provisions of the Act read with Schedule V to the Act including any amendments thereof for the time being in force and without any further reference to the members in general meeting.

RESOLVED FURTHER THAT the remuneration payable to him shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to the WTD by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board/ Committee to decide the breakup of the remuneration from time to time in consultation with the WTD.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.”



## **NOTICE: ANNUAL GENERAL MEETING**

### **6. To reappoint Mr.Vinod Kumar Inani, Whole Time Director (DIN- 02928272), for second term of five consecutive years**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for the re-appointment of Shri VINOD KUMAR INANI (DIN: 02928272) as Whole Time Director (WTD) of the Company for further a period of 5 years, with effect from 22nd August, 2023 with the terms and conditions including terms of remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting and as recommended by Board in its meeting dated 14th August, 2023 and by Nomination and Remuneration Committee (“Committee”), with liberty to the Committee to alter & vary the terms and conditions of the said re-appointment in such manner as they may deemed fit necessary within the overall limits as approved by the Board of Directors and members of the Company and prescribed under section 196, 197 and other applicable provisions of the Act read with Schedule V to the Act including any amendments thereof for the time being in force and without any further reference to the members in general meeting.

RESOLVED FURTHER THAT the remuneration payable to him shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to the WTD by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board/ Committee to decide the breakup of the remuneration from time to time in consultation with the WTD.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.”

### **7. To reappoint Mr. Dinesh Chandra Inani, Whole Time Director (DIN- 02928287), for second term of five consecutive years**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for the re-appointment of Shri DINESH CHANDRA INANI (DIN: 02928287) as Whole Time Director (WTD) of the Company for further a period of 5 years, with effect from 22nd August, 2023 with the terms and conditions including terms of remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting and as recommended by Board in its meeting dated 14th August, 2023 and by Nomination and Remuneration Committee (“Committee”), with liberty to the Committee to alter & vary the terms and conditions of the said re-appointment in such manner as they may deemed fit necessary within the overall limits as approved by the Board of Directors and members of the Company and prescribed under section 196, 197 and other applicable provisions of the Act read with Schedule V to the Act including any amendments thereof for the time being in force and without any further reference to the members in general meeting.

RESOLVED FURTHER THAT the remuneration payable to him shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to the WTD by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board/ Committee to decide the breakup of the remuneration from time to time in consultation with the WTD.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.”

### **8. To reappoint Mr.Susheel Kumar Inani, Whole Time Director (DIN- 02928254), for second term of five consecutive years**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for the re-appointment of Shri SUSHEEL KUMAR INANI (DIN: 02928254) as Whole Time Director (WTD) of the Company for further a period of 5 years, with effect from 22nd August, 2023 with the terms and conditions including terms of remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting and as recommended by Board in its meeting dated 14th August, 2023 and by Nomination and Remuneration Committee (“Committee”), with liberty to the Committee to alter &



## **NOTICE: ANNUAL GENERAL MEETING**

the overall limits as approved by the Board of Directors and members of the Company and prescribed under section 196, 197 and other applicable provisions of the Act read with Schedule V to the Act including any amendments thereof for the time being in force and without any further reference to the members in general meeting.

RESOLVED FURTHER THAT the remuneration payable to him shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to the WTD by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board/ Committee to decide the breakup of the remuneration from time to time in consultation with the WTD.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.”

## **SPECIAL BUSINESS: SPECIAL RESOLUTION**

### **9. To reappoint Mr. Anil Kumar Kabra (DIN-08150149) As Independent Director, for second term of five consecutive years**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Mr. Anil Kumar Kabra (DIN: 08150149), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years w.e.f June 09, 2018 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company till 9th June 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

### **10. To reappoint Mr. Murli Atal (DIN-08150205) As Independent Director, for second term of five consecutive years**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Mr. Murli Atal (DIN: 08150205), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years w.e.f June 09, 2018 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company till 9th June 2028.



