



August 31, 2024

BSE Limited Corporate
Relationship Department
P.J. Towers, Dalal Street,
Fort, Mumbai – 400001.

Scrip Code: 514183

ISIN: INE761G01016

Dear Sir/Madam,

Sub: Annual Report of the Black Rose Industries Limited (“the Company”) for the Financial Year 2023-24.

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith 34th Annual Report of the Company along with the Notice of the Annual General Meeting and other Statutory Reports for the financial year 2023-24. The Annual Report for the financial year 2023-24 is also available on the website of the Company at www.blackrosechemicals.com.

Kindly take the Annual Report on your records and upload the same on your website.

Thanking You.

Yours Faithfully,
For **Black Rose Industries Limited**,

Ankit Kumar Jain
Company Secretary & Compliance Officer

Encl: as above

Black Rose Industries Ltd.

145/A, Mittal Towers, Nariman Point, Mumbai - 400 021, INDIA

Tel.: +91 22 4333 7200 / 2282 4075 | Fax: +91 22 2287 3022

E-mail: investor@blackrosechemicals.com | Website: www.blackrosechemicals.com

CIN No.: L17120MH1990PLC054828

Factory : Shree Laxmi Co-op. Industrial Estate Ltd., Hatkanangle, Dist. Kolhapur, Maharashtra, INDIA



Poised For Accelerated Growth

Black Rose Industries Limited

2023-24 ANNUAL REPORT

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Forward-looking statement

In this annual report, we have disclosed forward-looking information to enable investors to comprehend our prospects and make informed investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should kindly bear this in mind.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.



To get this report online and for any other information, log on to: www.blackrosechemicals.com

KEY NUMBERS* THAT DEFINE FY 2024

₹ 285.07 Crore  2%
Total Revenue

₹ 27.49 Crore  204%
PBT

₹ 31.55 Crore  127%
EBITDA

₹ 20.43 Crore  210%
PAT

*(Standalone Financial Highlights)

Powering Greater Growth

Driven by positive financial performance and future-focussed organisational changes, Black Rose Industries Limited stands at the cusp of accelerated growth today. Powering ahead on a journey of sustained progress and expansion, we are continually raising the bar of our performance to create an enabling environment for holistic, long-term stakeholder value creation.

In this quest, we are ably aided by the key enablers of our growth strategy. The expansion of our market outreach, strengthening of our research and development (R&D) capabilities, and nurturing of our partnerships with suppliers and other stakeholders are the tenets around which we have pillared our strategy. At the same time, we continue to enhance our focus on talent acquisition in human resources to steer our ambitions.

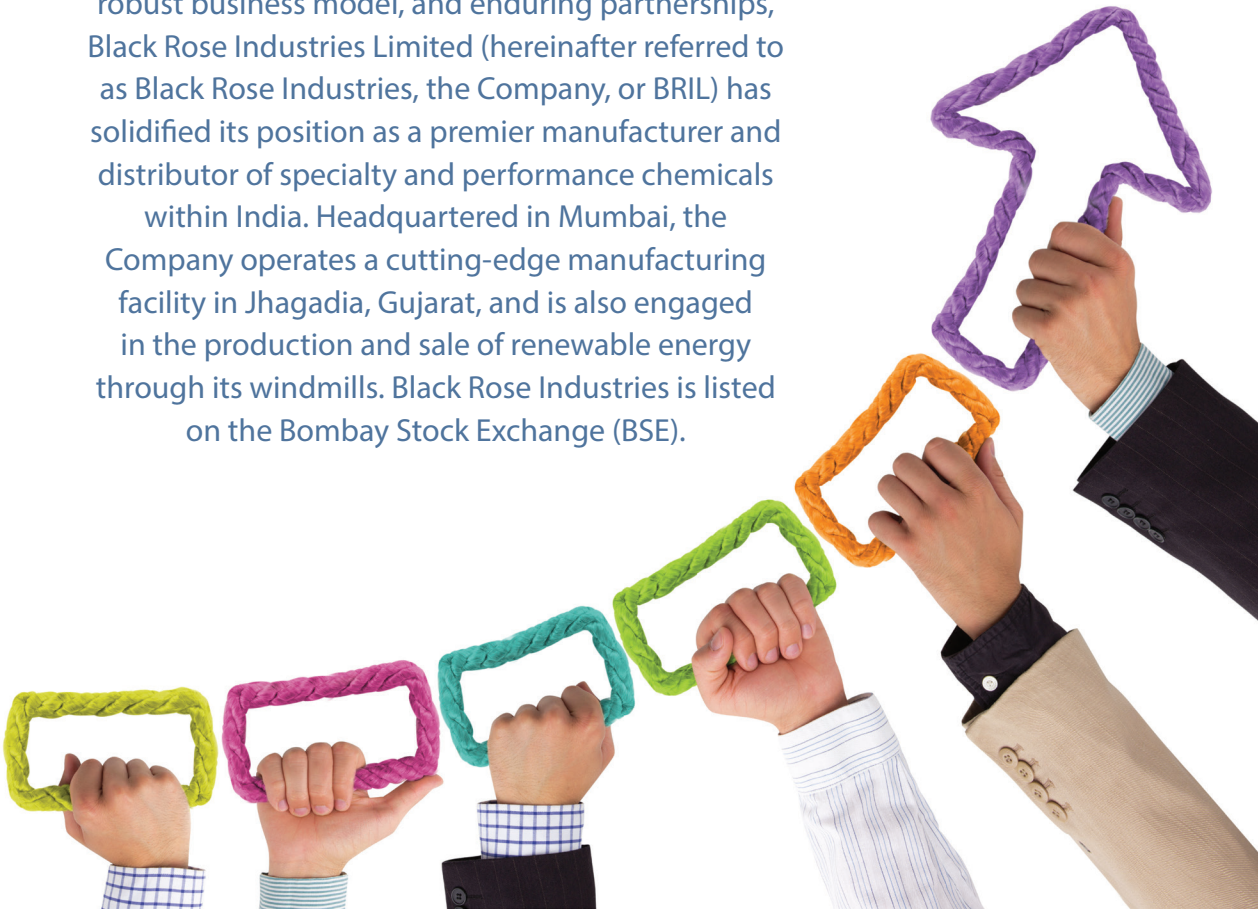
As we move towards new customer and geographical additions, we aim to augment our efforts to realise our goals. Our thrust, in this journey, remains on building an organisation equipped to capitalise on the emerging opportunities.



Company Overview

Leadership Through Excellence

Leveraging a distinguished heritage of expertise, a robust business model, and enduring partnerships, Black Rose Industries Limited (hereinafter referred to as Black Rose Industries, the Company, or BRIL) has solidified its position as a premier manufacturer and distributor of specialty and performance chemicals within India. Headquartered in Mumbai, the Company operates a cutting-edge manufacturing facility in Jhagadia, Gujarat, and is also engaged in the production and sale of renewable energy through its windmills. Black Rose Industries is listed on the Bombay Stock Exchange (BSE).



Distinguished legacy

Founded in 1990, Black Rose Industries began as a specialty chemical distributor. Over the years, the company has transformed into a respected manufacturer and distributor of performance and specialty chemicals. Key milestones in our three-decade journey include the establishment of South Asia's first acrylamide manufacturing plant, set up using a bio-catalytic technology exclusively licensed from Mitsui Chemicals, Inc., of Japan. Additionally, we have expanded our manufacturing portfolio to include a range of specialty and performance chemicals, producing acrylamide solids, polyacrylamide liquids, and n-methylol acrylamide (NMA).



Distribution division

- ◆ Import and distribution of specialty and performance chemicals
- ◆ Export of chemicals manufactured in India



Manufacturing division

- ◆ Acrylamide liquid
- ◆ Acrylamide solid
- ◆ Polyacrylamide liquid
- ◆ N-methylol acrylamide (NMA)



Our Vision

At Black Rose, we aim to be the leader in our products and markets by providing high-quality services and products to our customers. We strive to grow profitably and responsibly through the innovative application of our knowledge, infrastructure, and relationships. And we pursue excellence in all that we undertake, taking steps to continuously improve ourselves while reliably serving our customers' needs.

What Sets Us Apart

Our unwavering commitment to excellence drives every aspect of our operations.

Manufacturing prowess

At our state-of-the-art manufacturing facility in Jhagadia, Gujarat, we produce acrylamide liquid and its downstream products, including acrylamide solid, polyacrylamide liquid, and N-methylol acrylamide (NMA). As the sole global producer of acrylamide solid outside of China, we hold a distinctive position in the industry. Additionally, we have applied for environmental clearance for a specialty chemicals project, which we are developing in collaboration with a Japanese partner at our Jhagadia site.

Diversified portfolio

Our comprehensive product portfolio is designed to address a wide range of applications, fulfilling the diverse requirements of our clientele. We offer an extensive selection of specialty and performance chemicals that serve various industries, including paints and coatings, water and wastewater treatment, ceramic binders, construction chemicals, surfactants and adhesives, oil and gas, textiles, paper, and leather chemicals, among others.

Widespread distribution network

With our extensive product range and a robust distribution network, we efficiently serve a diverse array of customers across

various industries in India through a targeted sales approach. We view our distribution network as a crucial component of the supply chain. By optimizing our distribution efforts, we strive to ensure that all stakeholders — our principals, clients, and ourselves — experience shared success and growth.

Research and Development

We are committed to investing in research and development (R&D) to innovate and enhance our product offerings, thereby addressing the evolving needs of our customers and sustaining our market leadership. Our specialisation in niche products has established us as a formidable industry leader, a position we continue to strengthen through our advanced R&D capabilities.

To bolster our R&D efforts, we have recently engaged additional experts, including a Japanese advisor based in India. We are also making strategic plans to acquire additional land to expand our operational facilities and accommodate future growth. Looking ahead, our R&D team is focussed on developing polyacrylamide solids, which we plan to add to our manufacturing portfolio.

Operational efficiency and robust financial performance

Our operational efficiency is evident in our performance excellence, marked by significant growth in sales volumes and profitability. This achievement is supported by strategic raw material management and selective market engagement. Our disciplined approach has reinforced our robust credit rating, which remains at CRISIL BBB+/Stable and Short-term CRISIL A2 for the current year. Furthermore, Black Rose Industries maintains a long-term debt-free status, as indicated by our negligible Total Debt/Equity Ratio.

Message from the Non-Executive, Non-Independent Chairperson

Accelerating Growth Potential

Dear Shareholders,

I am delighted to present our annual report for FY 2023-24, a year in which we reached new milestones and positioned ourselves for accelerated growth in the future.



Performance excellence

Despite a challenging macroeconomic environment characterised by a demand slowdown and suboptimal price realisation, we achieved significant volume growth. Our export revenue increased, from 30% to 34%, even amidst fluctuating demand in key markets. Concurrently, our domestic distribution sales grew, contributing to an overall increase in revenue.

In our manufacturing sector, enhanced capacity utilisation resulted in the highest-ever production of acrylamide liquid, with exports comprising nearly 50% of total sales. The combined performance of both the business segments has bolstered our overall profitability and led to substantial gains in our market share across most product lines.

Focus on exports

The reduction in freight rates and logistics costs has enabled us to strategically intensify our focus on exports. I am pleased to report that we have expanded our market presence into high-potential regions, including Europe, South America, and the Middle East. Despite overall

sluggish demand in Europe, we achieved notable traction as European companies diversified their procurement sources. Additionally, our EU REACH registrations and pre-registrations for Turkey REACH have facilitated the acquisition of new customers and supported sustained profit growth.

Looking ahead, we are also planning to focus on exports to Asian markets, particularly Southeast Asia, Japan, and the Far East, due to the re-emergence of challenging freight conditions in European and American markets. I am confident that this strategic move will enhance our position and drive future growth, delivering increased value for the Company and its stakeholders.

Key growth enablers

Our solid foundation, expanding market presence, focussed R&D initiatives, and strong partnerships with key stakeholders, coupled with our exceptional talent, were pivotal to our outstanding performance this year. We remain committed to reinforcing these core drivers

and have strategically embarked on a transformative path, characterised by significant organisational changes.

We are dedicated to cultivating a robust talent pipeline that aligns with our vision and supports our long-term objectives. To this end, we have intensified our research and development efforts to enhance our product portfolio in response to the evolving needs of our growing customer base. We have also recruited additional R&D advisors, including a Japanese expert based in India, to further strengthen our R&D capabilities.

Future opportunities

As a forward-thinking organisation poised to capitalise on emerging opportunities, we have undertaken strategic initiatives to drive growth across our business divisions.

Key to our future goals is the development of polyacrylamide solids technology, along with the establishment of a new R&D facility in Navi Mumbai. Additionally, we are working on a specialty chemicals project in collaboration with a Japanese partner at our Jhagadia site, for which we have already sought environmental clearance.

We are also exploring toll-manufacturing opportunities with international companies to further propel our business growth. Strengthening our relationships with our key partners, who are essential to our expansion plans, remains a priority. Furthermore, we recognise the importance of infrastructural development in preparing for future growth, and are planning to acquire land to enhance our future operational space.

Way forward

Looking ahead, our strategic focus will be on further expanding our market reach with the continued support of our growing sales team. We are also planning to introduce new products into our distribution portfolio, which is expected to benefit us in the coming year. The addition of new markets, both in manufacturing and distribution, will further drive our growth.

After a prolonged period of subdued demand, the domestic market is showing signs of recovery, which we anticipate will enhance our sales performance. With the stabilisation of the US Oil & Gas sector, we expect to maintain steady volumes in our export business. Concurrently, we will persist in our efforts to minimise our environmental impact and enhance safety measures, guided by our validated 4R approach — Renewable, Recycle, Replace, and Reduce.



Our solid foundation, expanding market presence, focussed R&D initiatives, and strong partnerships with key stakeholders, coupled with our exceptional talent, were pivotal to our outstanding performance this year.

Vote of thanks

I would like to take this opportunity to express my sincere gratitude to our esteemed Board members and stakeholders for their unwavering support and contributions, which have been crucial to our success over the past year. I extend my heartfelt thanks to our customers for their continued loyalty, and to our suppliers and principals for their vital roles in our operations. I am also deeply appreciative of our employees for their hard work, dedication, and innovative spirit. We look forward to achieving new milestones and greater success with your continued cooperation.

Warm regards,

Anup Jatia

Non-Executive, Non-Independent Chairperson

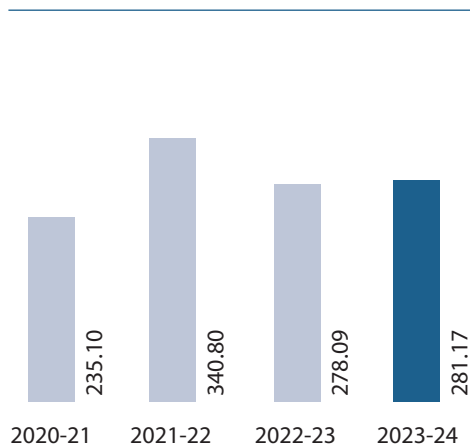
Financial Highlights

Positioned for Robust Growth

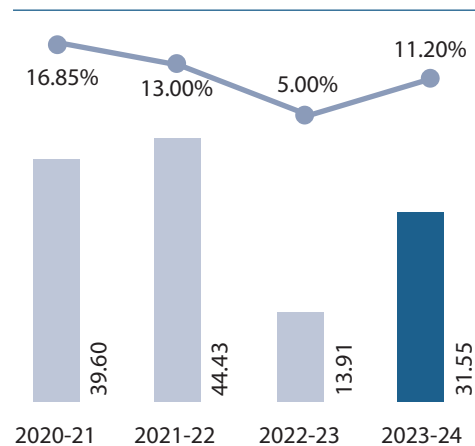
Our financial performance showcases our operational efficiency and strategic acumen. Effective resource management, focus on exports, and streamlined logistics have resulted in impressive growth in our sales volume, EBITDA, and profitability. Our results for FY 2023-24 underscore the strength of our business value chain, and emphasise our commitment to growth and profitability.

Profit and Loss

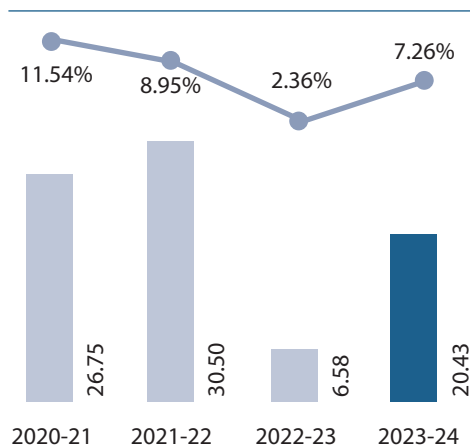
Standalone Revenue from Operations (₹ in crore)



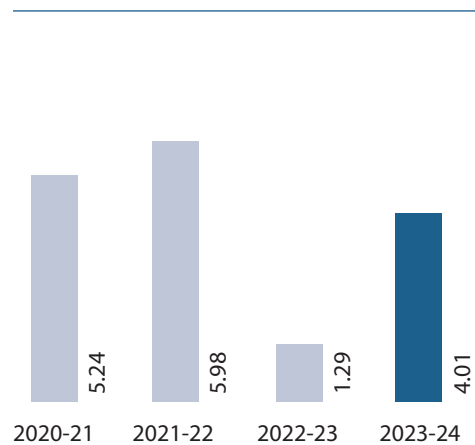
Standalone EBITDA (₹ in crore) and EBITDA Margins (%)



Standalone Net Profit (₹ in crore) and Net Profit Margin (%)

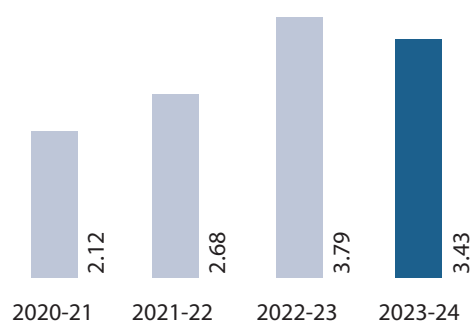


EPS in (₹)

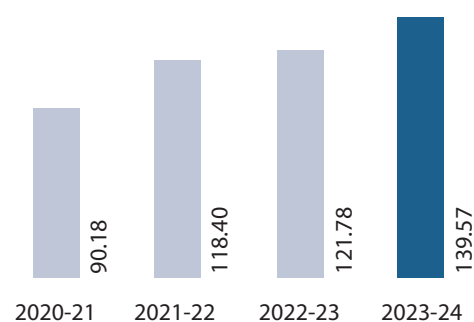


Standalone Balance Sheet Indicators

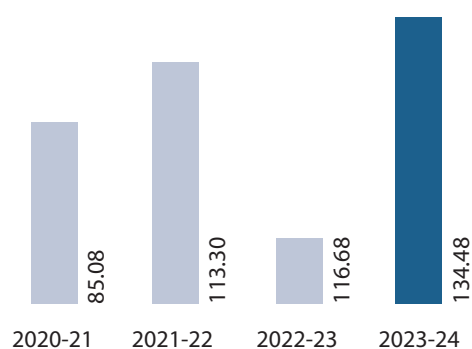
Current Ratio (X)



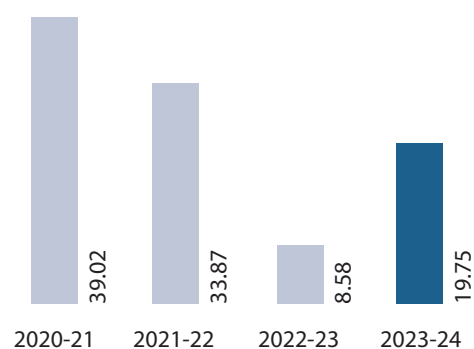
Net Worth (₹ in crore)



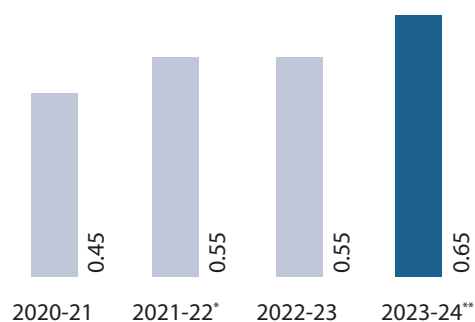
Reserves (₹ in crore)



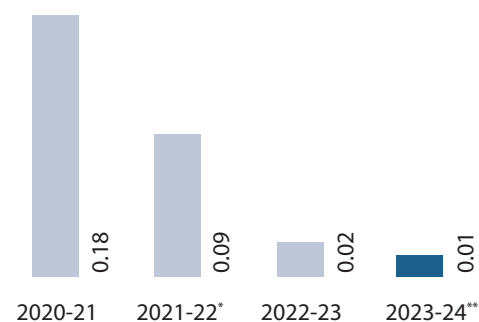
ROCE (%)



Dividend (in ₹)



Standalone Debt-equity Ratio (X)



*Final Dividend and additional ₹ 0.20 Special Dividend

** Final Dividend and additional ₹ 0.10 Special Dividend

Division Review

Propelling Growth Across Segments

Distribution division

Our Distribution division focuses on the sales of specialty and performance chemicals from leading overseas principals. Leveraging our robust sales and logistics infrastructure, we effectively serve customers across diverse industries throughout India. Our clientele spans a wide range of chemical manufacturing sectors — including agrochemicals, pharmaceuticals, dyestuffs, petrochemicals, perfumeries, and polymers — as well as other industries such as sugar manufacturing, tire production, and pharmaceuticals. Our product-specific sales strategy has positioned us as a crucial link in the supply chain for our customers, ensuring their diverse needs are met efficiently.



Key highlights of 2023-24

- ♦ Achieved substantial increase in sales volumes for key products after a subdued first quarter due to weak chemical prices and reduced demand.
- ♦ Increase in overall distribution margin by 60%.
- ♦ Decline in merchant export volumes due to decreased demand from the U.S. oil and gas sector.
- ♦ Acquired new customers, leading to higher sales volumes for acrylamide liquid.
- ♦ Experienced a reduction in sales of polyacrylamide liquid ceramic binder (BRILBIND CE01), due to global demand slowdown, excess inventory, and competition from the unorganised sector.
- ♦ Secured repeat orders, leading to increased sales for n-Methylol Acrylamide (NMA).

Outlook

We anticipate substantial sales volume growth in FY 2024-25, driven by increased supplies from our principals to meet domestic demand, alongside the development of new products and customers. We are receiving excellent support from our suppliers in terms of material availability and pricing. Although international logistics remain challenging with delayed shipments and longer transit times, we view this as an opportunity to build stock and enhance customer service, which should lead to higher sales volumes and improved margins. We also foresee stable exports to the U.S. oil and gas sector, ensuring consistent volumes for our distribution business. The Company remains vigilant about potential operational disruptions.

Manufacturing division

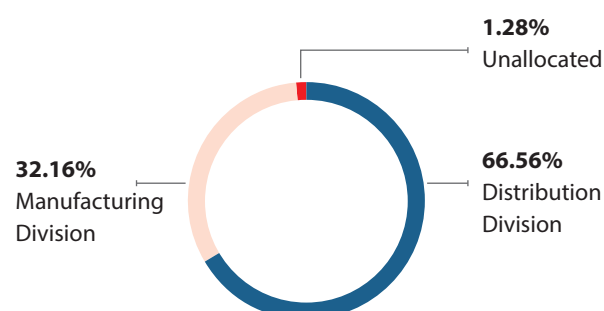
Building on the networks and partnerships established through our extensive distribution experience, we ventured into chemical manufacturing in 2013. We established South Asia's first acrylamide liquid manufacturing plant with an initial capacity of 10,000 MTPA, which has now been expanded to 32,000 MTPA — 20,000 MT for merchant sales and the remainder for captive use. We also have an installed capacity of 40,000 MTPA for polyacrylamide liquids, serving the ceramic tiles market in Morbi. Additionally, we manufacture n-methylol acrylamide (NMA) with a capacity of 2,000 MTPA and acrylamide solids with a capacity of 3,600 MTPA.



Outlook

We expect robust growth across our manufactured products in the coming year. Demand for both liquid and powder forms of acrylamide is projected to increase, driving notable growth in sales volume and profitability. With China continuing to experience oversupply and weak demand, we anticipate favourable margins for acrylamide liquid. Our focus on acrylamide liquid is expected to yield higher realisations and increased volumes. Despite challenges in the Morbi ceramic market, our new, more robust binder is poised to enhance market penetration. We are optimistic about increased sales volumes for NMA, and anticipate an overall boost in performance within this business segment. Our commitment to expanding our product portfolio through vigorous R&D will continue to meet the needs of our growing customer base.

Revenue bifurcation



Key Highlights of 2023-24

- ♦ Achieved a 70% increase in EBITDA margin year-on-year.
- ♦ Enhanced sales volume for acrylamide liquid and solid segments, driven by improved export market focus.
- ♦ Observed a gradual recovery in acrylamide solid sales from January 2024, as export prices from China became more competitive.
- ♦ Morbi ceramic market remained subdued throughout the year due to higher gas prices, weak export demand, and logistical issues, putting pressure on the polyacrylamide liquid demand.
- ♦ Significant improvement in n-Methylol Acrylamide (NMA) sales, following successful product validations and commercial orders from key customers.



Corporate Social Responsibility

Caring for Our Communities

Our commitment to building a stronger community extends beyond CSR. It is ingrained in our culture and guides our decisions to ensure sustainable growth and prosperity for all stakeholders involved. It serves as a beacon steering our efforts to uplift the underprivileged communities and bring them into the mainstream of the social development framework.

138

Total beneficiaries in 2023-24

₹ 73.92* Lakhs

Invested in CSR Activity

2,925

Total beneficiaries till date

* Including unspent amount of previous financial year.

Atmasantosh Foundation

Atmasantosh Foundation is a non-profit organisation aspiring to promote education, health and rural development. It is committed to empowering the underserved rural communities across India that have a high potential for socio-economic growth.

The programs are designed to:

- ◆ Encourage children from low-income communities to fulfil their dreams
- ◆ Increase health and wellness literacy levels
- ◆ Bridge the gap between rural and urban living standards

The focus is on providing financial and holistic development opportunities to bright but underprivileged students. We support them by reducing their financial constraints and nurturing them by offering mentoring, counselling, employability and life skill training. Promotion of health and wellness awareness, along with generation of employment opportunities, in underserved rural regions across India are other key facets of the project.



Patang Scholars Program

This scholarship program is designed for talented, ambitious and less-privileged students in need of financial support and keen to pursue higher education.

Vidya Sahyog Program

This scholarship program is also designed for bright, determined and underprivileged students from rural parts of India who need financial assistance to pursue higher education.

Chiranjilal P. Vyas Memorial Scholarship

This was launched in 2023 in honour of Late Chiranjilal P. Vyasji, the Company's former General Manager - Accounts and Finance, whose ideas and knowledge were instrumental in the development of Black Rose. It seeks to provide financial assistance to students who are pursuing Chartered Accountant (CA) or Company Secretary (CS) courses.

Gyankosh Scholarship Program

This need-based scholarship program is designed for students from financially weaker sections. It is aimed at providing financial assistance for completing education to students who are otherwise unable to do so.

EduMed

The program is aimed at providing essential support in education, healthcare, and other critical areas to schools, healthcare centres, orphanages, and other institutions.

Biodiversity

Atma Van

The initiative involves the development of Green Belt under the Green GIDC initiative. The objective of the project is to plant, develop and maintain a Green Belt of 1,000 trees, in an area of 8,000 sq. mtr. allocated by GIDC outside our factory premises.

I came to today's session feeling uncertain about my entrance exam, but the activities we engaged in really boosted my confidence. They showed me that there's more than one solution to a problem, which was incredibly motivating. Now, I feel much more assured about my career choice!

-Falak Shaikh,
Patang Scholar from Class of 2024



They are very much aware of themselves, and I think this is the intervention done by the Atmasantosh Foundation... It seems like the students already have a pretty good idea of what they want to do... And honestly, all of them are so bright, which makes me even more confident that this batch is going to be really successful.

-Sachin Kadam,
*Workshop Facilitator and
Partnership & Operation Manager at
Bright Future India*

BLACK ROSE**BLACK ROSE INDUSTRIES LIMITED**

Registered Office: 145/A, Mittal Tower, Nariman Point, Mumbai - 400 021, India.

CIN No.: L17120MH1990PLC054828

Tel.: +91 22 4333 7200 / 2282 4075 | Fax: +91 22 2287 3022

E-mail: investor@blackrosechemicals.com Website: www.blackrosechemicals.com

Notice

Notice is hereby given that the 34th (Thirty Fourth) Annual General Meeting of the members of the Company will be held on Monday, September 23, 2024 at 02:00 p.m. (Indian Standard Time) through Video Conferencing/Other Audio Visual Means organized by the Company, to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company situated at 145/A, Mittal Tower, Nariman Point, Mumbai, MH- 400021.

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 together with the Report of the Board of Directors and the Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.
2. To declare final dividend of ₹ 0.55/- and a special dividend ₹ 0.10/- per equity share for the financial year 2023-24.
3. To appoint a Director in place of Mr. Ambarish Daga (DIN: 07125212), Whole-time Director, who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. **Ratification of Remuneration payable to Cost Auditors of the Company for the financial year ending March 31, 2025.**

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

"RESOLVED THAT pursuant to the provisions of Section 148 read with the Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, including any amendment(s), statutory modification(s) or re-enactment(s) thereof, the remuneration of ₹ 1,00,000/- (Rupees One Lakhs only) plus applicable taxes and re-imbursment of actual travel and out-of-pocket expenses payable to M/s. Poddar & Co., Cost Accountants, (Firm Registration Number 101734), the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025, be and is hereby ratified.

RESOLVED FURTHER THAT any one of the Directors of the Company or the Key Managerial Personal be and are hereby severally authorised to do all necessary acts, deeds, matters and things as may be considered necessary and desirable to give effect to this Resolution."

**By order of the Board
For Black Rose Industries Limited**

Place: Mumbai
Date: July 31, 2024

Ankit Kumar Jain
Company Secretary

Registered Office:
145/A, Mittal Tower
Nariman Point, Mumbai – 400 021
CIN: L17120MH1990PLC054828
E-mail: investor@blackrosechemicals.com

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ("the Act") relating to the Special Business to be transacted at the Annual General Meeting ("AGM") is annexed hereto and forms a part of this Notice. Further, the relevant details as set out under Item No. 3 of the Notice pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment / re-appointment at this AGM are also annexed.
2. The Ministry of Corporate Affairs ("MCA") allowed conducting AGM through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") and dispensed physical presence of the Members at a common venue. Accordingly, MCA issued Circular No. 20/2020 dated 5th May, 2020 read with Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 19/2021 dated 8th December, 2021, Circular No. 02/2022 dated 05th May, 2022, Circular No. 10/2022 dated 28th December, 2022 and Circular No. 09/2023 dated 25th September, 2023 (hereinafter collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide Circular No. SEBI/HO/CFD/CMD1CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 (hereinafter collectively referred to as "SEBI Circulars") prescribing the procedures and manner of conducting the AGM through VC/OAVM. In terms of the said Circulars, the 34th AGM of the Members will be held through VC/OAVM mode. Hence, Members can attend and participate in the AGM through VC/ OAVM only. The detailed procedure for participating in the Meeting through VC/OAVM is given herein below.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 17, 2024 to Monday, September 23, 2024 (both days inclusive).

PROCESS FOR DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF E-MAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:

5. In compliance with the aforementioned Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depository Participant (DP). Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website at www.blackrosechemicals.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com. In case any Member is desirous of obtaining hard copy of the Annual Report 2023-24 and Notice of the 34th AGM of the Company, may send request to the Company's e-mail address at investor@blackrosechemicals.com mentioning Folio No./DP ID and Client ID.
6. Process for registration of e-mail addresses for obtaining Notice of the AGM along with Annual Report for FY 2023-24:

Members holding shares in physical form are requested to visit the link <http://www.satellitecorporate.com/formproduceure.php> and download Bank Mandate form. You are requested to duly fill the form and send a scanned copy of the form along with the required documents as mentioned in the form to the Registrar at service@satellitecorporate.com. Members holding shares in dematerialised mode are requested to register/update their e-mail addresses with the relevant Depository Participants. In case of any queries/difficulties in registering the e-mail address, members may write to service@satellitecorporate.com.
7. Members, seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company at investor@blackrosechemicals.com.

PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM:

8. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below in the Notice for NSDL e-Voting system. After successful login, Members may click on VC/OAVM link available under the 'Join General Meeting' menu against Company name. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice.
9. Members are encouraged to join the Meeting through laptops for better experience.
10. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

11. Members joining the AGM from their mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
12. Facility for joining the AGM through VC/OAVM for Members shall open 15 minutes before the time scheduled for the AGM and shall be kept open throughout the AGM proceedings.
13. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shivharijalan@blackrosechemicals.com, with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
14. Members, who need assistance before or during the AGM, may send a request at evoting@nsdl.com or call at: 022 - 4886 7000.

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

15. Members who would like to express their views or ask questions during the AGM may send their questions in advance to Company mentioning their Name, DP ID and Client ID/Folio Number, Mobile Number at Company's e-mail ID at investor@blackrosechemicals.com. Questions/ queries received by the Company till 5.00 p.m. on Thursday, September 19, 2024 shall only be considered and responded during the AGM. The questions will be suitably replied by the Company.
16. The Company reserves the right to restrict the number of questions, depending on the availability of time for the AGM.

