



Shree Aadinathay Namah

CHEMEX CARE LIMITED

CIN: U24304GJ2017PLC099511 (UAN: GJ01B0086285)

MANUFACTURING OF PERFUMES, DEODORANTS, DYESTUFF & TRADING OF ALL KINDS OF CHEMICALS

Registered Office: 4th floor, 412 Sigma Icon-1, 132ft Ring Road, Opp. Medilink Hospital, Satellite, Ahmedabad -380015.

Mobile No.9429000479

Ph. No. 079-26730258

email: yccl@yashchemex.com

web: www.yasonschemexcare.com

August 29, 2023

To,
The Manager- Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, Plot No. C/1, Block-G, Bandra - Kurla Complex,
Bandra (E), Mumbai - 400051

Scrip Code: YCCL

Sub: Submission of the 6th Annual Report (1st AGM Post IPO) of the Company for the Financial Year 2022-23 under Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir/Madam,

We would like to inform you that the 06th Annual General Meeting ("AGM") of the Yasons Chemex Care Limited ("the Company") will be held on Monday, September 25, 2023 at 04:00 p.m. (IST) at the Registered Office of the Company situated at 4th floor, 412 Sigma Icon-1, 132ft Ring Road, Opp. Medilink Hospital, Satellite, Ahmedabad-380015, Gujarat, inter alia, to transact the businesses stated in the Notice.

Pursuant to Regulations 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), we hereby submitting 6th Annual Report of the Company along with all its Statutory reports as circulated to the members through electronic mode. The Annual Report containing the Notice is also uploaded on the Company's website and can be accessed at www.yasonschemexcare.com

We request you to take the same on record.

Yours faithfully,

For Yasons Chemex Care Limited

HIMALI MAHESHBHAI THAKKAR
Digitally signed by HIMALI MAHESHBHAI THAKKAR
Date: 2023.08.29 15:52:20 +05'30'

Himali M. Thakkar
Company Secretary and Compliance Officer
M. No: A47962



Encl: As above

Unit-1 : Shreeji Krupa, Ind. Est., Tajpur Road, Village Changodar, Taluka: Sanand, Ahmedabad-382213.

Unit-2 : A1/329, Phase-2, GIDC, Vatva, Ahmedabad-382445.



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6th AGM
(1st AGM -Post IPO)

Annual Report
2022-23

YASONS CHEMEX CARE LIMITED

CIN: U24304GJ2017PLC099511)



Registered Office:

4th floor, 412 Sigma Icon-1,
132ft Ring Road, Opp. Medilink Hospital, Satellite, Ahmedabad,
Gujarat-380015 India

Website: www.yasonschemexcare.com

E mail ID: cs@yasonschemexcare.com





YASONS CHEMEX LIMITED

(CIN: U24304GJ2017PLC099511)

Registered Office:

4th floor, 412 Sigma Icon-1, 132ft Ring Road, Opp.
Medilink Hospital, Satellite, NA Ahmedabad
Ahmedabad Gujarat 380015 India

Website: www.yasonschemexcare.com

E mail ID: cs@yasonschemexcare.com

MESSAGE FROM MANAGING DIRECTOR



I, Pritesh Yashwantlal Shah, Chairman and Managing Director of the Company feeling extremely proud and at the same time feeling great privilege to me to introduce our Company after the Listing on NSE platform to present the Annual Report of the Company, Listed on NSE EMERGE PLATFORM. During the F.Y. 2022-23 Company has launched SME IPO and recently on July, 2023 we have issued 51,42,000 Equity Shares of Rs.10 each at the issue price of Rs. 40/- Each and Company is recently Listed as on 03rd August 2023 on SME platform of National Stock Exchange of India Limited.

When we look at Yasons Chemex Care Limited after the Listing of the Company we are now focusing on expanding our capacity and growth is expanded for next five years by utilizing the fund received from initial public offer. Apart from it, the Company is going to launch Five to Six FMCG Products in the Market during this upcoming Quarter. Therefore, we can say that Company has marked a new milestone growth by listing on the SME PLATFORM OF NSE EMERGE. I Would Like to Place on Record My Sincere Appreciation to The Board of Directors for their valuable Guidance and Support.

I, Pritesh Yashwantlal Shah on Behalf of the board Placing Appreciation for the Support and Guidance Received from Government, SEBI, Stock Exchange and Other Regulatory Authorities, Various Financial Institutions, Bank and Correspondents in India. We Are Fortunate and Humbled by The Response Received for The Initial Public Offer (IPO) Of the Shares of Yasons Chemex Care Limited, which is Listed in The Financial Year 2023-24 on 03rd August ,2013.

Before I Conclude, I would like to thank all of you for your valuable presence and faith in the Company as well as for showing Confidence and trust in management capabilities of Yasons Chemex Care Limited.

With best wishes,

Yours Sincerely

Sd/-

Pritesh Yashwantlal Shah

Managing director

DIN: 00239665

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CORPORATE INFORMATION

YASONS CHEMEX CARE LIMITED

CIN: L24304GJ2017PLC099511

WEB: WWW.YASONSHEMEXCARE.COM,

EMAIL.ID: YCCL@YASHCHEMEX.COM

REGISTERED OFFICE:

412, SIGMA ICON- I, OPP. MEDILINK HOSPITAL,
SATELLITE, AHMEDABAD- 380015,
GUJARAT- INDIA

FACTORY:

UNIT-1:

SHREEJI KRUPA, IND EST, TAJPUR ROAD,
VILLAGE CHANGODAR, SANAND, AHMEDABAD- 382213

UNIT-2:

A1/329, PHASE-2, GIDC, VATVA, AHMEDABAD- 382445

BOARD OF DIRECTORS

1. MR. PRITESH YASHWANTLAL SHAH - CHAIRMAN & MANAGING DIRECTOR
2. MRS. DIMPLE PRITESHBHAI SHAH - WHOLE-TIME DIRECTOR
3. MS. AANGEE RAJENDRAKUMAR SHAH – INDEPENDENT DIRECTOR
4. MR. SMIT KUMARPAL SHAH- INDEPENDENT DIRECTOR (W.E.F. 08TH DECEMBER 2022)
5. MR. VINODKUMAR - INDEPENDENT DIRECTOR (W.E.F. 08TH DECEMBER 2022 UP TO 21ST AUGUST 2023)
6. MS. SILVA KRIYANGBHAI SHAH - INDEPENDENT DIRECTOR (W.E.F. 21ST AUGUST 2023)

COMPANY SECRETARY AND COMPLIANCE OFFICER

MS. CHARMI SHAH (RESIGNED AS ON 27TH DECEMBER 2022)

MISS HIMALI THAKKAR (APPOINTED AS ON 27TH DECEMBER 2022)

CHIEF FINANCIAL OFFICER

MR. KIRITKUMAR HARJIVANDAS SHAH

(APPOINTED AS ON 09TH DECEMBER 2022)





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BOARD CONSTITUTED ALL COMMITTEES ON DECEMBER 22, 2022

AUDIT COMMITTEE

| | |
|--------------------------------|-----------------------------------|
| MR. SMIT KUMARPAL SHAH: | CHAIRMAN |
| MS. AANGEE RAJENDRAKUMAR SHAH: | MEMBER |
| MR. VINODKUMAR: | MEMBER (UP TO 21ST AUGUST 2023) |
| MR. PRITESH YASHWANTLAL SHAH: | MEMBER |
| MS. SILVA KRIYANGBHAI SHAH: | MEMBER: (W.E.F. 21ST AUGUST 2023) |

NOMINATION AND REMUNERATION COMMITTEE

| | |
|--------------------------------|-----------------------------------|
| MR. SMIT KUMARPAL SHAH: | CHAIRMAN |
| MS. AANGEE RAJENDRAKUMAR SHAH: | MEMBER |
| MR. VINODKUMAR: | MEMBER (UP TO 21ST AUGUST 2023) |
| MS. SILVA KRIYANGBHAI SHAH: | MEMBER: (W.E.F. 21ST AUGUST 2023) |

STAKEHOLDERS RELATIONSHIP COMMITTEE

| | |
|--------------------------------|-----------------------------------|
| MR. SMIT KUMARPAL SHAH: | CHAIRMAN |
| MS. AANGEE RAJENDRAKUMAR SHAH: | MEMBER |
| MR. VINODKUMAR: | MEMBER (UP TO 21ST AUGUST 2023) |
| MS. SILVA KRIYANGBHAI SHAH: | MEMBER: (W.E.F. 21ST AUGUST 2023) |

STATUTORY AUDITOR:

H S K.CO & LLP

CHARTERED ACCOUNTANTS,

410, THE GRAND MALL, OPP. SBI ZONAL OFFICE,
AMBAWADI, AHMEDABAD- 380015

SECRETARIAL AUDITOR:

M/S. YASHREE DIXIT & ASSOCIATES
PRACTICING COMPANY SECRETARIES
801-802,8TH FLOOR, ABHIJEET-S.M. ROAD,
NEAR MITHAKHALI SIX ROAD,
AHMEDABAD-380006

SHARE AND SHARE TRANSFER AGENT

KFIN TECHNOLOGIES LIMITED

SELENIUM TOWER B, PLOT 31-32, GACHIBOWLI,
FINANCIAL DISTRICT, NANAKRAMGUDA, HYDERABAD – 500 032

BANKERS OF THE COMPANY

AXIS BANK LIMITED

CORPORATE BANKING BRANCH

2ND FLOOR, 3RD EYE ONE, C G ROAD,
PANCHVATI CIR, AHMEDABAD-380006
GUJARAT- INDIA





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NOTICE IS HEREBY GIVEN THAT THE 06TH ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF THE COMPANY WILL BE HELD ON MONDAY, 25TH DAY OF SEPTEMBER 2023 AT 04:00 P.M. (IST) AT 4TH FLOOR, 412 SIGMA ICON-1, 132FT RING ROAD, OPP. MEDILINK HOSPITAL, SATELLITE, AHMEDABAD-380015 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023, TOGETHER WITH THE REPORTS OF BOARD OF DIRECTORS AND AUDITORS' THEREON;
2. TO APPOINT A DIRECTOR IN PLACE OF MRS. DIMPLE PRITESH SHAH (DIN:06914755), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT.

SPECIAL BUSINESS:

3. TO APPOINT MS. SILVA KRIYANGBHAI SHAH (10283803) AS INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to applicable provisions of Section 149, 150, 152, read with Schedule IV and other applicable provision of the Companies Act, 2013 (“the Act”) and Rules framed there under and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) pursuant to the recommendations made by the Nomination and Remuneration Committee and the Board of Directors, Ms. Silva Kriyangbhai Shah (DIN: 10283803) who was appointed by the Board of Directors of the Company as an Additional Directors at their Board Meeting held on 21st August, 2023 to hold office as an Independent Director of the Company up to the date of ensuing Annual General Meeting of the Company and who is eligible for being re-appointed as an Independent Director be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from 21st August, 2023 to 20th August, 2028 (both days inclusive), not liable to retire by rotation and on such terms as stated in the explanatory statement hereto.”



4. TO CONSIDER AND APPROVE THE RELATED PARTY TRANSACTION TO BE ENTERED WITH YASH CHEM:

In this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Section 188(1)(a) of Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and such other rules as may be applicable and amended from time to time, pursuant to the approval of the Audit Committee and the recommendation of the Board of Directors, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/continue to enter into transaction(s)/contract(s)/ arrangement(s)/ agreement(s) with Yash Chem for purchase/sale of goods and materials not exceeding Rs. 10 Crores for the financial year 2023-24 and such other terms and conditions as provided in the explanatory statement;

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee(s) thereof) be and are hereby severally authorized to determine and finalize the terms & conditions related thereto from time to time and all other matters arising out of the incidental to the transactions and generally to do all acts, deeds, matters and things including variation amount that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.”

5. TO CONSIDER AND APPROVE THE RELATED PARTY TRANSACTION TO BE ENTERED WITH YASH CORPORATION:

In this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Section 188(1)(a) of Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and such other rules as may be applicable and amended from time to time, pursuant to the approval of the Audit Committee and the recommendation of the Board of Directors, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/continue to enter into transaction(s)/contract(s)/ arrangement(s)/ agreement(s) with Yash Corporation for purchase/sale of goods and materials not exceeding Rs. 12 Crores for the financial year 2023-24 and such other terms and conditions as determined by the Board;

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee(s) thereof) be and are hereby severally authorized to determine and finalize the terms & conditions related thereto from time to time and all other matters arising out of the incidental to the transactions and generally to do all acts, deeds, matters and things including variation amount that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.”

6. TO CONSIDER AND APPROVE THE RELATED PARTY TRANSACTION TO BE ENTERED WITH M/S. RISHIT POLYSURF LLP:

In this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 188(1)(a) of Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 and such other rules as may be applicable and amended from time to time, pursuant to the approval of the Audit Committee and the recommendation of the Board of Directors, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/continue to enter into transaction(s)/contract(s)/ arrangement(s)/ agreement(s) with M/s. Rishit Polysurf LLP for purchase/sale of goods and materials not exceeding Rs. 10 Crores for the financial year 2023-24 and such other terms and conditions as determined by the Board;

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee(s) thereof) be and are hereby severally authorized to determine and finalize the terms & conditions related thereto from time to time and all other matters arising out of the incidental to the transactions and generally to do all acts, deeds, matters and things including variation amount that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.”

7. TO CONSIDER AND APPROVE THE RELATED PARTY TRANSACTION TO BE ENTERED WITH M/S. YASH CHEMEX LIMITED:

In this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 188(1)(a) of Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 and such other rules as may be applicable and amended from time to time, pursuant to the approval of the Audit Committee and the recommendation of the Board of Directors, the consent of the members of the

Company be and is hereby accorded to the Board of Directors of the Company to enter/continue to enter into transaction(s)/contract(s)/ arrangement(s)/ agreement(s) with M/s. Yash Chemex Limited for purchase/sale of goods and materials not exceeding Rs. 20 Crores for the financial year 2023-24 and such other terms and conditions as determined by the Board;

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee(s) thereof) be and are hereby severally authorized to determine and finalize the terms & conditions related thereto from time to time and all other matters arising out of the incidental to the transactions and generally to do all acts, deeds, matters and things including variation amount that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.”

8. TO APPROVE ADVANCE ANY LOANS INCLUDING LOAN REPRESENTED BY BOOK DEBTS OR TO GIVE GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN_AVAILED BY ANY PERSON SPECIFIED UNDER SECTION 185(2) OF COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to provisions of Section 185 (2) and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Companies (Meeting of Board and its Powers) Rules, 2024 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”) for advance any loan(s) in one or more tranches including loan represented by way of Book Debt (the “Loan”), and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by any person in whom any of the directors of the company is interested as defined under Section 185(2) of the Act provided that the aggregate amount of loan and guarantee given and security provided pursuant to this resolution shall not at any time exceed Rs. 50 Crores;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute direction may deem necessary or desirable and its decision shall be final and binding.”

9. TO MAKE LOANS OR INVESTMENTS AND TO GIVE GUARANTEES OR TO PROVIDE SECURITY IN CONNECTION WITH A LOAN MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

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

“RESOLVED THAT pursuant to provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Based on the recommendation of the Board of Directors of the Company, the consent of the members of the Company be and are hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”) (i) to give any loans to any person or other body corporate, or (ii) give any guarantee or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of Company’s Paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is higher as the Board of Directors may think fit, provided that the total loans or investments made, guarantee given, securities provided and acquire any other security shall not any time exceed Rs. 50 Crores;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute direction may deem necessary or desirable and its decision shall be final and binding.”

10. TO APPROVE RIVISION IN THE MANAGERIAL REMUNERATION PAYABLE TO MR. PRITESH YASHWANTLAL SHAH MANAGING DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT, Pursuant to provisions of Section 197,198, Schedule-V as applicable and other applicable Provisions, if any , of the Companies Act,2013 read with rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment made thereof for the time being in force) based on the recommendation of Nomination and Remuneration Committee and the board of Directors and subject to such other requisite approvals, as may be required in this regard, the consent of the members of the Company be and is hereby accorded for the payment of remuneration within the maximum permissible remuneration as specified in section II of Part II of Schedule V to the Companies Act,2013 to Mr. Pritesh Yashwantlal Shah (DIN: 00239665), Managing Director of the company with the same other terms and Conditions as fixed originally at the time of Appointment at the extra-Ordinary

General meeting held on 20th December-2022 notwithstanding that with the increased remuneration with the approval of the members of the Company to the revision of remuneration with effect from the 1st April-2023 for a period of 1 years on the salary, allowance and Perquisites on the terms and conditions including remuneration as mentioned below:

Details of the remuneration are.

Mr. Priteshkumar Yashwantlal Shah: Rs.30,00,000/- per annum including Basic Salary, Commission Payable and apart from it if any other benefits like Gratuity, Provident Fund, Leave etc. as applicable as per rules of the Company. Other perquisites and benefits as per the rules of the Company.

Further Resolved that, for the Purpose of giving effect to the above resolution the Board of Directors is authorized to do all such acts, deeds, matters and things as may be considered it to be necessary or desirable in this regard.”

11. TO APPROVE REVISION IN THE MANAGERIAL REMUNERATION PAYABLE TO MRS. DIMPLE PRITESHKUMAR SHAH, WHOLE-TIME DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT, Pursuant to provisions of Section 197,198, Schedule-V as applicable and other applicable Provisions, if any , of the Companies Act,2013 read with rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment made thereof for the time being in force) based on recommendation of Nomination and remuneration Committee and the board of Directors (including any statutory modification or re-enactment thereof for the time being in force) the consent of the members of the Company be and is hereby accorded for the payment of remuneration within the maximum permissible remuneration limit as specified in section II of Part II of Schedule V to the Companies Act,2013 to Mrs. Dimple Priteshkumar Shah (DIN: 06914755) whole time Director of the Company with the same terms and Conditions as fixed originally at the time of Appointment at the extra-Ordinary General meeting held on 20th December-2022 notwithstanding that with the increased remuneration with the approval of the members of the Company to the revision of remuneration with effect from the 1st April-2023 for a period of 1 year on the salary, allowance and Perquisites on the terms and conditions including remuneration as mentioned below:



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Details of the remuneration:

Mrs Dimple Priteshkumar Shah: Rs.1500000/- per annum includes Basic Salary, Commission Payable if any other benefits like Gratuity, Provident Fund, Leave etc. as applicable as per rules of the Company. Other perquisites and benefits as per the rules of the Company.

“Further Resolved that, for the Purpose of giving effect to the above resolution the Board of Directors is authorized to do all such acts, deeds, matters and things as may be considered it to be necessary or desirable in this regard.

Place: Ahmedabad

Date: 29th August,2023

By the Order of Board of Directors

Yasons Chemex Care Limited

Sd/-

Pritesh Y. Shah

Managing Director

DIN: 00239665

Registered Office:

4th Floor, 412 Sigma Icon-1, 132ft Ring Road,
Opp. Medilink Hospital, Satellite,
Ahmedabad-380015



NOTES:

1. The relevant Statement made pursuant to Section 102 (1) of the Companies Act, 2013 in respect of Special Business to be transacted at the Annual General Meeting, set out in the Notice, is enclosed hereto and forms part of the Notice.
2. The Register of Members and Share Transfer Books of the Company will remain close from Friday, 15th September, 2023 to Monday, 25th September, 2023 (both days inclusive) for the purpose of annual general meeting.
3. IN TERMS OF SECTION 105 OF THE COMPANIES ACT, 2013 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND, ON A POLL, VOTE INSTEAD OF HIMSELF, SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 [fifty] and holding in aggregate not more than ten (10) per cent of the total share capital of the Company. In case proxies proposed to be appointed by a Member holding more than ten (10) percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any such other person or shareholder.
4. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, and signed and stamped, not less than 48 hours before the commencement of the meeting. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies, societies etc. must be supported by an appropriate resolution/authority, as applicable.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. In terms of Section 152 of the Companies Act, 2013, Mrs. Dimple Pritesh Shah (DIN: 06914755), Director of the Company, liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. The Board of Directors of the Company recommends her re-appointment.
7. Details of Directors seeking appointment / reappointment at the 6th Annual General Meeting in pursuance of provisions of the Companies Act, 2013 & Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are given as an Annexure to the Notice.
8. In line with MCA Circulars and SEBI Circulars, the Annual Report for the financial year 2022-23 along with Notice of 06th AGM of the Company inter-alia indicating the process and manner of e-voting are being sent only by electronic mode to those members whose email IDs are registered with the Company/Depository Participant(s) for communication. Members may note that the aforesaid documents may also be downloaded from the Company's website www.yasonschemexcare.com. and the website of National Stock Exchange of India Limited In line

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with MCA Circulars, the Company has enabled a process for the limited purpose of receiving the AGM Notice and Annual Report (including remote e-voting instructions) electronically.