**NOTICE: ANNUAL GENERAL MEETING**

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**11. To reappoint Mr. Harsh Kabra (DIN-08150255) As Independent Director, for second term of five consecutive years**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Mr. Harsh Kabra (DIN: 08150255), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years w.e.f June 09, 2018 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company till 9th June 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**12. To reappoint Ms. Apoorva Maheshwari (DIN-08150259) As Independent Director, for second term of five consecutive years**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Ms. Apoorva Maheshwari (DIN: 08150259), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years w.e.f June 09, 2018 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company till 9th June 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

For and on behalf of  
**SHANKAR LAL RAMPAL DYE-CHEMLIMITED**

Date: 14/08/2023  
Registered Office: SG-2730  
Suwana, Bhilwara-311011(Raj.)  
CIN-L24114RJ2005PLC021340

Sd/-  
Aditi Babel  
**Company Secretary & Compliance Officer**



## **NOTICE: ANNUAL GENERAL MEETING**

### **Notes:**

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, December 20, 2022 and other circulars issued from time to time (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. An explanatory statement pursuant to Section 102 of the Act, relating to special business to be transacted at the AGM, is annexed hereto.
3. The Company has paid annual listing fee to BSE Ltd. (BSE), National Securities Depositories Ltd. (NSDL) and Central Depositories Securities Ltd. (CDSL) for financial year 2022-23.
4. The Company has fixed Monday, 18th September, 2023 as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended March 31, 2023, if approved at the AGM.
5. Further in order to receive dividend in a timely manner, Members who have not updated their mandate for receiving dividends directly in their bank accounts through Electronic Clearing Service or any other means can register their Electronic Bank Mandate.
6. In case the Company is unable to pay dividend to any Member directly in their bank account through Electronic Clearing Services or any other means due to non-registration of Electronic Bank Mandate the Company shall dispatch the dividend warrants to such member at the earliest once the normalcy is restored.
7. Pursuant to Finance Act 2020, dividend income will be taxable at the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to members at prescribed rates. For the prescribed rates for various categories the members are requested to refer to the Finance Act, 2020 and amendments thereof. The members are requested to update their PAN with Registrar and Transfer Agents (in case of shares held in physical mode) and depository participants (in case shares held in demat mode). However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received during FY 2022-23 does not exceed Rs. 5000/-.
8. A resident individual shareholder with PAN who is not liable to pay income tax can submit a yearly declaration in Form 15G/15H, to avail the benefit of non-deduction of tax at Company's RTA by 19 th September, 2023 (upto 5.00 p.m. IST). Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending to Company's RTA.
9. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars on AGM through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
10. Corporate members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution (pdf/jpeg format) authorizing their representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [office@csnmehta.com](mailto:office@csnmehta.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
11. Pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of Director seeking reappointment at this AGM are provided in the "Annexure" to the Notice.
12. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s).
13. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. As per the provisions of Section 72 of the Act, 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. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the Company's RTA, in case the shares are held in physical form.



## **NOTICE: ANNUAL GENERAL MEETING**

15. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
16. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
17. Members intending to express their views or raise queries during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DPID & client ID / Folio Number, PAN, mobile number and queries **on from 9.00 a.m. on September 12<sup>th</sup>, 2023 till 05.00 p.m. on September 16<sup>th</sup>, 2023 through email on [cs@sr dyechem.com](mailto:cs@sr dyechem.com)**. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
18. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company **from 9.00 a.m. on September 12<sup>th</sup>, 2023 till 05.00 p.m. on September 16<sup>th</sup>, 2023 through email on [cs@sr dyechem.com](mailto:cs@sr dyechem.com)**. The same will be replied by the Company suitably. Documents referred to in this Notice will be made available for inspection as per applicable statutory requirements.
19. The Company has designated a separate e-mail ID of the grievance redressal division/Compliance officer i.e. [cs@sr dyechem.com](mailto:cs@sr dyechem.com); exclusively for the purpose of registering complaints by investors.
20. In line with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as 'MCA Circulars'), the **Notice calling the AGM** has been uploaded on the website of the Company at [www.srdyechem.com](http://www.srdyechem.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
21. In accordance with, the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as 'MCA Circulars') issued by MCA, and streamlined circulars issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Members may note that the Notice and Annual Report will also be available on the Company's website <https://www.srdyechem.com>, websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively, and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
22. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [cs@sr dyechem.com](mailto:cs@sr dyechem.com)



**NOTICE: ANNUAL GENERAL MEETING**

23. Additional information on directors recommended for appointment / reappointment as required under Regulation 36 of the LODR Regulations and applicable Secretarial Standards