PROCEDURE FOR REMOTE E-Voting AND E-Voting DURING THE AGM:

17. All the shareholders of the Company are encouraged to attend and vote in the AGM to be held through VC/OAVM.
18. Pursuant to the provisions of the Section 108 the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of the Company Secretaries of India (“ICSI”), and Regulation 44 of Listing Regulations, (including any statutory modification(s) and/ or re-enactment(s) thereof for the time being in force), the Company is pleased to provide the facility remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered

into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-Voting on the date of the AGM will be provided by NSDL.

19. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Monday, September 16, 2024 i.e. a day prior to commencement of book closure date, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
20. Members may cast their votes through electronic voting system from any place (remote e-Voting). The remote e-Voting period will commence at 9.00 a.m. (IST) on Friday, September 20, 2024 and will end at 5.00 p.m. (IST) on Sunday, September 22, 2024. In addition, the facility for voting through e-Voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-Voting shall be eligible to cast their vote through e-Voting during the AGM. Members who have voted through remote e-Voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. Members holding shares in physical form are requested to access the remote e-Voting facility provided by the Company through NSDL e-Voting system at <https://www.evoting.nsdl.com>.
21. The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access to NSDL e-Voting system

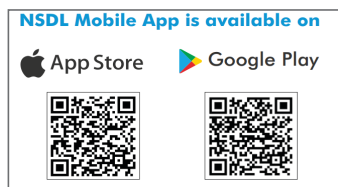
Step 2: Cast your vote electronically and join virtual meeting on NSDL e-Voting system.

Details on Step 1 are mentioned below:

I. Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting

process. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.
	
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible Companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 21 0091

II. Login method for e-Voting and joining virtual meeting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for Shareholders other than Individual Shareholders are given below;

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i) If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox from evoting@nsdl.com. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit Client ID for NSDL account, last 8 digits of clients ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) In case you have not registered your e-mail address with the Company/ Depository, please follow instructions mentioned above in this Notice.

6. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, PAN, name and registered address etc.
- d) Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-Voting system?

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

THE INSTRUCTIONS FOR MEMBERS FOR e-Voting ON THE DAY OF THE AGM ARE AS UNDER:-

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

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

22. In case shares are held in physical mode, you are requested to provide Folio No., Name of Shareholders, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to investor@blackrosechemicals.com or visit the link <http://www.satellitecorporate.com/formproducure.php> and download Bank Mandate form. You are requested to duly fill the form and send a scanned copy of the form along with the required documents as mentioned in the form to the Registrar at service@satellitecorporate.com.
23. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@blackrosechemicals.com. If you are an Individual Shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.

Alternatively, Shareholders/Members may send a request to evoting@nsdl.com for procuring user id and password for e-Voting by providing above mentioned documents.

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

General Guidelines for Shareholders:

24. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
25. In case of any queries for e-Voting, you may refer the Frequently Asked Questions ("FAQs") for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in.

26. Members who have cast their votes by remote e-Voting prior to the AGM may also attend/ participate in the Meeting through VC/OAVM but they shall not be entitled to cast their vote again.
27. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the Notice is send through e-mail and holding shares as of the cut-off date i.e. Monday, September 16, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company at investors@blackrosechemicals.com. However, if you are already registered with NSDL for remote e-Voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Monday, September 16, 2024 may follow steps mentioned in the Notice of the AGM under point 20 "Access to NSDL e-Voting system".
28. M/s. Shiv Hari Jalan & Co., Practicing Company Secretary in Whole-time Practice (Membership No. 5703, COP: 4226), has been appointed as the Scrutinizer for conducting voting process in a fair and transparent manner.
29. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of electronic voting for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
30. The results shall be declared within two working days from conclusion of the AGM.
31. The results along with the report of the Scrutinizer shall be placed on the website of the Company www.blackrosechemicals.com and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

Documents open for inspection

32. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent on investor@blackrosechemicals.com
33. The Register of Directors and Key Managerial Personnel ("KMP") and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice can

be inspected in electronic mode by sending a request on e-mail to investor@blackrosechemicals.com.

DIVIDEND RELATED INFORMATION:

34. Dividend for the financial year ended March 31, 2024, as recommended by the Board of Directors, if approved by the members at the AGM, will be paid within the statutory time limit, to those members whose names appear on the Register of Members as on Monday, September 16, 2024.
35. Members holding shares in electronic form are hereby informed that bank particulars registered with their respective Depository Participants (DP), with whom they maintain their demat accounts, will be used by the Company for payment of dividend.
36. Members holding shares in physical/electronic form are required to submit their bank account details, if not already registered, as mandated by SEBI.
37. SEBI has mandated all companies to utilise the bank account details furnished by the Depositories and the bank account details as maintained by the RTA for payment of dividend electronically to the Members.
38. Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to Satellite Corporate Services Private Limited, Registrar and Share Transfer Agent of the Company by sending a request in Form ISR-1 at Satellite Corporate Services Private Limited, A/106-107, Dattani Plaza, East West Industrial Compound, Andheri Kurla Road, Near Safed Pool, Saki Naka, Mumbai – 400 072.
39. Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a Company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

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

Members Having Valid Permanent Account Number (PAN)	10%* or as notified by the Government of India ("GOI")
Members not having PAN / valid PAN	20% or as notified by the GOI

* As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under section 206AB of the Finance Act, 2021.

* As per section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to

comply with this, the PAN allotted shall be deemed to be invalid / inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as prescribed under the IT Act.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during financial year 2024-25 does not exceed ₹5,000, and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / NIL withholding of tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

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

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under rule 37BC of the Income-tax Rules, 1962
- Copy of the Tax Residency Certificate for financial year 2024-25 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders • Electronic Form 10F as per notification no. 03/2022 dated July 16, 2022 issued by the Central Board of Direct Tax [Notification can be read under notification-no-3-2022-systems.pdf (incometaxindia.gov.in)]. Form 10F can be obtained electronically through the e-filing portal of the income tax website at <https://www.incometax.gov.in/iec/foportal>
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable, duly attested by the Shareholders. In case of Foreign Institutional Investors ("FI") / Foreign Portfolio Investors ("FPI"), tax will be deducted under Section 196D of the IT Act at the rate of 20%** (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI,

whichever is more beneficial, subject to the submission of the above documents, if applicable.

** As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid Section. However, in case of a non-resident shareholder or a non-resident FPI / FII, the higher rate of tax as mentioned in section 206AB shall not apply if such non-resident does not have a permanent establishment in India.

Kindly note that the aforementioned documents are required to be submitted at service@satellitecorporate.com on or before Tuesday, September 16, 2024 in order to enable the Company to determine and deduct appropriate TDS/withholding tax rate. No communication on the tax determination/deduction shall be entertained post Tuesday, September 16, 2024. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from you, there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible.

40. The MCA had notified provisions relating to unpaid/unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed/claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund ("IEPF") Authority. The IEPF Rules mandate the Companies to transfer the shares of shareholders whose dividends remain unpaid/unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash/claim their respective dividend during the prescribed

period. The details of the unpaid/unclaimed amounts lying with the Company are available on the website of the Company at www.blackrosechemicals.com and on MCA's website. The details of unpaid and unclaimed amounts lying with the Company as on March 31, 2024 shall be updated in due course. The Member(s) whose dividend/shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPF/refund.html>.

Members who have not claimed their dividend for last seven years are requested to write to the Company's Registrar and Share Transfer Agents and claim their dividends. The total amount of unclaimed dividend has been disclosed in the financial statements.

OTHERS:

41. SEBI has mandated that securities of Listed Companies can be transferred only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise shares held by them in physical form, for ease in portfolio management.
42. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail. Members holding shares in demat mode, who have not registered their e-mail addresses are requested to register their e-mail addresses with their respective DP, and members holding shares in physical mode are requested to update their e-mail addresses with the Company's RTA, Satellite Corporate Services Private Limited at service@satellitecorporate.com, to receive copies of the Annual Report 2023-24 in electronic mode. Members may follow the process detailed below for registration of e-mail ID to obtain the report and update of bank account details for the receipt of dividend:

Type of Holder Process To Be Followed

Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Satellite Corporate Services Private Limited either by e-mail to service@satellitecorporate.com or by post to Satellite Corporate Services Private Limited, A/106-107, Dattani Plaza, East West Industrial Compound, Andheri Kurla Road, Near Safed Pool, Saki Naka, Mumbai – 400 072	
	Form for availing investor services to register PAN, e-mail address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR-4
Demat	Please contact your DP and register your e-mail address and bank account details in your demat account, as per the process advised by your DP	

SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 1, 2023, vide its circular dated March 16, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, Satellite Corporate Services Private Limited, at service@satellitecorporate.com. The forms for updating the same are available at www.blackrosechemicals.com.

Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP.

In case a holder of physical securities fails to furnish PAN and KYC details before October 1, 2023, in accordance with the SEBI circular dated March 16, 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

Annexure I

Details of Directors seeking appointment / re-appointment and fixation of remuneration at the forthcoming Annual General Meeting pursuant to Clause 1.2.5 of Secretarial Standards-2 on General Meetings

ITEM NO. 3

Name of the Director	Mr. Ambarish Daga
Date of Birth / Age	November 15, 1974/49 years
Qualification	Chartered Financial Analyst from Institute of Chartered Financial Analysts of India, Hyderabad.
Expertise in specific functional areas	Mr. Daga has a career spanning of more than 20 years in corporate operations. He has a robust background in finance and operations management and is currently serving as Whole-time Director, Joint Chief Financial Officer and Investor Relations Officer of the Company.
Date of Appointment on the Board	July 26, 2023
Terms and conditions of appointment/re-appointment along with details of remuneration sought to be paid	On July 26, 2023 Mr. Daga was appointed as Additional Whole-Time Director of the Company for a period of three years. Further, at the 33 rd Annual General Meeting of the Members of the Company, a special resolution was passed for approving the appointment of Mr. Daga as Whole-Time Director of the Company, effective from July 26, 2023. As per the requirement of Section 152(6) of the Companies Act, 2013 he is liable to retire by rotation. The remuneration to be paid to Mr. Daga is ₹28,64,136 per annum, along with provident fund and gratuity as per the Company's policy.
Details of last drawn remuneration	₹ 28,64,136 per annum (as a Whole-Time Director, Joint Chief Financial Officer & Investor Relations Officer)
Directorship held in other Companies along with listed entities from which person resigned in the past three years	NIL
Chairmanship/Membership in Committees of Board	NIL
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	NIL
Shareholding in the Company	1,100 Shares
Relationship with Directors and KMP inter – se	None
Number of meetings of the Board attended during the F.Y. 2023-24	5 (Five)

ANNEXURE II TO NOTICE**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO. 4**

Under the provisions of Section 148 of the Companies Act, 2013, the Company is required to have the audit of its cost records of the Company be conducted by a Cost Accountant in Practice. The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment of M/s. Poddar & Co., Cost Accountants (Firm Registration Number 101734) as the Cost Auditors of the Company for the year ending March 31, 2025, an annual remuneration of ₹ 100,000 plus applicable taxes and out-of-pocket expenses.

M/s. Poddar & Co., Cost Accountants have furnished a consent letter regarding their eligibility for appointment as Cost Auditors of the Company.

In compliance with the provisions of section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors must be ratified by the members of the Company. Accordingly, consent of the members is sought for approval of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the said resolution.

The Board recommends the Ordinary Resolution set forth in Item No. 4 of this Notice for the approval of members.

**By order of the Board
For Black Rose Industries Limited**

Place: Mumbai
Date: July 31, 2024

Ankit Kumar Jain
Company Secretary

Registered Office:

145/A, Mittal Tower
Nariman Point, Mumbai – 400 021
CIN: L17120MH1990PLC054828
E-mail: investor@blackrosechemicals.com

Directors' Report

Dear Members,

Your Directors takes pleasure in presenting the 34th Annual Report on the business and operations performance of the Company, together with the Audited Financial Statements, for the financial year ended March 31, 2024.

1. Financial Results - Extract

The Company's standalone and consolidated performance during the financial year ended March 31, 2024, as compared to the previous financial year is summarised below:

₹ in Lakhs

Particulars	Consolidated		Standalone	
	Year ended		Year ended	
	31.03.2024	31.03.2023	31.03.2024	31.03.2023
Revenue from Operations and Other Income	38,504.13	43,248.27	28,506.97	27,954.03
Earnings Before Interest Depreciation Tax Amortisation and Exceptional Items (EBIDTAE)	3,265.30	1,595.57	3,154.72	1,404.47
Less: Exceptional Items	0	0	0	0
Earnings Before Interest Depreciation Tax and Amortisation (EBIDTA)	3,265.30	1,595.57	3,154.72	1,404.47
Less: Finance Cost	106.83	196.89	105.30	196.89
Profit Before Depreciation and Tax (PBDT)	3,158.47	1,398.68	3,049.42	1,207.58
Less: Depreciation	300.65	303.51	300.65	303.51
Profit Before Tax	2,857.82	1,095.17	2,748.77	904.07
Less: Provision for Tax	734.95	303.30	706.07	246.38
Profit After Tax	2,122.86	791.87	2,042.70	657.69
Total Comprehensive Income	2,074.03	792.25	2,054.35	656.69

2. Nature of Business

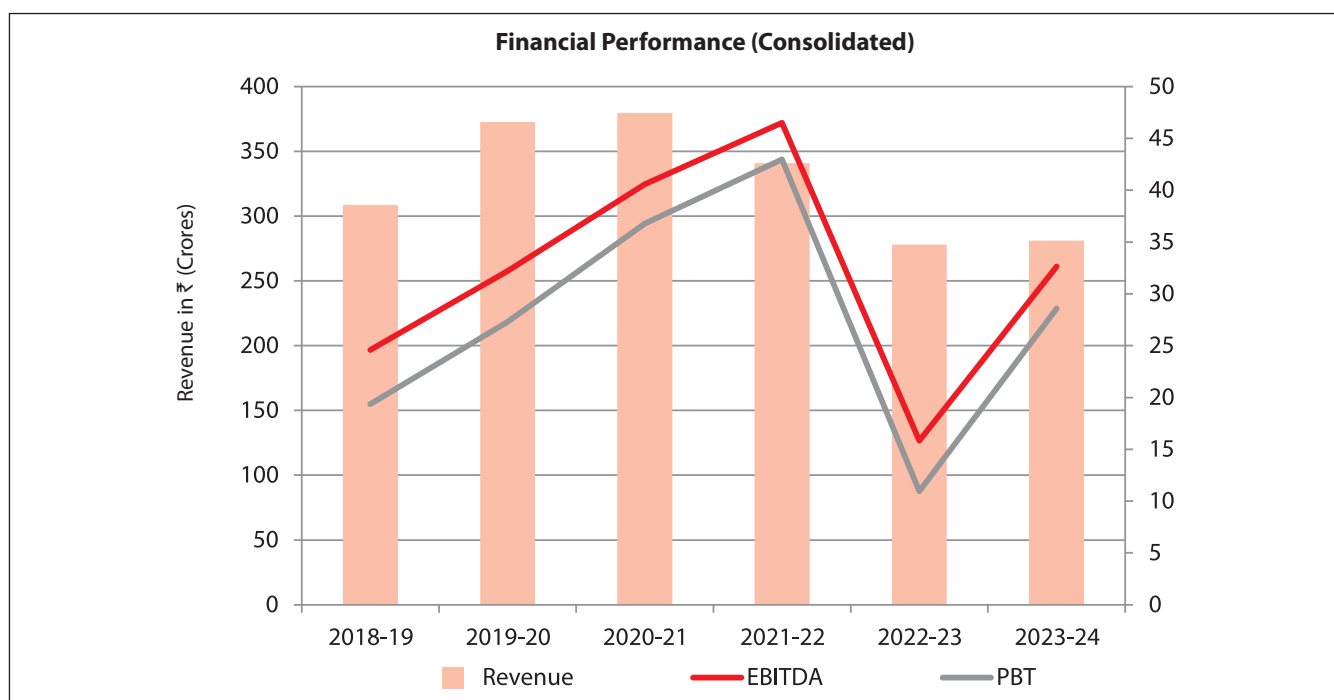
The Company is primarily engaged in the business of chemical manufacturing and chemical distribution. The Company also owns windmills for the production and sale of renewable energy.

The chemical manufacturing division focuses on the production and sale of acrylamide liquid, polyacrylamide liquid, and N-methylol acrylamide ("NMA"). Additionally, the Company is the only producer of acrylamide powder outside of China. The R&D team is currently working on adding polyacrylamide solid to the production portfolio in the future. Meanwhile, the Company has applied for Environmental Clearance for a specialty chemicals project in collaboration with a Japanese partner at its existing site in Jhagadia. The chemical distribution division primarily handles the sales of specialty and performance chemicals produced by overseas manufacturers. The renewable energy division supplies electricity generated from wind power to the State Electricity Boards of Rajasthan and Gujarat.

3. Performance Review

In the 2023-24 financial year, the Company successfully increased its sales volume by nearly 20% by expanding its customer base and geographical reach, despite challenges such as fluctuating demand and economic slowdowns in key markets. Our effective management of higher international freight costs, longer transit times, strategic handling of raw materials and inventory, and focus on exports resulted in an impressive standalone EBITDA of ₹31.5 crores. This achievement underscores our robust market understanding, effective cost management, and diversified product portfolio.

Throughout the year, we further solidified our position as the domestic market leader in our key distribution products and acrylamide. The sales of recent additions to our product portfolio, including acrylamide powder and n-methylol acrylamide ("NMA") in the second half of the year, alongside our strong R&D capabilities and upcoming projects, bode well for sustained financial growth in the next fiscal year.



A detailed analysis of the Company's operations is provided later in the Management Discussion and Analysis Report.

4. Dividend

For FY 2023-24, based on the Company's performance, the Directors have recommended a final dividend of ₹ 0.55 per equity share (i.e. @ 55 % on the paid-up share capital) and also considering an exceptional year for the Company the Directors pleased to recommend ₹ 0.10 per equity share (i.e. @ 10% on the paid-up share capital) as Special Dividend for the financial year ended March 31, 2024 subject to approval of the shareholders at the ensuing Annual General Meeting of the Company for the Financial Year 2023-24.

After closing of FY 2023-24, on July 31, 2024 the Board of Directors has declared ₹ 2.00 per equity share (i.e. @200% on the paid-up share capital) as the Special Interim Dividend for the FY 2024-25.

The Dividend Distribution Policy, in terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is uploaded on the Company's website at www.blackrosechemicals.com.

5. Transfer to Reserves

The Directors have not proposed to transfer any amount to the general reserve and have decided to transfer ₹ 2,054.35 lakhs to retained earnings for the FY 2023-24. The closing balance of retained earnings of the Company as at March 31, 2024, after all appropriation and adjustments, was ₹12,641.06.

6. Business Scenario

The financial year 2023-2024 concluded with a stable topline but significantly higher sales volumes and profitability compared to the previous year. This growth was driven by strong support and improved allocation from principals,

increased local chemical demand, strategic inventory planning, and effective management of international logistics. Additionally, a diversified product portfolio and a range-bound Indian rupee against the US Dollar reduced risk in procurement and sales. While subdued demand from the US oil and gas sector impacted merchant exports, this was balanced by other strengths in our business operations.

Despite a weak first quarter, fluctuating demand, subdued chemical prices, and economic slowdowns in key markets, the Company solidified its position as a market leader in key distribution and manufactured products. It also established itself as a reliable procurement source for large chemical Companies in both domestic and European markets. The focus on exports for the manufacturing division opened new markets and customers, boosting revenues and profits. Prudent inventory management in the last quarter enabled the Company to overcome international logistics challenges and serve its customers without interruption.

The business scenario is discussed in more detail in the Management Discussion and Analysis Report.

7. Acrylamide Plant at Jhagadia, Gujarat

The Company's acrylamide plant achieved its highest capacity utilization due to stable demand, the addition of new markets and customers, stable raw material prices, the Company's EU REACH registration, and a focus on strategic marketing and exports. The acrylamide powder business also expanded during the year with sales picking up in both domestic and international markets.

A detailed explanation of the acrylamide plant operations can be found in the Management Discussion and Analysis Report.

8. Polyacrylamide Liquid Plant at Jhagadia, Gujarat

The ceramic tile industry in Morbi, Gujarat, where the Company sells its polyacrylamide liquid ceramic binder, BRILBIND CE01, has been severely impacted by the global demand slowdown, inventory buildup, and the spread of small unorganized binder producers. These factors have affected overall revenue and capacity utilization during the year.

A detailed explanation of the polyacrylamide liquid plant operations can be found in the Management Discussion and Analysis Report.

9. N-Methylol Acrylamide (NMA) Plant at Jhagadia, Gujarat

Since FY23, the Company has been producing two grades of n-Methylol Acrylamide (NMA), a specialty monomer used in the coatings and adhesive industry, with an installed capacity of 2,000 MTPA. The Company sells the product to both domestic and multinational companies.

An in-depth explanation about the polyacrylamide liquid plant operations is given in the Management Discussion and Analysis Report.

9. Subsidiary – B.R. Chemicals Co., Ltd., Japan

The Company has one subsidiary as on March 31, 2024. There are no associate or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act").

The nature of business of the Subsidiary Company remained unchanged during the year.

During the year under review, the turnover of the Company's wholly owned subsidiary increased to ₹ 99 crores.

The performance and financial position of the Company's subsidiary B.R. Chemicals Co., Ltd. for the year ended March 31, 2024 is attached to the financial statements hereto.

Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of financial statements of the Company's subsidiary in Form No. AOC-1 is attached to the financial statements of the Company.

10. Material Changes and Commitments

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

11. Directors and Key Managerial Personnel

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Ambarish Daga (DIN 07125212), Whole-time Director of the Company, retires by rotation at the ensuing

Annual General Meeting and being eligible, offers himself for re-appointment.

Brief Profile of Mr. Daga is provided in the Notice convening the 34th Annual General Meeting of the Company for reference of the members.

During the financial year following changes took place in the Directors and Key Managerial Personnel of the Company:

- a. Mr. Sandeep Chokhani resigned w.e.f. May 11, 2023.
- b. Mr. Ratan Kumar Agrawal was appointed as Additional Director w.e.f. May 11, 2023 and resigned w.e.f. July 26, 2023.
- c. Mr. Ambarish Daga was appointed as Whole-Time Director w.e.f. July 26, 2023 and the same was approved by the members of the Company in the Annual General Meeting held on September 29, 2023.
- d. Mr. Abhishek Murarka was appointed as Non-Executive Independent Director w.e.f. July 26, 2023 and the same was approved by the members of the Company in the Annual General Meeting held on September 29, 2023.
- e. Mr. Bhavesh Shah, General Manager Sales, was appointed as Key Managerial Personnel of the Company w.e.f. July 26, 2023.
- f. Mr. Sanket Desai, Associate Vice President – Manufacturing, was appointed as Key Managerial Personnel of the Company w.e.f. July 26, 2023.
- g. Mr. Anup Jatia was re-classified as Non-Executive Director w.e.f. July 26, 2023.
- h. Mrs. Garima Tibrawalla, Non-Executive Independent Director of the Company resigned w.e.f. September 02, 2023.
- i. Mrs. Shruti Jatia was appointed as Whole-Time Director of the Company w.e.f. September 03, 2023 and the same was approved by the members of the Company in the Annual General Meeting held on September 29, 2023.
- j. Mrs. Deepa Poncha was appointed as Non-Executive Independent Director of the Company w.e.f. September 03, 2023 and the same was approved by the members of the Company in the Annual General Meeting held on September 29, 2023.
- k. Mr. Sanket Desai, Associate Vice President – Manufacturing resigned w.e.f. January 18, 2024.
- l. Mr. Anup Jatia, Non-Executive Director, appointed as the Chairperson of the Company w.e.f. January 31, 2024.
- m. Mrs. Harshita Shetty, Company Secretary and Compliance Officer of the Company resigned w.e.f. February 29, 2024.

- n. After the end of the financial year the Board of Directors appointed Mr. Ankit Kumar Jain, as the Company Secretary and Compliance Officer of the Company w.e.f. May 28, 2024.

Apart from the above, no other Director or Key Managerial Personnel were appointed or ceased.

12. Declaration from Independent Directors

The Company has received following declarations from all the Independent Directors confirming that:

- a) They meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Rules made thereunder, as well as of Regulation 16 of the Listing Regulations.
- b) In terms of Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, they have registered themselves with the Independent Director's database maintained by the Indian Institute of Corporate Affairs.
- c) In terms of Regulation 25(8) of the Listing Regulations, they are not aware of any circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties.

13. Board Meetings and Board Committees

a. Board Meetings

7 meetings of the Board of the Directors were held during the year under review. The Corporate Governance Report, which is part of this report, contains the details of the meetings of the Board.

b. Committees

Pursuant to Section 177 and 178 of the Companies Act, 2013 and the rules made thereunder and in accordance with Listing Regulations, the Board of Directors has constituted five Committees, viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee.

All details pertaining to the composition of the Board and its committees are provided in the Corporate Governance Report, which is a part of this report.

The Company has been employing women employees in various grades within its offices and factory premises. The Company has constituted an Internal Compliant Committee as required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to redress any complaints received from employee(s) of the Company. The Company is

strongly oppose to sexual harassment and all the employees are made aware about the consequences of such acts and the constitution of the Internal Compliant Committee.

During the year there was no complaint received from any employee and hence no compliant is outstanding as on March 31, 2024.

c. Evaluations

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act and Listing Regulations.

The performance of the board was evaluated by the Board after seeking inputs from all the directors on the basis of criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc. The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, the Board as a whole and Chairman of the Company was evaluated, taking into account the views of Executive Directors and Non-Executive Directors.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual Director on the basis of criteria such as the contribution of the individual director's to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

d. Policy on Directors' Appointment and Remuneration and other details

The policy on Directors' remuneration is available on the website of the Company at www.blackrosechemicals.com. The remuneration paid to the Directors is as per the terms laid out in the said policy.

14. Auditors

a. Statutory Auditor

Members of the Company at the AGM held on September 29, 2022, approved the appointment of M/s. M M Nissim & Co LLP, Chartered Accountants LLP (Registration No. 107122W/ W100672), Chartered Accountants, as the statutory auditors of the Company for a period of five years from the conclusion of 32nd Annual General Meeting till the conclusion of the 37th Annual General Meeting to be held in the year 2027.

The report of the Statutory Auditor forms part of this Annual Report. The said report does not contain any qualification, reservation, adverse remark or disclaimer.

b. Cost Auditor

Pursuant to the provisions of the Section 148(1) of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to have the audit of its cost records.

M/s. Poddar & Co., Cost Accountants, Mumbai, was appointed as Cost Auditor of the Company for conducting the cost audit for the financial year 2023-24.

c. Secretarial Auditor

Secretarial Audit for the financial year 2023-24 was conducted by M/s. Shiv Hari Jalan & Co., Company Secretaries in Whole – Time Practice in accordance with the provisions of Section 204 of the Act. The Secretarial Auditors' Report forms part of this Annual Report.

15. Extract of Annual Return

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2024 is available on the Company's website at www.blackrosechemicals.com.

16. Loans, Guarantees and Investments

The particulars of loans, guarantee or investments given/made during the financial year under review and governed by the provisions of Section 186 of the Companies Act, 2013 have been furnished in **Annexure I** which forms part of this Annual Report.

17. Deposits

The Company has not accepted any deposits from public in terms of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014 and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the Balance Sheet.

18. Consolidated Financial Statements

In accordance with the provisions of Companies Act, 2013 (hereinafter referred to as 'the Act'), Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and applicable Accounting Standards, the Audited Consolidated Financial Statements of the Company for the financial year 2023-24, together with the Auditor's Report, form part of this Annual Report. A statement containing the salient features of the Company's subsidiaries, associate and joint venture Company in the prescribed Form AOC- 1.

19. Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of its knowledge and ability, confirm that:

- i) the annual financial statements for the year ended March 31, 2023 have been prepared in accordance with the applicable accounting standards along with proper explanation relating to material departures, if any;
- ii) have selected such accounting policies and applied them consistently and 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 at the end of the financial year and of the profit of the Company for that period;
- iii) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the annual accounts have been prepared on a going concern basis;
- v) have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- vi) proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively;

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant Board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2023-24.

20. Internal Financial Controls and Compliance Framework

Internal financial control over financial reporting have been designed to provide reasonable assurance with regards to recording and providing reliable financial information and complying with applicable accounting standards. These controls are reviewed periodically, and the Company continuously tries to verify these controls to increase its reliability.

The Company has documented its internal financial controls considering the essential components of various critical processes, physical and operational. This includes its design, implementation and maintenance, along with periodical internal review of operational effectiveness and sustenance, which are commensurate with the nature of its business and the size and complexity of its operations. This ensures orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention of errors, accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

The internal financial controls with reference to the financial statements were adequate and operating effectively.

The Board has also put in place requisite legal compliance framework to ensure compliance of all the applicable laws and that such systems were adequate and operating effectively.

21. Risk Management

In compliance with Regulation 21 of the Listing Regulations, a Risk Management Committee has been constituted by the Board. The Risk Management Committee, also known as Risk Management Oversight Committee, is entrusted with roles and powers as specified in Part D of Schedule II of Listing Regulations. The Company has laid out a risk management policy for identification and mitigation of risks. The Risk Management Committee identifies the key risks for the Company, develops and implements the risk mitigation plan, reviews and monitors the risks and corresponding mitigation plans on a regular basis and prioritises the risks, if required, depending upon the effect on the business/reputation.

The other details in this regard are provided in the Report on Corporate Governance which forms a part of this Annual Report.

22. Vigil Mechanism and Reporting of Frauds

The Company has framed Vigil Mechanism/Whistle Blower Policy ("Policy") to enable Directors and employees to report genuine concerns or grievances, unethical behavior and irregularities, fraud, if any, which could adversely affect the Company's operations to the Audit Committee Chairman.

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and/or Board under Section 143(12) of the Act and Rules framed thereunder.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo

stipulated under Section 134(3)(m) of the Companies Act, 2013 read with rules made thereunder is provided in **Annexure II** which forms part of this Annual Report.

24. Contracts and Arrangements with Related Parties

All the contracts, arrangements and transactions entered by the Company during the financial year with related parties were in the ordinary course of business and were on arm's length basis, hence Section 188(1) is not applicable and consequently no particulars in Form AOC - 2 are required to be furnished. During the year, the Company had not entered into any contract, arrangements or transactions with related parties which could be considered material. All the contracts, arrangements and transactions with related parties are placed before the Audit Committee as also the Board, as may be required, for approval.

25. Business Responsibility and Sustainability Report ("BRSR")

The Company has provided Business Responsibility and Sustainability Report, in lieu of the Business Responsibility Report which indicates the Company's performance against the principles of the 'National Guidelines on Responsible Business Conduct'. This would enable the Members to have an insight into environmental, social and governance initiatives of the Company which forms part as a separate section of this Annual Report.

26. Orders passed by Regulators or Courts or Tribunals

No significant and material orders have been passed by any regulators or courts or tribunals which can have an impact on the going concern status of the Company and its future operations.

27. Listing

The Company's shares are listed on the BSE Limited and the applicable listing fees for the same have been paid.

28. Managerial Remuneration and Particulars of Employees

The Statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable as none of the employees of the Company are covered under the provisions of the said rules.

The ratio of the remuneration of each director to the median employees' remuneration and other details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in **Annexure III** which forms part of this Annual Report.

29. Corporate Social Responsibility (CSR)

Corporate Social Responsibility ("CSR") forms an integral part of an overall business policy aligned with its business

goals. The Company, from time to time, endeavors to utilize allocable CSR budget for the benefit of society.

Salient features of the CSR policy and the details of activities as required under Companies (Corporate Social Responsibility Policy) Rules, 2014 is provided in **Annexure IV** forming part of this report. The CSR Policy is available on the website of the company.

30. Service of Documents through Electronic Means

All documents, including the Notice and Annual Report shall be sent through electronic transmission in respect of members whose e-mail IDs are registered in their demat account or are otherwise provided by the members. A member shall be entitled to request for physical copy of any such documents.

31. Employees' Stock Option Scheme

The Company has implemented BRIL Employee Stock Option Scheme 2020 [formulated under the SEBI (Share Based Employee Benefit) Regulations, 2014], approved by the Shareholders of the Company on September 29, 2020 and thereafter, Board of Directors of the Company vide its resolution by circulation dated October 26, 2021 approved the amendment in the BRIL ESOS 2020 Scheme in order to align the same with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB & SE Regulations").

The Company has obtained a Certificate from the Secretarial Auditors stating that ESOP Scheme has been implemented in accordance with the SEBI SBEB & SE Regulations. The said Certificate will be made available for inspection through electronic mode by writing to the Company at investor@blackrosechemicals.com from the date of circulation of the AGM Notice till the date of the AGM.

The applicable disclosures as stipulated under Regulation 14 of SEBI SBEB & SE Regulations with regard to Employees Stock Option Scheme of the Company are available on the website of the Company www.blackrosechemicals.com.