9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
10. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the financials and other communications electronically.
11. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by KFin Technologies Limited (Kfintech). The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.
12. The Company has fixed Monday, 18th September, 2023 as Cut-off date (Record Date) for determining entitlement for remote e-voting as well as e-voting of shareholders holding shares in physical or dematerialized form. The voting period begins on 09.00 Hrs. of Friday, 22nd September, 2023 and ends on 17.00 Hrs. of Sunday, 24th September, 2023. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 18th September, 2023 may cast their vote electronically. The e-Voting module shall be disabled by Kfintech for voting thereafter
13. Members' voting rights shall be in proportion to his/her share of paid-up equity share capital of the Company. In case of joint holders attending the meeting together, only whose name appearing first will be entitled to vote.
14. This notice is being sent to all the members at their registered e-mail IDs, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on 28th August, 2023. The Notice is also posted on the website of the Company i.e. www.yasonschemexcare.com
15. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions so as to reach the Company registered office at least 5 days before the Annual General Meeting so that the same can be suitably replied to.

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16. Members who have registered their e-mail id for the receipt of documents in electronic mode are being sent AGM Notice by e-mail. Members who have received AGM Notice by e-mail and wish to vote physically can do the same by remaining present in the meeting.
17. The members who did not exercise their vote by E-Voting shall have an option to cast their vote on poll that will be conducted at the AGM Venue. Further there shall not be any voting through Show of Hands.
18. The Company has appointed M/s. TNT & Associates Company Secretaries (Membership Number: FCS 3844, COP No: 3123) to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
19. The Scrutinizer shall, immediately after the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than three (3) days of conclusion of the meeting, a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company, who shall counter-sign the same.
20. The results shall be declared at or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.yasonschemexcare.com and on the website of KFin Technologies Limited immediately after the result is declared by the Chairperson and communicated to National Stock Exchange of India Limited.
21. The Securities and Exchange Board of India (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). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents KFin Technologies Limited, Selenium Tower B, Plot Nos. 31 & 32 Financial District Nanakramguda Serilingampally Mandal, Hyderabad – 500032.
22. Electronic copy of the Notice of the 06th Annual General Meeting of the Company, inter alia, indicating the process of e-voting along as stated herein with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company/DP(s) for communication purposes unless any member has requested for a physical copy of the same. Members to whom hard copy of Annual Reports have been provided are requested to bring their copies of the Annual Report to the Meeting. The copies of Annual Reports shall not be made available at the venue of the Meeting.
23. Members may also note that the Notice of the 06th Annual General Meeting and the Annual Report for F.Y. 2022-23 will also be available on the Company's website www.yasonschemexcare.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. For any communication related to this AGM or otherwise, the Members may also send requests to the Company's investor email: cs@yasonschemexcare.com.
24. SEBI has mandated the submission of Permanent Account number (PAN) by every participant in the securities market. Members are therefore requested to submit their PAN details to their Depository Participants.

INSTRUCTIONS FOR REMOTE E-VOTING

1. Use the following URL for e-voting from KFintech website: <https://evoting.kfintech.com>.
2. Members of the Company holding shares either in physical form or in dematerialized form, as on 18th September, 2023, the cutoff date, may cast their vote electronically.
3. Enter the login credentials i.e., User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your user ID. However, if you are already registered with KFintech for e-voting, use your existing User ID and password for casting your votes.
4. After entering the details appropriately, click on LOGIN.
5. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. You need to login again with the new credentials.
7. On successful login, the system will prompt you to select the EVEN i.e., Yasons Chemex Care Limited.
8. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR/AGAINST' as the case may be or partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
9. Members holding multiple folios / Demat account shall choose the voting process separately for each folio / Demat account.
10. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution.
11. The Portal will be open for voting from 9.00 a.m. on 22nd September, 2023 and closes at 5.00 p.m. on 24th September, 2023.

12. Members of the Company who have purchased their shares after the dispatch of the Notice but before the cutoff date (18th September, 2023) may contact KFinTech at Tel No. 1800 309 4001 (toll free) to obtain login id and password or send a request to einward.ris@kfinech.com.

13. 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 <https://evoting.kfintech.com> or contact KFinTech at Tel No. 1800 309 4001 (toll free)

Procedure to login through websites of Depositories NSDL CDSL Users already registered for IDeAS facility of NSDL i. Click on URL: <https://eservices.nsd.com> ii. Click on the “Beneficial Owner” icon under ‘IDeAS’ section. iii. Enter your User ID and Password for accessing IDeAS. iv. On successful authentication, click on “Access to e-Voting”. v. Click on Company name or e-voting service provider for casting the vote during the remote e-voting period. Users already registered for Easi/Easiest facility of CDSL i. Click on URL: <https://web.cdslindia.com/myeasi/home/> login or www.cdslindia.com and click on New System Myeasi. ii. Enter your User ID and Password for accessing Easi/ Easiest. iii. Click on Company name or e-voting service provider for casting the vote during the remote e-voting period. 2. Users not registered for IDeAS facility of NSDL i. To register, click on URL: <https://eservices.nsd.com> ii. Select “Register Online for IDeAS”. iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc. iv. After successful registration, please follow steps given under Sr.No.1 above to cast your vote.

2. Users not registered for Easi/Easiest facility of CDSL i. To register, click on URL: <https://web.cdslindia.com/myeasinew/Registration/EasiRegistration>

ii. Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc.

iii. After successful registration, please follow steps given under Sr.No.1 above to cast your vote.

3. Users may directly access the e-voting module of NSDL as per the following procedure:

i. Click on URL: <https://www.evoting.nsd.com/>

ii. Click on the icon “Login” available under “Shareholder/ Member” section.

iii. Enter your User ID (i.e. 16-digit demat account number held with NSDL), login type, Password/OTP and Verification code as shown on the screen.

iv. On successful authentication, you will enter the e-voting module of NSDL.

v. Click on Company name or e-voting service provider and you will be re-directed to KFinTech website for casting the vote during the remote e-voting period.



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3. Users may directly access the e-voting module of CDSL as per the following procedure:

- i. Click on URL: www.cdslindia.com
- ii. Provide demat account number and PAN.
- iii. System will authenticate user by sending OTP on registered mobile & email as recorded in the demat account.
- iv. On successful authentication, you will enter the e-voting module of CDSL.
- v. Click on Company name or e-voting service provider and you will be re-directed to KFintech website for casting the vote during the remote e-voting period.

Procedure to login through their demat accounts/website of Depository Participant Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts/websites of Depository Participants registered with NSDL/CDSL. An option for “e-Voting” will be available once they have successfully logged-in through their respective logins. Click on the option “e-Voting” and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). Click on the e-Voting link available against the name of Company or select e-Voting service provider “KFintech” and you will be redirected to the e-Voting page of KFintech to cast your vote without any further authentication. Members who are unable to retrieve User ID/Password are advised to use “Forgot User ID”/” Forgot Password” options available on the websites of Depositories/Depository Participants. Contact details in case of technical issue on NSDL website Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.1800 1020 990 and 1800 22 44 30.

Contact details in case of technical issue on CDSL website Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

Place: Ahmedabad
Date: 29th August,2023

by the Order of Board of Directors

Yasons Chemex Care Limited

Sd/-
Pritesh Y. Shah
Managing Director
DIN: 00239665

Registered Office:
4th Floor, 412 Sigma Icon-1, 132ft Ring Road,
Opp. Medilink Hospital, Satellite,
Ahmedabad.



STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING.

Item no. 3

Ms. Silva Shah (DIN: 10283803) was appointed as an Additional Independent Director of the Company by the Board w.e.f 21st August, 2023. She is a qualified Chartered Accountant and Company Secretary with bachelor's degree in commerce having extensive experience in the field of Audit, Income Tax, GST and RERA.

Pursuant to the provisions of Section 152 (2) of the Companies Act, 2013 every director of the Company has to be appointed in the General Meeting of the Company. Therefore, approval of the shareholders is sought for regularisation of the appointment of Ms. Silva Shah as an Independent Director on the same terms and conditions as determined by the Board.

Ms. Silva Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. As an Independent Director, he is entitled to get sitting fee for Board Meetings and Board Level Committee Meetings attended by him.

Except Ms. Silva Shah, being an appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No. 2 as Ordinary Resolution. Details of Ms. Silva Shah has been provided in the Annexure attached to this Notice.

Item No. 4,5, 6 & 7

Pursuant to provisions of Section 188 of the Companies Act, 2013 read with rules made thereunder, consent of the members by way of Ordinary resolution is required for approval of Related Party Transactions entered / proposed to be entered by the Company with its related parties.

Your Company has some related party transactions and in future may enter into such transactions with M/s. Yash Corporation and with M/s. Yash Chem which is likely to increase during the financial year 2023-24 and will be considered as Material Related Party Transactions. Based on the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held earlier has accorded its approval for the said related party transactions and for which your approval members are required u/s 188 of the Companies Act, 2013. The details of the proposed material related party transactions are given below.

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| Sr. No | Name of Related Party | Name of Director or KMP and their Relatives who are related, If any | Nature of relationship | Nature of transactions, Material terms, Particulars of contract or arrangement | Proposed/ Amount of Transaction |
|--------|-----------------------|---|---|--|-------------------------------------|
| 1 | YASH CHEM | Mr. Pritesh Y. Shah, Director Mrs. Dimple P. Shah are relatives of Director | Mr. Pritesh Y. Shah is a Proprietor of Yash Chem | Purchase and Sales of chemicals, dyes and intermediates. Materials and others. | To the extent of Rs. 10 Crores p.a. |
| 2 | Yash Corporation | Mr. Pritesh Y. Shah is Karta of Pritesh Y. Shah-HUF Mrs. Dimple P. Shah is relative of Director | Pritesh Y. Shah-HUF is a Proprietor of Yash Corporation | Purchase, Sale and Supply of Goods, Services and Materials | To the extent of Rs. 12 Crores p.a. |
| 3 | Rishit Polysurf LLP | Mr. Yashwantlal C. Shah is relative of directors. | Yasons Chemex Care Limited is designated partner of this LLP. | Purchase, Sale and Supply of Goods, Services and Materials. | To the extent of Rs.10 Crores p.a. |
| 4 | YASH CHEMEX LIMITED | Mr. Pritesh Y. Shah, Managing Director Mrs. Dimple P. Shah is relative of Managing Director | Company having Common Director | Purchase and Sales of chemicals | To the extent of Rs. 20 Crores p.a. |

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In accordance with the Section 188 of the Companies Act, 2013, no members of the company shall vote on such resolutions, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.

Accordingly, approval of members is sought by passing an ordinary resolution.

The proposal outlined above is in the interest of the Company and the Board recommends the resolution set out in Item No. 4, 5, 6 & 7 to the accompanying Notice as an Ordinary Resolutions.

None of the Directors (Except mentioned above), relatives of Directors (Except mentioned above) and Key Managerial Personnel and their relatives of the Company is directly/ indirectly interested in the above resolutions.

Item No. 8:

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013 ("the Act"), the Company was unable to extend financial assistance by way of advancing any loan, guarantee or security to other entities. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of passing special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities. Details as required under Section 185(2) of the Act the aggregate amount of loan and guarantee given and security provided pursuant to this resolution shall not at any time exceed Rs. 50 Crores.

Hence, in order to enable the Company to advance loan to Subsidiaries/ Joint Ventures /Associates/ other Companies/ Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by way of passing Special Resolution.

The Board of Directors recommends the resolution as set out in Item No. 8 of the accompanying notice for the approval of the Shareholders of the Company as a Special Resolution.

Except Mr. Priteshbhai Yashwantlal Shah & Mrs. Dimpleben Priteshkumar Shah along with their relatives, none of the other Directors or the Key Managerial Personnel or their relatives except to their shareholding is in any way interested or concerned, financially or otherwise in this Resolution at Item No. 8 of the Notice.

Item No.9:

The Company makes investments in and gives loans to the subsidiary companies as and when needed. The Company also provides corporate guarantees to the banks/financial institutions for the financial assistance provided by them against loan taken by the subsidiary companies. The purpose of granting such loans/investments to be made / guarantees given or securities to be provided by the Company to the subsidiary Company is mainly to meet the financial requirement. The Board recommend to increase the fund limit upto Rs. 50 Crores for the purpose of Section 186 of the Companies Act,2013.

The consent and approval of the Shareholders is therefore, sought in accordance with the provisions of Section 186 of the Companies Act, 2013 for the said limits. As per the provisions of Section 186 of the Companies Act, 2013, No company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent. of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Where such giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified, under Section 186 of the Companies Act, 2013 prior approval by means of a special resolution passed at a general meeting is necessary.

The Directors are satisfied that this resolution would be in the interest of the Company and its members and accordingly recommend to pass the resolution as special resolution. Directors their relatives and Key Managerial Personnel and who are members of the Company, may be deemed to be concerned or interested in this Resolution to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

Except Mr. Priteshbhai Yashwantlal Shah & Mrs. Dimpleben Priteshkumar Shah along with their relatives, none of the other Directors or the Key Managerial Personnel or their relatives except to their shareholding is in any way interested or concerned, financially or otherwise in this Resolution at Item No. 9 of the Notice.

Item No. 10:

The Members of the Company at the At General Meeting held on 20th December, 2022 had appointed Mr. Pritesh Yashwantlal Shah as the Managing Director of the Company effective from 20th December,2022 for a period of five years up to 19th December,2027. Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a company having inadequate/no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

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Based on the recommendations of the Nomination & Remuneration Committee, the board of Directors of the Company at their meeting held on 05th April,2023, proposed to increase in Remuneration payable to Mr. Pritesh Yashwantlal Shah (DIN:0239665) up to Rs.30,00,000 p.a. w.e.f. 1st April,2023 for a period of 1 year. The managerial remuneration shall not exceed the maximum limit prescribed under the Companies Act, 2013.

Details as required under part II of Schedule V are as follows

1. General Information

- i. **Nature of industry:** Manufacturer of Dyes and Intermediates
- ii. **Date or expected date of commencement of commercial production:** The Company carries on Chemical business since its incorporation.
- iii. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- iv. **Financial performance based on given indicators:** Financial Performance of the Company for the year ended 31st March, 2023.

| Financial Performance | Amount (In Lakhs) |
|---|-------------------|
| Revenue from operations | 3,677.27 |
| Other income | 423.37 |
| Total expenditure | 3,679.24 |
| Net profit before tax | 421.39 |
| Profit after tax (after deducting comprehensive income) | 342.77 |

- v. **Foreign investments or collaborations, if any:** The share capital of the Company is entirely held by domestic Indian Bodies Corporate and Individuals.

2. Information about the appointee:

I. **Background details:** Mr. Pritesh Yashwantlal Shah is a Managing Director of Company. He holds a Bachelor degree in Chemistry. He has knowledge and Experience in Chemical field.

II. **Past Remuneration:** Rs. 5 Lakhs p.a.

III. **Recognition or awards:** None

IV. Job Profile and her suitability:

Mr. Pritesh Yashwantlal Shah, being a Managing Director, considering his vast experience and deep knowledge of the business in which Company operates and also contribution made by him towards growth of the Company, the remuneration proposed commensurate with his job profile and is justified.

V. Remuneration Proposed: Considering the involvement and efforts made by Mr. Pritesh Yashwantlal Shah, Managing Director of the Company, the Board is proposed to revision of his remuneration and increase from Rs. 5 Lakhs to Rs. 30 Lakhs per annum. Subject to the approval of members of the Company as mentioned in the resolution number 10 of the Notice.

VI. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Not applicable.

VII. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Mr. Pritesh Yashwantlal Shah is Managing Director of the Company. He has no other pecuniary relationship with the Company except to the extent of his remuneration in the Company. He is Husband of Mrs. Dimple P. Shah, Whole Time Director of the Company.

3. Other information:

I. Reasons of loss or inadequate profits: The Company is engaged in the business of manufacturing and selling various types of Chemicals, Dyes and Intermediates etc. During the Year 2022-23, the Company made Profit after Tax of Rs.342.77 Lakhs. However, the amount of proposed remuneration is exceeding the limit specified in the section and therefore the profit of the Company is inadequate.

II. Steps taken or proposed to be taken for improvement: The Company has increased its revenue significantly which will help it to achieve in increased profits. The Company has started Focusing on the large size business and started to put an Effort on place appropriate working capital mechanism and on all other economic measures ae being adopted to maintain profitability.

III. Expected increase in productivity and profits in measurable terms: Your company is making all Continuous Efforts to expand marketing and economy in operations.

Except Mr. Priteshbhai Yashwantlal Shah & Mrs. Dimpleben Priteshkumar Shah along with their relatives, none of the other Directors or the Key Managerial Personnel or their relatives except to their shareholding is in any way interested or concerned, financially or otherwise in this Resolution at Item No. 10 of the Notice.

Item No. 11:

The Members of the Company at the At General Meeting held on 20th December, 2022 had appointed Mrs. Dimple Pritesh Shah as the Whole time Director of the Company effective from 20th December, 2022 for a period of five years up to 19th December, 2027 Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a company having inadequate/no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

Based on the recommendations of the Nomination & Remuneration Committee, the board of Directors of the Company at their meeting held on 05th April, 2023, proposed to increase in Remuneration payable to Mrs. Dimple Pritesh Shah (DIN: 06914755) up to Rs.15,00,000 p.a. w.e.f. 1st April, 2023 for a period of 1 year. The managerial remuneration shall not exceed the maximum limit prescribed under the Companies Act, 2013.

Details as required under part II of Schedule V are as follows.

1. General Information

- I. **Nature of industry:** Manufacturer of Dyes and Intermediates
- II. **Date or expected date of commencement of commercial production:** The Company carries on Chemical business since its incorporation.
- III. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- IV. **Financial performance based on given indicators:** Financial Performance of the Company for the year ended 31st March, 2023.

| Financial Performance | Amount (In Lakhs) |
|---|-------------------|
| Revenue from operations | 3,677.27 |
| Other income | 423.37 |
| Total expenditure | 3,679.24 |
| Net profit before tax | 421.39 |
| Profit after tax (after deducting comprehensive income) | 342.77 |

- V. **Foreign investments or collaborations, if any:** The share capital of the Company is entirely held by domestic Indian Bodies Corporate and Individuals.

2. Information about the appointee:

- i. **Background details:** Mrs. Dimple P. Shah is a Whole-time Director of Company. She holds a Bachelor degree in commerce. She has knowledge and Experience in marketing and management field.
- ii. **Past Remuneration:** Rs. 4 Lakhs p.a.
- iii. **Recognition or awards:** None
- iv. **Job Profile and her suitability:** Mrs. Dimple P. Shah, being a Whole-time director, considering her vast experience and deep knowledge of the business in which Company operates and also contribution made by her towards growth of the Company, the remuneration proposed commensurate with her job profile and is justified.
- v. **Remuneration Proposed:** Considering the involvement and efforts made by Mrs. Dimple P. Shah, whole time directors of the Company, the Board is proposed to revision of her remuneration and increase from Rs. 4 Lakhs to Rs. 15 Lakhs per annum. Subject to the approval of members of the Company as mentioned in the resolution number 11 of the Notice.
- vi. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Not applicable
- vii. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:** Mrs. Dimple P. Shah is Director of the Company. She has no other pecuniary relationship with the Company except to the extent of her remuneration in the Company. She is wife of Mr. Pritesh Y. Shah, Managing Director of the Company.

3. Other information:

- i. **Reasons of loss or inadequate profits:** The Company is engaged in the business of manufacturing and selling various types of Chemicals, Dyes and Intermediates etc. During the Year 2022-23, the Company made Profit after Tax of Rs.342.77 Lakhs. However, the amount of proposed remuneration is exceeding the limit specified in the section and therefore the profit of the Company is inadequate.
- ii. **Steps taken or proposed to be taken for improvement:** The Company has increased its revenue significantly which will help it to achieve in increased profits. The Company has started Focusing on the large size business and started to put an Effort on place appropriate working capital mechanism and on all other economic measures ae being adopted to maintain profitability.
- iii. **Expected increase in productivity and profits in measurable terms:** Your company is making all Continuous Efforts to expand marketing and economy in operations.

Except Mr. Priteshbhai Yashwantlal Shah & Mrs. Dimpleben Priteshkumar Shah along with their relatives, none of the other Directors or the Key Managerial Personnel or their relatives except to their shareholding is in any way interested or concerned, financially or otherwise in this Resolution at Item No. 11 of the Notice.