S.no.	Particulars (details as on 31 <sup>st</sup> March, 2023)	1)	2)	3)	4)	5)	6)	7)	8)	9)
	Name of Director offering himself	RAMPAL INANI (CHAIRMAN AND MANAGING DIRECTOR)	JAGDISH CHANDER INANI (WHOLE TIME DIRECTOR)	VINOD KUMAR INANI (WHOLE TIME DIRECTOR)	DINESH CHANDRA INANI (WHOLE TIME DIRECTOR)	SUSHEEL KUMAR INANI (WHOLE TIME DIRECTOR)	ANIL KABRA (INDEPENDENT DIRECTOR)	MURLI ATAL(INDEPENDENT DIRECTOR)	HARSH KABRA(INDEPENDENT DIRECTOR)	APOORVA MAHESHWAR (INDEPENDENT DIRECTOR)
1.	DIN	00480021	00479985	02928272	02928287	02928254	08150149	08150205	08150255	08150259
2.	AGE (YEARS)	58	52	49	51	47	55	30	30	34
3.	QUALIFICATIONS/EXPERIENCE	Bachelor's degree in Commerce from University of Rajasthan and has a rich knowledge in chemical industry	Richexperience in Dyes and chemical industry beyond 35 years	Bachelor's degree in Commerce from Maharshi Dayanand University, Rajasthan	Richexperience in Dyes and chemical industry beyond 30 years	Bachelor's degree in Commerce from Maharshi Dayanand University, Rajasthan, and also He had cleared intermediate level of Chartered Accountant Exams	Chartered Accountant by profession	Chartered Accountant by profession and member to regional chapter committee of ICAI	Chartered Accountant by profession	M.B.A. by profession
4.	Tenure of association with the company	From 02/06/2018(as whole time director) Promoter since inception	From 22/08/2018(as whole time director)	From 22/08/2018(as whole time director)	From 22/08/2018(as whole time director)	From 22/08/2018(as whole time director)	5 Years	5 Years	5 Years	5 Years
5.	Expertise/Skills/Capabilities in Specific Functional Area	OVERALL MANAGEMENT	GENERAL BUSINESS OPERATIONS& SOCIAL INTEGRATION	SALES, PURCHASE AND MARKETING	GENERAL BUSINESS OPERATIONS- DOMESTIC SALES	FINANCE, EXPORTS, ADMINISTRATIVE AND ACCOUNTING DEPARTMENT	COMMERCIAL LAWS, BUSINESS CUSTOMARY PRACTICES	COMMERCIAL LAWS, INCOME TAX AND INDIRECT TAXES, GOVERNANCE	COMMERCIAL LAWS, INCOME TAX AND INDIRECT TAXES	HUMAN RESOURCE RESEARCH ANALYSIS
6.	Chairmanship/Membership of committees in the company	-	Member of CSR Committee	Member to Stakeholder's Relationship Committee	-	Member to Audit Committee	Chairman of Audit Committee, Member - Nomination & Remuneration committee	Chairman of Nomination and Remuneration Committee member of Audit Committee	Chairman of Stakeholder's Relationship Committee & Member Nomination & remuneration committee	Member of Nomination remuneration committee



**NOTICE: ANNUAL GENERAL MEETING**

S.no.	Particulars (details as on 31 <sup>st</sup> March, 2023)	1)	2)	3)	4)	5)	6)	7)	8)	9)
	Name of Director offering himself	RAMPAL INANI (CHAIRMAN AND MANAGING DIRECTOR)	JAGDISH CHANDER INANI (WHOLE TIME DIRECTOR)	VINOD KUMAR INANI (WHOLE TIME DIRECTOR)	DINESH CHANDRA INANI (WHOLE TIME DIRECTOR)	SUSHEEL KUMAR INANI (WHOLE TIME DIRECTOR)	ANIL KABRA (INDEPENDENT DIRECTOR)	MURLI ATAL (INDEPENDENT DIRECTOR)	HARSH KABRA (INDEPENDENT DIRECTOR)	APOORVA MAHESHWARI (INDEPENDENT DIRECTOR)
7.	No. of Board Meeting attended during FY 2022-23	Refer Board Report	Refer Board Report	Refer Board Report	Refer Board Report	Refer Board Report	Refer Board Report	Refer Board Report	Refer Board Report	Refer Board Report
8.	Terms & Condition of reappointment	Director liable to retire by rotation and for details please read explanatory statement to the AGM Notice	Director liable to retire by rotation and for details please read explanatory statement to the AGM Notice	Director liable to retire by rotation and for details please read explanatory statement to the AGM Notice	Director liable to retire by rotation and for details please read explanatory statement to the AGM Notice	Director liable to retire by rotation and for details please read explanatory statement to the AGM Notice	Re-appointed for a period of 5 years up to June 09, 2028 and for details please read explanatory statement to the AGM Notice	Re-appointed for a period of 5 years up to June 09, 2028 and for details please read explanatory statement to the AGM Notice	Re-appointed for a period of 5 years up to June 09, 2028 and for details please read explanatory statement to the AGM Notice	Re-appointed for a period of 5 years up to June 09, 2028 and for details please read explanatory statement to the AGM Notice
9.	Shares held in the company (%)	4-51% (Promoter)	5.76% (Promoter)	5.99% (Promoter)	5.02% (Promoter)	6.63% (Promoter)	-	-	-	-
10.	Directors in other public limited companies and Chairmanship/Membership of committees in other public limited Companies; along with the listed entities from which person resigned in the past three years	NONE	NONE	NONE	NONE	NONE	JOINED AS INDEPENDENT DIRECTOR OF MANOMAY TEX INDIA LIMITED ON 07/07/2023	NONE	NONE	NONE