32. Disclosure Requirements

As per Listing Regulations, the Corporate Governance Report with the Auditors' Certificate thereon, and the Management Discussion and Analysis including the Business Responsibility and Sustainability Report are attached, which form part of this report.

The Company has devised proper systems to ensure compliance with the provisions of all applicable secretarial standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- i. The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
- ii. During the year under review, there are no shares required to be transferred to the demat suspense account or unclaimed suspense account of the Company.
- iii. During the year under review, in accordance with the provisions of the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 and the Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001, no amounts of unpaid or unclaimed dividends were transferred to the Investor Education and Protection Fund during the financial year.
- iv. During the year under review, there were no instance of one-time settlement with banks or financial institutions and hence the differences in valuation as enumerated under Rule 8(5)(xii) of Companies (Accounts) Rules, 2014, as amended, do not arise.
- v. During the Financial year no application has been made and no proceeding is pending under the Insolvency and Bankruptcy Code, 2016.

33. Acknowledgements

The Board of Directors place on record sincere gratitude and appreciation to all the employees at all levels for their hard work, solidarity, cooperation, and dedication during the year.

The Board conveys its appreciation to its principal's, customers, shareholders, suppliers as well as vendors, bankers, business associates, regulatory, and government authorities for their continued support.

Cautionary Statement

Certain statements in this Directors' Report and in the Management Discussion and Analysis Report describing the Company's objectives, estimates, and projections may be forward-looking statements and are based on certain expectations. Actual results could however differ materially from those expressed or implied. Important factors that could make a difference in the Company's operations include the availability of raw material/product, cost of raw material/product, changes in demand from customers, fluctuations in exchange rates, changes in government

policies and regulations, changes in tax structure, economic developments within India and the countries in which business is conducted, and various other incidental factors. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in making any assumptions. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events, or otherwise.

For and on behalf of the Board

Shruti Jatia

Whole-time Director

DIN:00227127

Ambarish Daga

Whole-time Director

DIN: 07125212

Place: Mumbai

Dated: July 31, 2024

Annexure I

Particulars of Loans, Guarantees and Investments

₹ in lakh

Particulars of Investment made, Guarantee given and Loan given	Name of the Entity	Amount (₹)	Purpose for which Loan is proposed to be utilized by the recipient
Investment made in Subsidiary Company	B.R. Chemicals Co., Ltd., Japan	16.21	N.A

Annexure II

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

A. CONSERVATION OF ENERGY

a) Steps taken or impact on conservation of energy:

- Company continues to select and install energy efficient variable frequency drives for agitated equipment for ongoing expansion. This shall further minimize power consumption.
- Maintained all previous installations.

b) Alternate source of energy – Company has an installed rooftop Solar Module with a capacity of 511 KW at its Jhagadia location.

c) During the reporting year the Company has not made any new investments related to conservation of energy except regular repairs and maintenance.

B. TECHNOLOGY ABSORPTION

a) The efforts made towards technology absorption and the benefits derived like product improvement, cost reduction, product development, or import substitution:

Various improvements in process control have been implemented which has led to reduction in waste generation, and improvement in efficiency of the manufacturing plant.

Company has successfully developed indigenous technology for commercial production of products viz. Acrylamide Solid and N-Methylol Acrylamide (NMA)

The Company is committed to ongoing research and development efforts, focusing on both the development of new products and enhancement of its existing products. The focus on R&D ensures that we stay at the forefront of industry advancements and consistently improve our offerings to meet evolving market needs and customer expectations.

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

No technology was imported during the last three years reckoned from the beginning of the financial year.

c) Details of expenditure on Research and Development:

The Company has spent ₹ 99.83 Lakhs on the same during the year.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

- Foreign exchange outgo : ₹ 588.50 Lakhs
- Foreign exchange earned : ₹ 9,093.98 Lakhs

Annexure III

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

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2023-24, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-24 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sl. No.	Name of Director/KMP and Designation	Remuneration to Director/KMP for the financial year 2023-24 (₹)	Increase in Remuneration in the financial year 2023-24 (%)	Ratio of Remuneration of each Director / KMP to the median Remuneration of employees (times)
1.	Mr. Anup Jatia* Non-Executive Chairman	29,56,988	NIL	10.50
2.	Mrs. Shruti Jatia Whole-Time Director	20,80,000	NIL	7.39
3.	Mr. Ambarish Daga Whole-Time Director and Joint Chief Financial Officer	28,64,136	7.00%	10.17
4.	Mr. Ratan Kumar Agrawal Chief Financial Officer	28,64,845	7.00%	10.18
5.	Mr. Rishabh Saraf Independent Director	NIL	NIL	NIL
6.	Mrs. Deepa Poncha Independent Director	NIL	NIL	NIL
7.	Mr. Abhishek Murarka Independent Director	NIL	NIL	NIL
8.	Mr. Bhavesh Shah Key Managerial Personal	21,95,329	7.00%	7.80
9.	Mrs. Harshita Shetty ** Company Secretary and Compliance Officer	4,58,272	14.29 %	1.63

* Designation of Mr. Anup Jatia has changed from Whole-Time Director to Non- Executive Director w.e.f. July 26, 2023 and to Chairman of the Company w.e.f. January 31, 2024.

** Mr. Harshita Shetty, Company Secretary and Compliance Officer of the Company resigned w.e.f. February 29, 2024.

Sl. No.	Requirements	Disclosure
1	The percentage increase in the median remuneration of employees in the financial year.	The median remuneration of the employees for the financial year was increased by 0.48% compared to the previous financial year.
2	The number of permanent employees on the rolls of the Company.	108 employees as on March 31, 2024.
3	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	The average percentile increase in the salaries of employees other than managerial personnel in the last financial year was 8.48% as compared with the percentile increase in the managerial remuneration of 5.25%.
4	Affirmation that the remuneration is as per the remuneration policy of the Company.	Yes, the remuneration is as per the remuneration policy of the Company.

Annexure IV

Report on CSR Activities of the Company as per Companies (Corporate Social Responsibility Policy) Rules, 2014.

1. Brief outline on CSR Policy of the Company

The Corporate Social Responsibility (CSR) Policy of the Company, as approved by the Board of Directors of the Company, explains detailed framework for undertaking various CSR programs in accordance with Section 135 of the Companies Act, 2013 and the rules made thereunder. Our Company contributes to the activities listed under Schedule VII of the Act for the benefit of society by promoting education, providing educational infrastructure, providing health support, etc.

Overview of the projects or programs undertaken / proposed to be undertaken either directly or through implementing agency:

a) Patang Scholars Program

The Patang Scholars Program is a scholarship program for talented, ambitious, and less-privileged students who need financial support and wish to pursue higher education. The scholarship aims to support such students and provide them with the skills and resources they require to become well-developed, successful, and socially responsible leaders. The aspiration is to create a group of students who will help build the nation by becoming role models in their community. Their dedication, commitment, and empathetic nature will differentiate them from others and enable them to help other students from similar backgrounds accelerate their growth and progress.

b) Vidya Sahyog Program

The Vidya Sahyog Program is a scholarship program for bright, determined, and under-resourced students from rural parts of India who need financial support and wish to pursue higher education. The main aim of the scholarship is to provide an opportunity to meritorious students who want to achieve their academic goals without any financial constraints. The program also helps the students in their career planning and other educational activities, if required.

c) Aviral Gyan Program

The program is to develop educational and social infrastructure for empowering communities in rural, underdeveloped, and / or other areas where required. The objective of this program is to improve the quality of education by providing infrastructure facilities for organising and conducting technical courses and non-technical courses and to enrich personal learnings, productivity and enhancing knowledge by setting up libraries, recreational centers, day care centers and other social infrastructures etc.

d) Edu-Med

The program aims to provide educational, health and other essential support to the children in Schools, Health care centers, orphanage and other institutes enabling them to become productive members of the society through this program.

e) Gyankosh

Gyankosh Scholarship Program is a need-based scholarship program for students from financially weaker sections. The Gyankosh Scholarship Program was launched, providing funds for students to obtain the education they may not have been able to access otherwise. The program is open to Indian students of any grade from kindergarten to post-graduation. There is no formal recruiting done, and the program relies on word-of-mouth means of communication, with interested students asked to fill out an application form to gauge eligibility.

f) Chiranjilal P. Vyas Memorial Scholarship

The Chiranjilal P. Vyas Memorial Scholarship was launched, in honour of Late. Chiranjilal P. Vyas, former General Manager – Accounts and Finance of the Company, whose ideas and knowledge were instrumental in the development of the Company. The objective of this scholarship is to provide monetary assistance to students who are pursuing either a Chartered Accountant (CA) or Company Secretary (CS) professional courses. The scholarship is managed by Atmasantosh Foundation.

g) Atma Van

Under the Atma Van program, the Company has acquired 8000 sq. mtr. land for the development of a green belt outside the factory premises under the Green GIDC initiative and planted 2000 trees on this land.

2. Composition of CSR Committee

Sl. No.	Name of Director	Designation / Nature of designation	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Shruti Jatia	Chairperson	1	1
2.	Anup Jatia	Member	1	1
3.	Rishabh Saraf	Member	1	1
4.	Deepa Poncha	Member	1	1

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

CSR committee	https://www.blackrosechemicals.com/investor
CSR Policy	https://www.blackrosechemicals.com/api/uploads/investor_pdf/SYV6D_1622204288Corporate_Social_Responsibility_Policy.pdf
CSR projects	https://www.blackrosechemicals.com/investor

4. Provide the executive summary along with web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8

In terms of the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, the requirement of conducting an impact assessment of its CSR projects / programs is **not applicable** to the Company.

5. a) **Average net profit of the Company as per section 135(5) of the Companies Act, 2013:** ₹ 2,832.42 Lakhs
- b) **Two percent of average net profit of the Company as per section 135(5) of the Companies Act, 2013:** ₹ 56.65 Lakhs
- c) **Surplus arising out of the CSR projects or programmes or activities of the previous financial years:** NIL
- d) **Amount required to be set off for the financial year, if any:** NIL
- e) **Total CSR obligation for the financial year (5a+5b+5c):** ₹ 56.65 Lakhs
6. a) **Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):** ₹ 52.72 Lakhs
- b) **Amount spent in Administrative Overheads:** NIL
- c) **Amount spent on Impact Assessment, if applicable:** Not applicable
- d) **Total amount spent for the financial year:** ₹ 52.72 Lakhs
- e) **CSR amount spent and unspent for the financial year:**

Total amount spent for financial year (₹ in Lakhs)	Amount Unspent				
	Total Amount transferred to Unspent CSR Account as per section 135(6) of the Companies Act, 2013		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5) of the Companies Act, 2013		
	Amount (₹ in Lakhs)	Date of transfer	Name of the fund	Amount	Date of Transfer
52.72	3.91	April 25, 2024		NIL	

(f) Excess amount for set-off, if any:

Sl. No.	Particulars	Amount (in ₹)
i.	Two percent of average net profit of the Company as per section 135(5)	₹ 56.65 Lakhs
ii.	Total amount spent for the Financial Year	₹ 52.72 Lakhs
iii.	Excess amount spent for the financial year [(ii)-(i)]	Not Applicable
iv.	Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any	Not Applicable
v.	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	Not Applicable

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

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (₹ in lakhs)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (₹ in lakhs)	Amount spent in the reporting Financial Year (₹ in lakhs)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (₹ in lakhs)	Deficiency, if any
					Name of the Fund	Amount (in ₹)	Date of transfer		
1.	2022-23	21.19	NIL	21.19	Not Applicable			0	0

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No
9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable

For Black Rose Industries Limited

Shruti Jatia

Whole-Time Director / Chairperson of Corporate
Social Responsibility Committee
DIN: 00227127

Place: Mumbai

Date: July 31, 2024

Management Discussion and Analysis

A. The Industry Structure and Developments

Chemical

Specialty and performance chemicals are the core of our Company's distribution portfolio, contributing significantly to our revenue. Our Jhagadia, Gujarat, manufacturing facility produces acrylamide liquid with an installed capacity of 32,000 MTPA, of which 20,000 MTPA is allocated for merchant sales and the remaining for our internal needs. Additionally, the plant produces polyacrylamide liquid with a capacity of 40,000 MTPA, and N-methylol acrylamide (NMA) with a capacity of 2,000 MTPA. The facility also produces acrylamide powder, with a capacity of 3,600 MTPA, positioning our company as the only producer of acrylamide powder outside of China.

The chemical sector is a major driver of India's economic growth, supplying numerous end-user industries and enhancing the country's role in the global chemical supply chain. India's advantages, including its strategic geographic position, highly skilled workforce, strong governance, and favorable investment policies, have established it as a preferred global manufacturing hub. Furthermore, our company's emphasis on exports, supported by its EU REACH registration and reduced international freight costs throughout most of the year, has strengthened our reliability for international buyers and facilitated the expansion of our markets and customer base.

Renewable Energy and Textile

The company operates two windmills, each with a capacity of 0.8 MW, located in Rajasthan and Gujarat. These windmills are under long-term Power Purchase Agreements with the respective State Electricity Boards, ensuring that all generated power is sold accordingly. Additionally, the company has a small presence in the textile industry, where it manufactures fabrics and textile made ups.

Both these businesses put together account for less than 1% of the total revenue of the company.

B. Opportunities, Threats, and the Company's Response

Chemical Distribution

A significant portion of the company's revenue is derived from its chemical distribution business. Despite a challenging first quarter marked by subdued demand and weak prices, the company experienced strong support and increased allocation from principals, which significantly improved sales volumes in subsequent quarters and consolidated our position as a market leader in key distribution products. This success highlights our robust understanding of the local market, effective cost management, diversified product portfolio, and strong relationships with our principals.

Throughout the year, the company faced several threats, including weak demand in the US oil and gas sector, reduced product realizations, and high international freight costs coupled with prolonged transit times in the final quarter. Despite these challenges, we implemented strategic inventory management, strong marketing efforts, and increased our sales volume, mitigating the adverse effects.

Our strong relationships with leading global chemical manufacturers enabled us to maintain fair pricing and uninterrupted service. This supported our ability to expand our market presence and seize new opportunities, further solidifying our leadership in the Indian specialty and performance chemical sector.

Chemical Manufacturing

Acrylamide Liquid and Solid

The domestic market demands approximately 13,000 MT of acrylamide monomer, or 26,000 MT when considering acrylamide in a 50% solution form. Our company stands as a pivotal player, being the pioneer producer and market leader of acrylamide solution in India. The pricing of acrylamide is intricately linked to the cost of acrylonitrile, which also serves as the key raw material in the production of ABS polymers and acrylic fibers.

During the first quarter, acrylonitrile prices plummeted from \$1,400/MT to \$900/MT but subsequently recovered, stabilizing between \$1,200/MT and \$1,300/MT for the rest of the year. This stabilization facilitated our strategic raw material planning and selective market participation, contributing to sustained profit growth. The pricing dynamics of acrylamide are further influenced by supply and demand fluctuations in both domestic and international markets. With reduced freight costs and our company's EU REACH certification, coupled with a strong focus on exports, we experienced a notable resurgence in volumes throughout the year.

Acrylamide in its powder form is predominantly imported from China by various chemical traders and end-users, subject to a 7.5% import duty. Our company uniquely holds the distinction of being the sole manufacturer of acrylamide powder outside of China, unlocking significant opportunities in both domestic and international markets. However, sales of this product were constrained due to China's aggressive dumping practices, and we strategically chose to steer clear of engaging in an unfair price war.

Polyacrylamide Liquid

The domestic market demand for polyacrylamide liquid is approximately 120,000 MT. These liquids are a class of water-soluble polymers derived from acrylamide combined

with other monomers, widely used as binders in the manufacturing of ceramic tiles in India.

With an installed capacity of 40,000 MTPA of polyacrylamide liquids, the company primarily serves the ceramic tile industry in Morbi. However, the year presented challenges due to high energy costs and surplus inventory, which affected overall demand. Additionally, the emergence of small, unorganized binder production units exerted further pressure on price realization.

Despite these challenges, the company is committed to enhancing product performance and establishing itself as a reputable brand in the Indian ceramic tile market. Ongoing research and development efforts are focused on developing new grades of the binder and dispersants, which are expected to boost future sales.

n-Methylol Acrylamide (NMA)

N-Methylolacrylamide (NMA), a derivative of acrylamide monomer, is an important specialty monomer used in the production of cross-linkable emulsion polymers for various industries.

The company produces two types of NMA: NMA 48% and NMA LF, with an annual production capacity of 2,000 MT. Once primarily imported into India from Europe, NMA is now supplied locally by our company. This shift has significantly reduced imports, with minimal quantities being brought in. Successful product validations from key customers both in India and abroad led to a substantial increase in sales volumes in the latter half of the year.

Renewable Energy and Textiles

The revenue from this business depends on the level of power generation, which is influenced by natural conditions throughout the year. Although the renewable energy sector presents numerous opportunities, the company currently has no plans to pursue additional renewable energy projects beyond meeting its own energy needs.

Regarding the textile sector, the company has no intention to allocate further resources to this line of business.

C. Analysis of Performance

Chemical Distribution

Despite a weak first quarter due to subdued chemical prices and reduced demand, subsequent quarters saw an improvement in sales volumes for key products, driven by steady local demand and strong support from our principals. Margins increased across the product range.

Sales volumes in the local market continuously improved throughout the year, facilitated by robust support and increased allocation from our principals, along with a resurgence in demand for key products such as ethanolamines, purified isophthalic acid, acrylonitrile, and resorcinol. Merchant export volumes decreased during the year due to subdued demand from the U.S. oil and gas sector.

Acrylamide Liquid

Acrylamide liquid sales volumes increased during the fiscal year, driven by strong demand and a strategic focus on export markets. This was facilitated by our EU REACH registration and Turkey REACH (KKDIK) pre-registration, which led to the acquisition of new customers. After an initial dip to \$900/MT in Q1, the CIF India price of acrylonitrile stabilized between \$1,200/MT and \$1,300/MT for the remainder of the year. Strategic raw material management and selective market participation contributed to sustained profit growth.

Acrylamide Solid

As the sole producer of acrylamide powder outside of China, the company faced challenges from the influx of Chinese acrylamide powder. Despite price pressures, the company maintained its presence in both domestic and international markets, prioritizing exports for better price realizations. This strategic approach underscores the company's commitment to maintaining its competitive edge and profitability amid global market dynamics.

Polyacrylamide Liquid

The company operates in the ceramic tile industry in Morbi, Gujarat, where it markets its polyacrylamide liquid ceramic binder, BRILBIND CE01. Unfortunately, this market has been significantly affected by several factors, including a global demand slowdown, surplus inventory, and the proliferation of unorganized binder-producing units, resulting in a decline in sales during the fiscal year.

n-Methylol Acrylamide (NMA)

The company began producing n-Methylol Acrylamide (NMA) at the end of FY22, with an installed capacity of 2,000 MTPA. This specialty monomer is used in the coatings and adhesive industries and is supplied to both domestic and multinational companies. Sales of NMA have increased each quarter, with repeat orders from key clients. NMA is projected to be a substantial contributor to both revenue and profits in the coming years.

D. Financial Review

Analysis of the profit and loss statement

Revenues: Standalone revenue from operations reported an increase of 1.10 % from ₹ 278.09 crore in 2022-23 to ₹ 281.17 crore in 2023-24. Other incomes of the Company increased by 170% and accounted for a 1.37 % share of the Company's revenues reflecting the Company's dependence on its core business operations.

Expenses: Total expenses of the Company decreased by 4.77% from ₹ 270.50 crore in 2022-23 to ₹ 257.58 crore in 2023-24. Cost of material consumed decreased by 10.77% from ₹ 56.76 crore in 2022-23 to ₹ 50.64 crore in 2023-24. Employee benefit expenses decreased by 12.53% from ₹ 8.68 crore in 2022-23 to ₹ 7.59 crore in 2023-24.

Analysis of the Balance Sheet Sources of funds:

The capital employed by the Company increased by 13.04% from ₹ 125.47 crore as on March 31, 2023 to ₹141.83 crore as on March 31, 2024 owing to repayments of borrowings. Return on capital employed, a measure of returns derived from a rupee invested in the business decreased from 8.77 % in 2022-23 to 20.12 % in 2023-24.

The net worth of the Company increased by 14.61 % from ₹ 121.78 crore as on March 31, 2023 to ₹ 139.57 crore as on March 31, 2024 owing to increase in reserves and surplus. The Company's equity share capital comprising 51,000,000 equity shares of ₹ 1 each remained unchanged during the year under review.

Long-term debt of the Company decreased from ₹ 0.49 crore as on March 31, 2023 to ₹ 0.26 crore as on March 31, 2024 owing to repayments of loan. Long-term debt-equity ratio of the Company stood at 0.00184 in 2023-24 compared to 0.00406 in 2022-23.

Finance costs of the Company reduced by 46.51 % from ₹ 1.96 crore in 2022-23 to ₹ 1.05 crore in 2023-24 due to repayment of loan. The Company's interest cover stood at 59.94 x in 2023-24 (5.59x in 2022-23).

Applications of funds:

Fixed assets (gross) of the Company increased by 04.98 % from ₹ 67.64 crore as on March 31, 2023 to ₹ 68.86 crore as on March 31, 2024 owing to purchase of fixed assets. Depreciation on tangible assets increased by 04.18 % from ₹ 2.61 crore in 2022-23 to ₹ 2.72 crore in 2023-24 owing to an increase in fixed assets during the year under review.

Working capital management:

Current assets of the Company increased by 27.61 % from ₹ 103.81 crore as on March 31, 2023 to ₹ 132.47 crore as on March 31, 2024. The current and quick ratios of the Company stood at 3.43 and 2.28, respectively in 2023-24 compared to 3.77 and 2.58, respectively in 2022-23.

Inventories including raw materials, work-in-progress and finished goods among others increased by 30.06 % from ₹ 29.53 crore as on March 31, 2023 to ₹ 38.41 crore as on March 31, 2024 in line with increased sales volumes. The inventory cycle changed from 60.16 days of turnover equivalent in 2022-23 to 57.20 days of turnover equivalent in 2023-24.

Trade receivables increased by 10.38% from ₹ 58.92 crore as on March 31, 2023 to ₹ 65.03 crore as on March 31, 2024. More than 99.51% of receivable was considered good. The Company contained its debtor turnover cycle within 80.68 days of turnover equivalent in 2023-24 compared to 82.18 days in 2022-23.

Cash and bank balances of the Company decreased by 10.48 % from ₹ 12.02 crore as on March 31, 2023 to ₹ 10.76 crore as on March 31, 2024.

Loans and advances made by the Company decreased from ₹ 2.15 crore as on March 31, 2023 to ₹ 1.17 crore as on March 31, 2024 on account of decrease in advances paid to suppliers.

Margins

The EBITDA margin of the Company increased by approximately 622 basis points from 5.00 % in 2022-23 to 11.22%, and the net profit margin of the Company increased by 400 basis points.

E. Key Ratios

Particulars	2022-23	2023-24
EBIDTA/Turnover (%)	5.00%	11.22%
Debt-Equity Ratio	0.02	0.01
Return On Equity (%)	5.40%	14.64%
Book Value Per Share (₹)	1	1
Earnings Per Share (₹)	1.29	4.01
Debtors Turnover (Days)	82.34	80.95
Inventory Turnover (Days)	60.16	57.20
Interest Coverage Ratio (X)	5.92	27.10
Current Ratio (X)	3.79	3.43
Operating Profit Margin (%)	3.91%	10.15%
Net Profit Margin (%)	2.35%	7.29%

F. Outlook

India's chemicals market, valued at USD 220 billion in 2023, is projected to reach USD 383 billion by 2030, with an anticipated CAGR of 8.1% from 2021 to 2030. Ranking sixth globally in chemical sales, India has attracted substantial foreign direct investment (FDI), totaling USD 21.7 billion from April 2000 to September 2023. The sector benefits from 100% FDI under the automatic route, enhancing investor confidence and growth.

Investments in India's Petroleum, Chemical, and Petrochemical Investment Regions (PCPIRs) are expected to reach USD 420 billion. The establishment of seven Central Institutes of Petrochemicals Engineering & Technology (CIPET) will support industry growth by fostering skill development. Contributing 12% to India's total exports, the chemicals sector plays a vital role in the global market, with specialty chemicals projected to grow at a 12% CAGR from 2020 to 2025.

By 2024, the market's value added is expected to reach USD 29.7 billion, with a 3.26% CAGR from 2024 to 2029. Employment in the sector is forecasted to reach 1 million by 2024, supported by a 3.19% CAGR. Favorable government policies, improving infrastructure, and skilled labour availability bolster the sector's appeal, with significant growth anticipated in specialty chemicals, agrochemicals, and petrochemicals.

Distribution Division:

The company anticipates substantial sales volume growth this year, driven by increased supplies from principals to meet domestic demand, new product and customer development, and expected expansion in exports to the US oil and gas sector. Strategic inventory management amid current international logistics challenges is expected to significantly boost sales volumes and profitability even as the company remains vigilant about potential disruptions that could impact operations.

Manufacturing Division:

The company anticipates robust growth across various manufactured products in the coming year. In the acrylamide segment, both liquid and powder forms are expected to see increased demand, leading to significant growth in sales volume and profitability. Despite potential disruptions in logistics and higher freight costs, the company's extensive market outreach is projected to drive strong international sales. Additionally, the R&D team's efforts to develop more robust grades of ceramic binder and introduce a polyacrylate-based dispersant aim to enhance the product range and meet the needs of a growing customer base. Expectations also point to significant growth in sales volumes for NMA, further supporting the company's optimistic outlook for overall performance in this segment.

G. Risk and Concerns

The Board of the company has established a risk management committee to develop, implement, and monitor the company's risk management plan. This committee is tasked with reviewing the plan and ensuring its effectiveness. Major risks identified by various business units and functions are systematically addressed with ongoing mitigating actions. The risk management policy is available on the company's website.

Due to the nature of the company's business and the evolving market dynamics, it faces various risks in its daily operations. Key risks and the mitigation strategies adopted by the company are outlined below:

- Health and safety risk

Health and safety are closely monitored due to the hazardous nature of chemical manufacturing. The company is vigilant in adhering to various laws and regulations to ensure employee safety and maintain compliance. Potential safety hazards are identified, and regular workplace inspections are conducted to prevent incidents and injuries.

- Environmental and Social risk

The company treats environmental and social risks with the same care and discipline as any other business risk. We conduct thorough reviews of our processes to integrate social and environmental considerations into our business decisions. We aim to address these issues by implementing appropriate safeguards and

promoting more sustainable practices. By facilitating the adoption of these practices, we better serve both society and the environment.

- Raw material supply and price fluctuations

The timely supply of raw materials is crucial for any manufacturing business. Additionally, raw material costs can fluctuate for various reasons, impacting manufacturers who rely on these materials for production. Consequently, they are naturally affected by supply and price volatility. To mitigate these risks, the company maintains strong relationships with its key raw material suppliers and enters into supply contracts with global leaders whenever possible. These contracts aim to protect the company from supply disruptions and price volatility.

- Execution

Execution risk refers to the possibility that a company's business plans may not succeed when implemented due to internal or external factors, such as changing conditions or cost overruns. The company mitigates these risks by acquiring adequate resources, maintaining clear communication, implementing effective governance, and utilizing adaptive execution processes.

- Quality Risk

The company strives to produce and supply quality products that meet required specifications. At its manufacturing plant, the company employs rigorous process discipline and quality control measures to consistently monitor product quality. Customer complaints or concerns are promptly investigated to ensure continuous improvement. For its distribution products, the company exclusively partners with reputable international suppliers who uphold high standards of product quality.

- Currency Volatility

Currency fluctuations are a natural consequence of floating exchange rates, influenced by factors such as a country's economic performance, inflation outlook, interest rate differentials, and capital flows. Given the importance of currency rates to the company's operations, prices of products are reviewed and adjusted in response to significant currency movements. The company also systematically hedges its trade exposures using forward contracts. Whenever possible, transactional currencies are aligned with the reporting currency to minimize the impact of exchange rate fluctuations.

- Economic Downturn

The world is currently experiencing high inflation, primarily due to geopolitical tensions and a shifting international economic landscape. This trend, which affects both consumer sentiment and profit margins,

is expected to persist in the near term. The company continually adjusts its procurement and sales strategies by evaluating the economic conditions impacting its business.

- **Competition**

The company faces competition from both domestic and international players. To stay ahead, the company is committed to delivering new and innovative solutions while keeping pace with dynamic market changes. This competitive landscape can also lead to pricing pressure, which may impact the company's margins and profitability. To mitigate these effects, the company invests in research and development, enhances its product offerings, and continuously seeks operational efficiencies to maintain a competitive edge and sustain profitability.

- **Financing**

Financial risks can significantly impact a business, depleting resources and disrupting cash flow. These risks can arise from various sources, such as customers failing to pay for purchases, suppliers failing to ship inventory, or high interest costs. The Company efficiently evaluates its business operations to ensure that necessary finances are available to sustain its activities. With a strong financial surplus and no long-term debt, the Company is well-positioned to navigate financial challenges and maintain stability.

- **Information security risk**

Information security risk pertains to potential threats to the confidentiality, integrity, and availability of an organization's assets. To address these risks, the company has recently upgraded and revamped its entire IT infrastructure. This comprehensive overhaul includes the selection, implementation, maintenance, and continuous monitoring of preventive, detective, and corrective security controls. These measures protect information assets from compromise and limit potential damage to the organization. Additionally, the company conducts regular security audits, employee training, and updates to security protocols to stay ahead of emerging threats and ensure robust information security.

- **Attracting and retaining talent**

The company continues to strengthen its relationships with employees by embracing the principles of trust, transparency, and togetherness. Recognizing the importance of smooth operations and long-term sustainability, the Company ensures it has a dedicated and committed team at its plants and offices. Amidst a comprehensive overhaul of its manpower, the company has also acquired talent

from overseas as required. Furthermore, it identifies and rewards deserving employees through its employee stock option plan, fostering a culture of recognition and retention.

H. Internal Control Systems

During the year, the company has reviewed its Internal Financial Control systems and has continually contributed to the establishment of a more robust and effective internal control framework, prescribed under the ambit of Section 134(5) of Companies Act, 2013. The control criteria ensures the orderly and efficient conduct of the company's business, including adherence to its policies, the safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

Based on the assessment carried out by the Management and the evaluation of the results of the assessment, the Board of Directors are of the opinion that the company has an adequate Internal Financial Controls system, operating effectively as at March 31, 2024.

The company's internal controls ensure compliance with all applicable laws and regulations, and facilitates optimum utilization of available resources and protects the interests of all stakeholders.

I. Internal Audit

The Internal Audit function is carried out by professionally qualified accountants / specialists adequately skilled and resourced to deliver audit assurances at highest levels. The Audit Committee reviews the Report provided by Internal Auditors.

The Audit Committee is regularly apprised of the internal audit findings and regular updates are provided of the action taken on the internal audit reports. The Audit Committee reviews the quarterly, half yearly and the annual financial statements of the company.

J. Human Resources and Industrial Relations

The employees of the company are an integral part of the company's business operations. The company has always supported its employees and is determined to provide a safe place and healthy work environment. Training, upgrading skills and developing a stellar workplace attitude are key focus areas for the development of the employees. The employees are driven by purpose and are fully empowered to excel in an evolving and dynamic business environment. It has been the continuous endeavor of the company's Human Resources function to attract the right talent, develop the right capabilities and skills, and continuously encourage them by providing the right culture and work environment.

The company continues to conduct periodic review of employee performance and enable actionable feedback. It believes that everything is made possible by its people – the company's biggest strength.

No man-days were lost on account of strike or dispute during the year. The relations between the company and its employees remained cordial and harmonious throughout the year. The company's grievance redressal mechanisms ensure that employees can raise issues and concerns and have them addressed in time.

K. Capital Expenditure and Expansion Plans

Ongoing and Upcoming Projects

In addition to ongoing research and development work on ceramic binders, acrylic dispersants and polyacrylamide solids, the company is conducting feasibility studies for a specialty chemicals project in collaboration with a Japanese company. The company is also engaged in discussions regarding a toll-manufacturing project with a US company. In addition, the company is revamping its R&D facility in Navi Mumbai and is looking at creating a land bank for future initiatives. Further details will be provided as they become available

The company will continue to concentrate on and grow its existing businesses while looking for new projects in the areas in which it operates.

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule

No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Black Rose Industries Limited
145 A Mittal Tower,
Nariman Point, Mumbai - 400021.