Annexure -A

Additional Information of Directors recommended for appointment/re-appointment in terms of Secretarial Standards on General Meeting (SS-2) and regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015:

| Name of Director | Mrs. Dimple Pritesh Shah | Ms. Silva Kriyangbhai Shah |
|--|--|---|
| Age | 46 years | 35 years |
| Qualification | B. Com | Chartered Accountant and Company Secretary with Bachelor's degree. |
| Expertise in specific functional areas | Management and Marketing Field | She has more than Five Years Experience in the fields of Income Tax, Audit, GST and RERA ETC and she holds an Expertise in area of Risk and Fraud Detection, GST, RERA, Statutory Audit, Fraud Detection, Cyber Security, Startup advisory etc. |
| Date of first appointment on the Board | 01/01/2018 | 21/08/2023 |
| Terms and conditions of appointment/Re-Appointment along with details of remuneration sought to be paid and remuneration last drawn by such person | Appointment as Executive Director whose term of office is liable to retire by rotation | Non-executive, Independent Director of the Company for a period of 5 years commencing from 21st August, 2023 to 20th August, 2028. She is not liable to retire by rotation. |
| Details of last drawn remuneration | Four Lakhs p.a. | Nil |
| Directorship held in other Companies | Yash Chemex Limited | Nil |
| Chairmanship/Membership in committee of other Boards | N.A. | Nil |
| Shareholding in the Company including shareholders as a beneficial owner | Nil | Nil |

| | | |
|--|---|---|
| Number of Meetings of the Board attended during the financial year 2022-23 | 14 (Fourteen) | Nil |
| Relationship with other Directors, Manager and other KPM of the Company | She is a wife of Mr. Pritesh Shah who is Managing Director of the Company. | The proposed director has no relationship with other Director and KMP. |
| Justification for choosing the appointees for appointment as Independent Directors | N.A. | Considering the present composition of the Board, the Company need a person in the board who has expertise in field of commerce. Considering the qualification and expertise of Ms. Silva Shah, she is suitable candidate for appointment as Independent Director. |
| A Brief resume of the Director | Mrs. Dimple P. Shah is a Whole-time Director of Company. She holds a Bachelor degree in commerce. She has knowledge and Experience in marketing and management field. | She is a qualified Chartered Accountant and Company Secretary with bachelor's degree in Commerce having extensive experience in the field of Audit, Income Tax, GST and RERA. She is a Partner at "S Silva & Associates" – a Boutique CA Firm which was founded in 2019. She is involved in crucial advisory and consultancy in the field of GST to Corporates. |
| The skills and capabilities required for the role and manner in which the proposed person meets such requirements. | N.A. | A person who has expertise in field of commerce |



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DIRECTOR'S REPORT

To
The Members,
Yasons Chemex Care Limited
Ahmedabad

Your directors have pleasure in presenting Sixth Annual Report of the Company along with Audited Financial Statements for the financial year ended 31st March, 2023.

1. FINANCIAL PERFORMANCE SUMMARY

Financial Summary and performance highlights of the Company, for the financial year ended 31st March, 2023 are as follows:

| | (Rs. in Lakh) | |
|--|----------------|---------------|
| DETAIL | 2022-23 | 2021-22 |
| SALES | 3677.27 | 2505.19 |
| OTHER INCOME | 423.37 | 111.81 |
| TOTAL INCOME | 4100.64 | 2617.01 |
| LESS: EXPENDITURE | 3633.34 | 2322.03 |
| PROFIT/(LOSS) BEFORE INTEREST, DEPRECIATION, TAX | 467.30 | 294.98 |
| LESS: INTEREST | 35.80 | 30.65 |
| LESS: DEPRICIATION & AMORTIZATION COST | 10.10 | 12.94 |
| LESS: EXTRA ORDINARY ITEMS | - | |
| Profit /loss before Tax | 421.40 | 251.39 |
| Earning Per Share (EPS) – Basic | 2.42 | 1.38 |
| Earning Per Share (EPS) – diluted | 2.42 | 1.38 |



2. REVIEW OF BUSINESS OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS:

The total revenue from operation of your Company for the financial year 2022-23 is Rs. 4100.64 Lakhs which is higher as compared with last year's total revenue Rs. 2617.01 Lakhs. The operating profit before tax for the financial year 2022-23 is Rs 421.40 Lakhs as against Rs. 251.39 Lakhs for the Previous Year. Total Comprehensive Income for financial year 2022-23 is Rs. 343.09 Lakhs as compared to Rs 195.61 Lakhs for the Previous Year.

Initial Public Offer ("IPO")

The Company in the month of July,2023 had come out with Initial Public Offer ("IPO"). The said IPO was fully subscribed by the investors. The Management is thankful to Securities Exchange Board of India ("SEBI") and all other statutory authorities for allowing IPO and also thankful to the Investors for reposing faith in the Company. The Company's equity shares were listed on National Stock Exchange of India Limited (NSE) EMERG platform on 3rd August 2023.

3. DIVIDEND:

Your Company has not declared any dividend during the year because Board of Directors of the Company has decided to carry all profit after tax to Profit & Loss Account under Reserve & Surplus and to keep it for future growth and development.

4. AMOUNT TRANSFERRED TO RESERVES:

Your Company has earned Net profit of Rs. 342.77 Lakhs during the financial year 2022-23. Your directors have transferred to reserves of Rs. 342.77 Lakhs to Strengthen the Financial position of the company in nearest future. As a result, the Balance of Reserve and surplus as on 31st March,2023 is Rs.655.94 Lakhs

5. CHANGES IN THE NATURE OF THE BUSINESS:

For sustained growth in the future, your Company wants to rely on the main business of the Company. There is no change in the nature of the business of the company during the year.

6. CHANGES IN SHARE CAPITAL

a. Authorized Capital:

During the period under review, the Authorised Share Capital of the Company has been increased from Rs. 6,60,00,000/- (Rupees Six Crores Sixty Lakhs Only) divided into 66,00,000 (Sixty-Six Lakhs) Equity Shares of Rs. 10 each to Rs. 21,11,11,110/- (Rupees Twenty-One Crore Eleven Lakhs Eleven Thousand Eleven Hundred and Ten Rupees Only) divided into 2, 11, 11,111 (Two crores eleven lakhs Eleven Thousand Eleven Hundred and Ten Rupees only).

b. Issued Capital, Subscribed and Paid-up Capital

At present subsequent to the completion of the IPO, the paid-up equity share capital of the Company increased from Rs. 5,90,08,000 /- to Rs. 19,30,39,200 /-.

Your Company has issued 82,61,120 Bonus Shares (Eighty-two lakhs Sixty-one thousand one hundred and twenty) Shares of Rs. 10 Each. And amount aggregating to Rs. 8, 26, 11, 200 /- (Eight Crores Twenty-Six Lakhs Eleven thousand and two hundred only) as fully paid bonus shares to the holders of equity shares whose names appear in the Register of members of the Company.

| SR NO. | Particulars | Paid Up Equity Share Capital |
|--------|--|------------------------------|
| 1 | Share Capital as on 1 st April,2022 | 5,90,08,000 |
| 2 | Bonus Shares issued during F.Y 2022-23 | 8, 26, 11, 200 |
| 3 | Total Paid Up Equity Share Capital as on 31st March,2023 | 14,16,19,200 |
| 4 | Subscribed Share Capital (Initial Public Offer During July,2023) | 5,14,20,000 |
| 5 | Total Paid Up Equity Share Capital at Present | 19,30,39,200 |

a. **Buy Back of Securities**

Your Company has not bought back any of its securities during the year under review.

b. **Sweat Equity**

Your Company has not issued any Sweat Equity Shares during the year under review.

c. **Bonus Shares**

Your Company has issued 82,61,120 (Eighty-two lakhs Sixty-one thousand one hundred and twenty) Shares of Rs. 10 Each aggregating to Rs. 8, 26, 11, 200 /- (Eight Crores Twenty-Six Lakhs Eleven thousand and two hundred only) as fully paid bonus shares to the holders of equity shares whose names appear in the Register of members of the Company as on 20th December,2022.

d. **Employee Stock Option Plan**

Your Company has not provided any Stock Option Scheme to the employees.

7. **MATERIAL CHANGES & COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

The Company in the month of July,2023 had come out with Initial Public Offer ("IPO"). The said IPO was fully subscribed by the investors. The Management is thankful to Securities Exchange Board of India ("SEBI") and all other statutory authorities for allowing IPO and also thankful to the Investors for reposing faith in the Company. The Company's equity shares were listed on National Stock Exchange of India Limited (NSE) EMERG platform on 03rd August, 2023. Apart from this there is no material Changes & Commitments which affecting the financial position of the Company.

8. DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS:

There are no significant, material orders passed by the Regulators or Courts or tribunal which would impact the going concern status of the Company and its future operation.

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

BOARD COMPOSITION

The board of directors of the Company consist of eminent individuals from diverse fields having experience and expertise in their respective fields. As on March 31, 2023, the board comprises of 5 (Five) directors out of which 2 (two) are executive directors, 3 (Three) are non-executive directors and independent directors. Independent Directors are appointed in compliance with the applicable provisions of the Act, as amended from time to time. The maximum tenure of the independent directors is in compliance with the Act.

None of the directors on the board holds the directorship in more than 20 (twenty) companies and out of them none of the directors holds the directorship in more than 10 (ten) public companies at a time, pursuant to provision of Section 165 of the Act.

The table below gives the composition of the Board and the directorships held by each of the directors of the Company at the end of Financial Year 2022-23:

| Sr.no | Name of the Director | Category | Date of Appointment |
|-------|---|---------------------------------|---------------------|
| 1. | Mr. Pritesh Yashwantlal Shah Managing Director (DIN: 00239665) | Promoter, Executive Director | 17/10/2017 |
| 2. | Mrs. Dimple Priteshkumar Shah Whole-time Director (DIN: 06914755) | Promoter, Executive Director | 01/01/2018 |
| 3 | Ms. Aangee Shah (DIN:07486980) | Non-Executive Director | 13/07/2019 |
| 4 | Mr. Smit Kumarpal Shah (DIN: 09803827) | Non-Executive Director | 08/12/2022 |
| 5 | Mr. Vinodkumar (DIN: 09803828) | Non-Executive Director | 08/12/2022 |

Mr. Vinor Kumar has resigned from the position of Independent Director of the Company with effect from 21st August,2023. The Board has appointed Ms. Silva Shah as Director in the capacity of non-executive Independent for the period of five years subject to approval of shareholders in the ensuing Annual General Meeting of the Company.

A) RETIREMENT BY ROTATION:

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association Mrs. Dimple Pritesh Shah (DIN: 06914755) of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, has offered herself for re-appointment.

The aforesaid re-appointment with a brief profile and other related information of Mrs. Dimple Pritesh Shah forms part of the Notice convening the ensuing Annual General Meeting and the Directors recommend the same for your approval.

B) INDEPENDENT DIRECTORS:

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act read with sub rule (1) and sub rule (2) of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and they have complied with the code for Independent prescribed in Schedule IV of the Act.

The Board is of the opinion that the all Directors including the Independent Directors of the Company possess requisite qualifications, experience and expertise in their relative fields like science and technology, strategy, finance, governance, human resources, safety, sustainability, etc. and that they hold highest standards of integrity.

The Independent Directors of the Company have confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs ("IICA") in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

During the year under review the requirement of organising familiarisation program was not applicable to the Company.

During the Year under review, your Company has appointed Mr. Smit Kumarpal Shah (09803827) and Mr. Vinod Kumar (09803828) at the Board Meeting held on 08th December, 2022 as additional directors of the company and both of them are regularized as Independent Directors at Extra Ordinary General Meeting held on 20th December, 2022 as Independent Directors of the Company.

C) KEY MANAGERIAL PERSONNEL:

During the year Mrs. Charmi Shah has resigned from the post of Company Secretary as on 27th December, 2022 and Ms. Himali Thakkar is appointed as a Company Secretary with the approval of Board w.e.f. 27th December, 2022.

As well as Mr. Kirit Bhai Harjivandas Shah is appointed as a Chief Financial officer of the Company w.e.f. 09th December, 2022.

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10. DISCLOSURE OF REMUNERATION OF EMPLOYEES COVERED UNDER RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

The provisions of Rule 5(2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Amendment Rules, 2016 details of remuneration of employees as required under rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached at **Annexure-I**

11. EXTRACT OF ANNUAL RETURN:

In terms of provisions of Section 92, 134(3)(a) of the Companies Act, 2013 read with Rule 12 of Companies (Management and Administration) Rules, 2014, the extract of the Annual Return is available on the website of the Company i.e., www.yasonschemexcare.com.

12. MEETINGS OF BOARD OF DIRECTORS AND ITS COMMITTEE:

The Company had conducted total 14 (Fourteen) Board meetings on 25/05/2022, 01/08/2022, 12/08/2022, 02/09/2022, 03/09/2022, 14/10/2022, 18/11/2022, 08/12/2022, 09/12/2022, 22/12/2022, 27/12/2022, 01/01/2023, 20/01/2023 and as on 15/03/2023 in the Financial Year 2022-23.

The Company has complied the provisions of Companies Act and Secretarial Standards – 1 i.e., maximum gap between two Board Meetings was less than One Hundred and Twenty days.

| Name of the Directors | Category | Meetings held During the Tenure of the Director | Meetings Attended | No. of Committee/ Membership in Which He / She Is A Member & Chairman |
|-------------------------------|----------------------|---|-------------------|---|
| Mr. Pritesh Yashwantlal Shah | Managing Director | 14 | 14 | Member of Audit Committee |
| Mrs. Dimple Priteshkumar Shah | Whole-time Director | 14 | 14 | N.A. |
| Ms. Aangee Shah | Independent Director | 14 | 14 | Chairperson of Audit Committee Member of Nomination and Remuneration Committee & Stakeholder Relation Committee |
| Mr. Smit Kumarpal Shah | Independent Director | 6 | 6 | Chairman of Nomination and Remuneration Committee & Stakeholder Relation Committee, Member of Audit Committee |
| Mr. Vinodkumar | Independent Director | 6 | 6 | Member of all three Committees |

a) MEETING OF AUDIT COMMITTEE:

The Board has constituted Audit Committee on 22nd December, 2022 and after the Composition, the Audit Committee met 2 times on 26/12/2022 and 01/01/2023.

| Sr. No | Name of Director | Category/Nature of Directorship | Number Of Meetings Held During the F.Y 2022-23 | Number Of Meetings Attended During the F.Y 2022-23 | Percentage Of Attendance |
|--------|-------------------------------|--------------------------------------|--|--|--------------------------|
| 1 | Ms. Aangee Rajendrakumar Shah | Chairperson & Non-Executive Director | 2 | 2 | 100 |
| 2 | Mr. Pritesh Yashwantlal Shah | Member & Non-Executive director | 2 | 2 | 100 |
| 3 | Mr. Smit Kumarpal Shah | Member & Non-Executive director | 2 | 2 | 100 |
| 4 | Mr. Vinodkumar | Member & Non-Executive director | 2 | 2 | 100 |

b) MEETING OF NOMINATION AND REMUNERATION COMMITTEE:

The Board has constituted Nomination and Remuneration Committee on 22nd December, 2022. After the composition, the Nomination and Remuneration Committee met 1 time on 26/12/2022.

| Sr. No | Name of Director | Category/Nature of Directorship | Number of Meetings Held During the F.Y. 2022-23 | Number of Meetings Attended During the F.Y. 2022-23 | Percentage Of Attendance |
|--------|-------------------------------|--------------------------------------|---|---|--------------------------|
| 1 | Ms. Aangee Rajendrakumar Shah | Chairperson & Non-Executive Director | 1 | 1 | 100 |
| 2 | Mr. Smit Kumarpal Shah | Member & Non-Executive director | 1 | 1 | 100 |
| 3 | Mr. Vinodkumar | Member & Non-Executive director | 1 | 1 | 100 |

c) MEETING OF STAKEHOLDER RELATIONSHIP COMMITTEE:

The Board has Constituted Stakeholder Relationship Committee on 22nd December,2022. After the composition of the committee your company has conducted meeting as on 26/12/2022.

| Sr. No | Name of Director | Category/Nature of Directorship | Number of Meetings Held During the F.Y 2022-23 | Number of Meetings Attended During the F.Y 2022-23 | Percentage Of Attendance |
|--------|-------------------------------|--------------------------------------|--|--|--------------------------|
| 1 | Ms. Aangee Rajendrakumar Shah | Chairperson & Non-Executive Director | 1 | 1 | 100 |
| 2 | Mr. Smit Kumarpal Shah | Member & Non-Executive director | 1 | 1 | 100 |
| 3 | Mr. Vinodkumar | Member & Non-Executive director | 1 | 1 | 100 |

d) MEETING OF INDEPENDENT DIRECTORS:

The Independent Directors met once during the Financial Year 2022-23 on 31/03/2023. The Meeting of the Independent Directors was conducted in an informal manner without the presence of the Non-independent Directors.

13. EXTRA ORDINARY GENERAL MEETING:

The Board had conducted total Five Extra Ordinary General Meetings during the financial year under review on 12/06/2022, 10/11/2022, 29/11/2022, 20/12/2022 and on 21/03/2023.

14. ANNUAL GENERAL MEETING:

The Fifth Annual General Meeting was held on 27th September,2022 at the Registered office of the Company at 4th Floor, 412 Sigma Icon-1, 132ft Ring Road, Opp. Medilink Hospital, Satellite, Ahmedabad-380015, Gujarat- India.

15. FORMAL ANNUAL EVALUATION:

During the year under review your Company was neither a Listed Company nor a public Company having a paid-up capital of Rs. 25 crores or more. Hence, the statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors is not applicable.

16. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

Your Company has been following a policy with respect to appointment and remuneration of Directors, Key Managerial Personnel and Senior Management Personnel ("SMP"). The appointment of Directors on the Board is subject to the recommendation of the Nomination and Remuneration Committee ("NRC"). The Board has on recommendation of the Nomination & Remuneration Committee, framed a policy for selection, appointment and remuneration of directors and Key Managerial Personnel including Criteria for determining qualifications, positive attributes and independence of directors as on 27th December 2022. Copy of Policy is available on the website of the Company.

17. AUDITORS:

1. STATUTORY AUDITORS

M/S H S K & CO LLP (Firm Reg. No. 117014W/W100685) Chartered Accountants has been appointed for a period of 5 years at the Second annual general meeting held on 30th September, 2019. The Notes to the financial statements referred in the Auditors Report are self-explanatory and therefore do not call for any comments under Section 134 of the Companies Act, 2013

AUDITORS REPORT:

The Report given by the Auditors on the Financial Statements of the Company is part of the Annual Report. The Notes to the accounts referred to in the Auditor's Report.

There has been no Qualification, reservation, adverse remark or disclaimer given by the auditors in their Report.

2. SECRETARIAL AUDIT REPORT:

The Board of Directors of your Company appointed Yashree Dixit & Associates, Company Secretaries (COP No.19206) as the Secretarial Auditors of the Company for the conduct of Secretarial Audit for the Financial Year 2022-23, pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014. The Secretarial Audit Report submitted by the Secretarial Auditor is annexed as "**Annexure –II**" to this Board's Report. There has been no Qualification, reservation, adverse remark or disclaimer given by the auditors in their Report.

3. INTERNAL AUDIT AND CONTROL:

During the year under review, the requirement in respect of appointment of Internal Auditor as per rule 13 of Companies (Accounts) Rules, 2014 was not applicable to your Company. Now the Company has listed its Shares on NSE SME platform. The Board will appoint internal Auditor in due course of time.

4. COST AUDITOR:

As per the Companies (Cost Records and Audit) Rules, 2014 as amended by Companies (Cost Records and Audit) Amendment Rules, 2014 issued by the Central Government, the Company is not required to get its cost records audited by a Cost Auditor. The Company also does not require to maintain cost records.

18. VIGIL MECHANISM:

Your Company has formulated a Whistle Blower Policy to establish a Vigil Mechanism for directors and employees of the Company to report the concerns about unethical behaviour, actual or suspected fraud or violation of the policy since the provisions of Section 177 of the Companies Act, 2013 read with the rules made thereunder. The Policy is available on the website www.yasonschemexcare.com of the Company.

19. DEPOSITS:

The Company has neither accepted/invited any deposits u/s 73 to 76 of the Companies Act, 2013 during the period.

20. PARTICULARS OF LOANS, GUARANTEES INVESTMENTS AND/OR SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

Particulars of transactions covered under Section 186 are detailed in the notes forming part of the Financial Statements for the year ended March 31, 2023. Therefore, the same is not produce here.

21. SUBSIDIARIES:

During the year under review, your Company continues to be subsidiary of Yash Chemex Limited. However, the Company does not have any subsidiary or Associates Company.

22. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company is fully committed to uphold and maintain the dignity of every woman working with the Company. Your Company has Zero tolerance towards any action on the part of any one which may fall under the ambit of 'Sexual Harassment at workplace'.

Pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ("POSH Act") and Rules made thereunder, the Company has formed an Internal Complaint Committee ("ICC") for its workplaces to address complaints pertaining to sexual harassment in accordance with the POSH Act. The Company has a detailed policy for prevention of sexual harassment at workplace which ensures a free and fair enquiry process with clear timelines for resolution.

There was no case filed during the year, under the sexual harassment of woman at work place (Prevention, Prohibition and Redressal) Act, 2013. Further Company ensures that there is a healthy and safe atmosphere for every women employee at the workplace.