\*Note : Directorships in Private Limited Companies, Foreign Companies and Section 8 Companies and their Committee memberships are excluded from this declaration. Member and Chairmanship of Committees of only public Companies have been included in the aforesaid table.

Except all executive Directors who are siblings (along with their relatives), i.e.; Mr. Susheel Kumar Inani, Mr. Vinod Kumar Inani, Mr. Jagdish Chandra Inani, Mr. Dinesh Chandra Inani and Mr. Rampal Inani; no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in his re-appointment as a Director Company.





24. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for a long time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
25. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.
26. Members are requested to intimate changes, if any, pertaining to their name, postal address, email 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., to their DPs in case the shares are held by them in electronic form.
27. The Meeting shall be deemed to be held at the registered office of the Company at SG 2730, Suwana, Bhilwara-311011, Rajasthan.
28. Since the AGM will be held through VC / OAVM, the route map to the venue is not annexed to this Notice.
29. The Business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
30. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and in line with MCA circular the Company is providing facility of remote voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depositories Ltd. (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting on the date of the AGM will be provided by NSDL.
31. The Company is pleased to provide e-voting facility to all its shareholders to cast their votes electronically on the resolutions mentioned in the notice of 18<sup>th</sup> Annual General Meeting of the Company dated 14th August 2023 (the AGM Notice). The E-Voting shall start on Wednesday, 20<sup>th</sup> September, 2023(09:00 AM onwards) to Friday, 22<sup>nd</sup> September, 2023(Till 05:00 PM) and also, voting window will open on AGM date for half hour; NSDL will block E-voting after that. The Company has appointed CS Nitin Mehta, Practising Company Secretary, Rajasthan; as Scrutinizer for conducting e-voting process in fair and transparent manner. The e-voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them at the end of business hours on 15th September, 2023. Instruction for E-Voting and joining AGM are as follows:



**NSDL e-Voting System – For E-voting and Joining Virtual meetings.**

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Wednesday, 20th September, 2023(09:00 AM onwards) to Friday, 22nd September, 2023(Till 05:00 PM) and also, voting window will open on AGM date for half hour. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. 15<sup>th</sup> September, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 15<sup>th</sup> September, 2023.

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

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

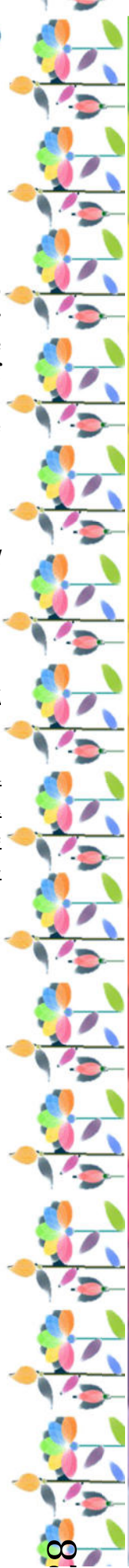
**Step 1: Access to NSDL e-Voting system**

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





In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>If you are not registered for IDeAS e-Services, option</li></ol>





	<p>to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>       </div>
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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>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,</p>
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	<p>the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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



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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

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

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID



	is 12*****
c) For Members holding shares in Physical Form.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>

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



## **NOTICE: ANNUAL GENERAL MEETING**

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [office@csnmehta.com](mailto:office@csnmehta.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Manish Sharma at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)



## **NOTICE: ANNUAL GENERAL MEETING**

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@srdyechem.com](mailto:cs@srdyechem.com) .
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@srdyechem.com](mailto:cs@srdyechem.com) . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.