I, Shiv Hari Jalan, Proprietor of Shiv Hari Jalan & Co., Company Secretary in practice have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Black Rose Industries Limited (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign 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) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the company during the review period)
- (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (e) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the company during the review period)
- (g) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the company during the period under review)
- (h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the company during the review period)
- (i) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the company during the review period)
- (j) The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
- (vi) Other laws applicable specifically to the Company namely:
 - (a) Factories Act, 1948
 - (b) Industrial Disputes Act, 1947
 - (c) Employees Compensation Act, 1923
 - (d) Payment of Wages Act, 1936
 - (e) Payment of Gratuity Act, 1972
 - (f) Maternity Benefit Act, 1961
 - (g) Industries (Development & Regulation) Act, 1951

- (h) Employees Provident Fund and Miscellaneous Provisions Act, 1952
- (i) Employees State Insurance Act, 1948
- (j) Indian Contracts Act, 1872
- (k) Income Tax Act, 1961 and Indirect Tax Laws
- (l) Environment (Protection) Act, 1986
- (m) Water (Prevention and Control of Pollution) Act, 1974
- (n) Indian Stamp Act, 1899.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

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

I further report that:

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in

advance in accordance with the provisions of Companies Act, 2013 and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes, the decisions at the Board Meetings were taken unanimously.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company had no specific actions having a major bearing on the company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc. referred to above.

For **Shiv Hari Jalan & Co.**
Company Secretaries
FRN: S2016MH382700

(Shiv Hari Jalan)
Proprietor
FCS No: 5703
C.P.NO: 4226
PR No. 1576/2021

Place: Mumbai
Date: 31.07.2024
UDIN: F005703F000861461

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

'Annexure A'

To,
The Members,
Black Rose Industries Limited
145 A Mittal Tower,
Nariman Point Mumbai - 400021.

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. 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 provision of Corporate and other applicable laws, rules, regulations, standard is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The secretarial Audit report is neither an assurance as to the future viability of Company nor of the efficacy of effectiveness with which the management has conducted the affairs of the company.

For **Shiv Hari Jalan & Co.**
Company Secretaries
FRN: S2016MH382700

(Shiv Hari Jalan)
Proprietor
FCS No: 5703
C.P.NO: 4226
PR No. 1576/2021

Place: Mumbai
Date: 31.07.2024
UDIN: F005703F000861461

Business Responsibility & Sustainability Report

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

Sr. No.	Particulars/ Activities	Details
1.	Corporate Identity Number (CIN) of the Listed Entity	L17120MH1990PLC054828
2.	Name of the Listed Entity	Black Rose Industries Limited
3.	Year of incorporation	1990
4.	Registered office address	145/A, Mittal Tower, Nariman Point, Mumbai – 400021.
5.	Corporate address	145/A, Mittal Tower, Nariman Point, Mumbai – 400021.
6.	E-mail	investor@blackrosechemicals.com
7.	Telephone	+91 22 43337200
8.	Website	https://www.blackrosechemicals.com/investor
9.	Financial year for which reporting is being done	April 1, 2023 to March 31, 2024
10.	Name of the Stock Exchange(s) where shares are listed	BSE Ltd.
11.	Paid-up Capital	₹ 5.10 Crore (51,000,000 Equity Shares of ₹ 1 each)
12.	Name and contact details (telephone, e-mail address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Ambarish Daga, Executive Director Black Rose Industries Limited 145/A, Mittal Tower, Nariman Point, Mumbai – 400021 E-mail: investor@blackrosechemicals.com Tel: +91 22 4333 7200 Fax: +91 22 22873022
13.	Reporting boundary	Disclosures made in this report are on standalone basis

II. Products/services

14. Details of business activities (accounting for 90% of the turnover):

Sr. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Manufacturing & distribution of chemicals	Manufacturing & Distribution	99.64%

15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Sr. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	a. Acrylamide b. Polyacrylamide	Manufacturing	31.32%
2.	a. 2-Acrylamido -2-Methylpropanesulphonic b. Resorcinol c. Ethanolamines d. Meta Cresol e. Acrylonitrile f. Purified Isophthalic acid g. Methacrylamide	Distribution	59.73 %
	Total		91.05%

III. Operations

16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	2	3	5
International	0	0	0

17. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	18 States and 3 Union Territories
International (No. of Countries)	17 Countries

b. What is the contribution of exports as a percentage of the total turnover of the entity?

The contribution of exports was 34.13% of the total turnover of the Company for the financial year ended March 31, 2024.

c. A brief on types of customers

The company is engaged in the distribution and manufacturing of specialty and performance chemicals. The customer portfolio is diversified, ranging from large global customers to small and medium-sized enterprises. The company serves a wide range of customers from various industries such as paints and coatings, water/wastewater treatment, ceramic binders, construction chemicals, surfactants and adhesives, oil and gas, textiles, paper, leather chemicals and other industries.

IV. Employees

18. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1.	Permanent (D)	60	49	81.67%	11	18.33%
2.	Other than Permanent (E)	NIL	NIL	NIL	NIL	NIL
3.	Total employees (D + E)	60	49	81.67%	11	18.33%
WORKERS						
4.	Permanent (F)	48	47	97.91%	01	2.09%
5.	Other than Permanent (G)	06	06	100%	NIL	NIL
6.	Total workers (F + G)	54	53	98.15%	01	1.85%

b. Differently abled Employees and workers:

Sr. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent (D)	NIL	NIL	NIL	NIL	NIL
2.	Other than Permanent (E)	NIL	NIL	NIL	NIL	NIL
3.	Total differentlyabled employees (D + E)	NIL	NIL	NIL	NIL	NIL
DIFFERENTLY ABLED WORKERS						
4.	Permanent (F)	NIL	NIL	NIL	NIL	NIL
5.	Other than permanent (G)	NIL	NIL	NIL	NIL	NIL
6.	Total differentlyabled workers (F + G)	NIL	NIL	NIL	NIL	NIL

19. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	6	2	33.33%
Key Management Personnel*	2	NIL	NIL

* Key Managerial Personnel other than Board of Directors, details of Ms. Harshita Shetty is not mentioned here as she has resigned w.e.f. February 29, 2024.

20. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years):

	FY 2023-24 (Turnover rate in current FY)			FY 2022-23 (Turnover rate in previous FY)			FY 2021-22 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	39%	64%	43%	38%	27%	35%	19%	8%	17%
Permanent Workers	21%	NIL	20%	14%	NIL	13%	33%	NIL	32%

V. Holding, Subsidiary and Associate Companies (including joint ventures)
21. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	B. R. Chemicals, Japan	Wholly Owned Subsidiary	100%	No
2.	Wedgewood Holding Limited	Holding Company	56.47%	No

VI. CSR Details
22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes

(ii) **Turnover:** ₹28,117.10 Lakhs

(iii) **Net worth:** ₹13,957.05 Lakhs

VII. Transparency and Disclosures Compliances
23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/ No) (If yes, then provide web-link for grievance redress policy)	FY 2023 – 24			FY 2022 – 23		
		Current Financial Year			Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	NIL	NIL	Not Applicable	NIL	NIL	Not Applicable
Investors (other than shareholders)	Yes	NIL	NIL	Not Applicable	NIL	NIL	Not Applicable
Shareholders	Yes	4	0	Not Applicable	3	0	Not Applicable

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/ No) (If yes, then provide web-link for grievance redress policy)	FY 2023 – 24			FY 2022 – 23		
		Current Financial Year			Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Employees and workers	Yes	NIL	NIL	Not Applicable	NIL	NIL	Not Applicable
Customers	Yes	NIL	NIL	Not Applicable	NIL	NIL	Not Applicable
Value Chain Partners	Yes	NIL	NIL	Not Applicable	NIL	NIL	Not Applicable

A Grievance Redressal Mechanism is in Place. The weblink for the same <https://www.blackrosechemicals.com/investor>

24. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Management of hazardous chemicals	Risk	Appropriate management of hazardous chemicals is crucial for reducing health and safety hazards while also minimising environmental consequences.	The company has an integrated Q-HSE policy which is communicated to all employees handling such hazardous chemicals. All workers are provided regular training associated with risk, handling practices, and emergency response	Negative
2	Climate change leading to stricter environmental regulations	Opportunity	The company is using a sustainable bio-catalytic process with zero discharge and zero byproducts	Not applicable	Positive
3	Social unrest	Risk	Property damage or business interruption can arise from social unrest, whereas insider threats might result in sensitive information being released or illegal access to crucial systems.	The company has a framework for prioritizing employee protection, securing the facilities and taking adequate insurance coverage for any losses, and has a business continuity plan in place.	Negative

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)**	YES	YES	YES	YES	YES	YES	YES	YES	YES
b. Has the policy been approved by the Board? (Yes/No)	Yes, as applicable								
c. Web Link of the Policies, if available	Certain Policies are uploaded on the website of the Company at https://www.blackrosechemicals.com/investor . Other policies being internal documents are available on the internal network.								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes, wherever required.								
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes, wherever required.								
4. Name of the national and international codes/certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	The Company's manufacturing facility is certified as per ISO 9001:2015 (Quality Management System), ISO 14001:2015 (Environmental Management Systems), and ISO 45001:2018 (Occupational Health and Safety Management System).								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	-								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	-								
Governance, leadership and oversight									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	Executive Director								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Executive Director								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes, Executive Director								

** The Company seeks to maintain the highest levels of integrity and behavior, as well as compliance with the law and internal policies.

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Performance against above policies and follow up action																		
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances																		

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9

Yes, certain policies have been evaluated by ECOVADIS

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

Not Applicable

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

Principle 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.**Essential Indicators:**

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	4	Matters covering the Company's business and operations, Industry, and regulatory updates.	100%
Key Managerial Personnel ((KMP)*	4	Matters covering the Company's business and operations, Industry, and regulatory updates.	100%
Employees other than BoD and KMPs	46	We regularly organize diverse engagement programs, including 'Giving Back to the Community' First Aid training, and Environmental Awareness campaigns. Factory employees also receive training on pollution control, emergency plans, and other topics to enhance engagement and well-being	100%
Workers	45		100%

*KMP other than Board of Directors

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	NIL	Not Applicable	NIL	Not Applicable	Not Applicable
Settlement	NIL	Not Applicable	NIL	Not Applicable	Not Applicable
Compounding fee	NIL	Not Applicable	NIL	Not Applicable	Not Applicable

Non-Monetary				
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	NIL	Not Applicable	Not Applicable	Not Applicable
Penalty/ Fine	NIL	Not Applicable	Not Applicable	Not Applicable

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
	Not Applicable

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes, the Company has an Anti-Corruption Policy that is available on the Company's internal network.

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY 2023 - 2024 (Current Financial Year)	FY 2022 - 2023 (Previous Financial Year)
Directors	NIL	NIL
KMPs	NIL	NIL
Employees	NIL	NIL
Workers	NIL	NIL

6. Details of complaints with regard to conflict of interest:

	FY 2023 - 2024 (Current Financial Year)		FY 2022 - 2023 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	NIL	NIL	NIL	NIL
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	NIL	NIL	NIL	NIL

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest. –

NIL

8. Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:

	FY 2023 - 2024 (Current Financial Year)	FY 2022 - 2023 (Previous Financial Year)
Number of days of accounts payables	52	36

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2023 - 2024 (Current Financial Year)	FY 2022 - 2023 (Previous Financial Year)
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	25.94%	27.98%
	b. Number of trading houses where purchases are made from	32	32
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	24.58%	27.40%
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	20.53%	18.84%
	b. Number of dealers / distributors to whom sales are made	159	194
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	12.77%	11.36%
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	2.49%	1.23%
	b. Sales (Sales to related parties / Total Sales)	0.13%	3.17%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	0.00%	0.00%
	d. Investments (Investments in related parties / Total Investments made)	1.30%	100%

Principle 2 Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators:

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	FY 2023 - 2024 (Current Financial Year)	FY 2022 - 2023 (Previous Financial Year)	Details of improvements in environmental and social impacts
R & D	NIL	NIL	Not Applicable
Capex	1.95%	5.30%	Renewable energy (solar panels), reduction of electricity consumption, etc. (includes Capital Work-in-process)

2. A. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

No formal procedures are in place. However, the company considers sustainability as an important aspect during its sourcing process

B. If yes, what percentage of inputs was sourced sustainably?

Not applicable

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for:

- Plastics (including packaging)
- E-waste
- Hazardous waste and
- Other waste

Company ensures compliance under Hazardous Waste Management Rules, and all waste generated is disposed of to State Pollution Control Board (SPCB) authorised waste disposal service providers through online manifest system. Annual returns are filed as per the provisions of SPCB.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Extended Producer Responsibility is applicable to the Company's business activities. Yes, the waste collection plan is in line with the plan submitted to the PCB.

Leadership Indicators: N.A.

Principle 3: Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators:

1. a) Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	49	20	40.81%	26	51.02%	NA	NA	NA	NA	NA	NA
Female	11	NIL	NIL	NIL	NIL	01	9.09%	NIL	NIL	NIL	NIL
Total	60	20	40.81%	26	51.02%	01	9.09%	NIL	NIL	NIL	NIL
Other than Permanent employees											
Male	NIL	NIL	NIL	NIL	NIL	NA	NA	NA	NA	NA	NA
Female	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

- b) Details of measures for the well-being of workers:

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent workers											
Male	47	44	93.62%	44	93.62%	NA	NA	NA	NA	NA	NA
Female	01	01	100%	1	100%	NIL	NIL	NIL	NIL	NIL	NIL
Total	48	45	93.75%	45	93.75%	NIL	NIL	NIL	NIL	NIL	NIL
Other than Permanent workers											
Male	06	NIL	NIL	06	100%	NA	NA	NA	NA	NA	NA
Female	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	06	NIL	NIL	06	100%	NIL	NIL	NIL	NIL	NIL	NIL

2. Details of retirement benefits, for Current FY and Previous Financial Year:

Benefits	FY 2023-2024 Current Financial Year			FY 2022-2023 Previous Financial Year		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Yes	100%	100%	Yes
Gratuity	100%	100%	NA	100%	100%	NA
ESI	NA	NA	NA	NA	NA	NA
Others – please specify	NA	NA	NA	NA	NA	NA

3. Accessibility of workplaces:

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard?

Yes, the Company's offices and factories are accessible to differently abled employees.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, the Company's policy on hiring does not discriminate against persons with disabilities.

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	NA	NA	NA	NA
Female	NA	NA	NA	NA
Total	NA	NA	NA	NA

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

Yes/No (If Yes, then give details of the mechanism in brief)	
Permanent Workers	Yes, the Company has established an internal system for employees and workers to express grievances through various channels, including the Whistle Blower Policy and the POSH mechanism. An open door policy is also in place, allowing employees and workers to approach any staff member, including those in top management, to promote transparency, open communication, and feedback. This approach encourages dialogue and facilitates proactive and swift resolutions. The Company provides employees and workers with access to multiple forums to raise concerns or issues in the workplace. Additionally, the HR department is available for employees and workers to directly present their grievances, either verbally or in writing. These grievances are promptly assessed and resolved in a timely manner.
Other than Permanent Workers	
Permanent Employees	
Other than Permanent Employees	

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY 2023-2024 (Current Financial Year)			FY 2022-2023 (Previous Financial Year)		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D / C)
Total Permanent Employees	60	NIL	NIL	68	NIL	NIL
- Male	49	NIL	NIL	53	NIL	NIL
- Female	11	NIL	NIL	15	NIL	NIL
Total Permanent Workers	54	NIL	NIL	38	NIL	NIL
- Male	53	NIL	NIL	37	NIL	NIL
- Female	1	NIL	NIL	1	NIL	NIL

8. Details of training given to employees and workers:

Category	FY 2023-2024 Current Financial Year					FY 2022 - 2023 Previous Financial Year				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	49	40	81.63%	43	87.75%	53	22	42%	22	42%
Female	11	11	100%	11	100%	15	NIL	0%	NIL	0%
Total	60	51	85%	54	90%	68	22	32%	22	32%
Workers										
Male	53	50	94.33%	50	94.33%	37	33	89%	33	89%
Female	01	01	100%	01	100%	1	1	100%	1	100%
Total	54	51	94.44%	51	94.44%	38	34	89%	34	89%

9. Details of performance and career development reviews of employees and worker:

Category	FY 2023-2024 Current Financial Year			FY 2022 - 2023 Previous Financial Year		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	49	49	100%	53	53	100%
Female	11	11	100%	15	15	100%
Total	60	60	100%	68	68	100%
Workers						
Male	53	53	100%	37	37	100%
Female	01	01	100%	01	01	100%
Total	54	54	100%	38	38	100%

10. Health and safety management system:

- a) Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage of such system?

Yes. The company's manufacturing unit is ISO 45001: 2018 certified.

- b) What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

The company maintains a Hazard Identification and Risk Assessment register.

- c) Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)

Yes

- d) Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes

11. Health and safety management system:

Safety Incident/Number	Category	FY 2023 - 2024 Current Financial Year	FY 2022 - 2023 Previous Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	NIL	NIL
	Workers	NIL	NIL
Total recordable work-related injuries	Employees	NIL	NIL
	Workers	NIL	NIL
No. of fatalities	Employees	NIL	NIL
	Workers	NIL	NIL
High consequence work-related injury or ill-health (excluding fatalities)	Employees	NIL	NIL
	Workers	NIL	NIL

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

The Company has implemented Integrated Management System covering ISO 9001:2015, ISO 14001:2015, and ISO 45001:2018 to ensure compliance of EHS standards. A well-defined and documented Hazard Identification and Risk assessment is practiced for routine and non-routine activities. The Accident Incident Management System is in place and as per the system employees are expected to report all accidents, incident, near miss and even unsafe conditions/unsafe acts of workplace. All such cases are adequately investigated, and preventive/corrective actions implemented. Training of all categories of employees is an essential element of our safety system. Best practices like Risk assessment, Workplace exposure measurement, regular medical checkups, accident / incident reporting etc., along with process safety practices like HAZOP study, Pre-Safety Start up Reviews (PSSR) always keeps our employees safe and healthy at workplace. Adequate emergency preparedness is in place to mitigate any unforeseen eventualities.

13. Number of Complaints on the following made by employees and workers:

	FY 2023 - 2024 (Current Financial Year)			FY 2022 - 2023 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	NIL	NIL	None	NIL	NIL	None
Health & Safety	NIL	NIL	None	NIL	NIL	None

14. Assessments for the year:

% of your plants and offices that were assessed (by entity or statutory authorities or third parties)	
Health and safety practices	100%
Working Conditions	100%

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

There have been no significant risks / concerns arising from assessments of health and safety practices and working conditions

Leadership Indicators: NA

Principle 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

Stakeholder engagement is a process that starts with identifying internal and external stakeholders. We then analyze how each stakeholder group affects our business and vice versa. After this assessment, the company prioritizes key stakeholders to grasp their expectations and concerns. By maintaining regular interactions through different channels, the company has successfully strengthened relationships and improved its overall strategy.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (E-mail, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Customers	No	<ul style="list-style-type: none"> Telephone E-mail Personal visits Advertisements Exhibitions / workshops / seminars and conferences 	Ongoing	<ul style="list-style-type: none"> Building long-lasting customer relationships To understand customer requirements New product development Efficient service Grievance handling and transparency
Employees and workers	No	<ul style="list-style-type: none"> Trainings Meetings E-mail interaction Employee engagement activities Open forums Live chat 	Ongoing	<ul style="list-style-type: none"> Skill development Workplace satisfaction Healthy and safe operations Employee engagement and involvement Career progression Emotional and mental wellbeing
Shareholders and Investor	No	<ul style="list-style-type: none"> Press releases 	Ongoing	<ul style="list-style-type: none"> Financial performance Business growth Business strategy Future outlook Transparency Good governance practices
Suppliers	No	<ul style="list-style-type: none"> Personal interaction Telephonic conversation E-mail communication Conferences, exhibitions, and seminars 	Ongoing	<ul style="list-style-type: none"> Build long-lasting association Monitoring Supplier Performance Ensure supplier competency and compliance
Government and Regulatory Authorities	No	<ul style="list-style-type: none"> Statutory Reporting and compliances 	Need Based	<ul style="list-style-type: none"> Compliance with legal and statutory requirements Understanding potential legal and regulatory changes relevant to the business

Leadership Indicators: NA

Principle 5: Businesses should respect and promote human rights

Essential Indicators

- Employees and workers who have been provided training on human rights issues and policy (ies) of the entity, in the following format:

Category	FY 2023-2024 Current Financial Year			FY 2022 - 2023 Previous Financial Year		
	Total (A)	No. of employees/ workers covered (B)	% (B / A)	Total (C)	No. of employees/ workers covered (D)	% (D / C)
Employees						
Permanent	60	15	25%	68	21	30.88%
Other than permanent	NIL	NIL	NIL	NIL	NIL	NIL
Total Employees	60	15	25%	68	21	30.88%
Workers						
Permanent	48	16	33.33%	38	10	26.31%
Other than permanent	6	NIL	NIL	NIL	NIL	NIL
Total Workers	54	16	33.33%	38	10	26.31%

- Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2023-2024 Current Financial Year					FY 2022 - 2023 Previous Financial Year				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Permanent	60	NIL	NIL	60	100%	68	NIL	NIL	68	100%
Male	49	NIL	NIL	49	100%	53	NIL	NIL	53	100%
Female	11	NIL	NIL	11	100%	15	NIL	NIL	15	100%
Other than Permanent	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	100%
Male	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	100%
Female	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	100%
Total	60	NIL	NIL	60	100%	68	NIL	NIL	68	100%
Workers										
Permanent	48	NIL	NIL	48	100%	38	NIL	NIL	38	100%
Male	47	NIL	NIL	47	100%	37	NIL	NIL	37	100%
Female	01	NIL	NIL	01	100%	01	NIL	NIL	01	100%
Other than Permanent	06	NIL	NIL	06	100%	NIL	NIL	NIL	06	100%
Male	06	NIL	NIL	06	100%	NIL	NIL	NIL	06	100%
Female	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	54	NIL	NIL	54	100%	NIL	NIL	NIL	44	100%

3. Details of remuneration/salary/wages:

a. Median Remuneration/wages 207783

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	1	28,64,136	1	20,80,000
Key Managerial Personnel *	2	2,985,540	NIL	NIL
Employees other than BoD and KMP	46	468,441	10	3,28,439
Worker	47	2,07,783	1	1,50,943

* Key Managerial Personnel other than Board of Directors, details of Ms. Harshita Shetty is not mentioned here as she has resigned w.e.f. February 29, 2024.

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2023 - 2024 (Current Financial Year)	FY 2022 - 2023 (Previous Financial Year)
Gross wages paid to females as % of total wages	10.70%	7.35%

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The Company is committed to providing a safe and conducive work environment to all of its employees and workers. Transparency and openness are organisational values practiced across all levels. Employees are encouraged to share their concerns with their reporting manager or the members of the Senior Management. Employees can reach out independently to the Human Resource department if they so choose to.

6. Number of Complaints on the following made by employees and workers:

	FY 2023 - 2024 Current Financial Year			FY 2022 - 2023 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	NIL	NIL	NIL	NIL	NIL	NIL
Discrimination at workplace	NIL	NIL	NIL	NIL	NIL	NIL
Child Labour	NIL	NIL	NIL	NIL	NIL	NIL
Forced Labour/ Involuntary Labour	NIL	NIL	NIL	NIL	NIL	NIL
Wages	NIL	NIL	NIL	NIL	NIL	NIL
Other human rights related issues	NIL	NIL	NIL	NIL	NIL	NIL

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2023 - 2024 (Current Financial Year)	FY 2022 - 2023 (Previous Financial Year)
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	NIL	NIL
Complaints on POSH as a % of female employees / workers	NIL	NIL
Complaints on POSH upheld	NIL	NIL

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Company has put proper policies in place to address complaints related discrimination and harassment of any kind. The Code of Conduct of the Company guides its employees. There is an Internal Committee constituted by the Company to address complaints relating to sexual harassment (POSH). Additionally, the company also has a Labour Practices and Human Rights Policy.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes

10. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	NIL
Forced/involuntary labour	NIL
Sexual harassment	NIL
Discrimination at workplace	NIL
Wages	NIL
Others – please specify	NIL

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question above:

Not Applicable

Leadership Indicators: NA

Principle 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Units are in Million Kilo Joules

Parameter	FY 2023 - 2024 (Current Financial Year)	FY 2022 - 2023 (Previous Financial Year)
Total electricity consumption (A)	6,780	5,810
Total fuel consumption (B)	222	757
Energy consumption through other sources (C)	NIL	NIL
Total energy consumption (A+B+C)	7,002	6,567
Energy intensity per rupee of turnover (Total energy consumption/turnover in rupees)	0.00000250	0.00000237
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Energy Meters are installed by DGVCL (Government Electricity Supply Company) for Jhagadia Site and readings are taken and verified by DGVCL officers and billed accordingly.

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

- No

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2023 - 2024 (Current Financial Year)	FY 2022 - 2023 (Previous Financial Year)
Water withdrawal by source (in kilolitres)		
(i) Surface water	NIL	NIL
(ii) Groundwater	NIL	NIL
(iii) Third party water* (GIDC)	35,750	25,498
(iv) Seawater / desalinated water	NIL	NIL
(v) Others	NIL	NIL
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	35,750	25,498
Total volume of water consumption (in kilolitres)	35,750	25,498
Water intensity per rupee of turnover (Water consumed / turnover)	0.00001276	0.00000919
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes – Water meters are installed by GIDC (Gujarat Industrial Development Corporation). Readings are taken and verified by GIDC officers and billed accordingly.

*Water is supplied by GIDC.

4. Provide the following details related to water discharged:

Parameter	FY 2023 - 2024 (Current Financial Year)	FY 2022 - 2023 (Previous Financial Year)
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
- No treatment	NIL	NIL
- With treatment – please specify level of treatment	NIL	NIL
(ii) To Groundwater		
- No treatment	NIL	NIL
- With treatment – please specify level of treatment	NIL	NIL
(iii) To Seawater		
- No treatment	NIL	NIL
- With treatment – please specify level of treatment	NIL	NIL
(iv) Sent to third-parties		
- No treatment	NIL	NIL
- With treatment – please specify level of treatment	NIL	NIL
(v) Others		
- No treatment	NIL	NIL
- With treatment – please specify level of treatment	NIL	NIL

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency:

Not Applicable

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Our Jhagadia manufacturing site is a Zero Liquid Discharge site. Effluent collected is treated in Effluent treatment plant (Primary treatment and Secondary Treatment). Treated Effluent is passed through Industrial RO system. Permeates collected is recycled back in plant. Rejects from RO are feed to Multiple Effect Evaporator (MEE), wherein condensate received is recycled back to plant and sludge is dried and disposed as inorganic waste to Government authorised land fill site.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2023 - 2024 (Current Financial Year)	FY 2022 - 2023 (Previous Financial Year)
NOx	KG	53.5	27.9
SOx	KG	79.4	41.4
Particulate matter (PM)	KG	92.6	48.3
Persistent organic pollutants (POP)	KG	NIL	NIL
Volatile organic compounds (VOC)	KG	NIL	NIL
Hazardous air pollutants (HAP)	KG	NIL	NIL
Others – please specify	NH3, Kg	37.4	54.6

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, the Company's manufacturing sites are certified for ISO 14001:2018. Further, the Company is certified as a Responsible Care® Company by the Indian Chemical Council.

Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2023 - 2024 (Current Financial Year)	FY 2022 - 2023 (Previous Financial Year)
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	NIL	NIL
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	NIL	NIL
Total Scope 1 and Scope 2 emissions per rupee of turnover		NIL	NIL
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		NIL	NIL

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Envi Cure Environmental Consultant & Engineering (NABL Accredited External Environment Monitoring and Testing Laboratory)

7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

The company has installed a 511 KW Roof mounted Solar power plant at its Jhagadia location and is awaiting permission to use the same.

8. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2023 - 2024 (Current Financial Year)	FY 2022 - 2023 (Previous Financial Year)
Total Waste generated (in metric tonnes)		
Plastic waste (A)	NIL	NIL
E-waste (B)	NIL	NIL
Bio-medical waste (C)	NIL	NIL
Construction and demolition waste (D)	NIL	NIL
Battery waste (E)	NIL	NIL
Radioactive waste (F)	NIL	NIL
Other Hazardous waste. Please specify, if any. (G)	35.62	17.87
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	NIL	NIL
Total (A+B + C + D + E + F + G + H)	35.62	17.87
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	-	-
(ii) Re-used	0.5 (MS & SS waste each)	-
(iii) Other recovery operations	-	-
Total	0.5 (MS & SS waste each)	-
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	-	20.23
(ii) Landfilling	-	-
(iii) Other disposal operations	29.41 (Pre / co processing at RSPL)	-
Total	29.41	20.23

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes – Hazardous waste disposal via Online Manifest system established by Gujarat Pollution Control Board (GPCB)

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

The Company adopts the strategy of Reduce, Reuse and Recycle for its waste management.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format.

S.No.	Location of operations/ offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
			NA

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
-	-	-	-	-	-

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Yes – Entity has valid Consolidated Consent and Authorization and valid Environment Clearance

Leadership Indicators: NA

Principle 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. A. Number of affiliations with trade and industry chambers/ associations.
The Company had affiliations with 7 trade and industry chambers / associations.
- B. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	All India Rubber Industries Association (AIRIA)	National
2	Indian Chemical Council	National
3	Federation of Indian Export Organisations (FIEO)	National
4	Indian Dental Association (IDA)	National
5	Indian Speciality Chemical Manufacturers' Association (ISCMA)	National
6	Jhagadia Industries Association (JIA)	Local
7	Shri Laxmi Industrial Manufacturers Association	Local

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
No adverse orders have been received from regulatory authorities in respect to anti-competitive conduct by the Company.		

Leadership Indicators: NA

Principle 8: Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
NA					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format: - NIL

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
NA						

3. Describe the mechanisms to receive and redress grievances of the community. – NA

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2023 - 2024 (Current Financial Year)	FY 2022 - 2023 (Previous Financial Year)
Directly sourced from MSMEs/ small producers	0.05%	0.34%
Sourced directly from within the district and neighboring districts	13.74%	0.77%

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost:

Location	FY 2023 - 2024 (Current Financial Year)	FY 2022 - 2023 (Previous Financial Year)
Rural	37.07%	32.08%
Semi-urban	NIL	NIL
Urban	2.50%	1.19%
Metropolitan	60.42%	66.71%

Leadership Indicators: NA

Principle 9: Businesses should engage with and provide value to their consumers in a responsible manner
Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

We are ISO 9001:2015 certified Company and we have a process to seek feedback and suggestions from customers as per guidelines laid down by the standard.

Further, the Company also has a system in place to register complaints and provide feedback to customers about the root cause analysis, corrective actions, and measures undertaken by the business to prevent its recurrence.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	100%
Safe and responsible usage	100%
Recycling and/or safe disposal	100%

3. Number of consumer complaints in respect of the following:

	FY 2023 - 2024 (Current Financial Year)		Remarks	FY 2022 - 2023 (Previous Financial Year)		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	NIL	NIL	N.A.	NIL	NIL	N.A.
Advertising	NIL	NIL	N.A.	NIL	NIL	N.A.
Cyber-security	NIL	NIL	N.A.	NIL	NIL	N.A.
Delivery of essential services	NIL	NIL	N.A.	NIL	NIL	N.A.
Restrictive Trade Practices	NIL	NIL	N.A.	NIL	NIL	N.A.
Unfair Trade Practices	NIL	NIL	N.A.	NIL	NIL	N.A.
Other	NIL	NIL	N.A.	NIL	NIL	N.A.

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	NIL	Not Applicable
Forced recalls	NIL	Not Applicable

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes, the Company has a Data Privacy Policy

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

Not Applicable, as there were no issues or concerns related to advertising, delivery of essential services, cyber security, penalties or actions initiated by regulatory authorities for safety of Company's products.

1. Information relating to data breaches:

- a. No. of instances of data breaches: NIL
- b. Percentage of data breaches involving personally identifiable information of customers: Not Applicable
- c. Impact, if any, of the data breaches: Not Applicable

Leadership Indicators: NA

Report on Corporate Governance

Corporate Governance primarily involves transparency, full disclosure, independent monitoring of the Company's affairs and being fair to all stakeholders.

Good Corporate Governance facilitates efficient, effective and entrepreneurial management that can deliver stakeholder value over the longer term. It is about commitment to values and ethical business conduct. It is a set of laws, regulations, processes and customs affecting the way a company is directed, administrated, controlled or managed.

The Directors present the Company's Report on Corporate Governance pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE

Black Rose Industries Limited ("Black Rose/ the Company") believes that Good Corporate Governance creates goodwill amongst stakeholders, thus, helps the Company to achieve its long-term corporate goals, brings consistent sustainable growth and generates competitive return for the investors.

The Company also believes that Transparency, Accountability and Compliance of various laws are the key elements for achieving Good Corporate Governance.

B BOARD OF DIRECTORS

The Board of Directors ('the Board') is the apex body, constituted by the shareholders, for overseeing the Company's overall functioning. The Board provides strategic direction, leadership and guidance to the Company's Management and monitors the performance of the Company with the objective of creating long-term value for the various stakeholders and the Company.

During the year under review, the composition of the Board was in conformity with Regulation 17 of the Listing Regulations read together with Section 149 and 152 of the Act and rules framed thereunder. As on March 31, 2024, the Board consisted of Six (6) Directors, out of which four Directors (66.67%) were Non-Executive Directors ('NEDs'). The Company has one a Non-Executive Chairperson, two Whole-time Directors and three Independent Director ('IDs') including one Women ID.