23. PARTICULARS OF MATERIAL CONTRACTS OR ARRANGEMENTS MADE WITH THE RELATED PARTIES:

All Related Party transactions that were entered into during under the review were on an arm's length basis and were in the Ordinary Course of Business.

Transactions entered as per Section 188 of the Companies during the year as are detailed in form AOC-2 at **Annexure – III** Attached to this report and Transactions with related parties as per

requirements of Accounting Standard 18 are disclosed in the notes to accounts annexed to the financial Statements.

All transactions entered into with Related Parties as defined under the Companies Act, 2013 during the Financial Year were in the Ordinary Course of business and on an arm's length pricing basis and do not attract the provisions of the Section 188(1) of the Companies Act, 2013. Suitable disclosures as required by Indian Accounting Standard (AS-24) has been made in the notes to the Financial Statements.

24. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO:

Pursuant to Section 134(3) (m) of the Companies act, 2013 read with the Rule 8(3) of the Companies Accounts Rules, 2014

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act read with Rule 8(3) of The Companies (Accounts) Rules, 2014, is attached as **Annexure – IV** to this Report.

25. DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, in relation to the Audited Financial Statements of the Company for the year ended March 31, 2023, the Board of Directors hereby confirms that:

1. In the preparation of the annual accounts, the applicable accounting standards had been followed and there are no material departures;
2. Such accounting policies have been selected and applied consistently and the Directors made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the profit of the Company for that year;
3. Proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. The annual accounts of the Company have been prepared on a going concern basis;
5. They have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively.
6. Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

26. INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has adequate internal financial control system, commensurate with the size, scale and complexity of its operations. The Internal Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its Compliance with operating systems, accounting procedures and policies of the Company.

27. CORPORATE SOCIAL RESPONSIBILITY

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

28. RISK MANAGEMENT POLICY:

A detailed review of business risks and the Company's plans to mitigate them is assessed and considered by the Company's Board of Directors. The Board has adopted the Risk Management policy and Guidelines to mitigate foreseeable risks and to avoid events, situations or circumstances, which may lead to negative consequences on the Company's businesses and to define a structured approach to manage uncertainty and to make use of these in their decision-making pertaining to all business divisions and corporate functions. Risk evaluation is an on-going and continuous process within the Company and it is regularly updated to the Board of the Company.

29. MANAGEMENT DISCUSSION & ANALYSIS:

As Per Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015., Management and Discussion Analysis of the Financial Condition and results of the operations have been provided Separately in this Annual Report in **Annexure-V.**

30 CORPORATE GOVERNANCE:

In line with Regulation 15(2) of the Listing Regulations, the provisions of Corporate Governance shall not apply in respect of the following class of the Companies:

- a. Listed entity having paid up equity share capital not exceeding ` 10 Crore and Net worth not exceeding ` 25 Crore, as on the last day of the previous financial year;
- b. Listed entity which has listed its specified securities on the SME Exchange.

Since, our Company falls in the ambit of aforesaid exemption (b); hence compliance with the provisions of Corporate Governance shall not apply to the Company and it does not form the part of the Annual Report for the financial year 2022-23.

31. SECRETARIAL STANDARD

During the year under review, your Company has complied with all the applicable Secretarial Standards issued by the Institute of Company Secretaries of India ("ICSI").

32. INVESTOR EDUCATION AND PROTECTION FUND ("IEPF")

During the year under review, no amount required to transferred to Investors Education Protection Fund.

33. PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE (“IBC”)

There is no such proceeding or appeal pending under Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year and at the end of the financial year, even upto the date of this report.

34. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS

No such instance of One-time settlement or valuation was done while taking or discharging loan from the Banks / Financial institutions occurred during the year.

35. REPORTING OF FRAUD DURING THE YEAR UNDER REVIEW

The Auditors have not reported any instances of frauds committed in your Company by its officers or employees, to the Audit Committee under Section 143(12) of the Act details of which needs to be mentioned in this Report.

36. REVISION IN FINANCIAL STATEMENT OR BOARDS REPORT

During the year under review, no revision in Financial Statement or Boards Report has been made.

37. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS

As on the date of this Report, your directors are not aware of any circumstances not otherwise dealt with in this Report or in the financial statements of your Company, which would render any amount stated in the Accounts of the Company misleading. In the opinion of the Directors, no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report, which would affect substantially the results, or the operations of your Company for the financial year in respect of which this report is made.

38. CAUTIONARY STATEMENT

Statements in the Annual Report, including those which relate to Management Discussion and Analysis describing the Company’s objectives, projections, estimates and expectations, may constitute ‘forward looking’ statements within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual results might differ.



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39. ACKNOWLEDGEMENT:

Your directors wish to place on record their appreciation for the dedicated services of the employees of your Company at all levels. Further, the Directors would also like to express their gratitude for the continued support of all the stakeholders and last, but not the least our valued Members, for all their support and trust reposed in the Company.

Place: Ahmedabad

Date: 29th August 2023

Registered Office:

**4th Floor, 412 Sigma Icon-1, 132ft Ring Road,
Opp. Medilink Hospital, Satellite,
Ahmedabad-380015.**

**By the Order of Board of Directors
Yasons Chemex Care Limited**

Sd/-

**Pritesh Yashwantlal Shah
Managing Director
DIN: 00239665**

Sd/-

**Dimple Priteshkumar Shah
Whole-time Director
DIN: 06914755**



ANNEXURE-I

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF THE MANAGERIAL PERSONNEL) RULES, 2014

1. The Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2022-23 and the Percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary in the Financial year 2022-23

| Sr. No | Name of the Director/Key Managerial Personnel And Designation | Remuneration Of Director/Key Managerial Personnel For The Financial Year 2022-23(In Rs.) | Ratio to median remuneration during the year ended as on 31st March,2023 | percentage increase in remuneration of employees |
|--------|--|--|--|--|
| 1 | Mr. Pritesh Y. Shah | 5,00,000 | 4.18:1 | - |
| 2 | Mrs. Dimple P. Shah | 4,00,000 | 2.21:1 | - |
| 3 | Mr. Kiritbhai H. Shah (Appointed as on 09th December, 2022) | 30,000 | 0.18:1 | - |
| 4 | Ms. Charmi D. Shah | NIL | - | - |
| 5 | Miss. Himali M. Thakkar | 74,500 | 0.41:1 | - |

The Median Remuneration of the Employees of the Company during the year ended as on March 31, 2023 is Rs.1,81,000/-

(Ms. Charmi D. Shah has resigned from the Post of Company Secretary & Compliance Officer of the Company effective from December 27, 2022 and The Board of Directors has appointed Miss Himali Thakkar as a Company Secretary & Compliance Officer of the Company w.e.f. December 27, 2022)

| | | |
|---|---|---|
| 3 | The Number of permanent Employees of the Company on the rolls of the Company as on 31st March, 2023 | 8 |
| 4 | Average percentile increases already made in the salaries of Employees other than the Managerial Personnel in the last financial year and its Comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration | 10% |
| 5 | Affirmation that the Remuneration is as per the Remuneration Policy of the Company | The remuneration paid to Key Managerial Personnel is as per the remuneration policy of the Company. |

- Information regarding remuneration and particulars of other employees of the Company will be available for inspection by the members at the Registered Office of the Company during business hours on working days upto the date of the ensuing Annual General Meeting of the Company. If any member is interested in obtaining a copy thereof, such member may write to the Company Secretary, where upon a copy would be sent to that member.

ANNEXURE-II

Secretarial Audit Report

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the financial year ended 31st March, 2023

[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 & Reg.24A of SEBI(LODR), 2015]

To,
The Members,
Yasons Chemex Care Limited
CIN: U24304GJ2017PLC099511
4th floor, 412 Sigma Icon-1, 132 ft Ring Road,
Opp. Medilink Hospital, Satellite,
Ahmedabad-380015, Gujarat

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **YASONS CHEMEX CARE LIMITED (CIN: U24304GJ2017PLC099511)** (hereinafter called the "Company") for the financial year ended on 31st March, 2023. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the company's corporate conducts and statutory compliances and expressing our opinion thereon.

Auditor's Responsibility:

My responsibility is to express an opinion on the Compliance of the applicable laws and maintenance of records based on audit. We have conducted the Audit in accordance with the applicable Auditing Standards issued by the Institute of Company Secretaries of India. The Auditing Standards requires that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintains of records.

Due to inherent limitations of audit including internal, financial and operating controls, there is an unavoidable risk that some material misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

Unmodified Opinion:

Based on our verification of the Yasons Chemex Care Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company as hard copies, 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.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Yasons Chemex Care Limited ("the Company") for the financial year ended on 31st March, 2023 verified the provisions of:

- (i) The Companies Act, 2013 (the Act), as amended from time to time and the rules made thereunder;
- (ii) The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
- (iii) The provisions of The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

- (iv) Foreign Direct Investment, or overseas Direct Investment nor availed any External Commercial Borrowings, the provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015: Not applicable as the company is an unlisted Company;

 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (upto November 10, 2018) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (w.e.f. November 11, 2018): Not applicable as the company is an unlisted Company;

 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, which was replaced by the Securities and Exchange Benefits and Sweat Equity) Regulations, 2021 with effect from 13th August 2021: Not applicable as the company is an unlisted Company;

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: Not applicable as the company is an unlisted Company;
- (f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: Not applicable as the company is an unlisted Company;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (up to September 10, 2018) and The Securities and Exchange Board of India (Buyback of Securities) Regulations 2018 (w.e.f. September 11, 2018): Not applicable as the company is an unlisted Company; and
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015: Not applicable as the company is an unlisted Company.

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

- i. Secretarial Standards applicable clauses with respect to the meeting of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India under the provisions of the Companies Act, 2013 w.e.f. July 1, 2015 amended from time to time and
- ii. The Listing Agreement / SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 entered into by the Company with Stock Exchanges: Not applicable as the company is an unlisted Company.

I further report that the compliance of applicable general laws, labour laws and financial laws including direct & indirect tax laws and GST law by the company has not reviewed in this audit since the same has been subject to review by the statutory auditors and other designated professionals.

From the verification of records and as per the information and explanation furnished to me, during the period under review, the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, wherever applicable.

I further report that few compliances related e-forms were filed by the company with Ministry of Corporate Affairs (MCA) beyond the time limit prescribed under Companies Act, 2013 by paying additional fees.

I further report that

- i.* The Board of Directors of the Company is duly constituted with required no.'s of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- ii.* Adequate notice is given to all directors to schedule the Board Meetings, agendas were sent in advance, 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 based on the representation made by the company and its officers.
- iii.* All decisions at Board Meetings and Committee Meetings were carried out unanimously. As per records available in the said minutes there were no dissenting views expressed by any directors during the meetings.
- iv.* Based on general review of compliance mechanisms established by the Company and on basis of management representations and compliances certificates issued by department heads, there are reasonable systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- v.* As informed, the company has responded appropriately to notices received from various statutory/regulatory authorities including initiating actions for corrective measures, wherever found necessary.



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I further report that during the audit period:

The Company has filed Draft Prospectus with (NSE EMERGE) dated 20th January, 2023. The Company has raised fund through Initial Public Offer ('IPO') amounting of 51,42,000 equity shares of face value of Rs. 10 Each/- pursuant to Regulation 229 (2) OF SEBI (ICDR) Regulations. The IPO has open on 24th July, 2023 and Closed on 26.0.7.2023. The Company has listed on National Stock Exchange ("NSE") on 03rd August, 2023

For, YASHREE DIXIT & ASSOCIATES

COMPANY SECRETARIES

FRN: S2017GJ536800

Sd/-

CS (Dr.) Yashree Dixit
Proprietor

FCS No.: 12221

COP No.: 19206

P/R No.: -1460/2021

UDIN: FO12221E000866943

Place: Ahmedabad

Dated: 25.08.2023

Disclaimer: We have conducted the assignment by examining the Secretarial Records including Minutes, Documents, Registers and other records etc., and some of them received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to us are true and correct. This Report is limited to the Statutory Compliances on laws / regulations / guidelines listed in our report which have been complied by the Company up to the date of this Report pertaining to Financial Year 2022-23. We are not commenting on the Statutory Compliances whose due dates are extended by Regulators from time to time or still there is time line to comply with such compliances.

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





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ANNEXURE A

SECRETARIAL AUDIT REPORT

To,
The Members,
Yasons Chemex Care Limited
[CIN: U24304GJ2017PLC099511]
4th floor, 412 Sigma Icon-1, 132 ft Ring Road,
Opp. Medilink Hospital, Satellite,
Ahmedabad-380015, Gujarat

My secretarial audit report for the financial year ended March 31, 2023 of even date is to be read along with this letter.

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards and its proper and adequate presentation and submission in prescribed formats is the responsibility of management. My examination was limited to the verification of procedure on a test basis.
6. The Secretarial Audit report is neither an assurance as compliance in totality or the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.





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For, YASHREE DIXIT & ASSOCIATES
COMPANY SECRETARIES
FRN: S2017GJ536800

Sd/-

CS (Dr.) Yashree Dixit
Proprietor
FCS No.: 12221
COP No.: 19206
P/R No.: -1460/2021

UDIN: FO12221E000866943

Place: Ahmedabad
Dated: 25.08.2023



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Annexure-III

AOC-2

(Pursuant to clause (h) of sub section (3) of section 134 of the Act and Rule 8(2) of the companies Act, 2013 including certain Arm's length transactions under third proviso thereto.

Form for Disclosure of particulars of contracts/Arrangements/transactions entered into by the company with related parties referred in sub section (1) of the section 188 of the companies Act, 2013 including certain Arm's length transactions under third proviso thereto.

1. Details of contracts or Arrangements or transactions not at Arm's length Basis: NIL

2. Details of contracts or Arrangements or transactions at Arm's length Basis

(Amount in Lakhs)

| Name of Related Party | Nature of relationship | Nature of Contracts/Arrangements/transactions | Proposed/Amount of Transaction | Salient terms & Conditions | Date of Approval of the Board, if any | Amount paid as advanced, if any | Amount of Transactions |
|-----------------------|---|---|-------------------------------------|----------------------------|---------------------------------------|---------------------------------|--|
| Yash Chem | Mr. Pritesh Y. Shah is a Proprietor of Yash Chem | Purchase and Sales of chemicals | To the extent of Rs. 10 Crores p.a. | ---- | 12/08/2022 | - | Purchase of goods: 326.14 Sale of goods: 92.35 |
| Yash Chemex Limited | Company having Common Directors | Purchase and Sales of chemicals | To the extent of Rs. 20 Crores p.a. | ---- | 12/08/2022 | - | Purchase of goods: 591.63 Sale of goods: 355.05 Investment in Securities: 327.24 |
| Yash Corporation | Pritesh Y. Shah-HUF is a Proprietor of Yash Corporation. | Purchase, Sale and Supply of Goods and Services | To the extent of Rs. 12 Crores p.a. | ----- | 12/08/2022 | - | Purchase of goods: 408.58 Sale of goods: 109.15 |
| Rishit Polysurf LLP | Yasons Chemex Care Limited is designated partner of this LLP. | Purchase, Sale and Supply of Goods and Services | To the extent of Rs. 10 Crores p.a. | ----- | 12/08/2022 | - | Purchase of goods: 243.04 Sale of goods: 22.88 Capital Contribution in Subsidiary LLP (Investment at Cost): 658.69 |

ANNEXURE-IV

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

(A) Conservation of energy:

1. Steps taken / impact on conservation of energy:

Your Company is taking every suitable action to conserve energy to best possible manner.

2. Steps taken by the company for utilizing alternate sources of energy

Your Company usually takes care for optimum utilization of energy.

3. Capital investment on energy conservation equipment:

During the year the Company has not made any capital investment by way of purchase of energy conservation equipment.

(B) Technology absorption:

1. Efforts made towards technology absorption. - None

2. Benefits derived e.g., product improvement, cost reduction, product development, import substitution, etc.:

Ours is a Research and development company and all our revenue is derived from product development.

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

(a) Details of technology imported.: - Nil

(b) Year of import. : - NA

(c) Whether the technology been fully absorbed: - NA

(d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof :- NA

4. Expenditure incurred on Research and Development: Nil

The total Foreign Exchange Inflow and outflow is as below.

(Amount in Rs. Lakhs)

| Particular | 2022-23 (in Rs.) | 2021-22 (in Rs.) |
|---------------------------|---------------------|---------------------|
| Foreign Exchange Earnings | Nil | Nil |
| Foreign Exchange Out Go | Nil | Nil |

ANNEXURE-V

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

MANAGEMENT DISCUSSION AND ANALYSIS

1. INDUSTRY STRUCTURE AND DEVELOPMENT

INDUSTRY TRENDS:

The market for dyes and pigments was valued at USD 38.2 billion in 2022, and from 2023 to 2030, it is anticipated to grow at a CAGR of 5.3%. The demand for these products is expected to rise across a number of application industries, including plastics, paints and coatings, textiles, and construction.

With a market share of over 62% in terms of revenue in 2022, the textiles segment dominated. The industry segment for printing ink is anticipated to experience the fastest CAGR between 2023 and 2030. India and China, two major producers of dyes, are likely to offer favorable opportunities throughout the Asia Pacific region. In terms of color and density per unit of mass, dyes are superior to pigments. The dye-based inks may react chemically with other ingredients. In conjunction with optical brighteners and other additives, they produce prints that are superior to pigment-based inks. The demand for products in the printing ink application segment is expected to increase as a result of these factors.

OUTLOOK:

An integration of micro and macro factors appear to be cruising the Yasons Chemex Care Limited outlook in a positive direction. The Company's multi-site prowess, manufacturing emphasis, procurement strategies, and balanced approach to enhancing profitability are all contributing to its growing market share. Your company is developing cutting-edge, environmentally responsible products. These groundbreaking goods are anticipated to draw in a larger customer base and support the company's overall expansion. Further More, Yasons Chemex Care Limited has recently successfully completed the process Initial Public offer and as stated in the offer documents, from the receipt of that fund the Company is Planning to expand its business.

COMPANY OVERVIEW:

Yasons Chemex Care Limited is a leading domestic dyestuff manufacturer in Gujarat, with production facilities strategically located in the chemical industrial zone. This strategic location offers easy access to the Common Effluent Treatment Plant, fostering innovation and knowledge sharing. The company's proximity to the treatment plant allows for efficient disposal of waste and adherence to environmental regulations. Additionally, being in close proximity to other chemical manufacturers promotes collaboration and the exchange of ideas within the industry.

Aside from lowering costs and improving supply chain management, the company's extensive industry knowledge and expertise enable its efficient transportation of raw materials and finished goods. Your Company is renowned for producing premium dyestuffs, FMCG products, IMCG Products and seeks to improve its position in the market. We promote initiatives for waste management and environmentally friendly manufacturing techniques and place a high priority on quality control measures, customer satisfaction, and sustainability. We make investments in new product development, R&D, and partnerships with our important stakeholders.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

We ended the financial year with a stable performance despite the setbacks we experienced because of various macro events, such as the geopolitical situation, inflation across economies, and restrictive monetary policies. In light of the challenging external environment.

The goal of to boost the company's stance in the specialty chemicals sector, Production of FMCG PRODUCTS and IMCG Products and broaden its product line. Through the company would gain access to new markets and technological know-how, spurring further growth and innovation.

The Company's Revenue from operations increased to **3677.27 Lakhs** from **2505.19 Lakhs** of the previous year. EBITDA, which was **467.30 Lakhs** compared to **294.98 Lakhs** for the same period in the previous year. The Profit After Tax (PAT) attributable to the shareholders was **342.77 lakhs** against **195.61 lakhs** in last year.

2. OPPORTUNITIES AND STRENGTHS

Considering the products, Business, industry segment in which your Company is operating, the Company has following strength, Weakness, Opportunities, and threats.

| ❖ Strength | ❖ Opportunities |
|--|---|
| <ul style="list-style-type: none"> • Extensive focus on customized products across the board. • Further research investments to boost product range to cater to unique client demands. • Efficient management of critical resources to minimize energy consumption. • Dedicated focus on environmental responsibility through minimized effluents discharge. • An innate culture of excellence within the venture with all-embracing safety provisions and Proficiency in engaging the local community around the manufacturing plants and plots and Well-established infrastructure and transportation networks. | <ul style="list-style-type: none"> • Increasing demand for dyes and dyestuffs in textile, printing, and packaging industries. • Growing preference for eco-friendly and sustainable dyes, creating a niche market. • Expansion of the Indian textile industry, which is a major consumer of dyes. • Potential to tap into the global demand for Indian traditional textiles and dyes. • Collaborations with international companies for technology transfer and joint ventures. • Investment in research and development to create innovative and high-performance dyes. • Strong expertise and technological advancements in dye manufacturing. |

3. RISKS AND CONCERNS

| ❖ RISKS | ❖ CONCERN/CHALLENGES |
|--|--|
| <ul style="list-style-type: none"> • Intense competition from established global players in the dyes and dyestuff market. • Fluctuating raw material prices, which may impact the cost of production. • Dependency on third party for our transportation of raw materials. • Potential disruptions in global trade and supply chain due to political or economic factors. • Quality of product is very important in our industry and the success of our company is dependent on the quality of our product and any failure to maintain the quality of our products may have an adverse effect on our reputation and business. | <ul style="list-style-type: none"> • Environmental concerns related to the disposal of chemical waste from dye manufacturing. • Lack of stringent regulations and monitoring mechanisms regarding pollution control. • Dependence on imported raw materials for certain specialized dyes. • Limited research and development efforts compared to global competitors. • Need for continuous investments in technology to keep up with changing market demands. • Disruptions in the supply chain due to transportation issues or geopolitical tensions. |

4. PRODUCT WISE PERFORMANCE AND OUTLOOK

Yasons Chemex Care Limited specializes in a diversified range starting with Hair Re-Growth Oil, Perfume- deodorants, sanitizers and Hand Made Shop. The ventures have also expanded to manufacturing bespoke products, including FMCG Products and diversified range of dyestuff, pigments pastes, and skincare essentials. With just 3% contribution from the Indian chemical industry to global production.

5. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company possesses robust internal control systems and top tier processes that align with its size and operational scope. Our internal control procedures, which include internal financial controls, ensure compliance with various policies, practices and statutes in keeping with the organization's pace of growth and increasing complexity of operations. We have set up a statutory compliance management system to ensure compliance with various applicable laws.

The internal control systems are built on a solid foundation of good governance, clearly defined systems, processes, and policies, risk assessment, a watchful control function, communication and monitoring, and an independent internal audit function. The internal control is supplemented by effective internal audit being carried out by an external firm of chartered accountants. The Internal Auditor's team carries out extensive audits throughout the year in all areas. The Internal Risk and Control function also evaluates organizational risk along with controls required for mitigating those risks. The control activities continue to incorporate, among others, continuous monitoring, routine reporting, checks and balances, purchase policies, authorization and delegation procedures, audits including compliance audits, which are periodically reviewed by the Audit Committee.

The Audit Committee of Directors regularly reviews the findings of the Internal Auditors and effective steps to implement the suggestions/observations of the Auditors are taken and monitored regularly. The performance of the Internal Audit department is also reviewed by the Board and improvements advised. Your Company is fully geared to implement any statutory recommendation, which may be made in this regard.

6. MATERIAL DEVELOPMENT IN HUMAN RESOURCE/ INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

Your Company values its human resources highly and treats its employees with respect and dignity at all times, viewing them as its most important asset. The business has been successful in imbuing a healthy balance of youth and experience in its team, enabling a comprehensive approach to a variety of situations. We focus on employee fulfillment, stretch, and development has translated into a highly motivated and skilled workforce that consistently delivers exceptional results. To ensure that they can continue to satisfy our customers' shifting needs and preferences, we will support our staff in helping them understand our customer-focused corporate culture and service quality standards.

7. SIGNIFICANT CHANGE:

There is no significant or material change in the business of the Company. However, the company has successfully completed its Initial Public Offering (IPO) and raised the fund which will be utilized for expansion of the business.

8. CAUTIONARY STATEMENT:

The Company's goals, forecasts, expectations, and other information are included in the Management Discussion and Analysis sections, some of which may be deemed forward-looking statements under relevant laws and regulations. The statements made in this management discussion and analysis report may not be exactly what is implied or expressed. Numerous uncontrollable internal and external factors have an impact on the company's operations. Consequently, even though the expectations are supported by reasonable hypotheses, the actual outcomes could significantly diverge from what was predicted or indicated. The Company disclaims any duty to revise any publicly available forward-looking statements to reflect any new knowledge, unanticipated events, or other circumstances.

INDEPENDENT AUDITOR'S REPORT

To the Members of **Yasons Chemex Care Limited**

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Yasons Chemex Care Limited** (the 'Company') which comprise the Balance Sheet as at March 31, 2023, and the statement of Profit and Loss (including other comprehensive income), Statement of changes in equity and Statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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 the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its profit, total comprehensive income, the changes in equity and its cash flows for the year then 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 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 Institute of Chartered Accountants of India (ICAI) together with the ethical 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 obtained by us is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Information other than Financial Statements & Auditors Report thereon

The Company's Board of Directors is responsible for the Other Information. The Other Information comprises the information included in the Board's Report including Annexures to Board's Report

and Management Discussion and Analysis (but does not include the financial statements, and our auditor's reports thereon).

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

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

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

Responsibilities of the Management and those charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and 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 judgment and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively or ensuring 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.

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

Auditor's Responsibilities for the Audit of the Financial Statements:-

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material

misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the 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

- I. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- II. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief are necessary for the purpose of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income and the Cash Flow Statement, Statement of changes in Equity dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is 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 internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to or separate report in **“Annexure B”**.
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided 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) Rule, 2014, in our opinion and to the best of our information and according to the explanations given to us :
- i. The Company does not have any pending litigation which would have any impact on the financial position of 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 has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv.
 - a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c) Based on such 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 (a) and (b) contain any material misstatement.
- v.
 - (a) The company had not proposed any final dividend in the previous year, which was declared and paid by the Company during the year.

(b) The Company has not declared and paid any interim dividend during the year and until the date of this report.

(c) The Board of Directors of the Company have not proposed any final dividend for the year which is subject to approval of the members in the ensuing Annual General Meeting.

vi.

Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For, H S K & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 117014W\W100685

SD/-
CA Sudhir S. Shah
Partner
M. No. 115947
UDIN: 23115947BGWQBM8914

Place: Ahmedabad
Date: May 25, 2023

“ANNEXURE A”

To the Independent Auditors’ Report of even date on the Financial statements of Yasons Chemex Care Limited.

Referred to in paragraph I under the heading ‘Report on Other Legal & Regulatory Requirements’ of our report of even date to the financial statements of the Company for the year ended March 31, 2023:

- (i)
 - a) (i) The Company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment .
(ii) As the Company does not hold any intangible assets, reporting under clause 3(i) of the Order is not applicable.
 - b) The Property, Plant and Equipment have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. According to information and explanation given to us, no material discrepancies were noticed on such verification.
 - c) Based on our examination of the registered sale deed / transfer deed provided to us, we report that, the title deeds of all the immovable properties, disclosed in the financial statements included in (property, plant and equipment, capital work-in progress) are held in the name of the Company as at the balance sheet date.
 - d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment during the year.
 - e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii)
 - a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.

- b) According to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate from banks or financial institutions on the basis of security of current assets of the company. Hence, reporting under Clause (ii)(b) of the Order is not applicable.
- (iii) According to information and explanation given to us, the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties during the year. Hence, reporting under Clause 3(iii)(a), (c), (d), (e) and (f) of the Order are not applicable. The Company has made investments in companies which, in our opinion, prima facie, are not prejudicial to the interest of the Company
- (iv) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, made investments or provided guarantees or securities and hence reporting under clause (iv) of the Order is not applicable.
- (v) According to information and explanation given to us, the Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- (vi) The According to information and explanation given to us, the Central Government has not prescribed the maintenance of Cost Records under section 148(1) of the Companies Act.
- (vii) According to information and explanations given to us in respect of statutory dues and on the basis of our examination of the books of account, and records,
(a) The Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, GST, Duty of Customs, and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2023 for a period of more than six months from the date on when they become payable.

b) According to the information and explanations given to us, there are no material dues of income tax, GST and duty of customs which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

- (ix)
- a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
 - b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
 - c) Term loans were applied for the purpose for which the loans were obtained.
 - d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
 - e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
 - f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause 3(ix)(f) of the Order is not applicable to the Company.

- (x)
- a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
 - b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.

- (xi)
- a) No fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
 - b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
 - c) The Company is not a listed company, has not accepted any deposits from the public and has not borrowed money from banks and public financial institutions in excess of Rs. 50.00 Crores and hence, provision of Section 177 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 is not applicable to the Company during the year. Accordingly, reporting under clause 3(xi) of the Order is not applicable for the year.

(xii)The Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company and hence not commented upon.

- (xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- (xiv) In our opinion, Company is not required to have an internal audit system commensurate with the size and nature of its business. Therefore, the provisions of clause 3(xiv) (a) and (b) of the Order are not applicable to the Company and hence not commented upon.
- (xv) According to the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the Company and hence not commented upon.
- (xvi)
- a) In our opinion and according to information and explanations given to us, the Company is not required to be registered under section 45IA of the Reserve Bank of India Act, 1934.
- b) In our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities without any valid Certificate of Registration from Reserve Bank of India. Hence, the reporting under paragraph clause 3 (xvi)(b) of the Order are not applicable to the Company
- c) The Company is not a Core investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Hence, the reporting under paragraph clause 3 (xvi)(c) of the Order are not applicable to the Company.
- d) The Company does not have any CIC as part of its group. Hence the provisions stated in paragraph clause 3 xvi (d) of the order are not applicable to the company
- (xvii) The Company has not incurred cash losses in the current and immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they

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

(xx)The Company was not having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year and hence, provisions of Section 135 of the Act are not applicable to the Company during the year. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

For, H S K & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 117014W\W100685

SD/-
CA Sudhir S. Shah
Partner
M. No. 115947
UDIN: 23115947BGWQBM8914

Place: Ahmedabad
Date: May 25, 2023

Annexure 'B'

To the Independent Auditor's Report of even dated on the Financial Statement of Yasons Chemex Care Limited.

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

We have audited the internal financial controls over financial reporting of **Yasons Chemex Care 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 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 over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as on March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reports issued by the Institute of Chartered Accountants of India.

For, H S K & CO LLP**Chartered Accountants****ICAI Firm Registration Number: 117014W\W100685****CA Sudhir S. Shah****Partner****M. No. 115947****UDIN: 23115947BGWQBM8914****Place: Ahmedabad****Date: May 25, 2023**

YASONS CHEMEX CARE LIMITED

Balance Sheet as at March 31, 2023

| | | (Rs. in lakhs) | | |
|---|--|----------------|-----------------|-----------------|
| A | Particulars | Note No. | As at | As at |
| | | | March 31, 2023 | March 31, 2022 |
| | | | Rs. | Rs. |
| | ASSETS | | | |
| 1 | Non-current assets | | | |
| | (a) Property, plant and equipment | 5 | 51.72 | 61.68 |
| | (b) Capital work-in-progress | 6 | - | - |
| | (c) Financial assets | | | |
| | (i) Non Current Investment | 7 | 658.69 | 515.20 |
| | (ii) Loans | 8 | - | 220.79 |
| | (iii) Other financial assets | 9 | 20.69 | 19.66 |
| | (d) Deferred Tax Assets | 10 | 1.16 | 1.04 |
| | (e) Non Current Assets | 11 | 1.68 | 1.68 |
| | Total non - current assets | | 733.94 | 820.05 |
| 2 | Current assets | | | |
| | (a) Inventories | 12 | 805.46 | 410.90 |
| | (b) Financial assets | | | |
| | (i) Trade receivables | 13 | 1,139.01 | 1,235.01 |
| | (ii) Cash and cash equivalents | 14 | 8.44 | 5.70 |
| | (iii) Bank Balance other than Cash and Cash Equivalents | | - | - |
| | (iv) Other financial assets | | - | - |
| | (c) Other current assets | 15 | 71.74 | 307.62 |
| | Total current assets | | 2,024.65 | 1,959.23 |
| | Total assets (1+2) | | 2,758.59 | 2,779.27 |
| B | EQUITY AND LIABILITIES | | | |
| 1 | Equity | | | |
| | (a) Equity share capital | 16 | 1,416.19 | 590.08 |
| | (b) Other equity | 17 | 655.94 | 1,138.96 |
| | Total equity | | 2,072.13 | 1,729.04 |
| 2 | LIABILITIES | | | |
| | Non-current liabilities | | | |
| | (a) Financial liabilities | | | |
| | Borrowings | 18 | 77.37 | 65.12 |
| | Total non - current liabilities | | 77.37 | 65.12 |
| 3 | Current liabilities | | | |
| | (a) Financial liabilities | | | |
| | (i) Borrowings | 19 | 269.03 | 216.28 |
| | (ii) Trade payables | 20 | - | - |
| | - Total Outstanding dues of micro enterprises and small enterprises | | - | - |
| | - Total Outstanding dues of creditors other than micro enterprises and small enterprises | | 292.19 | 585.96 |
| | (ii) Other financial liabilities | | - | - |
| | (b) Other current liabilities | 21 | 1.35 | 159.85 |
| | (c) Provisions | 22 | 0.74 | - |
| | (d) Current tax liabilities (Net) | 23 | 45.76 | 23.02 |
| | Total current liabilities | | 609.08 | 985.12 |
| | Total equity and liabilities (1+2+3) | | 2,758.59 | 2,779.28 |
| | Summary of significant accounting policies | | | |
| | The accompanying notes are an integral part of financial statements | 1 to 54 | | |

As per our Report of even date attached.

For, H S K & Co LLP
Chartered Accountants
Firm Regd. No.117014W/W100685

SD/-
Sudhir S. Shah
Partner
(M. No. 115947)
UDIN: 23115947BGWQBM8914

For, Yasons Chemex Care Limited

SD/- Pritesh Y. Shah Managing Director (DIN: 00239665)
SD/- Dimple P. Shah Whole-time Director (DIN: 06914755)
SD/- Himali M. Thakkar Company Secretary
SD/- Kiritbhai H. Shah CFO

Place:Ahmedabad
Date:May 25,2023

Place: Ahmedabad
Date:May 25,2023

| Statement of Profit and Loss for the year ended March 31, 2023 | | | |
|---|----------|-----------------|-----------------|
| (Rs. in lakhs) | | | |
| Particulars | Note No. | Year Ended | Year Ended |
| | | March 31, 2023 | March 31, 2022 |
| | | Rs. | Rs. |
| I Revenue from operations | 24 | 3,677.27 | 2,505.19 |
| II Other income | 25 | 423.37 | 111.81 |
| III Total income | | 4,100.64 | 2,617.01 |
| IV EXPENSES | | | |
| (a) Cost of materials consumed | 26 | 2,484.05 | 1,608.97 |
| (b) Purchases of stock-in-trade | | 1,538.85 | 633.89 |
| (c) Changes in inventories of finished goods, stock-in-trade and work-in-progress | 27 | (471.60) | 13.19 |
| (d) Employee benefit expense | 28 | 14.70 | 16.19 |
| (e) Finance costs | 29 | 41.08 | 35.56 |
| (f) Depreciation and amortisation expense | 30 | 10.10 | 12.94 |
| (g) Other expenses | 31 | 62.06 | 44.88 |
| Total expenses | | 3,679.24 | 2,365.62 |
| V Profit before tax | | 421.39 | 251.39 |
| VI Tax expense | 32 | | |
| (1) Current tax | | 71.10 | 44.55 |
| (2) Deferred tax charge\ (credit) | | (0.23) | 0.26 |
| (3) Tax In Respect of Earlier Years | | 7.76 | 10.97 |
| Total tax expense | | 78.63 | 55.78 |
| VII Profit for the period | | 342.77 | 195.61 |
| VIII Other comprehensive income | | | |
| (i) Items that will not be reclassified to profit or loss | | 0.43 | - |
| (ii) Income tax relating to items that will not be reclassified to profit or loss | | (0.11) | - |
| IX Total comprehensive income for the period | | 343.09 | 195.61 |
| X Basic & diluted earnings per share of face value of Rs.10 each fully paid up | | | |
| (1) Basic | 39 | 2.42 | 1.38 |
| (2) Diluted | 39 | 2.42 | 1.38 |
| Summary of significant accounting policies The accompanying notes are an integral part of financial statements | 1 to 54 | | |

In terms of our report attached.
For, H S K & Co LLP
Chartered Accountants
Firm Regd. No.117014W/W100685

For, Yasons Chemex Care Limited

SD/-
Sudhir S. Shah
Partner
(M. No. 115947)
UDIN: 23115947BGWQBM8914

SD/-
Pritesh Y. Shah
Managing Director
(DIN: 00239665)

SD/-
Dimple P. Shah
Whole-time Director
(DIN: 06914755)

SD/-
Himali M. Thakkar
Company Secretary

SD/-
Kiritbhai H. Shah
CFO

Place : Ahmedabad
Date : May 25,2023

Place: Ahmedabad
Date: May 25,2023

| Cash Flow Statement for the year ended March 31, 2023 | | |
|--|-------------------------------------|-------------------------------------|
| Particulars | (Rs. in lakhs) | |
| | Year Ended March 31, 2023 Rs. | Year Ended March 31, 2022 Rs. |
| Cash flow from operating activities | | |
| Profit Before tax | 421.39 | 251.39 |
| Adjustments for : | | |
| Depreciation and amortisation expense | 10.10 | 12.94 |
| Provision for expected credit loss | 2.18 | (0.88) |
| Finance costs | 41.08 | 35.56 |
| Share of Profit from Investment In LLP | (143.49) | (80.37) |
| Interest income | (5.82) | (19.67) |
| Operating profit before working capital changes | 325.44 | 198.97 |
| Changes in operating assets and liabilities: | | |
| (Increase)/Decrease in inventories | (394.56) | (198.52) |
| (Increase)/Decrease in trade receivables | 95.02 | 148.22 |
| (Increase)/Decrease in Other current financial assets , other current assets , Loans (Current + Non Current) | 455.63 | (118.08) |
| Increase/(Decrease) in trade payable | (293.77) | 25.11 |
| Increase/(Decrease) in other current financial liabilities, other current liabilities , Provisions (Current + Non Current) | (158.51) | (1.12) |
| Cash flow generated from operations | 29.26 | 54.58 |
| Direct taxes paid (net) | (56.12) | (55.48) |
| NET CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES (A) | (26.86) | (0.90) |
| Cash flows from investing activities | | |
| Purchase of property, plant and equipments (Net) | (0.14) | (0.04) |
| Interest received | 5.82 | 19.67 |
| NET CASH FLOW FROM / (USED IN) IN INVESTING ACTIVITIES (B) | 5.68 | 19.63 |
| Cash flows from financing activities | | |
| Finance costs paid | (41.08) | (35.56) |
| Proceeds from Non-current borrowings (Net) | 65.00 | 12.37 |
| NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES (C) | 23.92 | (23.19) |
| NET INCREASED / (DECREASED) IN CASH AND CASH EQUIVALENTS (A + B + C) | 2.74 | (4.48) |
| Cash and cash equivalents at the beginning of the year | 5.70 | 10.18 |
| Cash and cash equivalents at the end of the year | 8.44 | 5.70 |

Notes:

- (i). The above cash flow statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard - 7 Cash Flow Statements specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (ii). Previous Period's / Year's figures have been re-grouped / Re-Classified where necessary to make it comparable with the current period.

In terms of our report attached.

For, H S K & Co LLP
Chartered Accountants
Firm Regd. No.117014W/W100685

For, Yasons Chemex Care Limited

SD/-
Pritesh Y. Shah
Managing Director
(DIN: 00239665)

SD/-
Dimple P. Shah
Whole-time Director
(DIN: 06914755)

SD/-
Sudhir S. Shah
Partner
(M. No. 115947)
UDIN: 23115947BGWQBM8914

SD/-
Himali M. Thakkar
Company Secretary

SD/-
Kiritbhai H. Shah
CFO

Place : Ahmedabad
Date : May 25,2023

Place : Ahmedabad
Date : May 25,2023

Statement of Changes in Equity for the year ended on March 31, 2023

Equity Share Capital

(Rs. In lakhs)

| Particulars | Note No. | Amount Rs. |
|------------------------------------|----------|------------|
| As at April 1, 2021 | 17 | 590.08 |
| Changes due to prior period errors | | - |
| Restated Balance as April 1 ,2021 | | 590.08 |
| Changes during the year 2021-22 | | - |
| As at March 31, 2022 | 17 | 590.08 |
| Changes due to prior period errors | | - |
| Restated Balance as April 1 ,2022 | | 590.08 |
| Changes during the year 2022-23 | | 826.11 |
| As at March 31, 2023 | 17 | 1,416.19 |

Other Equity

(Rs. in lakhs)

| Particulars | | Reserves and Surplus | | Other Comprehensive Income | Total |
|--|----|----------------------|------------------|----------------------------|----------|
| | | Retained Earnings | Security Premium | | |
| Balance as at March 31, 2021 | 17 | 341.59 | 601.76 | - | 943.35 |
| Profit for the year | | 195.61 | - | - | 195.61 |
| Other comprehensive income for the year | | - | - | - | - |
| Balance as at March 31, 2022 | 17 | 537.19 | 601.76 | - | 1,138.96 |
| Profit for the year | | 342.77 | - | - | 342.77 |
| Less :- Utilised for Issue of Bonus Shares | | (224.35) | (601.76) | | (826.11) |
| Other comprehensive income for the year (net of Tax) | | - | - | 0.32 | 0.32 |
| Balance as at March 31, 2023 | 17 | 655.61 | - | 0.32 | 655.94 |

In terms of our report attached.