## **NOTICE: ANNUAL GENERAL MEETING**

### **32. DECLARATION OF RESULTS:**

1. The Scrutinizer shall after the conclusion of voting at general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall make no later than two (2) days from the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any to the Chairman or the person authorised by him in writing, who shall counter sign the same and declare the result of voting forthwith. The result of the E-Voting will be declared on/not later than Monday, 25th September, 2023 latest by 05:00P.M. (IST) at the registered office of the Company.

2. Based on the Scrutinizer's Report, the Company will submit within 2 days of the conclusion of the results to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations.

3. The result of the E-Voting declared along with the Scrutinizer's Report, will be hosted on the website of the Company - [www.srdyechem.com](http://www.srdyechem.com) and on the website of NSDL and will be displayed on the notice board of the Company at its registered office, immediately after the declaration of the result by the Chairperson or a person authorized by him in writing and communicated to the Stock Exchange.

Date: 14/08/2023

Registered Office: SG-2730

Suwana, Bhilwara-311011(Raj.)

CIN-L24114RJ2005PLC021340

For and on behalf of  
**SHANKAR LAL RAMPAL DYE-CHEM LIMITED**

Sd/-  
Aditi Babel  
**Company Secretary & Compliance Officer**



## **NOTICE: ANNUAL GENERAL MEETING**

### **ANNEXURE TO THE NOTICE:**

**As required by Section 102 of the Companies Act 2013, the following Explanatory Statement set out all material facts relating to the business mentioned under Item no. 3 to 12**

#### **Item No.3**

M/s. Alok Palod & Company (Firm Registration Number 018061C through their partner Mr. Alok Palod having M. No. 417729 with ICAI) were appointed as the Statutory Auditors of the Company at 13th Annual General Meeting held on 30th August, 2019 to hold office till the conclusion of the Annual General Meeting to be held in the year 2023. Auditors have informed the Company about their inability to be re-appointed for the second consecutive term of 5 years. The Audit Committee and the Board of Directors at their respective meetings held on 14th August, 2023 recommended appointment of M/s. Alok Palod & Company (Firm Registration Number 018061C through their partner Mr. Alok Palod having M. No. 417729 with ICAI) as the Statutory Auditors of the Company for their second term of five years till the conclusion of 23rd Annual General Meeting to be held in year 2028. The Board of Directors has also recommended that the fee to be paid to proposed Statutory auditors shall be Rs. 1,00,000/- plus taxes (existing). The firm is leading professional advisory firm providing assurance, taxation, regulatory advisory and transaction advisory services to a wide range of local as well as multinational clients.

The firm have submitted its consent to the said appointment and has also confirmed that their appointment, if made, would be within the limits prescribed under section 139 and 141 of the Companies Act, 2013 and that they are not disqualified for appointment as audit firm of the Company.

The remuneration for the subsequent years of their term shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors and the statutory auditors.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3. The Board of Directors recommends passing of the resolution as set out at item no. 3 of this Notice as an Ordinary Resolution.



## **NOTICE: ANNUAL GENERAL MEETING**

### **Item No.4**

At the Extra Ordinary General Meeting of the Company held on 02<sup>nd</sup> June, 2018, the Members of the Company had approved the appointment and terms of remuneration of Shri Rampal Inani as the Managing Director, of the Company for a period of 5 years w.e.f. 02<sup>nd</sup> June, 2018, which expired on 01<sup>st</sup> June, 2023. He was designated by as Chairman of the company by the shareholders in their Annual General Meeting dated 25<sup>th</sup> August, 2021. Based on the recommendation by Board in its meeting dated 30<sup>th</sup> May 2023 and as recommended by Nomination and Remuneration Committee ("Committee") and keeping in view of his vast experience and exposure in finance, marketing, business development, the Board of Directors have re-appointed Shri Rampal Inani, as the Chairman and Managing Director of the Company for further period of 5 years w.e.f. 02<sup>nd</sup> June, 2023, subject to approval of the members of the Company.