Composition of the Board, Category of Directors, Other Directorships, Committee Memberships and Chairmanships of other companies are given in the table below:

Name of Director	Category	Board Meeting attended / held	Attendance at the AGM held on 29-09-2023	Directorship in other Companies (*)	Membership / Chairmanship of the Committees of the Board of other Companies (**)		Directorship held in other Listed Entities along with Category
					Member	Chairman	
# Mr. Anup Jatia	Chairman and Non-Executive Director	6/7	Yes	1	NIL	NIL	NIL
Mrs. Shruti Jatia (Appointed w.e.f. September 03, 2023)	Whole-Time Director	2/7	Yes	3	2	NIL	- Control Print Limited (Non-Executive - Independent Director) - Hercules Hoists Limited (Non-Executive - Independent) Director
Mr. Ambarish Daga (Appointed w.e.f. July 26, 2023)	Whole-Time Director	5/7	Yes	NIL	NIL	NIL	NIL
Mr. Rishabh Saraf	Independent/ Non-Executive Director	3/7	Yes	2	3	1	- Remi Edelstahl Tubulars Limited (Managing Director)

Name of Director	Category	Board Meeting attended / held	Attendance at the AGM held on 29-09-2023	Directorship in other Companies (*)	Membership / Chairmanship of the Committees of the Board of other Companies (**)		Directorship held in other Listed Entities along with Category
					Member	Chairman	
Mr. Abhishek Murarka (Appointed w.e.f. July 26, 2023)	Independent/ Non-Executive Director	5/7	Yes	0	2	1	NIL
Mrs. Deepa Poncha (Appointed w.e.f. September 03, 2023)	Independent/ Non-Executive Director	3/7	Yes	3	1	0	NIL
Ms. Garima Tibrawalla	Independent/ Non-Executive Director	4/7	N.A.		Resigned w.e.f. September 02, 2023		
Mr. Sujay Sheth	Independent/ Non-Executive Director	2/7	Yes		Retired w.e.f. September 29, 2023		
Mr. Basant Kumar Goenka	Independent/ Non-Executive Director	4/7	Yes		Retired w.e.f. September 29, 2023		
Mr. Sandeep Chokhani (Resigned w.e.f. May 11, 2023)	Executive Director	NIL	N.A.		Resigned w.e.f. May 11, 2023		
Mr. Ratan Kumar Agrawal	Executive Director	2/7	Yes		Appointed w.e.f. May 11, 2023 and resigned from his position w.e.f. July 26, 2023		

During the year under Designation of Mr. Anup Jatia has changed from Whole-Time Director to Non- Executive Director w.e.f. July 26, 2023 and to Chairman of the Company w.e.f. January 31, 2024.

(*) Excludes Directorships in Black Rose Industries Limited, Private Limited Companies, Foreign Companies and Companies registered under section 8 of the Companies Act, 2013.

(**) Includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Companies (excluding the membership and chairmanship in Black Rose Industries Limited).

During the financial year 2023-24, seven (7) meetings of the Board of Directors of the Company were held respectively on May 26, 2023; July 26, 2023; August 08, 2023; September 02, 2023; September 29, 2023; November 07, 2023 and January 31, 2024.

Disclosures of relationships between directors inter-se

As at March 31, 2024, the Board comprises of 6 directors. None of the Directors other than Mrs. Shruti Jatia, Whole-Time Director of the Company W/o Mr. Anup Jatia, Non - Executive Chairman of the Company are related to each other.

Equity Shareholding of the Non – Executive Directors in the Company as on March 31, 2024

Sr. No.	Name of the Non – Executive Director	No. of Shares
1	Mr. Anup Jatia	NIL
2	Mr. Rishab Saraf	NIL
3	Mr. Abhishek Murarka	NIL
4	Mrs. Deepa Poncha	NIL

Details of familiarization programmes imparted to independent Directors

The details of familiarization programmes imparted to independent directors is provided on the Company's website www.blackrosechemicals.com.

Key Board qualifications, expertise and attributes

The Company's core business includes chemical distribution and chemical manufacturing.

The chemical distribution business consists mainly of import and sales of specialty and performance chemicals manufactured by overseas and domestic principals. The chemical manufacturing consists of production of Acrylamide, Polyacrylamide Liquid, N-Methylol Acrylamide and Acrylamide Solid.

In order to effectively discharge its duties, it is necessary that collectively the Directors hold the appropriate balance of skills, experience and expertise. The Board seeks a complementary diversity of skills and experience across its members, ensuring that the Board is in compliance with the highest standards of corporate governance.

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

Sr. No.	Name of Director	Skill / Expertise / Competencies			
		Sales & Marketing	General management / Governance	Financial Skills	Legal and Regulatory expertise
i)	Mr. Anup Jatia	✓	✓	✓	✓
ii)	Mrs. Shruti Jatia	✓	✓	✓	✓
iii)	Mr. Ambarish Daga	✓	✓	✓	✓
iv)	Mr. Rishabh Saraf	✓	✓	✓	✓
v)	Mr. Abhishek Murarka	-	✓	✓	✓
vi)	Mrs. Deepa Poncha	-	✓	✓	✓

Declarations

The Company has received declarations from the Independent Directors that they meet the criteria of independence laid down under the Act and the Listing Regulations. The Board of Directors, based on the declaration(s) received from the Independent Directors, have verified the veracity of such disclosures and confirm that the Independent Directors fulfill the conditions of independence specified in the Listing Regulations and the Act and are independent of the management of the Company. Based on intimations/disclosures received from the Directors periodically, the Directors of the Company hold positions of memberships/Chairmanships of the committees which are not more than the prescribed limits.

Confirmation on the conditions specified in Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Board confirms that the Independent Directors fulfill the conditions specified in Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

Detailed reasons for the resignation of an independent Director who resigns before the expiry of his/her tenure along with a confirmation by such Director that there are no other material reasons other than those provided.

During the year, Mr. Sujay Rajababu Sheth and Mr. Basant Kumar Goenka, Independent Directors of the

Company, vacated their office due to the completion of their tenures on September 29, 2023, respectively.

None of the Independent Directors of the Company resigned before the expiry of their tenures, except Mrs. Garima Tibrawalla, who resigned from her position on September 2, 2024, due to increasing commitments and responsibilities within her family that required her to dedicate more time and attention. Mrs. Tibrawalla also confirmed that there were no other material reasons for her resignation.

C COMMITTEES

Given below is the composition and the terms of reference of various Committees constituted by the Board, inter alia, including the details of meetings held during the year and attendance thereat. All Committee decisions are taken, either at the meetings of the Committee or by passing of circular resolutions. The Company Secretary acts as the Secretary for all the Committees. The Chairperson of each Committee briefs the Board on significant discussions at the meetings. During the year under review all recommendations made by the various Committees were accepted by the Board. The minutes of the meetings of all Committees of the Board are placed before the Board for noting.

1 AUDIT COMMITTEE

The Company has constituted an Audit Committee. The composition, procedure, role/function of the committee complies with the requirements of the Companies Act, 2013 as well as those of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

a. The brief terms of reference of the Audit Committee includes the following:

- (1) To oversee the company's financial reporting process and disclosures of its financial information to ensure that the financial statement is correct, sufficient and credible.
- (2) To recommend Board of Directors of the Company for appointment, re-appointment and removal of statutory auditors and to fix their audit fees and approve payment for any other services rendered by the statutory auditors.
- (3) To review with the management, quarterly, half yearly and annual financial statements including of subsidiaries / associates, before submission to the board for approval.
- (4) To review with the management, performance of statutory and internal auditors and adequacy of internal control system.
- (5) To review the adequacy of internal audit function including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- (6) To discuss with internal auditors any significant findings and also reviewing the findings of any internal investigations by the internal auditors into the matters where there is suspected fraud or irregularities or a failure of internal control systems of material nature and reporting the matter to the board.
- (7) To discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- (8) To review Management Discussion and Analysis of financial condition and results of operations, Management letters / letters of internal control weaknesses issued by the statutory auditors and Internal Audit Reports relating to internal control weaknesses.
- (9) To review particulars with reference to matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013.
- (10) To review the Company's financial and risk management policies.
- (11) Disclosure of any related party transactions including approval of transactions of the Company with related parties and any subsequent modification(s) of such transactions.
- (12) Modified opinion(s) in the draft audit report.
- (13) Scrutiny of inter-corporate loans and investments.
- (14) To perform such other functions as may be delegated by the Board of Directors of the Company.

b. Composition, Meeting and Attendance

Name of the Member(s)	Designation	Category	Meetings held	Meetings attended
*Mr. Abhishek Murarka	Chairman	Independent/Non-Executive - Director	4	2
Mr. Anup Jatia	Member	Non-Executive – Non Independent Director	4	4
Mr. Rishabh Saraf	Member	Independent/Non-Executive - Director	4	3
**Mrs. Deepa Poncha	Member	Independent/Non-Executive - Director	4	2

(*) Mr. Abhishek Murarka was appointed as chairman of the Audit committee w.e.f. September 29, 2023.

(**) Mrs. Deepa Poncha was appointed as member of the Audit committee w.e.f. September 9, 2023.

Company Secretary of the Company acted as Secretary to the Committee.

During the Financial Year 2023-24, Mr. Sujay Sheth, Chairman and Mr. Basant Kumar Goenka, member of the audit committee resigned from their positions w.e.f. September 29, 2023.

During the year four (4) meetings of the Audit Committee were held respectively on May 26, 2023; August 08, 2023; November 07, 2023 and January 31, 2024.

2 STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Company has constituted Stakeholders Relationship Committee of the Board of Directors as per the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 to look into the redressal of Shareholders'/ Investors' Complaints/Grievances pertaining to transfer, transmission or credit of shares, non-receipt of annual reports, dividend payments, bonus shares and any other allied connected matters.

The Committee reviews performance of the Registrar and Share Transfer Agents of the company periodically and recommends measures for overall improvements in the quality of investors/shareholders related services.

a. The brief terms of reference of the Stakeholders' Relationship Committee includes the following:

- (1) Resolving the grievances of the security holders of the Company including complaints related

b. Composition, Meeting and Attendance

Name of the Member(s)	Designation	Category	Meetings held	Meetings attended
Mr. Rishabh Saraf	Chairman	Independent/Non-Executive - Director	1	NIL
Mr. Anup Jatia	Member	Non-Executive Director	1	1
Mr. Abhishek Murarka	Member	Independent/Non-Executive - Director	1	1

During the year, Mr. Basant Kumar Goenka ceased to be the member of the Stakeholder's Relationship Committee and Mr. Abhishek Murarka was appointed as member of Committee in place of Mr. Goenka w.e.f September 29, 2023.

Company Secretary of the Company acted as Secretary to the Committee.

During the financial year 2023-24, one (1) meeting of the Stakeholder Relationship Committee was held on January 31, 2024.

M/s. Satellite Corporate Services Private Limited is the Registrar and Share Transfer Agents both for physical as well as electronic mode.

The table below gives the number of complaints received, resolved and pending during the year 2023-24,

Number of Complaints		
Received	Resolved	Pending
4	4	NIL

to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

- (2) Review of measures taken for effective exercise of voting rights by shareholders.
- (3) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (4) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

3 NOMINATION AND REMUNERATION COMMITTEE

a. Terms of Reference

- (1) To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- (2) To formulate criteria for evaluation of Independent Directors and the Board.
- (3) To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down in the Nomination and Remuneration policy of the Company and recommend to the Board of Directors their appointment and removal.
- (4) To carry out evaluation of Director's performance.
- (5) To recommend to the Board the appointment and removal of Directors and Senior Management.
- (6) To recommend to the Board, policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.

- (7) To devise a policy on Board diversity, composition and size.
- (8) Succession planning for replacing Key Executives.
- (9) To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable and to perform such other functions as may be necessary or appropriate for the performance of its duties.

b. Composition, Meeting and Attendance

Name of the Member(s)	Designation	Category	Meetings held	Meetings attended
Mr. Rishabh Saraf	Chairman	Independent/Non-Executive - Director	3	1
Mr. Anup Jatia	Member	Non-Executive Director	3	NIL
Mr. Abhishek Murarka	Member	Independent/Non-Executive - Director	3	NIL
Mrs. Deepa Poncha	Member	Independent/Non-Executive - Director	3	NIL

During the year, Mrs. Garima Tibrawalla ceased to be the member of the Nomination and Remuneration Committee and Mr. Anup Jatia was appointed as member of Committee w.e.f. September 02, 2023.

Further Mr. Sujay Sheth and Mr. Basant Kumar Goenka ceased to be the member of the Committee whereas Mr. Abhishek Murarka and Mrs. Deepa Poncha were appointed as member of the Committee on September 29, 2023.

Company Secretary of the Company acted as Secretary to the Committee.

During the financial year 2023-24, three (3) meetings of the Nomination and Remuneration Committee were held on July 26, 2023; August 08, 2023 and September 02, 2023.

a. Performance evaluation criteria for Independent Directors

While evaluating the performance of the Directors, the following parameters were considered:

- (1) Attendance at the meeting of the Board and Committee.
- (2) Participating in Board Meetings or Committee Meetings actively.
- (3) Preparation for the Board Meetings.
- (4) Contribution to strategic decision making.
- (5) Contribution to areas relating to risk assessment and risk mitigation.
- (6) Review of financial statements and business performance.

(7) Contribution to the enhancement of brand image and positive growth of the company.

(8) Updation of knowledge of his / her area of expertise.

(9) Manner of communication with other Board Members.

b. Remuneration Policy

The Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees is available on the website of the company at www.blackrosechemicals.com

The remuneration policy followed by the Company takes into consideration performance of the Company during the year and for the Executive Director on certain parameters, such as condition of the industry, achievement of budgeted targets, growth and diversification, remuneration in other companies of comparable size and complexity, performance of the directors at meetings of the Board and of the Board Committees, etc.

4. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee is constituted pursuant to Section 135 of the Companies Act, 2013.

a. Terms of Reference

- (1) Formulate and recommend to the Board, a CSR Policy.
- (2) Recommend to the Board CSR activities to be undertaken by the Company.
- (3) Monitor the CSR Policy of the Company from time to time and ensure its compliance.

b. Composition, Meeting and Attendance

Name of the Member(s)	Designation	Category	Meetings held	Meetings attended
Mrs. Shruti Jatia	Chairperson	Executive Director	1	1
Mr. Anup Jatia	Member	Non-Executive Director	1	1
Mr. Rishab Saraf	Member	Independent/Non-Executive - Director	1	1
Mrs. Deepa Poncha	Member	Independent/Non-Executive - Director	1	1

During the year, Mr. Sandeep Chokhani ceased to be the member of the Corporate Social Responsibility Committee and Mr. Ratan Kumar Agarwal was appointed as member in place of Mr. Chokhani w.e.f. May 11, 2023. Mrs. Shruti Jatia and Mrs. Deepa Poncha were appointed as the member of the committee w.e.f. September 03, 2023.

Company Secretary of the Company acted as Secretary to the Committee.

During the financial year 2023-24, one (1) meeting of the Corporate Social Responsibility Committee was held on November 07, 2023.

5. RISK MANAGEMENT COMMITTEE

The Risk Management Committee is constituted pursuant to Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

a. Terms of Reference

- (1) To formulate a detailed risk management policy.
- (2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
- (3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems.
- (4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity.
- (5) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken.
- (6) The appointment, removal and terms of reference of Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

b. Composition, Meeting and Attendance

Name of the Member(s)	Designation	Category	Meetings held	Meetings attended
Mr. Anup Jatia	Member	Non-Executive Director	2	1
Mr. Abhishek Murarka	Member	Independent/Non-Executive - Director	2	1
Mr. Ratan Agrawal	Member	Chief Financial Officer	2	2

During the year Mr. Sandeep Chokhani ceased to be the member of the Risk Management Committee w.e.f. May 11, 2023. Also, Mr. Basant Kumar Goenka ceased to be the member of the Committee and Mr. Abhishek Murarka was appointed as the member in the place of Mr. Chokhani w.e.f. September 29, 2023.

During the financial year 2023-24, two (2) meetings of the Risk Management Committee was held on November 07, 2023 and January 31, 2024.

D. REMUNERATION TO DIRECTORS

- a. During the year under review, there was no pecuniary relationship or transactions between the Company and any of its Non-Executive-Directors apart from sitting fees.
- b. The criteria for making payments to Non-Executive Directors is placed on the website of the Company at www.blackrosechemicals.com
- c. The Non-Executive Directors, including Independent Directors, are paid sitting fees for attending the meetings of the Board and Committee meetings.
- d. The Company has not granted Stock Options to any of its Directors.

e. Remuneration Paid to Directors during 2023-24

Sr. No.	Name of Director	Salary and Perquisites	Commission	Sitting Fees	Total
		₹	₹	₹	₹
1.	Mr. Anup Jatia	2,956,988/-	NIL	195,000/-	3,151,988/-
2.	Mrs. Shruti Jatia	2,080,000/-	NIL	NIL	2,080,000/-
3.	Mr. Ambarish Daga	1,949,797/-	NIL	NIL	1,949,797/-
4.	Mr. Rishabh Saraf	NIL	NIL	165,000/-	165,000/-
5.	Mrs. Deepa Poncha	NIL	NIL	135,000/-	135,000/-
6.	Mr. Abhishek Murarka	NIL	NIL	195,000/-	195,000/-
7.	Mr. Ratan Agrawal	534,639/-	NIL	NIL	534,639/-
8.	Mr. Sandeep Chokhani	496,554/-	NIL	NIL	496,554/-
9.	Mrs. Garima Tibrawalla	NIL	NIL	165,000/-	165,000/-
10.	Mr. Basant Kumar Goenka	NIL	NIL	180,000/-	180,000/-
11.	Mr. Sujay Sheth	NIL	NIL	105,000/-	105,000/-

- f. **Details of fixed components and performance linked incentives along with the Performance Criteria:** Remuneration of the Executive Directors is determined by the Board on the recommendation of the Nomination & Remuneration Committee, subject to the approval of the Shareholders. The Executive Directors are entitled to commission, payable annually for each financial year based on the Net Profit of the Company, as may be determined by the Board.

E GENERAL BODY MEETING**- Location and time of last three Annual General Meetings**

Year	Venue	Day and Date	Time
2022-2023	Conducted through Video Conferencing/Other Audio	Friday, September 29, 2023	11.30 a.m.
2021-2022	Visual Means. Deemed venue was the Registered Office	Thursday, September 29, 2022	11:30 a.m.
2020-2021	of the Company situated at 145/A, Mittal Tower, Nariman Point, Mumbai – 400 021.	Wednesday, September 29, 2021	11:30 a.m.

- Special Resolutions passed in previous Three Annual General Meetings

At the AGM held on September 29, 2023 five special resolutions were passed by the shareholders with respect to Appointment of Mrs. Shruti Jatia (DIN: 00227127) as Whole-Time Director, Appointment of Mr. Ambarish Daga (DIN: 07125212) as Whole-time Director, Re-appointment of Mr. Rishabh Saraf (DIN: 00161435) as Independent Director, Appointment of Mr. Abhishek Murarka (DIN: 00876022) as Independent Director and Appointment of Mrs. Deepa Poncha (DIN: 01916512) as an Independent Director of the Company.

At the AGM held on September 29, 2022 two special resolutions were passed by the shareholders with respect to Increase of borrowing powers of the Board and Creation of mortgage/charge on the properties/undertakings of the Company.

At the AGM held on September 29, 2021 two special resolutions were passed by the shareholders with respect to revision in terms of remuneration of Mr. Anup Jatia, Executive Director and Mr. Sandeep Chokhani, Whole-time Director.

- Special Resolution passed through Postal Ballot

No special resolution was passed through Postal Ballot during the financial year 2023-2024. Further, no special resolution is proposed to be passed through Postal Ballot as on date of this report.

F MEANS OF COMMUNICATION WITH SHAREHOLDERS

- a. The quarterly, half yearly and annual financial results of the Company are published in widely circulated newspapers such as Business Standard/Financial Express (in English language) and Mumbai Lakshadweep (in Marathi language). The results are also displayed on the Company's website www.blackrosechemicals.com

b. Official News Releases

In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section under 'Investor Relations' on the Company's website gives information on various announcements made by the Company, status of unclaimed dividend, Annual Report, Quarterly/Half yearly/Nine-months and Annual financial results along with the applicable policies of the Company.

Press reports are given on important occasions to the Stock Exchange. The Company's official news releases and Investor Presentations are published on the Company's website www.blackrosechemicals.com.

G GENERAL SHAREHOLDERS' INFORMATION

1. Annual General Meeting

Date	Day	Time	Venue
September 23, 2024	Monday	02:00 p.m.	The Company is conducting meeting through Video Conferencing (VC)/Other Audio Visual Means (OAVM) as permitted under General Circular No. 09/2023 on September 25, 2023 issued by Ministry of Corporate Affairs.

2. Financial Year: April 1-March 31

3. Dividend Payment Date: Within the Statutory Time Limit

4. Listing on Stock Exchange

The equity shares of the company are listed on BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001.

The Company has paid annual listing fees for the financial year 2024-2025 to the exchange where the shares of the Company are listed.

5. Stock Code: 514183

6. Market Price Data

Month	High Price (₹)	Low Price (₹)
April, 2023	162.00	108.40
May, 2023	158.50	133.00
June, 2023	146.90	138.00
July, 2023	141.60	131.05
August, 2023	151.50	133.00
September, 2023	173.20	140.15
October, 2023	146.25	132.00
November, 2023	164.70	135.00
December, 2023	160.00	141.40
January, 2024	159.00	139.00
February, 2024	151.90	138.00
March, 2024	144.00	120.10

7. Black Rose Share Performance

Month	BSE Sensex (Closing Points)	Closing Price (₹)
April, 2023	61112.44	141.25
May, 2023	62622.24	144.05
June, 2023	64718.56	138.45
July, 2023	66527.67	132.70
August, 2023	64831.41	145.95
September, 2023	65828.41	143.75
October, 2023	63874.93	135.45
November, 2023	66988.44	144.50
December, 2023	72240.26	151.00
January, 2024	71752.11	148.60
February, 2024	72500.30	140.50
March, 2024	73651.35	122.30

8. Registrar and Share Transfer Agents

M/s. Satellite Corporate Services Private Limited
Office No. A - 106 & 107, Dattani Plaza,
East West Compound,
Andheri Kurla Road, Safed Pool,
Sakinaka, Mumbai – 400072.
Tel: 022 – 28520461, 28520462.
Fax: 022-28511809
E-mail: service@satellitecorporate.com

The Registrars can be contacted between 10:00 a.m. to 05:00 p.m.

9. Share Transfer System

With effect from April 1, 2019, Securities and Exchange Board of India ("SEBI") has barred physical transfer of shares of listed companies and mandated transfers only in demat mode. SEBI in continuation of its efforts to enhance ease of dealing in securities market by investors has mandated the listed entities to issue securities for the following service requests only in dematerialized form: issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition.

Further, during the year under review SEBI has also simplified the process for transmission of shares and issue of duplicate share certificates to make it more efficient and investor friendly.

The manner and process of making application as per the aforesaid revised framework and operational guidelines thereto can be availed from our RTA by writing an e-mail at service@satellitecorporate.com.

The Company on a yearly basis files with the Stock Exchanges:

- a compliance certificate duly signed by both, the Compliance Officer of the Company and the authorised representative of the RTA certifying that all activities in relation to share transfer facility is maintained by Satellite Corporate Services Private Limited, Registrar and Share Transfer Agent registered with the SEBI.
- a certificate of compliance from a Company Secretary in practice confirming issue of share certificates within a period of 30 days of lodgment of the investor service request as prescribed under Regulation 40(9) of the Listing Regulations.

SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 1, 2023, vide its circular dated March 16, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, Satellite Corporate Services Private Limited, at service@satellitecorporate.com. The forms for updating the same are available at www.blackrosechemicals.com.

Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP.

In case a holder of physical securities fails to furnish PAN and KYC details before October 1, 2023, in accordance with the SEBI circular dated March 16, 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA/the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002.

10. Distribution of Shareholding as at March 31, 2024

Nominal Values (in ₹)	Number of Shareholders	Number of Shares Held	Percentage to Capital
UPTO - 5,000	68,827	7,609,293	14.92
5,001 - 10,000	86	610,729	1.2
10,001- 20,000	40	572,699	1.12
20,001- 30,000	12	299,051	0.59
30,001 - 40,000	6	212,120	0.42
40,001 - 50,000	11	517,786	1.02
50,001 - 100,000	9	673,607	1.32
100,001 & Above	9	40,504,715	79.42
Total	69,000	51,000,000	100.00

11. Dematerialization of Shares and Liquidity

The process of conversion of shares from physical form to electronic form is known as dematerialization. For dematerializing the shares, the shareholders should open a demat account with a Depository Participant (DP). The shareholders are required to fill in a Demat Request Form and submit the same along with the original share certificates to his DP. The DP will allocate a demat request number and shall forward the request physically and electronically through NSDL/CDSL to Registrar and Share Transfer Agent. On receipt of the demat request both physically and electronically and after verification, the shares are dematerialized and an electronic credit of the shares is given in the account of the shareholder.

The Company's has availed demat facility with National Securities Depositories Limited (NSDL) and Central Depositories Securities Limited (CDSL) and the Company's ISIN is INE761G01016.

As on March 31, 2024, 96.84% of the total paid up equity share capital of the Company are in dematerialization form.

12. Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in past and hence as on March 31, 2024, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

13. Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

The company has the policy of systematically hedging its trade exposures using forward contracts. Wherever possible transactional currencies are aligned to the reporting currency in order to obviate exchange fluctuation impact.

14. Plant Locations

Plot No. 675, GIDC, Jhagadia Industrial Estate, Jhagadia – 393110. Dist. – Bharuch, Gujarat.	Shree Laxmi Co-Op. Industrial Estate Ltd. Plot No. 11 to 18, Hatkanangale – 416109. Dist – Kolhapur, Maharashtra.
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15. Address for Correspondence

Mr. Ankit Kumar Jain Company Secretary and Compliance Officer M/s. Black Rose Industries Limited 145-A, Mittal Tower, Nariman Point, Mumbai-400021. Tel: 022-43337200 E-mail id: investor@ blackrosechemicals.com	M/s. Satellite Corporate Services Private Limited Office No. A 106 & 107, Dattani Plaza, East West Compound, Andheri Kurla Road, Safed Pool, Sakinaka, Mumbai – 400 072. Tel: 022 – 28520461, 28520462. Fax: 022-28511809 E-mail: service@ satellitecorporate.com
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16. Credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad:

The Company has not issued any debt instruments and does not have any fixed deposit programme or any scheme or proposal involving mobilization of funds in India or abroad during the financial year ended March 31, 2024.

The ratings given by CRISIL for short-term borrowings and long-term borrowings of the Company during the year are CRISIL A2 (Reaffirmed) and CRISIL BBB+/Stable (Reaffirmed) respectively. There was no revision in the said ratings thereafter.

H DISCLOSURES:

1. Related Party Transactions

All transactions entered with related parties as defined under the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligation Disclosure Requirements) Regulations, 2015 during FY 2023-24 were in the ordinary course of business and on arm's length pricing basis and therefore no approval of the Board of Directors or Shareholders is applicable under the provisions of Section 188 of the Companies Act, 2013.

There were no materially significant related party transactions of the Company which have potential conflict with the interest of the Company.

Suitable disclosures as required by Indian Accounting Standards (Ind AS 24) have been made in the notes to the Financial Statements. The Board has approved a policy for related party transactions which can be accessed at the Company's website www.blackrosechemicals.com

2. Statutory Compliance, Penalties and Strictures

The Company has complied with all the requirements of regulatory authorities. Thereafter, no penalties/strictures were imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matters related to capital markets during the last three years.

3. Vigil Mechanism Policy/Whistle Blower Policy

The Company believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior. The Company has adopted a Vigil Mechanism policy to provide a secure environment and to encourage employees of the Company to report unethical, unlawful or improper practice, acts or activities. The reportable matter may be disclosed to the Audit Committee. Employees may also report to the Chairman of the Audit Committee.

During the year under review, no employee was denied access to the Audit Committee.

4. Mandatory and Non-mandatory requirements

The Company has complied with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has fulfilled the following non-mandatory requirements as prescribed in Schedule II, Part E of Regulation 27(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Reporting of Internal Auditors: The internal auditor reports directly to the audit committee and they attend the meetings of the Audit Committee and presents their internal audit observations to the Audit Committee.

Modified Opinion in auditors Report: Company's financial statements for the year ended March 31, 2024 do not contain any modified audit opinion.

5. The policy for determination of Material Subsidiary and Related Party Transactions is available on company's website www.blackrosechemicals.com.
6. The Company has duly complied with the requirements specified in Regulations 17 to 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

7. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under regulation 32(7A) – Not Applicable
8. Certificate from M/s. Shiv Hari Jalan & Co., Company Secretaries in Whole-Time Practice is attached (which forms integral part of this report) confirming that none of the Directors on the board of the company have been debarred or disqualified from being appointed or continuing as Directors of the companies by the Board/Ministry of Corporate Affairs of any such statutory authority.
9. There was no such instance during FY 2023-24 when the board has not accepted any recommendation of any committee of the board.
10. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditors and all entities in the network firm/network entity of which the statutory auditor is apart is given below:

Payment to Statutory Auditors	FY 2023-24
Audit Fees	₹ 600,000/-
Other Services including reimbursement of expenses	₹ 70,345/-
Total	₹ 670,345/-

11. Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
 - a) Number of complaints filed during the financial year : NIL
 - b) Number of complaints disposed of during the financial year : NIL
 - c) Number of complaints pending as on end of the financial year : NIL
12. In the preparation of the financial statements, the Company has followed the Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013, read with relevant rules thereunder. The Significant Accounting Policies which are consistently applied have been set out in the notes to the financial statements.
13. During the financial year 2023-24, the Company and its Subsidiaries have not given any loans and advances in the nature of loans to firms/companies in which Directors are interested.
14. M/s. B.R. Chemicals Co., Ltd., Japan, incorporated on April 1, 2011 is the material subsidiary of the Company

and the law of the country of its incorporation does not mandatorily requires to get its financial statements audited and hence details of its Statutory Auditors are not applicable.

15. There was no instance during FY 2023-24 of Non-Compliance of any requirement of corporate governance report of sub-para (2) to (10) of Schedule V (C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
16. Disclosure with respect to demat suspense account/unclaimed suspense account:

In accordance with the requirements of Regulations 34 and 39 read with Schedule V(F) of the SEBI (Listing Obligations and Disclosure Requirements) 2015, details of equity shares which were transferred to Unclaimed Suspense Account are as follows:

Particulars	No. of Shareholders	No. of Equity Shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	2	300
Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	NIL	NIL
Number of shareholders to whom shares were transferred from suspense account during the year	NIL	NIL
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	2	300

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

17. Code of Conduct

The company has adopted a Code of Conduct for the Board of Directors and Senior Management of the Company and all the Board Members and Senior Management have affirmed their adherence to the Code. The Model Code of Conduct is available on the website of the company www.blackrosechemicals.com.

www.blackrosechemicals.com. The declaration from the Executive Director of the company to this effect forms a part of this Annual Report.

18. Code of Conduct for Prevention/Prohibition of Insider Trading

For prevention/prohibition of Insider Trading in securities by the Promoters, Directors and Designated/Specified Employees, the Company has adopted a Code of Conduct as required under SEBI (Prohibition of Insider Trading) Regulations, 2015.

19. Executive Director and Chief Financial Officer (CFO) Certification

A Certificate duly signed by Executive Director and CFO of the Company was placed at the Board Meeting of the Company held on May 28, 2024. A copy of the certificate is annexed to this Annual Report.

20. Disclosure of certain types of agreements binding listed entities: Not Applicable.

I TRANSFER OF UNCLAIMED/UNPAID AMOUNTS TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

In accordance with the provisions of Section 124, 125 and other applicable provisions, if any, of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as "IEPF Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the IEPF, maintained by the Central Government. In pursuance of this, the dividend remaining unclaimed or unpaid in respect of dividends declared upto the financial year ended March 31, 2011 have been transferred to the IEPF. The details of the unclaimed dividend so transferred are available on the Company's website www.blackrosechemicals.com.

Members who have not encashed the divided warrant(s) for dividend declared by the Company for the year ended March 31, 2017; March 31, 2018; March 31, 2019; March 31, 2020; March 31, 2021; March 31, 2022 and March 31, 2023 may forward their claims to the Company's Registrar and Share Transfer Agent before they due to be transferred to the IEPF.

In accordance with Section 124(6) of the Companies Act, 2013, read with the IEPF rules, all the shares in respect of which dividend has remained unclaimed or unpaid for seven consecutive years or more are required to be transferred to the demat account of the IEPF Authority. Accordingly, all the shares in respect of which dividends were declared upto the financial years ended March 31, 2011 and remained unpaid or unclaimed are transferred

to the IEPF. The Company had sent notices to all such members in this regard and published a newspaper advertisement and thereafter transferred the shares to the IEPF during financial year 2018-19. The details of such shares transferred have been uploaded on the Company's website www.blackrosechemicals.com.

The shares and unclaimed dividend transferred to the IEPF can however be claimed back by the concerned shareholders from IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The members/claimant are required to make an online application to the IEPF Authority in Form No. IEPF – 5 (available on www.iepf.gov.in) along with requisite fees as decided by the IEPF Authority from time to time. The members/claimant can file only one consolidated claim in a financial year as per the IEPF rules.