For, H S K & Co LLP

Chartered Accountants

Firm Regd. No.117014W/W100685

UDIN: 23115947BGWQBM8914

For, Yasons Chemex Care Limited

SD/-

Sudhir S. Shah

Partner

(M. No. 115947)

SD/-

Pritesh Y. Shah

Director

(DIN: 00239665)

SD/-

Dimple P. Shah

Whole-time Director

(DIN: 06914755)

SD/-

Himali M. Thakkar

Company Secretary

SD/-

Kiritbhai H. Shah

CFO

Place : Ahmedabad

Date : May 25,2023

Place : Ahmedabad

Date : May 25,2023

Notes to financial statement for the year ended March 31, 2023

1 Corporate information:

Yasons Chemex Care Limited (“the Company”) was incorporated on October 17, 2017 under the provisions of the Companies Act, 2013; having registered office at Ahmedabad, Gujarat, India. It is a subsidiary of Yash Chemex Limited and is mainly in the business of Trading of chemicals and manufacturing of dyes and intermediates and FMCG Products like hand sanitizers, hair oil, soap, perfumes, deodorants, etc. The Company has manufacturing plant located in state of Gujarat.

Summary of basis of compliance, basis of preparation and presentation, critical accounting estimates, assumptions and judgements and significant accounting policies**2 Basis of Preparation of Financial**

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented.

(i) Compliance with Ind-AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the ‘Ind AS’) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 (‘Act’) read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

(ii) Basis of Preparation and presentation

The financial statements have been prepared and presented on the going concern basis and at historical cost basis considering the applicable provisions of Companies Act 2013, except for the following items that have been measured at fair value as required by relevant IND AS.

Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

(a) Certain financial assets/liabilities measured at fair value (refer accounting policy regarding financial instruments) and

(b) Any other item as specifically stated in the accounting policy.

(iii) Functional and Presentation Currency

The financial statements are presented in Indian Rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates.

(iv) Classification of Assets and Liabilities as Current and Non-Current

All assets and liabilities are classified as current or non-current as per the Company’s normal operating cycle, and other criteria set out in Schedule III of the Companies Act, 2013. Based on the nature of products and the time lag between the acquisition of assets for processing and their realisation in cash and cash equivalents, 12 months period has been considered by the Company as its normal operating cycle.

(v) Rounding of amounts

The financial statements are presented in INR and all values are rounded to the nearest Lakh (INR 1,00,000) as per the requirement of Schedule III, unless otherwise stated.

Notes to financial statement for the year ended March 31, 2023

3 Critical accounting estimates, assumptions and judgements

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

a) Useful lives of property, plant and equipment

Useful lives and residual values of Property, plant and equipment represent a material portion of the Company's asset base. The periodic charge of depreciation is derived after estimating useful life of an asset and expected residual value at the end of its useful life. The useful lives and residual values of assets are estimated by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on various external and internal factors including historical experience, relative efficiency and operating costs and change in technology

b) Income taxes

The Company's tax jurisdiction is India. Significant judgments are involved in determining the provision for income taxes including amounts to be recovered or paid for uncertain tax positions. Management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

c) Employee benefit obligations

Defined benefit obligations are measured at fair value for financial reporting purposes. Fair value determined by actuary is based on actuarial assumptions. Management judgement is required to determine such actuarial assumptions. Such assumptions are reviewed annually using the best information available with the Management.

d) Provisions and contingent liabilities

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognised.

4 Summary of Accounting Policies**4.1 Property, Plant and Equipment (PPE)**

These tangible assets are held for use in production, supply of goods or services or for administrative purposes. Property, Plant and Equipment are stated at cost less accumulated depreciation and accumulated impairment losses except for freehold land which is not depreciated. Cost includes purchase price after deducting trade discount/rebate, import duties, non-refundable taxes, Net of Cenvat and VAT credit/GST input credit wherever applicable, cost of replacing the component parts, borrowing costs and other directly attributable cost of bringing the asset to its working condition in the manner intended by the management.

If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE.

Notes to financial statement for the year ended March 31, 2023

The cost of an item of PPE is recognised as an asset if, and only if, it is probable that the economic benefits associated with the item will flow to the Company in future periods and the cost of the item can be measured reliably. Expenditure incurred after the PPE have been put into operations, such as repairs and maintenance expenses are charged to the Statement of Profit and Loss during the period in which they are incurred.

Items such as spare parts, standby equipment and servicing equipment are recognised as PPE when it is held for use in the production or supply of goods or services, or for administrative purpose, and are expected to be used for more than one year. Otherwise such items are classified as inventory.

The Company adjusts exchange differences arising on translation difference/settlement of long term foreign currency monetary items outstanding and pertaining to the acquisition of a depreciable asset to the cost of asset and depreciates the same over the remaining life of the asset. The depreciation on such foreign exchange difference is recognised from first day of its financial year.

De-recognised upon disposal

An item of PPE is derecognised on disposal or when no future economic benefits are expected from use or disposal. Any gain or loss arising on derecognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized in Statement of Profit and Loss when asset is derecognised.

Treatment of Expenditure during Construction Period

Expenditure, net of income earned, during construction (including financing cost related to borrowed funds for construction or acquisition of qualifying PPE) period is included under capital work-in-progress, and the same is allocated to the respective PPE on the completion of construction. Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under "Other Non-Current Assets".

Depreciation

The depreciable amount of an asset is determined after deducting its residual value. Where the residual value of an asset increases to an amount equal to or greater than the asset's carrying amount, no depreciation charge is recognized till the asset's residual value decreases below the asset's carrying amount. Depreciation of an asset begins when it is available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the intended manner. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale in accordance with IND AS 105 and the date that the asset is derecognised.

The Company depreciates its property, plant and equipment (PPE) over the useful life in the manner prescribed in Schedule II to the Act. Management believes that useful life of assets are same as those prescribed in Schedule II to the Act, except for plant and equipment wherein based on technical evaluation, useful life has been estimated to be different from that prescribed in Schedule II of the Act. Useful life considered for calculation of depreciation for various assets class are as follows:-

Notes to financial statement for the year ended March 31, 2023

| Asset Class | Useful Life |
|----------------------|--------------|
| Non-Factory Building | 60 years |
| Furniture & Fixtures | 10 years |
| Office Equipment | 5 years |
| Vehicles | 8 & 10 years |
| Computers | 3 years |

Depreciation on Property, Plant and Equipment (PPE) added/disposed off during the period is provided on pro-rata basis with reference to the date of addition/disposal.

The identified component of Property, Plant and Equipment (PPE) are depreciated over the useful lives and the remaining components are depreciated over the life of the principal assets

4.2 Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

4.3 Leases

At the inception of a lease, the lease arrangements is classified as either a finance lease or an operating lease, based on the substance of the lease arrangement.

As a Lessee:

Leases of property, plant and equipment where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowing or other financial liabilities as appropriate.

Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from lessor) are charged to profit or loss on straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

As a Lessor:

Lease income from operating leases where the Company is a lessor is recognised in other income on straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

Notes to financial statement for the year ended March 31, 2023**Deposits provided to Lessor:**

The Company is generally required to pay refundable security deposits in order to obtain property leases from various lessors.

Such security deposits are financial assets and are recorded at fair value on initial recognition. The difference between the initial fair value and the refundable amount of deposit is recognised as lease prepayments. The initial fair value is estimated as the present value of the refundable amount of security deposit, discounted using the market interest rates for similar instruments

Subsequent to initial recognition, the security deposit is measured at amortised cost using the effective interest method with carrying amount increased over the lease period up to the refundable amount. The amount of increase in the carrying amount of deposit is recognised as interest income. The lease repayment is amortised on straight-line basis over the lease term as lease rentals expense.

4.4 Inventories

Inventories consisting of stores and spares, raw materials, work in progress, stock in trade, goods in transit and finished goods are valued at lower of cost and net realisable value. However, materials held for use in production of inventories are not written down below cost, if the finished products are expected to be sold at or above cost.

The cost is computed on FIFO basis and is net of credits under GST.

Traded goods includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

Goods and materials in transit include materials, duties and taxes (other than those subsequently recoverable from tax authorities) labour cost and other related overheads incurred in bringing the inventories to their present location and condition.

4.5 Borrowing Cost

Borrowing cost includes interest expense, amortisation of discounts, ancillary costs incurred in connection with borrowing of funds and exchange difference, arising from foreign currency borrowings, to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs that are attributable to the acquisition or construction or production of a qualifying asset are capitalised as part of the cost of such asset till such time the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are recognised as an expense in the period in which they are incurred.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing cost are recognised in the Statement of Profit and Loss in the period in which they are incurred.

Notes to financial statement for the year ended March 31, 2023**4.6 Impairment of Assets**

At the end of each reporting period, the Company reviews the carrying amounts of its PPE and other intangible assets to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit (CGU) to which the asset belongs. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The resulting impairment loss is recognised in the Statement of Profit and Loss. Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Where an impairment loss subsequently reverses, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset or CGU in prior years. A reversal of an impairment loss is recognised in the Statement of Profit and Loss.

4.6 Government Grants

Government grants are recognized when there is reasonable assurance that the Company will comply with the conditions attached to them and that the grants will be received. When the grant relates to an expense item, it is recognised in the Statement of Profit and Loss by way of a deduction to the related expense on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as income on a systematic basis over the expected useful life of the related asset.

4.7 Taxes

Income tax expense represents the sum of tax currently payable and deferred tax. Tax is recognized in the Statement of Profit and Loss, except to the extent that it relates to items recognized directly in equity or in other comprehensive income.

a) Current Tax

Current tax includes provision for Income Tax computed under Special provision of Income Tax Act. Tax on Income for the current period is determined on the basis on estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments/appeals

b) Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences.

Notes to financial statement for the year ended March 31, 2023

Deferred tax assets are generally recognised for all deductible temporary differences, unabsorbed losses and unabsorbed depreciation to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, unabsorbed losses and unabsorbed depreciation can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

4.8 Employee Benefits**a) Employee Benefits**

All employee benefits payable wholly within twelve months of rendering services are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., are recognized during the period in which the employee renders related services and are measured at undiscounted amount expected to be paid when the liabilities are settled

b) Post-employment obligations**i) Defined benefit plans-Gratuity obligations**

The liability or assets recognized in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligations at the end of the reporting period less the fair value of plan assets.

The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The benefits which are denominated in currency other than INR, the cash flows are discounted using market yields determined by reference to high quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and change in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Notes to financial statement for the year ended March 31, 2023

ii) Defined contribution plans

The Company pays provident fund contributions to publicly administered funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due.

4.8 Provisions, Contingent Liability and Contingent Assets

Disputed liabilities and claims against the company including claims raised by fiscal authorities (e.g. Sales Tax, Income Tax, Excise, GST etc.) pending in appeal / court for which no reliable estimate can be made and or involves uncertainty of the outcome of the amount of the obligation or which are remotely poised for crystallization are not provided for in accounts but disclosed in notes to accounts. However, present obligation as a result of past event with possibility of outflow of resources, when reliable estimation can be made of the amount of obligation, is recognized in accounts in terms of discounted value, if the time value of money is material using a current pre-tax rate that reflects the risk specific to the liability. No contingent asset is recognized but disclosed by way of notes to accounts.

4.9 Trade and Other Payables

These amounts represent liabilities for goods and services provided to the company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method

4.10 Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the Government such as Goods and Services Tax, etc.

Sale of Goods

Revenue from sale of goods is recognised when control of the products being sold is transferred to our customers and there are no longer any unfulfilled obligations. The performance obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.

Revenue from sales excludes GST. It is measured at fair value of consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Rendering of Services

Revenue from rendering of services is recognized as per the terms of the contract with customers when related services are performed and when the outcome of the transactions involving rendering of services can be estimated reliably.

Dividend Income

Dividend Income is accounted for when the right to receive the same is established, which is generally when shareholders approve the dividend.

Interest Income

Interest Income on financial assets measured at amortised cost is recognised on a time-proportion basis

4.11 Cash Flows and Cash and Cash Equivalents

Statement of cash flows is prepared in accordance with the indirect method prescribed in the IND AS 7. For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, cheques and drafts on hand, deposits held with Banks, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and book overdrafts. However, Book overdrafts are shown within borrowings in current liabilities in the balance sheet for the purpose of presentation.

4.12 Earnings per share

Notes to financial statement for the year ended March 31, 2023**i) Basic earnings per share**

a) The profit attributable to owners of the Company

b) By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year

ii) Diluted earnings per share

a) The after 'income-tax' effect of interest and other financing costs associated with dilutive potential equity shares, and

b) The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

4.13 Segment Reporting

Based on "Management Approach" as defined in IND AS 108 – Operating Segments, the Management evaluates the Company's performance and allocates the resources based on an analysis of various performance indicators by business segments. The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

4.14 Foreign Currency Transactions

In preparing the financial statements of the Company, transactions in foreign currencies, other than the Company's functional currency are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the rate prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency, are not retranslated.

Exchange differences on monetary items are recognised in the Statement of Profit and Loss in the period in which these arise except for:

a) exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings; and b) exchange differences on transactions entered into in order to hedge certain foreign currency risks.

Notes to financial statement for the year ended March 31, 2023**4.15 Fair Value Measurement**

The Company measures financial instruments, such as investments (other than equity investments in Subsidiaries, Joint Ventures and Associates) and derivatives at fair values at each Balance Sheet date.

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

In the principal market for the asset or liability, or In the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1- Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

4.16 Events occurring after the balance sheet date

Assets and liabilities are adjusted for events occurring after the reporting period that provides additional evidence to assist the estimation of amounts relating to conditions existing at the end of the reporting period.

Dividends declared by the Company after the reporting period are not recognized as liability at the end of the reporting period. Dividends declared after the reporting period but before the issue of financial statements are not recognized as liability since no obligation exists at that time. Such dividends are disclosed in the notes to the financial statements.

4.17 Financial Instruments**a) Recognition and initial measurement**

All financial assets and financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue

Notes to financial statement for the year ended March 31, 2023

b) Classification and subsequent measurement**Financial assets**

On initial recognition, a financial asset is classified as measured at

- i) amortized cost;
- ii) Fair Value through Other Comprehensive Income (FVOCI) – equity investment; or
- iii) Fair Value Through Profit and Loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI or at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial liabilities

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on de-recognition is also recognized in profit or loss.

c) De-recognition**Financial assets**

The company de-recognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the company enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Notes to financial statement for the year ended March 31, 2023**Financial liabilities**

The company de-recognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The company also de-recognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in profit or loss.

d) De-recognition

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

4.18 Recent accounting pronouncements which are not yet effective

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated 31 March 2023 to amend the following Ind AS which are effective from 01 April 2023., as below:

Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendments are effective for annual reporting periods beginning on or after 1 April 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period.

The amendments are not expected to have a material impact on the Company financial statements.

Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments to Ind AS 1 are applicable for annual periods beginning on or after 1 April 2023. Consequential amendments have been made in Ind AS 107.

The Company is currently revisiting their accounting policy information disclosures to ensure consistency with the amended requirements.

Notes to financial statement for the year ended March 31, 2023

Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations. Consequential amendments have been made in Ind AS 101. The amendments to Ind AS 12 are applicable for annual periods beginning on or after 1 April 2023.

The amendments are not expected to have a material impact on the Companies financial statements.

Notes to financial statement for the year ended March 31, 2023

Note 5 : Property, Plant and Equipment

(Rs. in lakhs)

| Particulars | Factory Building | Furniture | Plant & Machinery | Computers | Vehicles | Total |
|--|------------------|-----------|-------------------|-----------|----------|--------|
| Gross Carrying Value as on March 31, 2021 | 8.42 | 0.06 | 66.81 | 3.03 | 35.10 | 113.42 |
| Addition during the year | - | - | 0.10 | - | - | 0.10 |
| Deduction during the year | - | - | (0.17) | - | - | (0.17) |
| Gross Carrying Value as on March 31, 2022 | 8.42 | 0.06 | 66.74 | 3.03 | 35.05 | 113.30 |
| Addition during the year | - | - | 0.14 | - | - | 0.14 |
| Deduction during the year | - | - | - | - | - | - |
| Gross Carrying Value as on March 31, 2023 | 8.42 | 0.06 | 66.88 | 3.03 | 35.05 | 113.44 |
| Accumulated depreciation as on March 31, 2021 | 0.89 | 0.01 | 11.52 | 2.67 | 23.68 | 38.77 |
| Addition during the year | 0.71 | 0.01 | 8.48 | 0.17 | 3.57 | 12.94 |
| Deduction during the year | - | - | (0.09) | - | - | (0.09) |
| Accumulated depreciation as on March 31, 2022 | 1.60 | 0.01 | 19.91 | 2.84 | 27.25 | 51.62 |
| Addition during the year | 0.65 | 0.01 | 6.95 | 0.04 | 2.45 | 10.10 |
| Deduction during the year | - | - | - | - | - | - |
| Accumulated depreciation as on March 31, 2023 | 2.25 | 0.02 | 26.86 | 2.88 | 29.70 | 61.72 |
| Net Carrying Value as on March 31, 2022 | 6.81 | 0.05 | 46.82 | 0.19 | 7.80 | 61.68 |
| Net Carrying Value as on March 31, 2023 | 6.17 | 0.04 | 40.02 | 0.15 | 5.35 | 51.72 |

Notes:

5.1. Assets Given as security: Refer Note. 18 & 19 for disclosure of assets given as security.

5.2. All the title deeds for the immovable properties are in the name of the Company.

5.3. The Company has not done revaluation of PPE / Intangible assets.

5.4. Capitalised borrowing cost:

Borrowing Cost Capitalised on Property, Plant and Equipment during the year ended March 31, 2023 - Rs. Nil/- (for the period ended March 31, 2022: Rs. Nil/-).

iii. Contractual obligations:

Refer Note. 34 for disclosure of Contractual Commitments for the acquisition of property, Plant & Equipment.