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

- a. Salary: Basic Salary ₹ 3,50,000/- per month (Same as earlier approved) with such revision as may be approved by the Board, within the overall limits as prescribed under section 196, 197 of the Act including any amendments thereof for the time being in force;
- b. Perquisites: In addition to the salary as stated above, Managing Director shall be entitled, to perquisites, benefits and allowances for self and family whether in India or overseas, such as medical, Leave Travel Concessions, travelling expenses, children's education allowance including actual living and maintenance, insurance premium together with other perquisites, benefits and allowances such as free use of car/s with driver, club fees, electricity, telephone & other communication facility at his residence, all these whether by way of payment or reimbursement and such other perquisites, benefits and allowances as may be approved by the Committee within the overall limits as prescribed under section 196, 197 read with Schedule V to the Act including any amendments thereof, if any;
- c. In addition to above, he shall also be eligible for Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund or Leave Encashment and Gratuity as per the Rules of the Company, if applicable.
- d. Shri Rampal Inani is liable to retire by rotation and he shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof;
- e. The aggregate of salary, together with perquisites, allowances and benefits payable to him in financial year shall not exceed the limits prescribed from time to time under section 196, 197 and other applicable provisions of the Act read with Schedule V to the Act including any amendments thereof for the time being in force.

Shri Rampal Inani has proactive, personalized approach to the business and competitive spirit has helped towards the growth of the Company and its various businesses.

Under his leadership and supervision, the Company has achieved the milestone in terms of market growth and brand leverage.

Brief details of Shri Rampal Inani were provided in the "Annexure" to the Notice.

Shri Rampal Inani is concerned and interested for his re-appointment as Chairman and Managing Director.

Whole Time Directors: Mr. Dinesh Kumar Inani, Mr. Susheel Kumar Inani, Mr. Vinod kumar Inani and Mr. Jagdish Chandra Inani being relatives of Shri Rampal Inani, are also concerned or interested for the above.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or Interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The above may be treated as a written memorandum setting out the terms of re-appointment of him under Section 190 of the Act. The Board recommends the ordinary resolution set out at Item No. 4 for approval by the members.



## **NOTICE: ANNUAL GENERAL MEETING**

### **Item No.5-8**

This is fifth consecutive year after conversion of company from private to a public structure and the board has successfully completed this span with milestones like Well recognition around the globe, Increased sales, Bonus Issues, Stable Dividend Payout, migration from SME Board to Main Board of BSE. This year has several reappointment of directors.

Mr. Dinesh Kumar Inani, Mr. Susheel Kumar Inani, Mr. Vinod kumar Inani and Mr. Jagdish Chandra Inani were designated as Whole Time Directors of the Company for a period of 5 years w.e.f. 22<sup>nd</sup> August, 2018, which will expire on 21<sup>st</sup> August, 2023.

Based on the recommendation by Board in its meeting dated 14<sup>th</sup> August 2023 and as recommended by Nomination and Remuneration Committee (“Committee”) and keeping in view of their vast experience and exposure in finance, marketing, business development, the Board of Directors have re-appointed them as Whole time Director of the Company for further period of 5 years w.e.f. 22<sup>nd</sup> August, 2023, subject to approval of the members of the Company.

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

a. Salary: Basic Salary ₹ 3,50,000/- per month (Same as earlier approved) with such revision as may be approved by the Board, within the overall limits as prescribed under section 196, 197 of the Act including any amendments thereof for the time being in force;

b. Perquisites: In addition to the salary as stated above, Managing Director shall be entitled, to perquisites, benefits and allowances for self and family whether in India or overseas, such as medical, Leave Travel Concessions, travelling expenses, children’s education allowance including actual living and maintenance, insurance premium together with other perquisites, benefits and allowances such as free use of car/s with driver, club fees, electricity, telephone & other communication facility at his residence, all these whether by way of payment or reimbursement and such other perquisites, benefits and allowances as may be approved by the Committee within the overall limits as prescribed under section 196, 197 read with Schedule V to the Act including any amendments thereof, if any;

c. In addition to above, they shall also be eligible for Company’s contribution to Provident Fund, Superannuation Fund or Annuity Fund or Leave Encashment and Gratuity as per the Rules of the Company, if applicable.

d. Their term is liable to retire by rotation and they shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof;

e. The aggregate of salary, together with perquisites, allowances and benefits payable to them in financial year shall not exceed the limits prescribed from time to time under section 196, 197 and other applicable provisions of the Act read with Schedule V to the Act including any amendments thereof for the time being in force.

All the four executive directors stood as 4 pillars for handling operations of the company including finance, human resource, social integration, sales, marketing, etc.

Brief details of all 4 Directors were provided in the “Annexure” to the Notice.