The following table gives information relating to outstanding dividend accounts and the dates when due for transfer to IEPF:

Financial year ended	Dividend Declaration Date	Date to claim before transfer to IEPF
March 31, 2017	21-09-2017	26-10-2024
March 31, 2018	22-09-2018	24-10-2025
March 31, 2019	23-09-2019	24-10-2026
March 31, 2020	29-09-2020	02-11-2027
March 31, 2021	29-09-2021	02-11-2028
March 31, 2022	29-09-2022	01-11-2029
March 31, 2023	29-09-2023	30-10-2030

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members,
Black Rose Industries Limited
145 A Mittal Tower,
Nariman Point Mumbai - 400021.

I, Shiv Hari Jalan, Proprietor of Shiv Hari Jalan & Co., Company Secretary in practice have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Black Rose Industries Limited having CIN L17120MH1990PLC054828 and having registered office at 145 A Mittal Tower, Nariman Point Mumbai - 400021 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company *
1.	Mr. Rishabh Rajendra Saraf	00161435	22/11/2019
2.	Mr. Abhishek Murarka	00876022	26/07/2023
3.	Mrs. Shruti Jatia	00227127	03/09/2023
4.	Mr. Anup Jatia	00351425	18/01/2007
5.	Mr. Ambarish Daga	07125212	26/07/2023
6.	Mrs. Deepa Poncha	01916512	03/09/2023

*The date of appointment in the company is as per the MCA Portal, however the date of Mr. Anup Jatia is stated as original date of appointment in the Company as per form No. 32 made available to us by the Company.

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

For **Shiv Hari Jalan & Co.**
Company Secretaries
FRN: S2016MH382700

(Shiv Hari Jalan)
Proprietor
FCS No: 5703
C.P. No: 4226
PR No. 1576/2021

Place: Mumbai
Date: 31.07.2024
UDIN: F005703F000861547

DECLARATION OF CODE OF CONDUCT

The Board of Directors
Black Rose Industries Limited
145/A, Mittal Tower,
Nariman Point,
Mumbai – 400021.

July 31, 2024

Dear Sir,

Sub: Declaration regarding affirmation of Code of Conduct

As provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Ambarish Daga, Whole-Time Director of the Company hereby confirm and declare that all Board Members and Senior Management Executives have affirmed compliance with the "Code of Business Conduct for Directors and Senior Management Executives of the Company" for the year ended March 31, 2024.

Thanking You,
For **Black Rose Industries Limited**

Ambarish Daga
Whole-Time Director
DIN: 07125212

CEO/CFO CERTIFICATION

The Board of Directors
Black Rose Industries Limited
145/A, Mittal Tower,
Nariman Point, Mumbai – 400021.

Date: May 27, 2024

We, the undersigned in our respective capacities as Whole-Time Director and Chief Financial Officers, certify to the Board in terms of requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that:

- A. We have reviewed the audited financial statements and the cash flow statements for the year ended March 31, 2024 and to the best of our knowledge and belief:
- (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the quarter which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. For the purpose of financial reporting, we accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and also have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We further certify that:
- (1) Significant changes in internal control over financial reporting during the year have been indicated to Auditors and Audit Committee;
 - (2) Significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements;
 - (3) There have been no instances of significant fraud of which we are aware during the year.

Ambarish Daga
Whole-Time Director
(DIN: 07125212)

Ratan Agrawal
Chief Financial Officer

CERTIFICATION ON CORPORATE GOVERNANCE

To,
The Members of Black Rose Industries Limited,

I, Shiv Hari Jalan, Proprietor of Shiv Hari Jalan & Co., Company Secretary in practice have examined the compliance of conditions of Corporate Governance by **Black Rose Industries Limited** ('the Company') for the year ended March 31, 2024 as stipulated in Regulations 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

I have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

Based on my examination of the relevant records and according to the information and explanations provided to me and the representations provided by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2024.

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

Restriction on use

This certificate is issued solely for the purpose of compliance with the aforesaid regulations and may not be suitable for any other purpose.

For **Shiv Hari Jalan & Co.**
Company Secretaries
FRN: S2016MH382700

(Shiv Hari Jalan)
Proprietor
FCS No: 5703
C.P. No: 4226
PR No. 1576/2021

Place: Mumbai
Date: 31.07.2024
UDIN: F005703F000861571

Independent Auditor's Report

To

The Members of

BLACK ROSE INDUSTRIES LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

- 1) We have audited the accompanying Standalone Financial Statements of **BLACK ROSE INDUSTRIES LIMITED** ("the Company") which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year ended March 31, 2024 and notes to the financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").
- 2) In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024 and its profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

- 3) We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

Key Audit Matters

- 4) Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Standalone Financial Statements for the year ended 31st March 2024. These matters were addressed in the context of our audit of the standalone financial statements as a whole and in forming our opinion on these matters. We have determined the matters described below to be the Key Audit Matters to be communicated in our report:

Sr. No	Key Audit Matter	Our Response
1	<p>Identification and disclosures of Related Parties:</p> <p>The Company has related party transactions which include, amongst others, sale and purchase of goods/services and lending and borrowing to its other related parties.</p> <p>Focused on identification and disclosure of related parties as a key audit matter.</p>	<p>Our audit procedures amongst others include:</p> <ul style="list-style-type: none"> • Obtained a list of related parties from the management. • Evaluated the design and tested the operating effectiveness of controls over identification and disclosure of related party transactions. • Obtained a list of related parties from the Company's Management and traced the related parties to declarations given by directors, where applicable, and to Note 41 the standalone Ind AS financial statements. • Read minutes of the meetings of the Board of Directors and Audit Committee. • Tested material creditors/debtors, loan outstanding/loans taken to evaluate existence of any related party relationships; tested transactions based on declarations of related party transactions given to the Board of Directors and Audit Committee. • Evaluated the disclosures in the standalone Ind AS financial statements for compliance with Ind AS 24.

Other Information

- 5) The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report but does not include the standalone financial statements and our auditor's report thereon. The Company's annual report is expected to be made available to us after the date of this auditor's report.
- 6) Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- 7) In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.
- 8) When we read the Company's Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

Management and Board of Directors' Responsibilities for the Standalone Financial Statements

- 9) The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, the financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act.
- 10) This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
- 11) In preparing the standalone financial statements, management and Board of director 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 is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

- 12) Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.
- 13) As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
 - Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence

obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 14) 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.
 - 15) 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.
 - 16) From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

- 17) As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 18) (A) As required by section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for certain matters in respect of audit trail as stated in para 18 (B) (vi).
 - (c) The Standalone Balance sheet, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), Standalone Statement of Changes in Equity and the Standalone Statement

of Cash Flow dealt with by this report are in agreement with the relevant books of account.

- (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31 March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**".
- (B) In accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financials position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There is 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 kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
 - b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company

from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
 - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
- c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under clause (iv) (a) and (iv) (b) contain any material misstatement.
- v. The dividend declared/ paid during the year by the Company is in compliance with Section 123 of the Companies Act, 2013.
- vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024, which has a feature of recording audit trail (edit log) facility except that the audit trail was not enabled at the database level for accounting software to

log any direct changes. For accounting software for which audit trail feature is enabled, the audit trail facility has been operating throughout the year for all relevant transactions recorded in the software and we did not come across any instance of audit trail being tampered with during the course of our audit. (Refer Note 54)

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

- (C) With respect to the other matters to be included in the Auditor's Report as per section 197 (16) of the Act:

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

For **M M Nissim & Co LLP**

Chartered Accountants

Firm Registration No. 107122W/W100672

N. Kashinath

Partner

Membership No. 036490

UDIN: 24036490BKGTSG1333

Place: Mumbai

Dated: 28th May, 2024

"Annexure A" To The Independent Auditor's Report

Statement on Matters specified in paragraphs 3 & 4 of the Companies (Auditor's Report) Order, 2020:

- i. In respect of the Company's Property, Plant and Equipment (PPE) and Intangible Assets:
 - a. (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of PPE, Right of Use Assets (ROU) and Capital work in progress (CWIP).
 - (B) The Company has maintained proper records showing full particulars of intangible assets.
 - b. The Company has a regular program of physical verification of its PPE and right of use assets by which it's PPE and right of use assets are verified in a phased manner by the management. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its PPE and right of use assets. No material discrepancies were noticed on such verification.
 - c. Based on our examination of the registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title deeds of all immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the standalone financial statements included under PPE are held in the name of the Company as at the balance sheet date.
 - d. The Company has not revalued any of its PPE or intangible assets.
 - e. According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated during the year or are pending against the Company as at 31st March, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made there under.
- ii. a. The physical verification of inventory has been conducted at reasonable intervals by the management during the year and, in our opinion, the coverage and procedures of such verification by Management is appropriate.

The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.
- b. 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 been sanctioned working capital limits in excess of five crore rupees in aggregate, from banks on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company.
- iii. The Company has not made any investments in, provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year. Hence reporting under clauses (iii) (a), (b), (c), (d), (e) and (f) of the order are not applicable.
- iv. The Company has not granted any loans to or given any guarantee or provided any security to parties covered under Section 185 of the Act during the year. The Company has complied with the provisions of Section 186 of the Act, as applicable, in respect of investments made in a subsidiary company.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Act and the Rules framed there under to the extent notified. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. We have broadly reviewed the books of account and records maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 148 (1) of the Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.
- vii. The Company does not have liability in respect of Service tax, Duty of Excise, Sales tax and Value Added Tax during the year since effective 1st July, 2017, these statutory dues has been subsumed into GST.
 - a. The Company is regular in depositing Undisputed Statutory Dues, including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Duty of Customs, Cess and any other statutory dues with appropriate authorities, where applicable. There are no undisputed amounts payable in respect of such statutory dues which have remained outstanding as at 31st March, 2024 for a period of more than six months from the date they became payable.
 - b. According to the records of the Company, does not have any dues outstanding of income tax, sales tax, service tax, duty of customs, duty of excise, goods and service tax and value added tax on account of any dispute.

- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix.
 - a. The Company has not defaulted in repayment of loans or other borrowings or in payment of interest thereon to any lender during the year.
 - b. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
 - c. The Company has not taken any term loans during the year hence, the requirement to report on clause (ix)(c) of the Order is not applicable to the Company.
 - d. On overall examination of the standalone financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long term purposes by the Company.
 - e. According to the information and explanations given to us and on an overall examination of the standalone 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 subsidiary.
 - f. According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiary.
- x.
 - a. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3 (x) (a) of the Order is not applicable.
 - b. During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally convertible) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi.
 - a. On the basis of our examination and according to the information and explanations given to us, no fraud by the Company or any material fraud on the Company has been noticed or reported during the year, nor have we been informed of any such case by the management.
 - b. To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c. As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.
- xiv.
 - a. Based on the information and explanation provided to us and our audit procedure, in our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
 - b. We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi.
 - a. In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
 - d. According to the information and explanation provided to us during the course of audit, the group does not have any CIC as a part of the group and accordingly reporting under clause (xvi)(d) of Para 3 of the Order is not applicable to the Company.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year. Accordingly, clause 3(xviii) of the order is not applicable.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements and 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 indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a Fund specified in Schedule VII to the Act, in compliance with second proviso to sub-section 5 of section 135 of the Act.
- b) In respect of ongoing projects, the Company has transferred unspent Corporate Social Responsibility

(CSR) amount, to a Special account before the date of this report and within a period of 30 days from the end of the financial year in compliance with the provision of section 135(6) of the Act.

- xxi. The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For **M M Nissim & Co LLP**

Chartered Accountants

Firm Registration No. 107122W/W100672

N. Kashinath

Partner

Membership No. 036490

UDIN: 24036490BKGTSG1333

Place: Mumbai

Dated: 28th May, 2024

Annexure “B” To The Independent Auditor’s Report

Report on the Internal Financial Controls with reference to the aforesaid Standalone Financial Statements under Clause (i) of subsection 3 of Section 143 of the Companies Act, 2013 (the “Act”)

Opinion

- 1) We have audited the internal financial controls with reference to standalone financial statements of **Black Rose Industries Limited** (the “Company”) as of 31st March, 2024 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.
- 2) In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to standalone financial statements and such internal financial were operating effectively as at 31st March, 2024, based on the criteria for internal financial control with reference to standalone financial statements 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 (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (the “ICAI”).

Managements’ Responsibility for Internal Financial Controls

- 3) The management of the Company is responsible for establishing and maintaining internal financial controls based on the internal financial control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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.

Auditor’s Responsibility

- 4) Our responsibility is to express an opinion on the Company’s internal financial controls with reference to standalone financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference

to standalone financial statements were established and maintained and if such controls operated effectively in all material respects.

- 5) Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.
- 6) 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 with reference to standalone financial statements.

Meaning of Internal Financial Controls with reference to Standalone Financial Statements

- 7) A company’s internal financial control with reference to standalone financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control with reference to standalone financial statements includes those policies and procedures that:
 - i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
 - ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
 - iii) 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 with reference to Standalone Financial Statements

- 8) Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes

in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **M M Nissim & Co LLP**

Chartered Accountants

Firm Registration No. 107122W/W100672

N. Kashinath

Partner

Membership No. 036490

UDIN: 24036490BKGTSG1333

Place: Mumbai

Dated: 28th May, 2024

Standalone Statement of Assets and Liabilities

as at 31st March, 2024

Particulars	Note No.	₹ In Lakhs	
		As At 31-03-2024	As At 31-03-2023
I. ASSETS			
1 Non Current Assets			
Property, Plant & Equipment	2	3,680.66	3,614.68
Capital Work-in-Progress	2	458.01	612.86
Right of Use Lease Assets	2	361.32	354.94
Intangible Assets	2	56.33	43.61
Intangible Assets Under Development	2	269.78	186.59
Financial Assets			
(I) Investments	3	16.21	16.21
(II) Other Financial Assets	4	0.32	0.32
Other Non-Current Assets	5	222.00	200.60
Sub-Total: Non-Current Asset		5,064.63	5,029.80
2 Current Assets			
Inventories	6	3,841.10	2,953.28
Financial Assets			
(I) Investments	7	1,227.45	-
(II) Trade Receivables	8	6,503.88	5,892.06
(III) Cash and Cash Equivalents	9	271.80	72.92
(IV) Bank Balances Other Than Cash & Cash Equivalents	10	804.13	1,128.98
(V) Loans	11	0.63	1.90
(VI) Other Financial Assets	12	50.19	49.61
Other Current Assets	13	547.36	281.92
Sub-Total: Current Asset	13	13,246.54	10,380.68
TOTAL ASSETS		18,311.17	15,410.48
II. EQUITY AND LIABILITIES			
1 Equity			
Equity Share Capital	15A	510.00	510.00
Other Equities	15B	13,447.05	11,667.54
Sub-Total: Equity		13,957.05	12,177.54
2 Liabilities			
Non-Current Liabilities			
Financial Liabilities			
(I) Borrowings	16	25.66	49.41
(II) Lease Liabilities	17	13.35	2.21
Provisions	18	75.66	81.98
Deferred Tax Liabilities (Net)	19	372.24	346.74
Sub-Total: Non-Current Liabilities		486.90	480.34
Current Liabilities			
Financial Liabilities			
(I) Borrowings	20	153.91	203.35
(II) Lease Liabilities	21	13.66	11.28
(III) Trade Payables	22		
a. Total Outstanding Dues of Micro Enterprises And Small Enterprises		3.12	31.42
b. Total Outstanding Dues of Creditors Other Than Micro Enterprises And Small Enterprises		3,234.34	2,096.85
(IV) Other Financial Liabilities	23	388.13	261.66
Other Current Liabilities	24	43.10	77.26
Provisions	25	12.82	9.97
Current Tax Liabilities (Net)	14	18.13	60.84
Sub-Total: Current Liabilities		3,867.22	2,752.61
TOTAL EQUITY AND LIABILITIES :		18,311.17	15,410.48

Material Accounting Policies

1

Notes on accounts are an integral part of the Financial Statements

As per our report of even date attached

As per our report of even date attached

For and on behalf of M M Nissim & Co LLP

Chartered Accountants

Firm Regn. No. 107122W/W100672

For and on behalf of the Board of Directors

N. Kashinath

Partner

Membership No. 036490

Shruti Jatia

Executive Director

DIN : 00227127

Ambarish Daga

Executive Director,

Joint CFO & IR Officer

DIN : 07125212

Place: Mumbai

Date: 28th May, 2024

Ratan Kumar Agrawal

Chief Financial Officer

Ankit Kumar Jain

Company Secretary

Standalone Statement of Profit and Loss

for the year ended 31st March, 2024

		₹ In Lakhs	
Particulars	Note No.	For the Year ended 31-03-2024	For the Year ended 31-03-2023
I. INCOME			
Revenue From Operations	26	28,117.10	27,809.19
Other Income	27	389.87	144.85
Total Revenue		28,506.97	27,954.03
II. EXPENDITURE			
Cost of Materials Consumed	28	5,064.57	5,676.04
Purchase of Traded Goods	29	17,059.62	17,515.97
Changes in Inventories of Finished Goods, Work-in-Progress And Traded Goods	30	(385.54)	(136.51)
Employee Benefits Expense	31	759.60	868.46
Finance Cost	32	105.30	196.89
Depreciation and Amortization Expenses	33	300.65	303.51
Other Expenses	34	2,854.00	2,625.62
Total Expenditure		25,758.20	27,049.96
III. Profit Before Tax (I-II)		2,748.77	904.07
Less: Tax Expenses			
Current Tax		685.37	260.33
Deferred Tax		21.58	(15.39)
Earlier Years Adjustments		(0.88)	1.44
		706.07	246.38
IV. Profit for the period		2,042.69	657.69
Other Comprehensive Income			
A. Items That Will Not Be Reclassified To Statement of Profit & Loss A/c			
Actuarial Gain/(Loss) on Employee Benefits		15.57	(1.32)
Income Tax Relating To Items That Will Not Be Reclassified To Profit & Loss A/c		(3.92)	0.33
B. Items That Will Be Reclassified To Statement of Profit & Loss A/c			
Gain/(Loss) On Hedging Instruments		-	-
Income Tax Relating To Items That Will Be Reclassified To Profit & Loss A/c		-	-
V. Total Comprehensive Income For The Period		2,054.34	656.70
Earnings per Equity Share (Nominal Value of share ₹ 1/- each)	42		
Basic (₹)		4.01	1.29
Diluted (₹)		4.01	1.29

Material Accounting Policies

1

Notes on accounts are an integral part of the Financial Statements

As per our report of even date attached

As per our report of even date attached

For and on behalf of M M Nissim & Co LLP

Chartered Accountants

Firm Regn. No. 107122W/W100672

For and on behalf of the Board of Directors

N. Kashinath

Partner

Membership No. 036490

Shruti Jatia

Executive Director

DIN : 00227127

Ambarish Daga

Executive Director,
Joint CFO & IR Officer
DIN : 07125212

Place: Mumbai

Date: 28th May, 2024

Ratan Kumar Agrawal

Chief Financial Officer

Ankit Kumar Jain

Company Secretary

Standalone Statement of Cash Flows

for the year ended 31st March, 2024

₹ in Lakhs

	Year Ended 31-03-2024	Year Ended 31-03-2023
A. Cash Flow From Operating Activities		
Net Profit Before Tax and Extraordinary Items	2,748.77	904.07
Adjustments for:		
Depreciation	300.65	303.51
(Profit)/Loss on Sale of Property Plant and Equipment (PPE)	4.59	-
(Profit)/Loss on Sale of Mutual Fund	(14.95)	-
Unrealised (Gain)/Loss on Mutual Fund - Fair Value	(9.52)	-
Interest Expenses	105.30	183.87
Interest Income	(169.69)	(34.00)
Unrealised Foreign Exchange (Gain)/Loss	(19.88)	(14.83)
Sundry Balances Written Back	(2.05)	(7.72)
PPE Written Off	0.26	-
Allowance for Doubtful Advances/Deposits/ Receivables	18.97	1.94
Accrual of Share Based Payment Reserve	5.67	63.22
Operating Profit Before Working Capital Changes	2,968.11	1,400.05
Adjustments for:		
(Increase)/Decrease in Receivables & Other Assets	(174.36)	894.76
(Increase)/Decrease in Inventories	(887.82)	1673.25
Increase/(Decrease) in Payables, Provisions & Other Liabilities	230.68	(1,511.05)
Cash Generated From Operating Activities	2,136.62	2,457.01
Less : Direct Taxes (Net of Refund)	741.57	182.84
Net Cash Flow From / (Used In) Operating Activities	1,395.04	2,274.16
B. Cash Flow From Investing Activities		
Purchase of Property Plant and Equipment	(298.88)	(560.64)
Sale of Property Plant and Equipment	5.90	-
Fixed Deposits (Placed)/Matured	332.44	(659.76)
Purchase of Mutual Fund	(5,530.00)	-
Sale of Mutual Fund	4327.02	-
Interest Received	161.02	24.70
Net Cash Flow From / (Used In) Investing Activities	(1,002.51)	(1,195.70)
C. Cash Flow From Financing Activities		
Proceed/(Repayment) of Short Term Borrowings From Banks	(45.51)	(861.13)
Repayment of Long Term Borrowings	(27.68)	(31.04)
Proceed of Long Term Borrowings	-	30.00
Unsecured Loan Taken	-	1,500.00
Unsecured Loan Repaid	-	(1,500.00)
Repayment of Operating Lease Liability	(15.18)	(13.16)
Interest Paid	(105.30)	(183.87)
Net Cash Flow / (Used In) From Financing Activities	(193.66)	(1,059.21)
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	198.88	19.26
Cash and Cash Equivalent as at the Beginning of the Year	72.92	53.66
Cash and Cash Equivalent as at the End of the Year	271.80	72.92

Standalone Statement of Cash Flows

for the year ended 31st March, 2024

₹ in Lakhs

	Year Ended 31-03-2024	Year Ended 31-03-2023
Notes:		
1) Cash and Cash Equivalents Comprises of		
a) Cash In Hand	1.52	1.85
b) Bank Balance in Current Accounts	270.28	71.07
	271.80	72.92

- 2) The above Cash Flow Statement has been prepared under the Indirect Method as per Ind AS 7 - Cash Flow.
- 3) Direct Tax paid are treated as arising from operating activity and not bifurcated in investment and financing activities
- 4) Figures of the previous year have been re-grouped and re-classified wherever necessary to correspond with the figures of the current year.
- 5) Refer Note no. 45 for amount spent during the years ended March 31, 2024 and 2023 relating to CSR activities.
- 6) Refer Notes 48 for reconciliation of liabilities from financing activities.
- 7) Figures in brackets represent outflows.

As per our report of even date attached
For and on behalf of M M Nissim & Co LLP
 Chartered Accountants
 Firm Regn. No. 107122W/W100672

For and on behalf of the Board of Directors

N. Kashinath
 Partner
 Membership No. 036490

Shruti Jatia
 Executive Director
 DIN : 00227127

Ambarish Daga
 Executive Director,
 Joint CFO & IR Officer
 DIN : 07125212

Place: Mumbai
 Date: 28th May, 2024

Ratan Kumar Agrawal
 Chief Financial Officer

Ankit Kumar Jain
 Company Secretary

Standalone Statement of Changes in Equity

for the year ended 31st March, 2024

A EQUITY SHARE CAPITAL

For the Year Ended 31.03.2024

		₹ In Lakhs
Balance as at 01 st April, 2023	Changes in equity share capital during the period	Balance as at 31 st March, 2024
510.00	-	510.00

B OTHER EQUITY

For the Year Ended 31.03.2024

Particular	Reserve & Surplus						₹ In Lakhs
	Capital Reserve	Securities Premium Reserve	General Reserve	Shares Option Outstanding Account	Retained Earnings	Effective Portion of Cash Flow hedges	Total Equity
Balance as at 01 st April, 2023	30.00	644.70	62.40	63.22	10,867.22	-	11,667.54
Profit for the year	-	-	-	-	2,042.69	-	2,042.69
Other Comprehensive Income for the year	-	-	-	-	11.65	-	11.65
Total	30.00	644.70	62.40	63.22	12,921.56	-	13,721.88
Transferred to Retained Earnings	-	-	-	-	-	-	-
Dividend	-	-	-	-	(280.50)	-	(280.50)
Shares Based Payments	-	-	-	5.67	-	-	5.67
Balance as at 31st March, 2024	30.00	644.70	62.40	68.89	12,641.06	-	13,447.05

For the Year Ended 31.03.2023

Particular	Reserve & Surplus						₹ In Lakhs
	Capital Reserve	Securities Premium Reserve	General Reserve	Shares Option Outstanding Account	Retained Earnings	Effective Portion of Cash Flow hedges	Total Equity
Balance as at 01 st April, 2022	30.00	644.70	62.40	-	10,591.09	1.93	11,330.11
Profit for the year	-	-	-	-	657.69	-	657.69
Other Comprehensive Income for the year	-	-	-	-	(0.99)	-	(0.99)
Total	30.00	644.70	62.40	-	11,247.79	1.93	11,986.82
Transferred to Retained Earnings	-	-	-	-	1.93	(1.93)	-
Dividend	-	-	-	-	(382.50)	-	(382.50)
Shares Based Payments	-	-	-	63.22	-	-	63.22
Balance as at 31st March, 2023	30.00	644.70	62.40	63.22	10,867.22	-	11,667.54

Standalone Statement of Changes in Equity

for the year ended 31st March, 2024

General Definitions:

Capital Reserve	This capital reserve represents the capital subsidy received against setting up factory in backward area. The same can be utilized in accordance with the provisions of the Companies Act, 2013.
Securities Premium Reserve	This Reserve represents the premium on issue of shares in excess of its par value and can be utilized in accordance with the provisions of the Companies Act, 2013
General Reserve	This Reserve is created by an appropriation from one component of equity (generally Retained Earnings) to another, not being an item of Other Comprehensive Income. The same can be utilized in accordance with the provisions of the Companies Act, 2013.
Shares Option Outstanding Account	This Reserve relates to stock options granted by the Company to employees under Employee Stock Option Schemes accumulated over the vesting period of the plan. This Reserve is transferred to Securities Premium or Retained Earnings on exercise or lapse of vested options.
Retained Earnings	Retained earnings are the profits that the Company has earned till date, add/(less) any transfers from/(to) general reserve, securities premium reserve, dividends or other distributions paid to shareholders.
Effective Portion of Cash Flow hedges	This Reserve represents the cumulative effective portion of changes in Fair Value of derivatives that are designated as Cash Flow Hedges. It will be reclassified to profit or loss or included in the carrying amount of the non-financial asset in accordance with the Company's accounting policies.

As per our report of even date attached
For and on behalf of M M Nissim & Co LLP
 Chartered Accountants
 Firm Regn. No. 107122W/W100672

For and on behalf of the Board of Directors

N. Kashinath
 Partner
 Membership No. 036490

Shruti Jatia
 Executive Director
 DIN : 00227127

Ambarish Daga
 Executive Director,
 Joint CFO & IR Officer
 DIN : 07125212

Place: Mumbai
 Date: 28th May, 2024

Ratan Kumar Agrawal
 Chief Financial Officer

Ankit Kumar Jain
 Company Secretary

Notes to Standalone Financial Statements

as at 31st March, 2024

1 Company Overview and Material Accounting Policies

A Corporate Information :

Black Rose Industries Limited (the Company) is a Public Limited Company incorporated in India having its registered office at Mumbai, Maharashtra, India. The Company is primarily engaged in manufacturing and distribution of chemicals.

B Basis of Preparation

i) Statement of Compliance:

These Separate financial statements (also known as Standalone Financial Statements) have been prepared in accordance with Ind AS as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto.

ii) Basis of Measurement

The financial statements have been prepared on the historical cost basis except for following assets and liabilities which have been measured at fair value amount:

- i) Certain financial assets and liabilities (including derivative instruments), and
- ii) Employee's Defined Benefit Plan as per actuarial valuation

Whenever the Company changes the presentation or classification of items in its financial statements materially, the company reclassifies comparative amounts, unless impracticable. No such material reclassification has been made during the year.

iii) Rounding Off

The financial statements are presented in Indian Rupees, which is the functional currency of the Company and all values are rounded to nearest lakhs ('00,000), except when indicated other wise.

The financial statements of the Company for the year ended 31st March, 2024 were authorised for issue in accordance with a resolution of the board of directors on 28th May, 2024.

C Summary of Material Accounting Policies:

Ind AS 1 was amended vide notification no. GSR 242(E) dated 31st March 2023 to require disclosure of material accounting policy information from accounting periods beginning on or after 1st April 2023 instead of significant accounting policy disclosure by amending para 117, inserting para 117A to 117E and deleting para 118 to 121. Para 117 of Ind AS states when an information on accounting policy is considered as material accounting policies information as follows:

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

Each of the policies disclosed herein below has been tested to determine whether the information disclosed is Material Accounting Policy information.

a) Property, Plant and Equipment (PPE)

The Company has elected to continue with the carrying value of Property, Plant and Equipment ('PPE') recognised as of transition date measured as per the Previous GAAP and use that carrying value as its deemed cost of the PPE.

The initial cost of PPE comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use, including relevant borrowing costs and any expected costs of decommissioning, less accumulated depreciation and accumulated impairment losses, if any. Expenditure incurred after the PPE have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred.

Notes to Standalone Financial Statements

as at 31st March, 2024

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

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

Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre - operative expenses and disclosed under Capital Work - in - Progress.

b) Depreciation

Depreciation on property, plant and equipment is provided using straight line method based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

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 recognised 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.

Depreciation on property plant and equipment added/disposed off during the year is provided on pro rata basis with reference to the date of addition/disposal.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Gains or losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Description of Asset	Estimated Useful Life
<u>Tangible</u>	
Building Factory	10-30 Years
Plant and Machinery	10-20 Years
Electrical Installation	10 Years
Factory Equipment	10 Years
Office Equipment	5 Years
Furniture & Fixtures	10 Years
Computers	3 Years
Vehicles	8 Years
Windmills	22 Years
<u>Intangible</u>	
License Fees	10 Years
Computers Software	3 Years

c) Intangible Assets

- (i) Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortisation/depletion and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

Notes to Standalone Financial Statements

as at 31st March, 2024

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

- (ii) Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment, if any. The Company determines the amortisation period as the period over which the future economic benefits will flow to the Company after taking into account all relevant facts and circumstances. The estimated useful life and amortisation method are reviewed periodically, with the effect of any changes in estimate being accounted for on a prospective basis.
- (iii) Licensed Software & Technical Know-how are amortised on straight line basis over the estimated useful life of the asset which is estimated at 5 years and License Fees are amortised prorata, on SLM basis over the useful life of 10 years.

d) Impairment of non-financial assets - property, plant and equipment and intangible assets

The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

e) Inventories

Raw materials, components, stores and spares are valued at lower of cost and net realizable value. However materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, components and stores and spares is determined on a first in first out (FIFO) method.

Work-in-progress and finished goods are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity.

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

f) Borrowing Costs

Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

Interest 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 costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

Notes to Standalone Financial Statements

as at 31st March, 2024

g) Provision & Contingent Liabilities

The Company creates a provision when there is present obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When the likelihood of outflow of resources is remote, no provision or disclosure is made.

h) Revenue Recognition

The company derives revenues primarily from sale of goods, products and related services.

Revenue from contract with customers is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts offered by the Company as part of the contract.

(i) Revenue from sales of goods and services:

Revenue from sales of goods & services are recognised on accrual basis in the year in which the goods & services are rendered at an amount that reflects the consideration which the Company expects to be entitled in exchange for those goods or services. The timing of when the Company transfers the goods or provide services may differ from the timing of the customer's payment.

Amounts disclosed as revenue are net of goods and service tax (GST).

Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer. Generally, the credit period varies between 0-90 days from the completion of services.

(ii) Dividends

Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established.

(iii) Other income

The Company recognises income on accrual basis. However, where the ultimate collection of the same lacks reasonable certainty, revenue recognition is postponed to the extent revenue is reasonably certain and can be reliably measured.

i) Leases

The Company as a lessee

The Company's lease asset classes primarily consist of leases for land, buildings and vehicles. The Company assesses whether a contract contains a lease, at inception of a contract.

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

Lease term includes extension or termination options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost and subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

Notes to Standalone Financial Statements

as at 31st March, 2024

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

The Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms.

j) Retirement and other employee benefits

Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognized as an expense during the period when the employees render the services.

Post-Employment Benefits

Defined Benefit Plans

The Company pays gratuity to the employees whoever has completed five years of service with the Company at the time of resignation. The gratuity is paid @15 days salary for every completed year of service as per the Payment of Gratuity Act 1972.

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

Defined Contribution Plans

Payments to defined contribution retirement benefit plans, viz., Provident Fund for certain eligible employees, Pension Fund and Superannuation benefits are recognised as an expense when employees have rendered the service entitling them to the contribution.

k) Share Based Payment

The stock options granted to employees in terms of the Company's Stock Options Schemes, are measured at the fair value of the options at the grant date. The fair value of the options is treated as discount and accounted as employee compensation cost over the vesting period on a straight-line basis. The amount recognised as expense in each year is arrived at based on the number of grants expected to vest. If a grant lapses after the vesting period, the cumulative discount recognised as expense in respect of such grant is transferred to the general reserve within equity.

l) Income Taxes

Income Tax expenses comprise current tax and deferred tax charge or credit.