Note 6 : Capital Work-in-progress

| Particulars | Plant & Machinery | Building | Total |
|-----------------------------|-------------------|----------|-------|
| As on March 31, 2021 | 0.76 | - | 0.76 |
| Addition during the year | - | - | - |
| Deduction during the year | 0.76 | - | 0.76 |
| As on March 31, 2022 | - | - | - |
| Addition during the year | - | - | - |
| Deduction during the year | - | - | - |
| As on March 31, 2023 | - | - | - |

Notes to financial statement for the year ended March 31, 2023

| 7 | <u>Non-Current Investment</u> | As at March 31, 2023 Rs. | As at March 31, 2022 Rs. |
|----|---|--|--|
| | Other Investments , Unquoted | | |
| | Capital Contributions in Subsidiary LLP (Investment at Cost) | 658.69 | 515.20 |
| | Total | 658.69 | 515.20 |
| 8 | <u>Non-current loans</u> | As at March 31, 2023 Rs. | As at March 31, 2022 Rs. |
| | Unsecured and considered good | | |
| | Loans to Others | - | 220.79 |
| | Total | - | 220.79 |
| 9 | <u>Other Non-current financial assets</u> | As at March 31, 2023 Rs. | As at March 31, 2022 Rs. |
| | Unsecured and considered good | | |
| | Security Deposits | 3.09 | 3.07 |
| | Bank deposits with more than 12 months maturity (Balance held as Margin Money) | 17.60 | 16.59 |
| | Total | 20.69 | 19.66 |
| 10 | <u>Deferred Tax Assets (Net)</u> | As at March 31, 2023 Rs. | As at March 31, 2022 Rs. |
| | Deferred Tax Liabilities | | |
| | Time difference of depreciation as per Tax Provision and Company Law on Property, Plant and Equipment | - | - |
| | Unpaid liability allowable on payment basis in succeeding years u/s. 43B of the Income tax Act, 1961 | 0.19 | - |
| | Total Deferred Tax Liabilities | 0.19 | - |
| | Deferred Tax Assets | | |
| | Time difference of depreciation as per Tax Provision and Company Law on Property, Plant and Equipment | 0.70 | 0.95 |
| | Allowance for Expected Credit Loss on Trade Receivables | 0.65 | 0.09 |
| | Total Deferred Tax Assets | 1.35 | 1.04 |
| | Net Deferred Tax Liability | 1.16 | 1.04 |
| | i. Movement of deferred tax liability: | | |
| | Movements in Deferred Tax Liabilities | Allowance for Expected Credit Loss on Trade Receivables | Time difference of depreciation as per Tax Provision and Company Law on Property, Plant and Equipment |
| | | | Unpaid liability allowable on payment basis in succeeding years u/s. 43B of the Income tax Act, 1961 |

| Notes to financial statement for the year ended March 31, 2023 | | | |
|--|--------|--------|-------------|
| At March 31, 2021 | (0.54) | (0.76) | - |
| Charged/(credited): | | | |
| to profit or loss | 0.54 | (0.28) | - |
| to other | | | - |
| At March 31, 2022 | (0.09) | (0.95) | - |
| Charged/(credited): | | | |
| to profit or loss | (0.56) | 0.25 | 0.19 |
| to other | | | - |
| At March 31, 2023 | (0.65) | (0.70) | 0.19 |

Notes to financial statement for the year ended March 31, 2023

| 11 | <u>Non-Current Assets</u> | As at March 31, 2023 Rs. | As at March 31, 2022 Rs. |
|----|--------------------------------------|--------------------------------|--------------------------------|
| | Unsecured and considered good | | |
| | Advances for Capital Goods Supplier | 1.68 | 1.68 |
| | Total | 1.68 | 1.68 |

| 12 | <u>Inventories</u> | As at March 31, 2023 Rs. | As at March 31, 2022 Rs. |
|----|---------------------------------------|--------------------------------|--------------------------------|
| | Raw materials | 211.00 | 288.03 |
| | Work-in-Process | 0.24 | 14.37 |
| | Finished Stock | 392.43 | 86.64 |
| | Stores & Packing Materials and Others | 13.02 | 18.31 |
| | Stock in Trade | 188.77 | 3.54 |
| | Total | 805.46 | 410.90 |

| 13 | <u>Trade receivables</u> | As at March 31, 2023 Rs. | As at March 31, 2022 Rs. |
|----|--|--------------------------------|--------------------------------|
| | Trade Receivables (Unsecured) | | |
| | Considered Good | 1,139.01 | 1,235.01 |
| | Credit impaired | 2.57 | 0.39 |
| | | 1,141.58 | 1,235.40 |
| | Less: Allowance for Expected Credit Loss | - 2.57 | - 0.39 |
| | Total | 1,139.01 | 1,235.01 |

Notes:

i. For Dues from Related Parties Refer note -44 and for Ageing analysis Refer Note No :-40

ii. The Company provides an allowance for impairment of doubtful accounts based on financial condition of the customer, aging of the trade receivable and historical experience of collections from customers. The activity in the allowance for impairment of trade receivables is given below:

| | As at March 31, 2023 Rs. | As at March 31, 2022 Rs. |
|---|--------------------------------|--------------------------------|
| Allownace Movement for Trade Receivables | | |
| Balance at the beginning of the year | (0.39) | (1.27) |
| Add : Allowance made during the year | (2.18) | - |
| Less : Reversal of allowance made during the year | | 0.88 |
| Closing Balance | (2.57) | (0.39) |

| 14 | <u>Cash & Cash Equivalents</u> | As at March 31, 2023 Rs. | As at March 31, 2022 Rs. |
|----|--|--------------------------------|--------------------------------|
| | Balances with Banks - In Current Account | - | - |
| | Cash on hand | 8.44 | 5.70 |
| | Total | 8.44 | 5.70 |

Notes to financial statement for the year ended March 31, 2023

| 15 | <u>Other Current Assets</u> | As at March 31, 2023 Rs. | As at March 31, 2022 Rs. |
|----|--|--------------------------------|--------------------------------|
| | Prepaid Expenses | 1.24 | 1.35 |
| | Advances to Suppliers Other than Capital Advance | 1.11 | 1.00 |
| | Balances with Statutory Authorities | 50.39 | 1.85 |
| | Others | 19.00 | 303.41 |
| | Total | 71.74 | 307.62 |

| 16 | <u>Equity Share Capital</u> | As at March 31, 2023 Rs. | As at March 31, 2022 Rs. |
|----|--|--------------------------------|--------------------------------|
| | [i] Authorised Share Capital: 2,11,11,111 Equity shares of Rs. 10 each as at March 31, 2023 (as at March 31, 2022 : 66,00,000 equity shares of Rs. 10 each) | 2,111.11 | 660.00 |
| | [ii] Issued, Subscribed & Paid-up Capital : 1,41,61,920 equity shares of Rs. 10 each fully paid as at March 31, 2023 (as at March 31, 2022 : 59,00,800 equity shares of Rs. 10 each) | 1,416.19 | 590.08 |
| | Total | 1,416.19 | 590.08 |

16.1 Reconciliation of the number of shares outstanding and the amount of share capital as at March 31, 2023, and March 31, 2022 is set out below:-

| Particulars | As at March 31, 2023 | | As at March 31, 2022 | |
|--------------------------------|----------------------|-----------|----------------------|-----------|
| | No. of Shares | Amt (Rs.) | No. of Shares | Amt (Rs.) |
| Shares at the beginning Period | 5,900,800.00 | 590.08 | 5,900,800.00 | 590.08 |
| Addition | 8,261,120.00 | 826.11 | - | - |
| Deletion | - | - | - | - |
| Shares at the end Period | 14,161,920.00 | 1,416.19 | 5,900,800.00 | 590.08 |

16.2 The details of shares held by Parent Company and shareholders holding more than 5% shares is set out below.

| Particulars | | As at March 31, 2023 Rs. | As at March 31, 2022 Rs. |
|--------------------------------------|------|--------------------------------|--------------------------------|
| Yash Chemex Limited (Parent Company) | Nos. | 9,935,400.00 | 3,230,750.00 |
| | % | 70.16 | 54.75 |

16.3 The details of Shares held by promoters at the end of the year:

| Particulars | | As at March 31, 2023 Rs. | As at March 31, 2022 Rs. |
|--------------------------------------|------|--------------------------------|--------------------------------|
| Yash Chemex Limited (Parent Company) | Nos. | 9,935,400.00 | 3,230,750.00 |
| | % | 70.16 | 54.75 |
| Raj V Shah | Nos. | - | 1,000.00 |
| | % | - | 0.01 |
| Ronak J Mehta | Nos. | - | 1,000.00 |
| | % | - | 0.01 |
| Rahul M Shah | Nos. | - | 1,000.00 |
| | % | - | 0.01 |
| Komal K Shah | Nos. | - | 102,500.00 |
| | % | - | 1.74 |

Notes to financial statement for the year ended March 31, 2023

16.4 The details of % change during the year Shares held by promoters at the end of the year:

| Particulars | | As at | |
|--------------------------------------|------|-----------------------|-----------------------|
| | | March 31, 2023 Rs. | March 31, 2022 Rs. |
| Yash Chemex Limited (Parent Company) | Nos. | 6,704,650.00 | 203,750.00 |
| | % | 15.40 | 3.45 |
| Raj V Shah | Nos. | (1,000.00) | - |
| | % | (0.01) | - |
| Ronak J Mehta | Nos. | (1,000.00) | - |
| | % | (0.01) | - |
| Rahul M Shah | Nos. | (1,000.00) | - |
| | % | (0.01) | - |
| Komal K Shah | Nos. | (102,500.00) | - |
| | % | (1.74) | 1.01 |

16.5 Rights, Preferences and Restrictions attached to equity shares

The Company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. The dividend, if any proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, if any, in proportion to their shareholding.

16.6 The Company has not reserved any share for issue under options and contracts or commitments for the sale of shares or disinvestment.

16.7 Aggregate number and class of shares bought back :- Nil

16.8 Securities which are convertible into Equity Shares :- Nil

16.9 Aggregate number and class of shares allotted as fully paid up pursuant to contracts without payment being received in cash :- Nil

17.10 Aggregate Value of Calls unpaid by directors and officers :- Nil

17.11 During the year Company has issued bonus shares, equity shares 82,61,120 (Eighty-Two Lacs Sixty-One Thousand One Hundred and Twenty) of Rs 10/- each and amount aggregating to Rs. 8,26,11,200/- (Eight Crores Twenty-Six Lakhs Eleven Thousand and Two Hundred Only/-) as fully paid bonus shares to the holders of equity shares in the ratio of 14:10 whose names appear in the Register of Members of the Company on the date of allotment i.e., 22nd December, 2022.

17.12 There are no shares issued pursuant to contract(s) without payment being received in cash or by way of bonus shares or equity shares bought back for the period of 5 years immediately preceding the balance sheet date.

Notes to financial statement for the year ended March 31, 2023

| 17 | Other Equity | As at March 31, 2023 Rs. | As at March 31, 2022 Rs. |
|-----|--|--------------------------------|--------------------------------|
| (a) | Security Premium | | |
| | Balance as per last financial Statement | 601.76 | 601.76 |
| | Add : During the year | - | - |
| | Less :- Utilised for Issue of Bonus Shares | (601.76) | - |
| | Closing Balance | - | 601.76 |
| (b) | Retained Earnings | | |
| | Profit and Loss: | | |
| | Balance as per last financial Statement | 537.20 | 341.59 |
| | Add : Profit for the year | 343.09 | 195.61 |
| | Less :- Utilised for Issue of Bonus Shares | (224.35) | - |
| | Net Surplus in the statement of profit and loss | 655.94 | 537.20 |
| | Total (a + b) | 655.94 | 1,138.96 |

Security Premium Reserve: Security premium reserve is a reserve created by issue of shares at a price exceeding its face value. The same can be utilised for issue of fully paid-up bonus shares or to buy back the shares of the company.

Retained earnings: Retained earnings can be utilised by the company for distribution to its equity shareholders of the company. The amount that can be distributed by the Company as dividends to its equity shareholders is determined based on the requirements of the Companies Act, 2013. Thus, the amounts reported above are not distributable in entirety.

| 18 | Non-Current Borrowings | As at March 31, 2023 Rs. | As at March 31, 2022 Rs. |
|----|--------------------------------|--------------------------------|--------------------------------|
| | Secured Borrowing from Banks | 20.29 | 65.12 |
| | Unsecured Borrowing from Banks | 57.08 | - |
| | Total | 77.37 | 65.12 |

Secured Borrowing:

Vehicle and Machinery loan from Banks & Financial Institutions are secured by way of hypothecation of respective assets purchased from the proceeds of Loan. The said loans are ,carry interest rate ranging from 8% to 10% p.a. The Loans repayable in 36 Months having monthly Installments.

| 19 | Current Borrowings | As at March 31, 2023 Rs. | As at March 31, 2022 Rs. |
|----|--|--------------------------------|--------------------------------|
| | Secured Borrowing from Banks | | |
| | Payable on Demand | 215.29 | 198.49 |
| | Current Maturity of long term borrowings | 53.74 | 17.80 |
| | Total | 269.03 | 216.28 |

Secured Borrowing:

Secured by Hypothication stocks and trade receivables , current and future assets of the company.The said loans are ,carry interest rate ranging from 10.00% to 13.00% p.a

| 20 | Trade payables | As at March 31, 2023 Rs. | As at March 31, 2022 Rs. |
|----|--|--------------------------------|--------------------------------|
| | Total Outstanding dues of micro enterprises and small enterprises | - | - |
| | Total Outstanding dues of creditors other than micro enterprises and small enterprises | 292.19 | 585.96 |
| | Total | 292.19 | 585.96 |

Notes to financial statement for the year ended March 31, 2023

Note: Dues to Micro and Small enterprises have been determined to the extent such parties have been identified on the basis of the information collected by the Management. This has been relied upon by the Auditors. For Disclosures as required under the Micro, Small and Medium Enterprises Development Act, 2006 Refer Note - 37 and for Ageing analysis Refer Note No :- 41

| | | | |
|----|--|------------------------------|------------------------------|
| 21 | Other Current Liabilities | As at March 31, 2023 | As at March 31, 2022 |
| | | Rs. | Rs. |
| | Other Statutory dues | 1.35 | 0.74 |
| | Advance From Customers | - | 159.11 |
| | Total | 1.35 | 159.85 |
| 22 | Current Provisions | As at March 31, 2023 | As at March 31, 2022 |
| | | Rs. | Rs. |
| | Provision For Gratuity | 0.74 | - |
| | Total | 0.74 | - |
| 23 | Current Tax Liabilities (Net) | As at March 31, 2023 | As at March 31, 2022 |
| | | Rs. | Rs. |
| | Provision For Income tax (Net) | 45.76 | 23.02 |
| | Total | 45.76 | 23.02 |
| 24 | Revenue from operation | Year Ended March 31, 2023 | Year Ended March 31, 2022 |
| | | Rs. | Rs. |
| | Sale of Product | 3,677.27 | 2,505.19 |
| | Total | 3,677.27 | 2,505.19 |
| 25 | Other Income | Year Ended March 31, 2023 | Year Ended March 31, 2022 |
| | | Rs. | Rs. |
| | Interest Income | 5.82 | 19.67 |
| | Share of Profit from Investment In LLP | 143.49 | 80.37 |
| | Commission Income | 72.29 | 10.58 |
| | Other Income | 201.77 | 1.20 |
| | Total | 423.37 | 111.81 |
| 26 | Cost of Materials Consumed | Year Ended March 31, 2023 | Year Ended March 31, 2022 |
| | | Rs. | Rs. |
| | Inventory at the beginning of the year | 288.03 | 76.33 |
| | Add: Purchase | 2,407.02 | 1,820.67 |
| | Less: Inventory at the end of the year | 211.00 | 288.03 |
| | Cost of Materials Consumed | 2,484.05 | 1,608.97 |

Notes to financial statement for the year ended March 31, 2023

| 27 | Change In Inventories Of Finished Goods, Work In Progress And Stock In Trade | Year Ended | Year Ended |
|----|---|-----------------|----------------|
| | | March 31, 2023 | March 31, 2022 |
| | | Rs. | Rs. |
| | Inventory at the beginning of the year | | |
| | Work-in-process | 14.37 | 8.18 |
| | Stock in Trade | 3.54 | 0.70 |
| | Finished Stock | 86.64 | 101.94 |
| | Packing Material Stock | 18.31 | 25.23 |
| | Op. Stock | 122.86 | 136.05 |
| | Inventory at the end of the year | | |
| | Work-in-process | 0.24 | 14.37 |
| | Stock in Trade | 188.77 | 3.54 |
| | Finished Stock | 392.43 | 86.64 |
| | Packing Material Stock | 13.02 | 18.31 |
| | Cl. Stock | 594.46 | 122.86 |
| | Decretion / (Accretion) to Stock | - 471.60 | 13.19 |
| 28 | Employee Benefit Expense | Year Ended | Year Ended |
| | | March 31, 2023 | March 31, 2022 |
| | | Rs. | Rs. |
| | Salary, Wages & Bonus Expenses | 5.70 | 7.19 |
| | Directors' Remuneration | 9.00 | 9.00 |
| | Total | 14.70 | 16.19 |
| 29 | Finance Costs | Year Ended | Year Ended |
| | | March 31, 2023 | March 31, 2022 |
| | | Rs. | Rs. |
| | Interest Paid to Banks & Financial Institutions | 33.73 | 27.79 |
| | Interest Paid to Others | 2.07 | 2.86 |
| | Other borrowing cost | 5.28 | 4.91 |
| | Total | 41.08 | 35.56 |
| 30 | Depreciation And Amortisation Expense | Year Ended | Year Ended |
| | | March 31, 2023 | March 31, 2022 |
| | | Rs. | Rs. |
| | Depreciation on Property, Plant & Equipment | 10.10 | 12.94 |
| | Total | 10.10 | 12.94 |

Notes to financial statement for the year ended March 31, 2023

| 31 <u>Other Expenses</u> | Year Ended March 31, 2023 Rs. | Year Ended March 31, 2022 Rs. |
|---|-------------------------------------|-------------------------------------|
| Auditor's Remuneration | 1.25 | 1.25 |
| Electricity Charges | 0.22 | 1.17 |
| Foreign Exchange Gain | - | 2.18 |
| Insurance Charges | 2.23 | 2.51 |
| Printing & Stationery & Postage Expenses | 2.34 | 0.30 |
| Travelling & Conveyance Expenses | 0.46 | 0.07 |
| Vehicle Exp. (Car) | - | 0.88 |
| Labour Expenses | 0.12 | 1.25 |
| Rent, Rates, & Taxes | 0.45 | 9.42 |
| Repair & Maintenance - Machinery | 0.06 | 0.32 |
| Repair & Maintenance - Vehicle | 0.54 | 0.70 |
| Legal & Professional Fees Charges | 21.02 | 2.70 |
| Transport Charges | 9.08 | 6.13 |
| Reversal of expected credit loss Allowances | 2.18 | 0.88 |
| Factory Expense | 9.84 | 8.67 |
| Sales & Marketing Expense | 7.11 | 7.17 |
| Other Expenses | 5.15 | 1.04 |
| Total | 62.06 | 44.88 |

* Due to rounding off

| 32.1 <u>Income tax recognised in profit or loss</u> | Year Ended March 31, 2023 Rs. | Year Ended March 31, 2022 Rs. |
|---|-------------------------------------|-------------------------------------|
| Current tax: | | |
| In respect of the current year | 71.10 | 44.55 |
| In respect of the prior year | 7.76 | 10.97 |
| Sub-Total (i) | 78.86 | 55.52 |
| Deferred tax: | | |
| In respect of the current year | (0.23) | 0.26 |
| Sub-Total (ii) | (0.23) | 0.26 |
| Total (I + ii) | 78.63 | 55.78 |

32.2 Income tax reconciliation

| Particulars | Year Ended March 31, 2023 Rs. | Year Ended March 31, 2022 Rs. |
|--|-------------------------------------|-------------------------------------|
| Profit before tax | 421.39 | 251.39 |
| Income tax expenses calculated at effective tax rate (25.168% current year and 25.168 % previous year) | 106.06 | 63.27 |
| Effect of expenses not allowed for tax purpose | 21.10 | 12.94 |
| Effect of Income not considered for tax purpose & Other deductible | (9.36) | (11.84) |
| Effect of Impact of earlier year tax | 7.76 | 10.97 |
| Effect of Related to Deferred Tax Balances | (0.23) | 0.26 |
| Effect of Other Items | (46.69) | (19.82) |
| Total Income Tax Expenses recognised in the statement of profit and loss | 78.63 | 55.78 |

33 Capital Commitment

There are no o/s. amount of contracts remaining to be executed on capital account.

34 Contingent Liabilities**Details of Contingent Liabilities as under****(Rs. in lakhs)**

| Particulars | As at | As at |
|--|--------------------------|--------------------------|
| | March 31, 2023 Rs. | March 31, 2022 Rs. |
| Income Tax Demand Online for A.Y. 2018-19 | 0.43 | - |
| TDS Default Demand Online for A.Y. 2020-21 | 0.02 | - |
| Total | 0.45 | - |

35 Fair Value Measurements

Financial instrument by category and their fair value

(Rs. in lakhs)

| As at 31st March, 2023 | Carrying Amount | | | | Fair Value (only those items which are recognised at FVTPL / FVTOCI) | | | |
|------------------------------------|-----------------|-------------------|-------------------|-----------------|--|----------|-----------------|-----------------|
| | FVTPL | FVTOCI | Amortised Cost | Total | Level 1 | Level 2 | Level 3 | Total |
| Financial Assets | | | | | | | | |
| Non Current Investments | | | 658.69 | 658.69 | - | - | 658.69 | 658.69 |
| Non Current Financial Assets | | | 20.69 | 20.69 | - | - | 20.69 | 20.69 |
| Trade Receivables | - | - | 1,139.01 | 1,139.01 | - | - | 1,139.01 | 1,139.01 |
| Cash and Cash Equivalents | - | - | 8.44 | 8.44 | - | - | 8.44 | 8.44 |
| Total Financial Assets | - | - | 1,826.83 | 1,826.83 | - | - | 1,826.83 | 1,826.83 |
| Financial Liabilities | | | | | | | | |
| Non-Current Borrowings | - | - | 77.37 | 77.37 | - | - | 77.37 | 77.37 |
| Current Borrowings | | | 269.03 | 269.03 | - | - | 269.03 | 269.03 |
| Trade Payables | - | - | 292.19 | 292.19 | - | - | 292.19 | 292.19 |
| Total Financial Liabilities | - | - | 638.60 | 638.60 | - | - | 638.60 | 638.60 |
| | | | | | | | | |
| As at 31st March, 2022 | Carrying Amount | | | | Fair Value (only those items which are recognised at FVTPL / FVTOCI) | | | |
| FVTPL | FVTOCI | Amortised Cost | Total | Level 1 | Level 2 | Level 3 | Total | |
| Financial Assets | | | | | | | | |
| Non Current Investments | | | 515.20 | 515.20 | - | - | 515.20 | 515.20 |
| Non Current Loans | - | - | 220.79 | 220.79 | - | - | 220.79 | 220.79 |
| Non Current Financial Assets | | | 19.66 | 19.66 | - | - | 19.66 | 19.66 |
| Trade Receivables | - | - | 1,235.01 | 1,235.01 | - | - | 1,235.01 | 1,235.01 |
| Cash and Cash Equivalents | - | - | 5.70 | 5.70 | - | - | 5.70 | 5.70 |
| Total Financial Assets | - | - | 1,996.36 | 1,996.36 | - | - | 1,996.36 | 1,996.36 |
| Financial Liabilities | | | | | | | | |
| Non-Current Borrowings | - | - | 65.12 | 65.12 | - | - | 65.12 | 65.12 |
| Current Borrowings | | | 216.28 | 216.28 | - | - | 216.28 | 216.28 |
| Trade Payables | - | - | 585.96 | 585.96 | - | - | 585.96 | 585.96 |
| Total Financial Liabilities | - | - | 867.37 | 867.37 | - | - | 867.37 | 867.37 |

Notes to financial statement for the year ended March 31, 2023

The above fair value hierarchy explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost for which fair values are disclosed in the financial statements. To provide the indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments in to three levels prescribed is as under:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities

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

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

Notes to financial statement for the year ended March 31, 2023

36 Financial risk management

The Company's activities expose it to a variety of financial risks, including credit risk, market risk and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of market risk on its financial performance. The Company's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same.