They are individually and jointly (being relatives) along with their relatives are concerned and interested for their re-appointment as Whole Time Directors.

Managing Director Rampal Inani and his relatives, are also concerned or interested for the above.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or Interested, financially or otherwise, in the resolution set out at Item No.5-8 of the Notice.

The above may be treated as a written memorandum setting out the terms of re-appointment of them under Section 190 of the Act. The Board recommends the ordinary resolutions set out at Item No.5-8 for approval by the members.

**NOTICE: ANNUAL GENERAL MEETING**

**Item No.9-12**

As stated in explanatory statement of Item No. 5-8; this is the fifth year after the company was converted from private to a public company. Various reappointments are due in this financial year.

Independent Directors: Mr. Anil Kumar Kabra, Mr. Murli Atal, Mr. Harsh Kabra and Ms. Apoorva Maheshwari hold post as the Independent Directors of the Company.

They also serve as chairman to below committee of the co.:

**Mr. Anil Kumar Kabra-** Chairman (Audit Committee)

**Mr. Harsh Kabra-** Chairman (Stakeholder's Relationship Committee)

**Mr. Murli Atal** –Chairman (N&R Committee)

They were appointed as an Independent Director of the Company by the Members at the Extra Ordinary General Meeting of the Company held on June 09<sup>th</sup>, 2018 for a period of 5 (five) consecutive years effective from even date and are eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on August 14<sup>th</sup>, 2023, proposed the re-appointment of them as Independent Directors of the Company for a second term of 5 (five) consecutive years effective from 08<sup>th</sup> June, 2023, not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Particulars	Mr. Anil Kumar Kabra	Ms. Apoorva Maheshwari	Mr. Harsh Kabra	Mr. Murli Atal
<b>Date of Birth</b>	10/06/1968	01/06/1989	06/02/1993	22/07/1993
<b>Qualifications</b>	Chartered Accountant from the Institute of Chartered Accountants of India	MBA	Chartered Accountant from the Institute of Chartered Accountants of India	Chartered Accountant from the Institute of Chartered Accountants of India
<b>Expertise in Specific Functional Areas</b>	Commercial Laws, Business customary Practices	Human Resource and Research Analysis	Commercial Laws, Income Tax and Indirect Taxes	Commercial Laws, Income Tax and Indirect Taxes. Leading as regional CA Chapter committee member.
<b>Directorship held in other companies</b>	MANOMAY TEX INDIA LIMITED	NIL	NIL	NIL
<b>Membership/Chairmanship of committees of other companies( includes audit committee/shareholder grievances committee)</b>	MEMBER OF NOMINATION AND REMUNERATION COMMITTEE OF MANOMAY TEX INDIA LIMITED	NIL	NIL	NIL
<b>Number of shares held in the company</b>	NIL	NIL	NIL	NIL

The Board taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that the qualifications and the rich experience of all above directors in the abovementioned areas meets the skills and capabilities required for the role of Independent Directors of the Company.



## **NOTICE: ANNUAL GENERAL MEETING**

The Board is of the opinion that these Independent Directors continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in their role as an Independent Director of the Company and their continued association would be of immense benefit to the Company.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing their candidature for the office of Director. The Company has received a declaration from them confirming that they continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, they have confirmed that they is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

They have also confirmed that they are not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Further, they have confirmed that they are not disqualified from being appointed as Director in terms of Section 164 of the Act and has given their consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. They confirmed that they are in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to their registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

They all have cleared online proficiency self-assessment test conducted by IICA. In the opinion of the Board, they fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that they are independent of the Management. The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at <http://www.srdyechem.com/downloads/Terms-and-Conditions-for-Appointment-and-Remuneration-of-Independent-Director.pdf> and would also be made available for inspection to the Members of the Company, by sending a request from their registered email address to the Company at [cs@srdyechem.com](mailto:cs@srdyechem.com) along with their Name, DP ID & Client ID/Folio No. In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of all above persons as Independent Directors is now placed for the approval of the Members by Special Resolutions.

The Board commends the Special Resolutions set out in Item No. 9-12 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India were annexed to the Notice of this meeting.

For and on behalf of  
**SHANKAR LAL RAMPAL DYE-CHEMLIMITED**

Date: 14/08/2023

Registered Office: SG-2730

Suwana, Bhilwara-311011(Raj.)

CIN-L24114RJ2005PLC021340

Sd/-

Aditi Babel

**Company Secretary & Compliance Officer**