Current Tax is measured on the basis of estimated taxable income for the current accounting period in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961 and other applicable tax laws.

Deferred tax is provided, on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax assets and liabilities are measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Tax relating to items recognized directly in equity or OCI is recognized in equity or OCI and not in the Statement of Profit and Loss.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Notes to Standalone Financial Statements

as at 31st March, 2024

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable.

m) Earnings Per Share

The basic Earnings Per Share ("EPS") is computed by dividing the net profit / (loss) after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

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

n) Foreign Currency Transactions

In preparing the financial statements of the Company, transactions in currencies other than the Company's functional currency (i.e. foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of initial transactions.

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

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange differences relating to qualifying effective cash flow hedges and qualifying net investment hedges in foreign operations.

o) Financial Instruments

Financial assets and financial liabilities are recognized when a Company becomes a party to the contractual provisions of the instruments.

Initial Recognition:

The Company recognizes a financial asset in its financial statements when it becomes party to contractual provisions of the instrument. All financial assets are recognized initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial assets. However, trade receivables that do not contain a significant financing component are measured at transaction price.

All financial liabilities at initial recognition are classified as financial liabilities at amortized cost or financial liabilities at fair value through profit or loss, as appropriate. All financial liabilities classified at amortized cost are recognized initially at fair value net of directly attributable transaction costs. Any difference between the proceeds (net of transaction costs) and the fair value at initial recognition is recognised in the Statement of Profit and Loss or in the Capital Work-In-Progress, if another standard permits inclusion of such cost in the carrying amount of an asset over the period of the borrowings using the Effective interest rate ('EIR') method.

Classification and Subsequent Measurement: Financial Assets

The Company classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- the entity's business model for managing the financial assets; and
- the contractual cash flow characteristics of the financial asset.

Notes to Standalone Financial Statements

as at 31st March, 2024

Amortized Cost:

A financial asset shall be classified and measured at amortized cost if both of the following conditions are met:

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

Fair Value through OCI:

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

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

Fair Value through Profit or Loss:

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through OCI.

All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

Impairment of Financial Assets

The Company assesses on a forward-looking basis, the expected credit losses associated with its financial assets carried at amortized cost for e.g, trade receivables and bank balances. The impairment methodology applied depends on whether there has been a significant increase in credit risk and if so, assess the need to provide for the same in the Statement of Profit and Loss.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables and all lease receivables.

Classification and Subsequent Measurement: Financial liabilities:

Financial liabilities are classified as either financial liabilities at FVTPL or amortised cost.

Financial Liabilities at FVTPL:

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL.

Gains or Losses on liabilities held for trading are recognized in the Statement of Profit and Loss.

Amortised Cost :

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Notes to Standalone Financial Statements

as at 31st March, 2024

p) Cash and Cash Equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at bank and in hand and short-term deposits with banks that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

q) Financial liabilities and equity instruments

• Classification as debt or equity:

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

• Equity instruments:

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company are recognized at the proceeds received.

r) Derivative financial instruments

The Company enters into derivative financial instruments viz. foreign exchange forward contracts to manage its exposure to foreign exchange rate risks. The Company does not hold derivative financial instruments for speculative purposes.

Derivatives are initially recognized at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognized in profit or loss immediately excluding derivatives designated as cash flow hedge.

s) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of asset and liability if market participants would take those into consideration. Fair value for measurement and / or disclosure purposes in these Financial Statements is determined on such basis. Normally at initial recognition, the transaction price is the best evidence of fair value.

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 those are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All financial assets and financial 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.

Financial assets and financial liabilities that are recognized at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period.

Notes to Standalone Financial Statements

as at 31st March, 2024

t) Current versus Non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current/non-current classification.

i) An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

ii) A liability is current when:

- It is expected to be settled in the normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

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

iv) The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents.

Critical accounting judgements and key sources of estimation uncertainty

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Key assumptions:

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

i) Useful Lives of Property, Plant & Equipment

The Company uses its technical expertise along with historical and industry trends for determining the economic life of an asset/component of an asset. The useful lives are reviewed by management periodically and revised, if appropriate. In case of a revision, the unamortized depreciable amount is charged over the remaining useful life of the assets.

ii) Lease term of right-to-use assets

Management reviews its estimate of the lease term of right-to-use assets at each reporting date, based on the expected utility of the leased property. Uncertainties in this estimate relate to business obsolescence/discontinuance that may change the lease term for certain right-to-use assets.

Notes to Standalone Financial Statements

as at 31st March, 2024

iii) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

iv) Defined benefit plans

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its longterm nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

v) Allowance for credit losses on receivables:

The Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Company considered current and anticipated future economic conditions relating to industries the Company deals with and the countries where it operates.

vi) Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

vii) Impairment of non-financial assets

For calculating the recoverable amount of non-financial assets, the Company is required to estimate the value-in-use of the asset or the Cash Generating Unit and the fair value less costs to disposal. For calculating value in use the Company is required to estimate the cash flows to be generated from using the asset. The fair value of an asset is estimated using a valuation technique where observable prices are not available. Further, the discount rate used in value in use calculations includes an estimate of risk assessment specific to the asset.

viii) Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

ix) Share based Payment

The Company reviews the share-based payment expenses at each reporting date for the estimates pertaining to number of options that will be exercised by the employees, number of options that will lapse. Significant management judgement is required to determine the same.

Recent accounting pronouncements:

The Ministry of Corporate Affairs (MCA) notifies new standard for amendments to the existing standards. There is no such notifications which would have been applicable from 1st April 2024.

Notes to Standalone Financial Statements

as at 31st March, 2024

2. Property, Plant & Equipments

Particular	GROSS BLOCK			DEPRECIATION / AMORTIZATION			NET BLOCK		
	Cost as at 01.04.2023	Additions	Other Adjustments/ Disposals	Cost as at 31.03.2024	As at 01.04.2023	For the Year	Adjustment / Disposals	As at 31.03.2024	As at 31.03.2023
TANGIBLE ASSETS:									
Factory Building *	1,550.56	32.85	-	1,583.41	577.04	44.76	-	621.80	973.52
Plant & Machinery	3,300.70	287.27	-	3,587.97	1,119.80	163.67	-	1,283.46	2,180.91
Electric Installation	91.21	-	-	91.21	63.94	3.88	-	67.81	27.28
Furniture & Fittings	57.18	3.54	0.91	59.81	47.57	1.63	(0.87)	48.33	9.61
Vehicles	214.96	15.06	29.16	200.86	66.96	24.58	(18.66)	72.88	147.99
Office Equipment	32.84	3.70	2.24	34.30	28.28	1.56	(2.19)	27.65	4.56
Factory Equipment	25.25	0.84	-	26.09	9.72	2.25	-	11.98	15.53
Computers	44.87	5.16	11.01	39.03	41.52	2.03	(10.86)	32.69	3.35
Printer	1.13	0.65	-	1.77	0.93	0.21	-	1.14	0.19
Wind Mills	873.52	-	-	873.52	621.78	27.80	-	649.58	251.74
Total (A)	6,192.22	349.06	43.31	6,497.98	2,577.54	272.36	(32.58)	2,817.32	3,614.68
CAPITAL WORK IN PROGRESS:									
RIGHT OF USE ASSETS									
Leasehold Land	375.48	-	-	375.48	36.17	3.80	-	39.97	339.32
Leasehold Premises	90.53	25.95	77.06	39.43	74.91	15.77	(77.06)	13.62	15.62
Total	466.01	25.95	77.06	414.91	111.08	19.57	(77.06)	53.59	354.94
INTANGIBLE ASSETS:									
Software	29.05	1.12	0.51	29.66	28.21	0.17	(0.49)	27.89	0.84
Technical Know-how	293.61	20.36	-	313.97	292.41	4.08	-	296.49	1.20
License Fees	44.72	-	-	44.72	3.15	4.48	-	7.63	41.57
Total (B)	367.38	21.47	0.51	388.34	323.77	8.73	(0.49)	332.01	43.61
Total (A+B)	6,559.61	370.54	43.82	6,886.32	2,901.32	281.08	(33.07)	3,149.33	3,658.29
INTANGIBLE ASSET UNDER DEVELOPMENT									
	186.59	103.55	20.36	269.78	-	-	-	269.78	186.59

Note:

* including part of Factory Building given on Leave & License for temporary purpose.

Notes to Standalone Financial Statements

as at 31st March, 2024

₹ In Lakhs

Particular	GROSS BLOCK			DEPRECIATION / AMORTIZATION			NET BLOCK	
	Cost as at 01.04.2022	Additions	Other Adjustments/ Disposals	Cost as at 31.03.2023	As at 01.04.2022	For the Year	As at 31.03.2023	As at 31.03.2022
TANGIBLE ASSETS:								
Factory Building *	1,456.91	93.65	-	1,550.56	533.23	43.82	577.04	923.68
Plant & Machinery	2,904.22	396.48	-	3,300.70	963.95	155.85	1,119.80	1,940.28
Electric Installation	91.21	-	-	91.21	60.07	3.87	63.94	31.15
Furniture & Fittings	55.49	1.69	-	57.18	45.82	1.75	47.57	9.68
Vehicles	172.34	42.62	-	214.96	43.83	23.14	66.96	128.51
Office Equipment	30.57	2.27	-	32.84	26.88	1.40	28.28	4.56
Factory Equipment	18.94	6.31	-	25.25	7.95	1.77	9.72	10.99
Computers	43.61	1.27	-	44.87	39.49	2.03	41.52	4.11
Printer	1.13	-	-	1.13	0.78	0.15	0.93	0.34
Wind Mills	873.52	-	-	873.52	594.13	27.65	621.78	279.39
Total (A)	5,647.94	544.29	-	6,192.22	2,316.12	261.42	2,577.54	3,331.82
CAPITAL WORK IN PROGRESS:								
RIGHT OF USE ASSETS	736.04	351.59	474.76	612.86	-	-	-	736.04
Leasehold Land	375.48	-	-	375.48	32.36	3.80	36.17	343.12
Leasehold Premises	77.06	13.48	-	90.53	52.86	22.05	74.91	24.19
Total	452.54	13.48	-	466.01	85.23	25.85	111.08	367.31
INTANGIBLE ASSETS:								
Software	29.05	-	-	29.05	28.05	0.16	28.21	1.01
Technical Know-how	293.61	-	-	293.61	279.49	12.92	292.41	14.12
License Fees	-	44.72	-	44.72	-	3.15	3.15	-
Total (B)	322.67	44.72	-	367.38	307.54	16.24	323.77	15.13
Total (A+B)	5,970.60	589.00	-	6,559.61	2,623.66	277.66	2,901.32	3,346.95
INTANGIBLE ASSET UNDER DEVELOPMENT								
	91.78	94.81	-	186.59	-	-	-	91.78

Note:

* including part of Factory Building given on Leave & License for temporary purpose.

Notes to Standalone Financial Statements

as at 31st March, 2024

CWIP - Ageing Schedule (FY 2023-2024)

₹ In Lakhs

Particulars	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 years	2-3 years	More Than 3 Years	
Projects in Progress **	54.85	136.68	31.70	234.77	458.01
Projects Temporality Suspended	-	-	-	-	-

CWIP - Ageing Schedule (FY 2022-2023)

₹ In Lakhs

Particulars	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 years	2-3 years	More Than 3 Years	
Projects in Progress **	340.86	31.70	59.53	180.77	612.86
Projects Temporality Suspended	-	-	-	-	-

Intangible Asset under Development - Ageing Schedule (FY 2023-2024)

₹ In Lakhs

Particulars	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 years	2-3 years	More Than 3 Years	
Projects in Progress **	98.03	87.38	43.75	40.62	269.78
Projects Temporality Suspended	-	-	-	-	-

Intangible Asset under Development - Ageing Schedule (FY 2022-2023)

₹ In Lakhs

Particulars	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 years	2-3 years	More Than 3 Years	
Projects in Progress **	94.81	50.10	41.68	-	186.59
Projects Temporality Suspended	-	-	-	-	-

Note :

** There were no material projects with respect to Capital Work in Progress and Intangible Asset Under Development which have exceeded their original planned cost and timelines.

3 Non Current Investments

₹ in Lakhs

	31-03-2024	31-03-2023
Investment in Equity Instruments		
Unquoted		
Investment in Wholly-Owned Foreign Subsidiary (At Cost)		
60 (31 st March, 2023 : 60) Capital Stock of JPY 50,000 Each Fully Paid up in B.R.Chemicals Co. Ltd., Osaka Japan	16.21	16.21
	16.21	16.21
Aggregate Amount of Unquoted Investments	16.21	16.21

4 Other Financial Non-Current Assets

₹ in Lakhs

	31-03-2024	31-03-2023
(At Amortised cost)		
Fixed Deposits With Bank With Original Maturity of More Than 12 Months*	0.32	0.32
	0.32	0.32

* Lodged As Security Towards Margin Money.

Notes to Standalone Financial Statements

as at 31st March, 2024

5 Other Non-Current Assets

₹ in Lakhs

	31-03-2024	31-03-2023
(At Amortised cost)		
Unsecured, Considered Good	62.42	69.09
Balances With Government Authorities	5.38	-
Capital Advances	9.19	-
Prepaid Expenses	145.02	131.52
Advances Tax (Net of Provisions For Income Tax - Prior Years)	222.00	200.60
Unsecured, Considered Doubtful	-	0.88
Balances With Government Authorities	-	(0.88)
Less : Allowance For Doubtful Deposits	-	-
	222.00	200.60

6 Inventories

₹ in Lakhs

	31-03-2024	31-03-2023
(Valued at lower of Cost and Net Realisable Value)		
Raw Materials and Components	1,636.63	1,033.87
[includes in transit ₹ 112.07 Lakhs (31 st March, 2023 - ₹ NIL)]		
Work-in-Progress	400.99	423.71
Finished Goods	139.55	100.64
Traded Goods	1,544.79	1,293.51
[includes in transit ₹674.76 Lakhs (31 st March, 2023 - ₹30.84 Lakhs)]		
Stores and Spares & Packing Materials	119.14	101.55
	3,841.10	2,953.28
Cost of Revenue Recognised As Expenses	22,411.94	23,522.85
Write Down of Inventories Charged To P&L (Difference Between Cost And Net Realisable Value)	1.41	-
Reversals of Write Down	-	-

Inventories have been offered as security against the working capital facilities provided by the bank.

7 Current Investments

₹ in Lakhs

	31-03-2024	31-03-2023
Investments Measured At Fair Value Through Profit and Loss		
Unquoted		
Investment in Mutual Funds	1,227.45	-
	1,227.45	
Aggregate Amount of Unquoted Investments (At Cost)	1217.93	-

Notes to Standalone Financial Statements

as at 31st March, 2024

8 Trade Receivables

₹ in Lakhs

	31-03-2024	31-03-2023
Trade Receivable Considered Good - Unsecured	6,506.22	5,892.25
Less: Allowance for Expected Credit Loss	(2.34)	(0.19)
	6,503.88	5,892.06
Trade Receivable - Credit Impaired	31.74	28.39
Less: Allowances for Credit Impaired Trade Receivables	(31.74)	(28.39)
	6,503.88	5,892.06
Movement In Changes In Allowance For Expected Credit Loss And Credit Impairment		
Balances At The Beginning of Year	28.58	28.66
Changes In Allowances For Expected Credit Loss And Credit Impairment During The Year	5.50	(0.08)
Trade Receivable Written off During The Year	-	-
Balances At The End of Year	34.08	28.58

Note

Amount Receivable from related parties are disclosed in Notes 41

Trade receivables have been offered as security against the working capital facilities provided by the bank.

Trade Receivables - Ageing Schedule (FY 2023-2024)

₹ In Lakhs

Particulars	Outstanding For Following Periods From Due Date of Period						Total
	Not Due	Less than 6 Months	6 Months to 1 year	1-2 years	2-3 years	More Than 3 Years	
(i) Undisputed Trade Receivable - Considered Good	5,272.54	1,232.31	0.01	0.10	-	-	6,504.95
(ii) Undisputed Trade Receivable -Which have significant increase in Credit risk	-	-	-	-	-	1.26	,1.26
(iii) Undisputed Trade Receivable -Considered Credit Impaired	-	-	-	-	-	31.74	31.74
(iv) Disputed Trade Receivable - Considered Good	-	-	-	-	-	-	-
(v) Disputed Trade Receivable -Which have significant increase in Credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivable - Considered Credit Impaired	-	-	-	-	-	-	-
Total	5,272.54	1,232.31	0.01	0.10	-	33.01	6,537.96
Less: Allowance for Doubtful Debts	-	-	-	-	-	-	31.74
Less: Allowance for Expected Credit Loss	-	-	-	-	-	-	2.34
Total	5,272.54	1,232.31	0.01	0.10	-	33.01	6,503.88

Notes to Standalone Financial Statements

as at 31st March, 2024

Trade Receivables - Ageing Schedule (FY 2022-2023)

₹ In Lakhs

Particulars	Outstanding For Following Periods From Due Date of Period						Total
	Not Due	Less than 6 Months	6 Months to 1 year	1-2 years	2-3 years	More Than 3 Years	
(i) Undisputed Trade Receivable - Considered Good	3,970.21	1,903.77	6.47	6.99	1.73	3.09	5,892.25
(ii) Undisputed Trade Receivable -Which have significant increase in Credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivable -Considered Credit Impaired	-	-	-	-	-	28.39	28.39
(iv) Disputed Trade Receivable - Considered Good	-	-	-	-	-	-	-
(v) Disputed Trade Receivable -Which have significant increase in Credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivable - Considered Credit Impaired	-	-	-	-	-	-	-
Total	3,970.21	1903.77	6.47	6.99	1.73	31.48	5,920.64
Less: Allowance for Doubtful Debts	-	-	-	-	-	-	28.39
Less: Allowance for Expected Credit Loss	-	-	-	-	-	-	0.19
Total	3,970.21	1903.77	6.47	6.99	1.73	31.48	5,892.06

9 Cash and Cash Equivalents

₹ in Lakhs

	31-03-2024	31-03-2023
Cash in hand	1.52	1.85
Balances with Bank		
In Current Accounts	270.28	71.07
	271.80	72.92

10 Bank Balances Other Than Cash & Cash Equivalents

₹ in Lakhs

	31-03-2024	31-03-2023
In Fixed Deposits account with original maturity for more than 3 months but less than 12 months	200.00	475.00
Earmarked Balance With Bank ;		
In Fixed Deposits account *	567.48	624.91
In Unpaid Dividend Account	36.66	29.07
	804.13	1,128.98

* FD amounting Rs. 567.48 Lakhs lodged as Security with Banks as Margin money for Trade Credit and Letter of Credit facilities.

11 Loans - Current

₹ in Lakhs

	31-03-2024	31-03-2023
Unsecured, Considered Good		
Loans To Employees	0.63	1.90
	0.63	1.90

Notes to Standalone Financial Statements

as at 31st March, 2024

12 Other Financial Current Assets

	₹ in Lakhs	
	31-03-2024	31-03-2023
(At Amortised cost)		
Unsecured, Considered Good		
Interest Receivable	34.20	41.15
Other Receivables (Refer Note 41)	11.11	4.12
Security Deposits	4.88	4.34
	50.19	49.61
Unsecured, Considered Doubtful		
Interest Receivable	7.81	-
Security Deposits	-	0.13
Less - Allowances For Bad & Doubtful Receivable/Deposits	(7.81)	(0.13)
	50.19	49.61

13 Other Current Assets

	₹ in Lakhs	
	31-03-2024	31-03-2023
Unsecured, Considered Good		
Advances Recoverable In Cash Or Kind	14.17	112.26
Prepaid Expenses	55.50	54.77
Balances With Statutory Government Authorities	443.58	86.60
Export Entitlements	34.11	28.28
Unsecured, Considered Doubtful		
Balances With Statutory Government Authorities	5.52	-
Export Entitlements	1.14	-
Advances Recoverable In Cash Or Kind	46.41	46.41
Less - Allowances For Bad & Doubtful Advances/Balances	(53.07)	(46.41)
	547.36	281.92

14 Current Tax Assets/(Liabilities) (Net)

	₹ in Lakhs	
	31-03-2024	31-03-2023
Advances Tax (Current Year)	667.24	199.16
Less : Provisions For Income Tax	685.37	260.00
	(18.13)	(60.84)

15A Equity Share Capital

	₹ in Lakhs	
	31-03-2024	31-03-2023
Authorised Shares		
80,000,000 (31 st March, 2023: 80,000,000)	800.00	800.00
Equity Shares of ₹1/- Each		
	800.00	800.00
Issued, Subscribed And Fully Paid Up Shares		
51,000,000 (31 st March, 2023: 51,000,000)	510.00	510.00
Equity Shares of ₹1/- Each		
	510.00	510.00

Notes to Standalone Financial Statements

as at 31st March, 2024

a) Reconciliation of The Shares Outstanding At The Beginning And At The End of The Reporting Period

Equity Shares:	31-03-2024		31-03-2023	
	Nos.	₹ In Lakhs	Nos.	₹ In Lakhs
At The Beginning of The Period	51,000,000	510.00	51,000,000	510.00
Add: Shares Issued During The Period	-	-	-	-
Outstanding at the end of the period	51,000,000	510.00	51,000,000	510.00

b) Shares Held By Holding Company:

	31-03-2024 Nos.	31-03-2023 Nos.
Name of the Company		
Wedgewood Holdings Limited, Mauritius.		
Equity Shares of ₹1/-Each Fully Paid	28,800,000	28,800,000
	28,800,000	28,800,000

c) Details of Shareholders Holding More Than 5% Share In The Company

	31-03-2024		31-03-2023	
	Nos.	% of holding	Nos.	% of holding
Equity Shares of ₹1/-Each Fully Paid				
Name of The Shareholder :				
Wedgewood Holdings Limited, Mauritius	28,800,000	56.47%	28,800,000	56.47%
Triumph Worldwide Ltd	9,210,000	18.06%	9,210,000	18.06%

d) Terms/Rights Attached To Equity Shares:

The company has only one class of equity share having a par value of ₹1/- per share. Each holder of equity shares is entitled to one vote per share and dividend per share on pari passu basis. The company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors except interim dividend is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be proportion to the number of equity shares held by the shareholders.

e) Details of Shares Held By Promoters of The Company:

	31-03-2024			31-03-2023		
	Nos.	% of holding	% Change	Nos.	% of holding	% Change
Equity Shares of ₹1/- Each Fully Paid						
Name of The Promoter :						
Tozai Enterprises Private Limited	239,850	0.47%	0.00%	239,850	0.47%	0.00%
Wedgewood Holdings Limited, Mauritius	28,800,000	56.47%	0.00%	28,800,000	56.47%	0.00%
Triumph Worldwide Ltd	9,210,000	18.06%	0.00%	9,210,000	18.06%	0.00%

Note: The above list of Promoters are disclosed by the management and relied upon by the auditors.

Notes to Standalone Financial Statements

as at 31st March, 2024

f) Dividends

₹ in Lakhs		
Particulars	31-03-2024	31-03-2023
(i) Dividend paid during the year		
Final dividend for the year ended 31 st March 2023 of ₹. 0.55 (previous year: final dividend of ₹. 0.55 & special dividend of ₹. 0.20) per fully paid share	280.50	382.50
(ii) Dividends not recognised at the end of the reporting period		
In addition to the above dividends, since year end the directors have recommended the payment of final dividend of ₹. 0.55 and a special dividend of ₹. 0.10 (previous year: final dividend of ₹. 0.55) per fully paid share. This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.	331.50	280.50

15B Other Equity

₹ in Lakhs		
	31-03-2024	31-03-2023
Reserves & Surplus		
a) Capital Reserves		
Opening balance	30.00	30.00
Add/(Less) : Additions/(utilisations)		
Closing balance	30.00	30.00
b) Securities Premium		
Opening balance	644.70	644.70
Add/(Less) : Additions/(utilisations)		
Closing balance	644.70	644.70
c) General Reserves		
Opening balance	62.40	62.40
Add/(Less) : Additions/(utilisations)		
Closing balance	62.40	62.40
d) Shares Option Outstanding Account		
Opening balance	63.22	-
Add: Share Based Payment Expenses	5.67	63.22
Closing Balance	68.89	63.22
e) Retained earnings		
Opening balance	10,867.22	10,591.09
Add: Profit for the year	2,042.69	659.62
Add: Other Comprehensive Income for the year	11.65	(0.99)
Less: Dividend paid	(280.50)	(382.50)
Closing Balance	12,641.06	10,867.22
f) Effective portion of Cash Flow Hedges		
Opening balance	-	1.93
Add : Gain/(loss) during the year	-	-
Add/(Less) : Transferred during the year	-	(1.93)
Closing balance	-	-
Total	13,447.05	11,667.54

Notes to Standalone Financial Statements

as at 31st March, 2024

16 Non-Current Borrowings

₹ in Lakhs

	31-03-2024	31-03-2023
Secured		
Term Loans (At Amortised Cost)		
Loan From Banks	49.41	77.08
[Refer Note no.16(a)]		
Total Secured	49.41	77.08
Less: Current Maturities of Long Term Borrowings Disclosed Under The Head "Current Borrowings" (Refer Note No. 20(b))	(23.75)	(27.68)
	25.66	49.41

Note :16 (a)

Sr. No	Details of Long term loans from Banks / Financial Institutions	Rate of Interest	Nature of Security	Terms of Repayment
1	HDFC Bank	8.10 % p.a.	Secured by hypothecation of vehicle	Equated monthly installment of ₹ 40,522/- commencing from 05 th October, 2020 and ending on 05 th September, 2023.
2	ICICI Bank	7.75 % p.a.	Secured by hypothecation of vehicle	Equated monthly installment of ₹ 31,262/- commencing from 01 st March, 2021 and ending on 01 st February, 2024.
3	Kotak Bank	7.32 % p.a.	Secured by hypothecation of vehicle	Equated monthly installment of ₹ 1,28,710/- commencing from 09 th September, 2021 and ending on 01 st August, 2026.
4	Bank of Baroda	8.20 % p.a.	Secured by hypothecation of vehicle	Equated monthly installment of ₹ 93,595/- commencing from 10 th September, 2022 and ending on 10 th August, 2025.

17 Non Current Lease Liabilities

₹ in Lakhs

	31-03-2024	31-03-2023
Lease Liabilities (Refer Note 39)	13.35	2.21
	13.35	2.21

18 Non-Current Provisions

₹ in Lakhs

	31-03-2024	31-03-2023
Provisions For Employees Benefits		
Gratuity (Refer Note 40)	68.91	71.26
Leave Encashment Benefits	6.75	10.72
	75.66	81.98

19 Deferred Tax Liabilities (Net)

₹ in Lakhs

	31-03-2024	31-03-2023
Items Leading To Deferred Tax Liability		
Difference In Property Plant And Equipment And Intangible Asset As Per Income Tax And Books of Accounts	422.57	398.50
Items Leading To Deferred Tax Assets		
Expenses Allowable On Payment Basis	(50.63)	(47.95)
Right of Use Lease Asset	0.30	(3.81)
Net (Deferred Tax Liability)	372.24	346.74

Notes to Standalone Financial Statements

as at 31st March, 2024

20 Current Borrowings

₹ in Lakhs

	31-03-2024	31-03-2023
a) Secured [Refer Note No-20(a)] (At Amortised Cost)		
Working Capital Loan From Banks	130.16	175.67
	130.16	175.67
b) Current Maturities of Long Term Borrowings		
Vehicle Loans (Refer Note 16)	23.75	27.68
	153.91	203.35

Note No :20(a)

Nature of Security

- a) Working capital facilities from Axis Bank, HDFC Bank & Kotak Bank is secured by first pari-pasu charge on all existing & future current assets & tangible property plant and equipment of the Company (Other than Vehicles). The Company has also provided collateral security of factory land and building at Jhagadia, Gujarat and Hatkanangale, Maharashtra. The rate of interest is ranging between 9.00% to 9.65% [Previous Year - 7.50 % to 8.75%]

21 Current Lease Liabilities

₹ in Lakhs

	31-03-2024	31-03-2023
Lease Liabilities (Refer Note 39)	13.66	11.28
	13.66	11.28

22 Trade Payables

₹ in Lakhs

	31-03-2024	31-03-2023
Trade payables (Refer Note no.46)		
Total Outstanding Dues of Micro Enterprises And Small Enterprises	3.12	31.42
Total Outstanding Dues of Other Than Micro Enterprises And Small Enterprises	3,234.34	2,096.85
	3237.46	2128.27

Note

Amount payable to related parties are disclosed in Notes 41

Trade Payables - Ageing Schedule (FY 2023-2024)

₹ In Lakhs

Particulars	Outstanding for following periods from due date of period					
	Not Due	Less than 1 Year	1-2 years	2-3 years	More Than 3 Years	Total
(i) MSME	3.12	-	-	-	-	3.12
(ii) Others	2,177.72	1,051.99	0.24	3.95	0.45	3,234.34
(iii) Disputed dues - MSME						-
(iv) Disputed dues - Others						-
Total	2,180.84	1,051.99	0.24	3.95	0.45	3,237.46

Trade Payables - Ageing Schedule (FY 2022-2023)

₹ In Lakhs

Particulars	Outstanding for following periods from due date of period					
	Not Due	Less than 1 Year	1-2 years	2-3 years	More Than 3 Years	Total
(i) MSME	31.42	-	-	-	-	31.42
(ii) Others	1,946.20	140.65	3.03	6.92	0.05	2,096.85
(iii) Disputed dues - MSME						-
(iv) Disputed dues - Others						-
Total	1,977.62	140.65	3.03	6.92	0.05	2,128.27

Notes to Standalone Financial Statements

as at 31st March, 2024

23 Other Current Financial Liabilities:

₹ in Lakhs

	31-03-2024	31-03-2023
(At Amortised cost)		
Unpaid Dividend *	36.66	29.07
Employee Benefit Payable	56.46	54.77
Other Payable	284.39	177.82
Payable for Capital Goods	7.00	-
(At Fair Value Through Profit and Loss)		
Mark to Market Loss on Open Forward Contract	3.62	-
	388.13	261.66

* Amount due to be credited to Investor Education and Protection Fund is Nil (Previous Year - Nil)

** Refer Note 41 for related party disclosure

24 Other Current Liabilities:

₹ in Lakhs

	31-03-2024	31-03-2023
Advance From Customers (Contract Liabilities)	11.56	5.35
Statutory Dues	31.55	71.91
	43.10	77.26

Movement of Contract Liabilities Is As Under:

₹ in Lakhs

	31-03-2024	31-03-2023
Balances At The Beginning of Year	5.35	52.09
Recognised As Revenue From Contract With Customers	(5.35)	(52.09)
Advances From Customer Received During The Year	11.56	5.35
Balances At The End of Year	11.56	5.35

25 Current Provisions

₹ in Lakhs

	31-03-2024	31-03-2023
Provisions For Employee Benefits:		
Gratuity	11.59	7.99
Leave benefits	1.23	1.97
	12.82	9.97

26 Revenue from Operations

₹ in Lakhs

	For the Year ended 31-03-2024	For the Year ended 31-03-2023
a) Sale of products		
Sale of products	27,922.02	27,658.52
Sale of Renewable Energy [Refer Note 26(a)]	99.77	96.39
	28,021.80	27,754.91
b) Other Operating Revenue		
Export Entitlement	91.91	41.98
Commission Income	3.39	12.31
	95.31	54.28
Revenue from Operations	28,117.10	27,809.19

Notes to Standalone Financial Statements

as at 31st March, 2024

Note No 26(a)

₹ in Lakhs

	For the Year ended 31-03-2024	For the Year ended 31-03-2023
Gross Sales (Contracted Price)	28,038.33	27,772.96
Discount	16.53	18.05
Revenue Recognised	28,021.80	27,754.91

Geographical Market

₹ in Lakhs

	For the Year ended 31-03-2024	For the Year ended 31-03-2023
India	18,458.49	19,454.90
Outside India	9,563.31	8,300.01
	28,021.80	27,754.91

Type of Product

₹ in Lakhs

	For the Year ended 31-03-2024	For the Year ended 31-03-2023
Manufacturing	18,906.16	8,019.59
Distribution	8,995.09	19,580.26
Others	120.55	155.06
	28,021.80	27,754.91

Timing of Revenue Recognition

₹ in Lakhs

	For the Year ended 31-03-2024	For the Year ended 31-03-2023
Performance Obligation satisfied at a point in time	28,021.80	27,754.91
Performance Obligation satisfied over a period of time	-	-
	28,021.80	27,754.91

The Company have any contracts in normal course of business where the period between the transfer of the promised goods or services to the customers and payment by the customers exceeds one year. Accordingly, transaction price has been adjusted for the time value of money only where such time value of money is significant.