The Company's risk management is governed by policies and approved by the board of directors. The Company identifies, evaluates and hedges financial risks in close co-operation with the Company's operating units. The Company has policies for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of non-derivative financial instruments.

The board of directors oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The board of directors is assisted in its oversight role by internal audit (mainly handled inhouse by the team of finance department). Internal audit undertakes both regular and ad-hoc reviews of risk management controls and procedures, the results of which are reported to the board of directors.

I Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. Credit risk is managed through credit approvals, establishing credit limits, and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The history of trade receivables shows a negligible provision for bad and doubtful debts. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of expected losses in respect of trade and other receivables. The company has adopted simplified approach of ECL model for impairment.

i) Trade Receivables:

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. The Company with various activities as mentioned above manages credit risk. An impairment analysis is performed at each reporting date on an individual basis for major customers. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on historical data. The Company does not hold collateral as security.

ii) Financial assets that are neither past due nor impaired

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's assessment of credit risk about particular financial institution. None of the Company's cash equivalents, including balances with banks, were past due or impaired as at each balance sheet date.

II Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The level of liquidity risk is very low considering the fact that the company relies on operating cash flows and owned equity. Currently the company has borrowed funds from bank mainly for the specific vehicles considering business needs. There are no short term loans the company has borrowed yet.

Further the Company manages liquidity risk by maintaining adequate reserves and banking facilities by continuously monitoring the forecasted and actual cash flows and matching the maturity profiles of financial assets and liabilities. Long-term borrowings generally mature between One to Ten years. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

Notes to financial statement for the year ended March 31, 2023

III Market Risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates, foreign currency exchange rates and commodity prices) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short term and long-term debt. The Company is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and commodity risk.

a) Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates.

The company donot have any currency risk during both the years as the company didnot enter into any transaction which is incurred in foreign currency. All transactions are in Indian Rupees only.

b) Interest Risk

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

With all other variables held constant, the following table demonstrates the impact of the borrowing cost on floating rate portion of loans and borrowings and excluding loans on which interest rate swaps are taken. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates related primarily to the Company's short-term borrowings with floating interest rates. Company's treasury department monitors the interest rate movement and manages the interest rate risk based on its policies.

The exposure of the company's borrowing to interest rate changes at the end of the reporting period are as follows:

i) Exposure to interest rate risk

| <u>Particulars</u> | Year Ended | Year Ended |
|------------------------|----------------|----------------|
| | March 31, 2023 | March 31, 2022 |
| | Rs. | Rs. |
| Non Current Borrowings | 77.37 | 65.12 |
| Current Borrowings | 269.03 | 216.28 |
| Total | 346.41 | 281.41 |

For details of the Company's Non-current borrowings and Current borrowings , refer to Note of 18 and 19 these financial statement.

ii) Interest Rate Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

| <u>Particulars</u> | Year Ended | Year Ended |
|---|----------------|----------------|
| | March 31, 2023 | March 31, 2022 |
| | Rs. | Rs. |
| 50bp increase would decrease the profit before tax by | (1.73) | (1.41) |
| 50bp decrease would increase the profit before tax by | 1.73 | 1.41 |

Notes to financial statement for the year ended March 31, 2023

c) Price Risk

Exposure to market risk with respect to commodity prices primarily arises from the Company's purchases and sales of active pharmaceutical ingredients, including the raw material components for such active pharmaceutical ingredients. These are commodity products, whose prices may fluctuate significantly over short periods of time. The prices of the Company's raw materials generally fluctuate in line with commodity cycles, although the prices of raw materials used in the Company's active pharmaceutical ingredients business are generally more volatile. Cost of raw materials forms the largest portion of the Company's cost of revenues. Commodity price risk exposure is evaluated and managed through operating procedures and sourcing policies. As of March 31, 2023, the Company had not entered into any material derivative contracts to hedge exposure to fluctuations in commodity prices.

37 Due to Micro, Small and Medium Enterprise

Under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED) , certain disclosures are required to be made relating to Micro, Small and Medium enterprises. On the basis of the information and records available with management, outstanding dues to the Micro and Small enterprise as defined in the MSMED Act, 2006 are disclosed as below:

| <u>Particulars</u> | Year Ended March 31, 2023 Rs. | Year Ended March 31, 2022 Rs. |
|---|-------------------------------------|-------------------------------------|
| Principal amount remaining unpaid to any supplier as at the year end | - | - |
| Interest due and remaining unpaid to any supplier as at the end of accounting year | - | - |
| Amount of interest paid by the Company in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year | - | - |
| Amount of interest due and payable for the reporting period of delay in making payment [which have been paid but beyond the appointed day during the year] but without adding the interest specified under the MSMED Act, 2006 | - | - |
| Amount of interest accrued and remaining unpaid at the end of accounting year | - | - |
| Amount of further interest remaining due and payable even in succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23 of MSMED Act, 2006 | - | - |
| Total | - | - |

38 Capital Management:

The Company's capital management is intended to maximise the return to shareholders and benefits for other stakeholders for meeting the long-term and short-term goals of the Company; and reduce the cost of capital through the optimization of the capital structure i.e. the debt and equity balance.

The Company doesnot have any significant borrowings on reporting date and the company has also sufficient cash and cash equivalents to repay the debt amount. Comparison of Debt and Cash & Cash Equivalent is stated as below:

Notes to financial statement for the year ended March 31, 2023

The gearing ratio at the end of the reporting period was as follows:

| Particulars | Year Ended | Year Ended |
|------------------------|----------------|----------------|
| | March 31, 2023 | March 31, 2022 |
| | Rs. | Rs. |
| Debt | 346.41 | 281.41 |
| Cash and bank balances | 8.44 | 5.70 |
| Net debt | 337.96 | 275.71 |
| Equity | 2,072.13 | 1,729.04 |
| Gearing Ratio | 16.31% | 15.95% |

39 Details of Payment to Auditors

| <u>Particulars</u> | Year Ended | Year Ended |
|--|----------------|----------------|
| | March 31, 2023 | March 31, 2022 |
| | Rs. | Rs. |
| Payment to auditors: | | |
| Statutory Audit Fees | 1.25 | 1.25 |
| Tax Audit Fees | - | - |
| Others (Fees for Other Audit Related Services) | - | - |
| Total | 1.25 | 1.25 |

Notes to financial statement for the year ended March 31, 2023

40 Trade receivables Ageing Schedule

a) Undisputed trade receivables

| Particulars | As at March 31, 2023 Rs. | | As at March 31, 2022 Rs. | |
|---|--------------------------------|------------------------|--------------------------------|------------------------|
| | Considered Good | Considered Doubtful | Considered Good | Considered Doubtful |
| Outstanding for following periods from due date of receipts | | | | |
| Not Due | | | - | - |
| Less than 6 months | 805.05 | 1.11 | 1,182.57 | 0.38 |
| 6 months - 1 year | 253.22 | 1.06 | 32.29 | 0.01 |
| 1-2 years | 55.16 | 0.40 | 20.15 | - |
| 2-3 years | 25.58 | 0.00 | - | - |
| More than 3 Years | 0.00 | 0.00 | - | - |
| Total | 1,139.01 | 2.57 | 1,235.01 | 0.39 |

b) Disputed trade receivables

| Particulars | As at March 31, 2023 Rs. | | As at March 31, 2022 Rs. | |
|---|--------------------------------|------------------------|--------------------------------|------------------------|
| | Considered Good | Considered Doubtful | Considered Good | Considered Doubtful |
| Outstanding for following periods from due date of receipts | | | | |
| Not Due | - | - | - | - |
| Less than 6 months | - | - | - | - |
| 6 months - 1 year | - | - | - | - |
| 1-2 years | - | - | - | - |
| 2-3 years | - | - | - | - |
| More than 3 Years | - | - | - | - |
| Total | - | - | - | - |

41 Trade Payables Ageing Schedule

| Particulars | Outstanding as on 31st March 2023 for following periods from due date of payment | | | | Total |
|------------------------|--|----------|-----------|-------------------|--------|
| | Less Than 1 Year | 1-2 Year | 2-3 Years | More than 3 Years | |
| MSME | - | - | - | - | - |
| Others | 277.75 | 13.06 | 1.38 | - | 292.19 |
| Disputed dues – MSME | - | - | - | - | - |
| Disputed dues - Others | - | - | - | - | - |

| Particulars | Outstanding as on 31st March 2022 for following periods from due date of payment | | | | Total |
|------------------------|--|----------|-----------|-------------------|--------|
| | Less Than 1 Year | 1-2 Year | 2-3 Years | More than 3 Years | |
| MSME | - | - | - | - | - |
| Others | 585.33 | 0.61 | 0.02 | - | 585.96 |
| Disputed dues – MSME | - | - | - | - | - |
| Disputed dues - Others | - | - | - | - | - |

| 42 Ratios | | | | | |
|-----------|--|-----------------------------|------------------------|---------------------|--|
| Sr. No | Ratio | Ratio as on 31st March 2023 | Ratio as on 31st March | % Deviation 2022-23 | Reasons for variance of above 25% |
| 1 | Current Ratio Current Assets Current Liabilities | 3.32 | 1.99 | 67.14% | Increase was primarily on account of decrease in current liability . |
| 2 | Debt-to-equity Ratio Total Debt Shareholder's Equity | 0.17 | 0.16 | | - |
| 3 | Debt Service Coverage Ratio Earnings available for debt service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc. | 1.02 | 0.77 | | - |
| | Debt Service =Interest & Lease Payments + Principal Repayments | | | | |
| 4 | Return on Equity Ratio Net Profits after taxes – Preference Dividend (if any) Average Shareholder's Equity | 0.18 | 0.12 | | - |
| 5 | Inventory Turnover Ratio Sales Average Inventory | 6.05 | 8.04 | | - |
| 6 | Receivables Turnover Ratio Net Credit Sales Avg. Accounts Receivable | 3.10 | 1.91 | | - |
| 7 | Payables Turnover Ratio Net Credit Purchases Average Trade Payables | 8.99 | 4.28 | | - |
| 8 | Net capital turnover Ratio Net Sales Working capital = Current assets – Current liabilities | 2.60 | 2.57 | | - |
| 9 | Net profit ratio Net Profit After Tax Net Sales | 0.09 | 0.08 | | - |
| 10 | return on Capital employed Ratio Earning before interest and taxes Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability | 19.12% | 14.27% | | - |
| 11 | Return on investment Ratio Interest (Finance Income) Average of Bank Deposits | 4.56% | 8.46% | | - |

Notes to financial statement for the year ended March 31, 2023

| | | (Rs. in Lakhs) | |
|----|---|-------------------------------------|-------------------------------------|
| 43 | Earnings Per Share (EPS) | Year Ended March 31, 2023 Rs. | Year Ended March 31, 2022 Rs. |
| | Net Profit for calculation of basic / diluted EPS | 343.09 | 195.61 |
| | Weighted Average Number of Equity Shares in calculating Basic and Diluted EPS | 14,161,920.00 | 14,161,920.00 |
| | Basic and Diluted Earnings Per Share | 2.42 | 1.38 |
| | Nominal Value of Equity Shares | 10.00 | 10.00 |

44

Related Party Disclosures and Their Relatives

Related Party Disclosures as required by Accounting Standard Ind AS 24 issued by Institute of Chartered Accountants of India are given below:

(i) **Related Parties and Nature of Relationship**

a) **The Enterprises in which Key Managerial Personnel (KMP) and their relatives have significant influence:**

| Name of related party | Nature of relationship |
|---------------------------|---|
| Yash Chemex Limited | Parent Company |
| Yash Chem | Controlled by Key Managerial Persons of Holding Company |
| Yashwantlal C. Shah HUF | Controlled by Key Managerial Persons of Holding Company |
| Pritesh Y. Shah HUF | Controlled by Key Managerial Persons of Holding Company |
| Yash Corporation | Controlled by Key Managerial Persons of Holding Company |
| Rishit Polysurf LLP | Controlled by Key Managerial Persons of Holding Company |
| Dimple Pritesh Shah | Key Managerial person |
| Pritesh Yashwantbhai Shah | Key Managerial person |
| Himali Thakkar | Key Managerial person (from 27th december,2022) |
| Charmi Shah | Key Managerial person (up to 27th december,2022) |
| Kiritkumar H. Shah from | Key Managerial person (from 09th December, 2022) |
| Aangi R. Shah | Independent Director |
| Smit K. Shah | (Independent Director From 08th December, 2022) |
| VinodKumar | (Independent Director From 08th December, 2022) |
| Paxal P. Shah | Relative of Key Managerial Person |

(ii) **Transactions during the period and balances outstanding with related parties are as under:**

Transactions with related parties during the year:

| Name of related party | Nature of Transaction | Year Ended March 31, 2023 Rs. | Year Ended March 31, 2022 Rs. |
|---------------------------|-----------------------------|-------------------------------------|--|
| Yash Chemex Limited | Purchase of goods | 591.63 | 326.05 |
| Yash Chemex Limited | Sale of goods | 355.05 | 128.03 |
| Yash Chemex Limited | Investment in Equity Shares | 327.24 | 73.35 |
| Yash Chem | Purchase of goods | 326.14 | - |
| Yash Chem | Sale of goods | 92.35 | 19.80 |
| Pritesh Yashwantbhai Shah | Remuneration | 5.00 | 5.00 |
| Dimple Pritesh Shah | Remuneration | 4.00 | 4.00 |
| Dimple Pritesh Shah | Loans Given | 77.63 | - |
| Dimple Pritesh Shah | Loans Received Back | 77.63 | - |

| | | | |
|---------------------|---------------------|--------|---|
| Himali Thakkar | Employee Benefits | 0.75 | - |
| Yash Corporation | Purchase of goods | 408.58 | - |
| Yash Corporation | Sale of goods | 109.15 | - |
| Rishit Polysurf LLP | Purchase of goods | 243.04 | - |
| Rishit Polysurf LLP | Sale of goods | 22.88 | - |
| Rishit Polysurf LLP | Loans Received Back | 303.41 | - |

(iii) Balances outstanding at each reporting date

| Name of related party | Nature of Transaction | Year Ended | Year Ended |
|-----------------------|----------------------------|----------------|----------------|
| | | March 31, 2023 | March 31, 2022 |
| | | Rs. | Rs. |
| Yash Chemex Limited | Payables for goods | - | (44.17) |
| Yash Chem | Payables for goods | - | 177.31 |
| Rishit Polysurf LLP | Receivables of goods | 657.70 | - |
| Himali Thakkar | Employee Benefits Payables | (0.37) | - |

Note: Figures in bracket denotes credit balance.

- 45 The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- 46 The Company do not have any transactions with companies struck off.
- 47 The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- 48 The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- 49 The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961
- 50 The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- 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,
- 51 The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- 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 to or on behalf of the Ultimate Beneficiaries
- 52 Subsequent Events : Subsequent to Balance Sheet Date, there are no events occurred which require disclosure or adjustments in the financial statements.

Notes to financial statement for the year ended March 31, 2023

| | |
|----|--|
| 53 | Approval of the Financial Statements: The Financial Statements were approved for issue by the board of directors on May 25,2023. |
| 54 | Previous year's figures have been regrouped/re-arranged/recasted, wherever necessary, so as to make them comparable with current year's figures. |

As per our report of even date attached.

For and on behalf of the Board

For, H S K & CO LLP
Chartered Accountants
FRN: 117014W/W100685

SD/-
Sudhir S. Shah
Partner
(M. No. 115947)
UDIN: 23115947BGWQBM8914

SD/-
Pritesh Y. Shah
Managing Director
(DIN: 00239665)

SD/-
Dimple P. Shah
Whole-time Director
(DIN:06914755)

SD/-
Himali M. Thakkar
Company Secretary

SD/-
Kiritbhai H. Shah
CFO

Place : Ahmedabad
Date : May 25,2023

Place: Ahmedabad
Date : May 25,2023

ATTENDANCE SLIP

6th Annual General Meeting- 25th September 2023

Reg. Folio/ID No: _____

Name: _____

I, certify that I am a registered member/ proxy of registered member of the Company.

I, hereby record my presence at the 6th Annual General Meeting of the Company to be held on Monday, 25th September 2023, at the registered office of the Company at 4th Floor, 412 Sigma Icon-1, 132ft Ring Road, Opp. Medilink Hospital, Satellite, Ahmedabad-380015 at 04:00 p.m.

If signed by Proxy, his name

Signature

Should be written here in BLOCK letters,

Member's/ Proxy's

NOTE: Member/ Proxy holders are requested to bring this Attendance Slip to the Meeting and hand over the same at the entrance duly signed.

YASONS CHEMEX CARE LIMITED

Registered office: 4th Floor, 412 Sigma Icon-1, 132ft Ring Road, Opp. Medilink Hospital, Satellite, Ahmedabad-380015.

CIN: U24304GJ2017PLC099511 (T):079-26730258

Website: www.yasonschemexcare.com Email id: yccl@yaschemex.com

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

| | | | |
|-----------------------|--|--------|--|
| Name of Member(s): | | | |
| Registered Address: | | | |
| Email id: | | | |
| Folio No./ Client id: | | DP ID: | |

I/We being a member(s) of _____ shares of the above named company, hereby appoint:

| | | | | |
|---|-----------|--|-----------|--|
| 1 | Name | | | |
| | Address | | | |
| | Email id: | | Signature | |

Or failing him

| | | | | |
|---|-----------|--|-----------|--|
| 2 | Name | | | |
| | Address | | | |
| | Email id: | | Signature | |

Or failing him:

| | | | | |
|---|-----------|--|-----------|--|
| 3 | Name | | | |
| | Address | | | |
| | Email id: | | Signature | |

As my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 6th Annual General Meeting of the Company, to be held on Monday, 25th day of September, 2023 at the registered office of the Company 4th Floor, 412 Sigma Icon-1, 132ft Ring Road, Opp. Medilink Hospital, Satellite, Ahmedabad-380015 at 04:00 pm and at any adjournment thereof in respect of the such resolutions as are indicated below

| Resolution No. | Resolution | Vote | |
|----------------|---|------|---------|
| | | For | Against |
| 1. | To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the financial year ended 31 st March, 2023, the reports of the Board of Directors and Auditors thereon. | | |
| 2. | To Appoint a Director In place of Mrs. Dimple Pritesh Shah (Din:06914755), who retires by rotation and being eligible, offers herself for Re-Appointment. | | |
| 3. | To Appoint Ms. Silva Kriyangbhai Shah (10283803) As Independent Director of the Company. | | |
| 4. | To Consider and Approve the Related Party Transaction to be entered with Yash Chem. | | |
| 5. | To Consider and Approve the Related Party Transaction to Be entered with Yash Corporation. | | |
| 6 | To Consider and Approve the Related Party Transaction to be entered with M/s. Rishit Polysurf LLP. | | |
| 7. | To Consider and Approve the Related Party Transaction to be entered with M/s. Yash Chemex Limited. | | |
| 8 | Approval of Advance any Loans Including Loan represented by Book Debts or to give Guarantee or providing security in connection with Loan availed by any person Specified Under Section 185 Of Companies Act, 2013. | | |
| 9 | To make Loans or Investments and to give Guarantees or to provide security in connection with a Loan made under Section 186 of the Companies Act, 2013. | | |
| 10 | To Approve revision in the managerial remuneration payable to Mr. Pritesh Yashwantlal Shah, Managing Director of the Company. | | |
| 11 | To Approve revision in the Managerial Remuneration payable to Mrs. Dimple Pritesh Kumar Shah, Whole-Time Director of The Company | | |

Signed this _____ day of _____ 2023.

| |
|---|
| Affix a Fifteen paise revenue stamp |
|---|

Signature of member(s)

Note:

1. The Proxy form, in order to be effective, should be completed, duly signed, and stamped and must be deposited at the Registered Office of the Company not less than 48 hours before the time for commencement of the aforesaid meeting.

2. A proxy need not be a member of the Company.

3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.

4.* This is only optional. Please indicate your option by putting an 'X' in the appropriate column against the resolutions indicated. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