27 Other Income

₹ in Lakhs

	31-03-2024	31-03-2023
Interest Income		
From Bank	165.03	28.60
From Others	4.66	5.41
	169.69	34.00
Non-Operating Income		
Gain On Foreign Exchange Transaction (Net)	111.44	39.48
Net Gain on Fair Value Changes on Financial Assets classified as Fair Value Through Profit and Loss	20.86	4.12
Other Non-Operating Income	87.88	67.25
	220.17	110.84
	389.87	144.85

Notes to Standalone Financial Statements

as at 31st March, 2024

28 Cost of Materials Consumed [Refer Note No.28(a)]

₹ in Lakhs

	31-03-2024	31-03-2023
Inventory At The Beginning of The Year	1,033.87	2,652.00
Add: Purchases	5,452.72	3,689.11
Add: Transferred from Traded Goods	214.61	368.80
	6,701.20	6,709.91
Less: Inventory At The End of The Year	1,636.63	1,033.87
	5,064.57	5,676.04

Note No 28(a)

₹ in Lakhs

	31-03-2024	31-03-2023
(i) Details of Materials Consumed		
Chemical	5,064.57	5,676.04
Others	-	-
	5,064.57	5,676.04
(ii) Details of Inventory of Raw Materials		
Chemical	1,635.64	1,032.88
Others	0.99	0.99
	1,636.63	1,033.87

29 Purchase of Traded Goods

₹ in Lakhs

	31-03-2024	31-03-2023
Purchases - Chemicals	17,156.17	17,693.75
Less: Consumed In Manufacturing	96.55	177.79
	17,059.62	17,515.97

30 (Increase)/Decrease In Inventories

₹ in Lakhs

	31-03-2024	31-03-2023
Opening Traded Goods	1,293.51	1,523.54
Consumed In Manufacturing	118.06	191.01
Closing Traded Goods [Refer Note No.30(a)(i)]	1,544.79	1,293.51
	(369.34)	39.01
Opening Work-in-Progress	423.71	230.66
Closing Work-in-Progress [Refer Note No.30(a)(ii)]	400.99	423.71
	22.72	(193.05)
Opening Finished Goods	100.64	118.16
Closing Finished Goods [Refer Note No.30(a)(iii)]	139.55	100.64
	(38.92)	17.52
Total (Increase)/Decrease in Inventories	(385.54)	(136.51)

Notes to Standalone Financial Statements

as at 31st March, 2024

Note No 30(a)

Details of inventories At The End of The Year

	₹ in Lakhs	
	31-03-2024	31-03-2023
(i) Traded Goods		
Chemicals	1,533.91	1,272.41
Others	10.89	21.10
	1,544.79	1,293.51
(ii) Work-in-progress		
Chemical	398.39	421.10
Others	2.60	2.60
	400.99	423.71
(iii) Finished Goods		
Chemical	124.78	85.86
Others	14.77	14.77
	139.55	100.64

31 Employee Benefit Expenses

	₹ in Lakhs	
	31-03-2024	31-03-2023
Salaries, Wages And Bonus (Including Director Remuneration And Commission)	678.54	754.43
Contribution To Provident Fund And Other Funds	30.06	34.80
Share Based Payment Expenses [Refer Note no.40(II)]	5.67	63.22
Staff Welfare Expenses	45.33	16.01
	759.60	868.46

32 Finance Costs

	₹ in Lakhs	
	31-03-2024	31-03-2023
Interest Paid		
- Bank	5.56	60.78
- Unsecured Loan	-	43.55
- Lease Liabilities	2.37	1.30
- Statutory Dues	0.04	62.81
Other Borrowing Cost	97.33	28.45
	105.30	196.89

33 Depreciation And Amortization Expenses

	₹ in Lakhs	
	31-03-2024	31-03-2023
Depreciation of Property, Plant & Equipment		
- On Owned Asset	272.36	261.42
- On Leased Asset	19.57	25.85
Amortization of Intangible Assets	8.73	16.24
	300.65	303.51

Notes to Standalone Financial Statements

as at 31st March, 2024

34 Other Expenses

₹ in Lakhs

	31-03-2024	31-03-2023
Power And Fuel	232.00	186.52
Packing Material Consumed	604.86	399.92
Utility Material Consumed	69.84	67.44
Labour And Job Work Charges	1.72	2.04
Rent	71.79	60.11
Rates And Taxes	5.22	16.05
Insurance	49.23	43.44
Repairs And Maintenance		
Plant And Machinery	31.21	22.02
Buildings	3.07	17.60
Others	11.07	6.65
Legal And Professional Fees	133.95	73.54
Business Support Services	-	-
Payment to Auditor [Refer Note no.34(a)]	8.70	8.29
Travelling And Conveyance	63.75	83.49
Bank Charges	13.18	6.47
CSR Expenses [Refer Note no.45]	56.65	93.34
Loss on sale of assets	4.59	-
Communication Costs	13.71	12.81
Printing And Stationery	6.28	4.12
Selling & Distribution Expenses	220.32	255.25
Brokerage & Commission Expenses	94.48	104.40
Royalty	181.87	137.84
Export Expenses	744.09	829.26
Warehousing Charges	48.42	41.59
Allowances for Doubtful Debt/Deposits/Receivables	18.97	2.02
Miscellaneous Expenses	165.01	151.41
	2,854.00	2,625.62

Note No: 34(a)

Details of Payment To Auditor

₹ in Lakhs

	31-03-2024	31-03-2023
As Auditor		
Audit Fees	6.00	6.00
Limited Review	1.00	1.00
In Other Capacity		
Certification Fees	0.33	0.07
Reimbursement of Expenses	0.38	0.22
	7.70	7.29
Cost Auditor		
As Audit Fees	1.00	1.00
	1.00	1.00
	8.70	8.29

Notes to Standalone Financial Statements

as at 31st March, 2024

35 Fair Values and Hierarchy

A. Accounting classification and fair values

The following table shows the carrying amounts and level wise fair values of financial assets and financial liabilities. It does not include the fair value information for financial assets and financial liabilities, if their carrying amount is a reasonable approximation of fair value.

₹ in Lakhs

i) 31-Mar-24	Note No.	Carrying Amount				Fair Value			Total
		FVTPL	FVTOCI	Amortised Cost	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
Financial Assets									
Investments	3 & 7	1,227.45	-	16.21	1,243.66	1,227.45	-	-	1,243.66
Other Financial Assets	4 & 12	-	-	50.51	50.51	-	-	-	50.51
Trade Receivables	8	-	-	6,503.88	6,503.88	-	-	-	6,503.88
Cash and Cash Equivalents	9	-	-	271.80	271.80	-	-	-	271.80
Bank Balances other than Cash & Cash Equivalents	10	-	-	804.13	804.13	-	-	-	804.13
Loans	11	-	-	0.63	0.63	-	-	-	0.63
		1,227.45	-	7,647.16	8,874.61	1,227.45	-	-	8,874.61
Financial Liabilities									
Borrowings	16 & 20	-	-	179.57	179.57	-	-	-	179.57
Lease Liabilities	17 & 21	-	-	27.01	27.01	-	-	-	27.01
Trade Payables	22	-	-	3,237.46	3,237.46	-	-	-	3,237.46
Other Financial Liabilities	23	3.62	-	384.51	388.13	-	3.62	-	388.13
		3.62	-	3,828.55	3,832.17	-	3.62	-	3,832.17

₹ in Lakhs

ii) 31-Mar-23	Note No.	Carrying Amount				Fair Value			Total
		FVTPL	FVTOCI	Amortised Cost	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
Financial Assets									
Investments	3	-	-	16.21	16.21	-	-	-	16.21
Other Financial Assets	4 & 12	4.12	-	45.82	49.93	-	4.12	-	49.93
Trade Receivables	8	-	-	5,892.06	5,892.06	-	-	-	5,892.06
Cash and Cash Equivalents	9	-	-	72.92	72.92	-	-	-	72.92
Bank Balances other than Cash & Cash Equivalents	10	-	-	1,128.98	1,128.98	-	-	-	1,128.98
Loans	11	-	-	1.90	1.90	-	-	-	1.90
		4.12	-	7,157.89	7,162.01	-	4.12	-	7,162.01
Financial Liabilities									
Borrowings	16 & 20	-	-	252.76	252.76	-	-	-	252.76
Lease Liabilities	17 & 21	-	-	13.48	13.48	-	-	-	13.48
Trade Payables	22	-	-	2,128.27	2,128.27	-	-	-	2,128.27
Other Financial Liabilities	23	-	-	261.66	261.66	-	-	-	261.66
		-	-	2,656.16	2,656.16	-	-	-	2,656.16

Notes to Standalone Financial Statements

as at 31st March, 2024

B. Measurement of fair values

Valuation techniques and significant unobservable inputs

The management assessed that cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The Fair Value of financial assets included is the amount at which the instrument could be exchanged in a current transaction between willing parties.

The investment made in the wholly owned subsidiary company is shown at book value.

36 Capital Management (Ind AS 1):

For the purpose of the Company's Capital Management, capital includes Issued Equity Capital, Securities Premium, and all other Equity Reserves attributable to the Equity Holders of the Company. The primary objective of the Company's Capital Management is to maximise the Shareholder's wealth.

The Company monitors capital using debt-equity ratio, which is total debt divided by total equity.

Particulars	₹ in Lakhs	
	As at 31 st March, 2024	As at 31 st March, 2023
Total Debt	179.57	252.76
Equity	13,957.05	12,177.54
Debt to Equity (Net)	0.01	0.02

In addition, the Company has financial covenants relating to the some of the borrowing facilities that it has to maintain Aggregate Tangible Net Worth which is maintained by the Company.

Gearing Ratio

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in financial covenants of any interest-bearing loans and borrowings in the currency period.

No changes have been made in the objectives, policies and processes for managing capital during the years ended 31st March 2024 & 31st March 2023.

Particulars	₹ in Lakhs	
	As at 31 st March, 2024	As at 31 st March, 2023
Borrowings (current + non current)	179.57	252.76
Less: Cash and cash equivalents	271.80	72.92
Net debt	(92.23)	179.83
Equity	510.00	510.00
Other equity	13,447.05	11,667.54
Total capital	13,957.05	12,177.54
Capital and net debt	13,864.82	12,357.37
Gearing Ratio %	-0.67%	1.46%

Notes to Standalone Financial Statements

as at 31st March, 2024

37 Financial Risk Management (Ind AS 1):

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the operations of the Company. The principal financial assets include trade and other receivables, cash and short term deposits.

The Company has assessed market risk, credit risk and liquidity risk to its financial liabilities.

i) Market Risk:

Market Risk is the risk of loss of future earnings, fair values or cash flows that may result from a change in the price of a financial instrument, as a result of interest rates, foreign exchange rates and other price risks. Financial instruments affected by market risks, primarily include loans and borrowings, investments and foreign currency receivables, payables and borrowings.

a) Interest Rate Risks:

The Company borrows funds in Indian Rupees and Foreign currency, to meet both the long term and short term funding requirements. The Interest rate risk in terms of Foreign currency is managed through available financial instruments. Interest on Short term borrowings is subject to floating interest rate and are repriced regularly. The sensitivity analysis detailed below have been determined based on the exposure to variable interest rates on the average outstanding amounts due to bankers over a year.

If the interest rates had been 1% higher / lower and all other variables held constant, the company's profit for the year ended 31st March, 2024 would have been decreased/increased by ₹ 1.53 Lakhs (Previous Year - ₹ 6.15 Lakhs).

b) Foreign Currency Risks :

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. The Company enters into forward exchange contracts to hedge its foreign currency exposures. Foreign currency risks from financial instruments at the end of the reporting period expressed in INR.

Details of Derivative instruments and unhedged foreign currency exposure

a) Derivatives outstanding as at the balance sheet date

Particulars	For Hedging of foreign currency purchases		
	Amount in US\$	₹ in Lakhs	No. of Contracts
Forward contract to buy			
As on 31.03.2024	28,424.00	23.71	1
As on 31.03.2023	514,000.00	422.38	6

Particulars	For Hedging of foreign currency sales		
	Amount in US\$	₹ in Lakhs	No. of Contracts
Forward contract to sell			
As on 31.03.2024	1,161,915.00	969.04	3
As on 31.03.2023	1,886,220.00	1,549.81	9

b) Particulars of unhedged foreign currency exposure as at the balance sheet date

Particulars	As on 31-03-2024		As on 31-03-2023	
	Amount in US\$	₹ in Lakhs	Amount in US\$	₹ in Lakhs
Payable	3,239,903.95	2,702.40	550,949.28	452.74
Receivable	932,317.27	777.55	732,233.07	601.64

Particulars	As on 31-03-2024		As on 31-03-2023	
	Amount in JPY	₹ in Lakhs	Amount in JPY	₹ in Lakhs
Payable	12,285,000.00	67.65	-	-
Receivable	-	-	-	-

Notes to Standalone Financial Statements

as at 31st March, 2024

The Company is mainly exposed to changes in US Dollar . The sensitivity to 1% increase or decrease in US Dollar against INR with all other variables held constant will be ₹ 19.25 Lakhs. (Previous Year - ₹ 2.20 Lakhs).

The Sensitivity analysis is prepared on the net unhedged exposure of the company at the reporting date.

c) **Price Risks:**

The Company's revenue are generated from both domestic and export sales . As most of the products including raw material and traded goods are imported, any volatility in the price and exchange rate are easily passed on to the customers. The Company has a risk management policy in place to prudently manage the risk arising from the volatility in exchange and commodity prices.

ii) **Credit Risk**

Credit Risk is the risk that a counterparty may default on its contractual obligations resulting in a financial loss to the Company. It arises from credit exposure to customers, financial instruments viz., Investments in Equity Shares, Debt Funds and Balances with Banks.

The Company holds cash and cash equivalents with banks which are having highest safety rankings and hence has a low credit risk.

The Company limits its exposure to credit risk by generally investing only with counterparties that have a good credit rating. The Company does not expect any losses from non-performance by these counterparties, and does not have any significant concentration of exposures to specific industry sectors or specific country risks.

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. 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 outstanding trade receivables due for a period exceeding 180 days as at the year ended 31 March 2024 is 0.51% of the total trade receivables. The company uses Expected Credit Loss (ECL) Model to assess the impairment loss or gain.

iii) **Liquidity Risk**

The Company manages liquidity risk by maintaining adequate surplus, banking facilities and reserve borrowings facilities by continuously monitoring forecasts and actual cash flows.

The Company has obtained fund and non-fund based working capital lines from banks. The Company monitors funding options available in the debt and capital markets with a view to maintaining financial flexibility. All payments are made along due dates and requests for early payments are entertained after due approval and availing early payment discounts.

The Company has a system of forecasting rolling one month cash inflow and outflow and all liquidity requirements are planned.

Exposure to liquidity risk:

The following are the remaining contractual maturities of financial liabilities at the reporting date:

Particulars	Refer Note No.	₹ In Lakhs			
		Less than 1 year ₹ in Lakhs	1-3 Years ₹ in Lakhs	3-5 years ₹ in Lakhs	More than 5 Years ₹ in Lakhs
Borrowings	16 & 20	153.91 (203.35)	25.66 (43.09)	- (6.32)	-
Lease Liabilities	17 & 21	13.66 (2.21)	13.35 (11.28)	-	-
Trade Payable	22	3,237.46 (2,128.27)	-	-	-
Other Financial Liabilities	23	295.01 (177.82)	-	-	-
Employee Benefit/ Expense liabilities	23	56.46 (54.77)	-	-	-
Unclaimed dividends	23	36.66 (29.07)	-	-	-

Figures in brackets are in respect of previous year.

Notes to Standalone Financial Statements

as at 31st March, 2024

38 Income Taxes (Ind AS 12):

(i) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate:

₹ in Lakhs

Particulars	Year Ended 31 st March, 2024	Year Ended 31 st March, 2023
Profit Before Tax	2,748.77	904.07
Applicable tax rate @ 25.17% (March 31, 2023 @ 25.17%)	691.81	227.54
Effect of Non-Deductible expenses	14.27	32.39
Effect of Allowances for tax purpose	(0.02)	(11.62)
Effect of Tax paid at a lower rate	(1.13)	(1.60)
Effect of Previous year adjustments	(0.88)	1.44
Others	2.03	(1.76)
Total	706.07	246.38
Effective Tax Rate	25.69%	27.25%

(ii) Movement of Deferred Tax Assets And Liabilities

For the Year Ended 31st March, 2024

₹ in Lakhs

Particulars	As at 01 st April, 2023	Statement of Profit and Loss	OCI	As at 31 st March, 2024
Property Plant and Equipment and other Intangible Asset	(398.50)	24.07	-	(422.57)
Employee Benefit	28.82	6.01	(3.92)	26.73
Others	22.94	(0.66)	-	23.60
	(346.74)	29.42	(3.92)	(372.24)

For the Year Ended 31st March, 2023

₹ in Lakhs

Particulars	As at 01 st April, 2022	Statement of Profit and Loss	OCI	As at 31 st March, 2023
Property Plant and Equipment and other Intangible Asset	(386.04)	12.46	-	(398.50)
Employee Benefit	23.62	(5.20)	-	28.82
Others	0.29	(22.65)	-	22.94
	(362.13)	(15.39)	-	(346.74)

39 I Lease (Ind AS 116):

The carrying amount of lease assets, split by major class of asset, and new lease assets during the reporting period, are presented in the table below:

₹ in Lakhs

	As at 31 st March, 2024	As at 31 st March, 2023
Right to Use Assets	Land and Buildings	
Balance as at 1st April	354.94	367.31
Additions during the year	25.95	13.48
Deletion during the year	0.00	-
Depreciation on Right-of-use asset	(19.57)	(25.85)
Balance as at 31st March	361.32	354.94

Notes to Standalone Financial Statements

as at 31st March, 2024

The following is the carrying value of lease liability and movement thereof during the year ended March 31, 2024

₹ in Lakhs

	As at 31 st March, 2024	As at 31 st March, 2023
Lease Liability	Land and Buildings	
Balance as at 1st April	13.49	11.88
Additions during the year	26.33	13.48
Finance cost accrued during the year	2.37	1.30
Deletions	-	-
Payment of lease liabilities	(15.18)	(13.16)
Balance as at 31st March	27.01	13.49
Current portion of Lease liability	13.66	11.28
Non - Current portion of Lease liability	13.35	2.21

II A. Lease Liability Maturity Profile - Lessee

₹ in Lakhs

	As at 31 st March, 2024	As at 31 st March, 2023
1. Future Minimum Lease Payments under non-cancellable operating lease for the period		
(a) Not later than one year	15.58	8.05
(b) Later than one year but not later than 5 years	14.91	7.39
(c) More than 5 years	-	-
Undiscounted Lease Liabilities	30.50	15.44
Less: Discount	3.49	1.51
Closing Lease Liabilities	27.01	13.93
2. Lease payments charged to Profit and Loss Account		
Rental expenses	71.79	60.11
Depreciation	19.57	25.85
Interest	2.37	1.30
3. Cash Flow Statement		
Cash Outflow for payment of Lease	(15.18)	(13.16)

4. The Company has taken premises on leases. The lease typically runs for a period of 1 to 5 years with an option to renew the lease after that period. The lease payments for the entire lease period are fixed at the time of entering into the lease agreement and are renegotiated towards the end of the lease period in case of renewals.

B. Lease Receivable Maturity Profile - Lessor

₹ in Lakhs

	As at 31 st March, 2024	As at 31 st March, 2023
1. Lease receipt credited to Profit and Loss Account		
Rental Income - Less than one year	21.25	19.32

There are no lease given for the period more than one year

Notes to Standalone Financial Statements

as at 31st March, 2024

40 I Employee Benefits (Ind AS 19)

Defined Benefit Plans:

(A) Gratuity:

The gratuity payable to employees is based on the employee's service and last drawn salary at the time of leaving the services of the Company and is in accordance with the rules of the Company for payment of gratuity.

Inherent Risk:

The plan is defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. In particular, this exposes the Company to actuarial risk such as adverse salary growth, change in demographic experience, inadequate return on underlying plan assets. This may result in an increase in cost of providing these benefits to employees in future. Since the benefits are lump sum in nature, the plan is not subject to any longevity risks.

Statement of Assets and Liabilities for Defined Benefit Obligation :

		₹ in Lakhs	
Gratuity and other post employment benefit plans.		As at 31 st March, 2024	As at 31 st March, 2023
(i) Change in present value of obligation			
Balance at the beginning of the year		79.25	65.60
Adjustment of:		-	-
Interest Cost		5.83	4.40
Current Service Cost		11.27	11.24
Past Service Cost		-	-
Liability Transferred In/Acquisitions		-	-
(Liability Transferred Out/Disinvestment)		(0.38)	-
Benefit paid directly by the Employer		(7.59)	(3.31)
Actuarial (Gains)/Losses on Obligation - Due to Change in Demographic Assumptions		-	-
Actuarial (Gains)/Losses on Obligation - Due to Change in Financial Assumptions		0.59	(2.66)
Actuarial (Gains)/Losses on Obligation - Due to Experience		(8.47)	3.98
Balance at the end of the year		80.49	79.25
(ii) Change in Fair Value of Assets		Unfunded	
(iii) Net Asset / (Liability) recognised in the Balance Sheet			
(Present Value of Benefit Obligation at the end of the Period)		(80.49)	(79.25)
Fair Value of Plan Assets at the end of the Period		-	-
Funded Status (Surplus/ (Deficit))		(80.49)	(79.25)
Net (Liability)/Asset Recognized in the Balance Sheet		(80.49)	(79.25)
(iv) Expenses recognised in the Statement of Profit and Loss			
Current Service Cost		11.27	11.24
Net Interest Cost		5.83	4.40
Past Service Cost		-	-
Expenses Recognized		17.10	15.64
(v) Re-measurements recognised in Other Comprehensive Income (OCI):			
Actuarial (Gains)/Losses on Obligation For the Period		(7.89)	1.32
Return on Plan Assets, Excluding Interest Income		-	-
Change in Asset Ceiling		-	-
Net (Income)/Expense For the Period Recognized in OCI		(7.89)	1.32

Notes to Standalone Financial Statements

as at 31st March, 2024

₹ in Lakhs

Gratuity and other post employment benefit plans.	As at 31 st March, 2024	As at 31 st March, 2023
(vi) Maturity profile of defined benefit obligation :		
Projected Benefits Payable in Future Years From the Date of Reporting		
1 st Following Year	11.59	7.99
2 nd Following Year	8.36	8.73
3 rd Following Year	9.54	9.14
4 th Following Year	15.23	9.38
5 th Following Year	12.73	14.06
Sum of Years 6 To 10	29.49	40.36
Sum of Years 11 and above	34.64	34.43
(vii) Sensitivity analysis for significant assumptions:*		
Projected Benefit Obligation on Current Assumptions	80.49	79.25
Delta Effect of +1% Change in Rate of Discounting	(3.51)	(3.77)
Delta Effect of -1% Change in Rate of Discounting	3.88	4.16
Delta Effect of +1% Change in Rate of Salary Increase	3.68	3.62
Delta Effect of -1% Change in Rate of Salary Increase	(3.46)	(3.59)
Delta Effect of +1% Change in Rate of Employee Turnover	(0.77)	(0.83)
Delta Effect of -1% Change in Rate of Employee Turnover	0.83	0.89
(viii) Actuarial Assumptions:		
Discount Rate (p.a.)	7.19%	7.35%
Expected Return on Plan Assets (p.a.)	N.A.	N.A.
Turnover Rate	14.00%	14.00%
Mortality Rate During Employment	Indian Assured Lives Mortality (2012-14) Urban	Indian Assured Lives Mortality (2012-14) Urban
Salary Escalation Rate (p.a.)	10.00%	10.00%
Retirement age	60 years	60 years
(ix) Weighted Average duration of Defined benefit obligation	6 years	6 years

* The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

- (x) Gratuity is payable as per company's scheme as detailed in the report.
- (xi) Actuarial gains/losses are recognized in the period of occurrence under Other Comprehensive Income (OCI). All above reported figures of OCI are gross of taxation.
- (xii) Salary escalation & attrition rate are considered as advised by the company; they appear to be in line with the industry practice considering promotion and demand & supply of the employees.

Notes to Standalone Financial Statements

as at 31st March, 2024

(xiii) Maturity Analysis of Benefit Payments is undiscounted cash flows considering future salary, attrition & death in respective year for members as mentioned above.

(xiv) Average Expected Future Service represents Estimated Term of Post - Employment Benefit Obligation.

(xv) Weighted Average Duration of the Defined Benefit Obligation is the weighted average of cash flow timing, where weights are derived from the present value of each cash flow to the total present value.

(B) Defined Contribution Plans:

Provident Fund

₹ in Lakhs

	As at 31 st March, 2024	As at 31 st March, 2023
Employers Contribution To Provident Fund & Labour Welfare Fund Debited to Profit and Loss A/c	30.06	34.80
National Pension Scheme		

II Share Based Payments

The Company grants ESOP to Senior Management employees in accordance with the terms of the Plan.

(a) Description of the ESOP plan (graded vesting) that existed during the period:

The Company has granted share based incentives to certain employees on 13 August, 2021 for which approval received from SEBI on 01st December, 2022 under BRIL Employee Stock Options Scheme 2020 ("BRIL ESOS 2020") approved by Nomination and Remuneration Committee (NRC). As per the scheme, the number of options that will be granted is based upon length of service, grades, salary cost of the employee to the Company, performance appraisals and / or any other factors as determined by NRC. The options granted under this scheme is exercisable by employees within one year from date of its vesting. The Company has granted options at an exercise price of ₹134.22/-. Option granted will vest in the ratio of 30:30:40 each year starting from 2nd year from date of grant up to 4th year from date of grant.

Particulars	Grant
Board meeting date	26.06.2020
Options granted	13.08.2021
Exercise price (Rs. per share)	134.22
Date of grant	13.08.2021
Vesting date / period	3 Years
Exercise period	3 Years
Market price immediately prior to grant date(Rs. per share)	189.75

Market value of shares on the reporting period is considered and estimated fair value is arrived based on Black-Scholes model using one year, two year and three year G-Sec rates respectively for 1, 2 & 3 year exercise period.

Notes to Standalone Financial Statements

as at 31st March, 2024

Effect of Share based payments transactions on financial statement of the entity:

₹ in Lakhs

	Year Ended 31 st March, 2024	Year Ended 31 st March, 2024
Expenses recognised in Profit & Loss account	5.67	63.22

Measurement of fair value

The fair values of the options issued have been arrived at using the Black Scholes Model.

The key assumptions used in computing the fair value are :

Particulars	Grant
Share price on Grant date	192.45
Exercise price	134.22
Dividend Yield	0.42%
Risk free interest rate (1 year to 3 years)	4.12% - 5.24%
Life of the option	1.5 -3.5 years
Expected Volatility	49.63% - 52.43%
Weighted Average Fair value of Option on the date of grant	89.43
Fair value of the option (Rs. per share)-ESOP Plan	1 Year - 76.68 2 Year - 90.33 3 Year - 98.31

Reconciliation of the share options outstanding

The number and weighted-average exercise prices of share options under various grants are as follows:

Grant details	Grant as on 31.03.2024	Grant as on 31.03.2023
Particulars	No. of options	No. of options
Outstanding at the beginning of the period	145,300	155,300
Granted during the period	-	-
Forfeited / expired during the period	67,040	10,000
Exercised during the period	-	-
Outstanding at the end of the period	78,260	145,300

Notes to Standalone Financial Statements

as at 31st March, 2024

41 Related party disclosures (Ind AS 24):

(A) Information about related parties :

- (i) **Holding Company** Wedgewood Holdings Limited, Mauritius
- (ii) **Wholly-Owned Foreign Subsidiary Company** B.R.Chemicals Co., Limited, Osaka, Japan
- (iii) **Other Related Parties with whom there were transactions during the year:**

Relationship	Parties
a) Key Management Personnel (KMP)	Anup Jatia, Executive Director (Uptill 26 th July, 2023), Non Executive Chairman (W.E.F 31 st January, 2024) Shruti Jatia, Whole Time Director (W.E.F 03 rd September, 2023) Sandeep Chokhani (Uptill 11 th May, 2023) Ratan Agrawal, Chief Financial Officer Ambarish Daga, Joint CFO & Whole time Director (W.E.F 26 th July, 2023) Harshita Shetty, Company Secretary (Uptill 29 th Feb, 2024) Bhavesh Shah (W.E.F 26 th July, 2023) Sanket Desai (W.E.F 26 th July, 2023 to 18 th Jan, 2024)
b) Relative of Key Management Personnel (KMP)	Suchi Jatia (Daughter of WTD)
c) Enterprises owned or significantly influenced by any management personnel or their relatives	Black Rose Trading Private Limited Tozai Safety Private Limited Tozai Enterprises Private Limited Fukui Accent Trading (India) Private Limited Accent Industries Limited Atmasantosh Foundation Control Prints Limited Triumph Worldwide Limited

(B) The following transactions were carried out with the related parties in the ordinary course of business:

Nature of Transactions	₹ in Lakhs	
	Key Management Personnel	Other related parties as in 41(A)(iii)
Revenue	-	36.21
	-	(880.11)
Purchase	-	570.41
	-	(263.39)
Rent Expenses	-	70.04
	-	(60.02)
Directors Remuneration (including Commission)	80.18	-
	(190.82)	-
Directors Sitting Fees	11.40	-
	(8.10)	-
Post Retirement Benefits	4.88	-
	(4.45)	-
Professional & Retainership Fees Expenses	-	10.50
	-	-
Salary Expenses	95.61	-
	(59.52)	-
Interest Expenses	-	-
	(17.34)	(26.21)

Notes to Standalone Financial Statements

as at 31st March, 2024

₹ in Lakhs

Nature of Transactions	Key Management Personnel	Other related parties as in 41(A)(iii)
Rent Income	-	21.25
	-	(21.25)
CSR Contribution	-	51.76
	-	(54.45)
Loan Taken	-	-
	(500.00)	(1,000.00)
Loan Repaid	-	-
	(500.00)	(1,000.00)
Reimbursement of Expenses Paid	-	-
	-	(2.14)
Reimbursement of Expenses Received	-	50.91
	-	(55.75)

(C) Balance as at 31st March, 2024

₹ in Lakhs

Nature of Transactions	Key Management Personnel	Other related parties as in 41(A)(iii)
Security Deposit Received	-	7.50
	-	(7.50)
Trade Receivable	-	10.88
	-	(1,026.28)
Director Remuneration Payable	3.77	-
	(2.43)	-
Advance to Suppliers	-	-
	-	(27.07)
Trade Payable	-	9.76
	-	-

Note :

- The above related party transaction is as disclosed by the management and relied upon by auditor.
- Figures in brackets represent previous year figure.

42 Earnings per Share (EPS) (Ind AS 33):

₹ in Lakhs

Particulars	Year Ended 31 st March, 2024	Year Ended 31 st March, 2023
(A) Basic EPS:		
(i) Net Profit attributable to Equity Shareholders	2,042.69	657.69
(ii) Weighted average number of Equity Shares outstanding (Nos.)	510.00	510.00
Basic EPS (₹) (i)/(ii)	4.01	1.29
(B) Diluted EPS:		
(i) Net Profit attributable to Equity Shareholders	2,042.69	657.69
(ii) Weighted average number of Equity Shares outstanding (Nos.)	510.00	510.00
(iii) Add : Weighted average no. of equity shares on account of employees stock option *	(0.28)	(0.31)
Diluted EPS (₹) (i)/(ii)	4.01	1.29

* Since potential equity shares on account of ESOP are negative, the EPS is be anti dilutive.

Notes to Standalone Financial Statements

as at 31st March, 2024

43 Contingent Liabilities & Capital Commitments

- (i) There are no contingent liabilities nor capital commitments.

44 Segment Reporting (Ind AS 108):

In accordance with Ind AS 108 'Operating Segment', segment information has been given in the consolidated financial statements, and therefore, no separate disclosure on segment information is given in these financial statements.

45 Corporate Social Responsibility (CSR):

The detail of amount required to be spent under Section 135 of the Companies Act, 2013 is as follows :

	₹ in Lakhs	
	31 st March, 2024	31 st March, 2023
(a) Gross amount required to be spent by the company during the year	56.65	68.42
(b) amount of expenditure incurred		
- Expenditure made	56.65	68.42
- Out of above deposited in Bank in Unspent Account	3.92	21.19
(c) shortfall at the end of the year	-	-
(d) total of previous years shortfall	-	-
(e) reason for shortfall	-	-
(f) nature of CSR activities	Promoting education and health care	Promoting education and health care
(g) details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	51.76	54.45
(h) where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately		
Opening CSR Payable	21.19	-
Amount Required to be spent in current year	56.65	68.42
CSR expenditure of prior years	-	24.92
Total Expenditure debited to profit and loss account	56.65	93.34
Less: Amount Spent during the year	(73.92)	(72.15)
a) Company's bank account	(52.73)	(47.22)
b) Separate CSR Unspent account	(21.19)	(24.92)
Closing CSR Payable	3.92	21.19

- (i) Unspent CSR amount for financial year 2022-23: ₹. 21.19 lakhs, utilised: ₹ 21.19 lakhs
- (j) Above includes ₹ 3.92 lakhs of corporate social responsibility (CSR) expenses related to ongoing projects as at 31st March 2024 (31st March 2023 : ₹ 21.19 lakhs). The same was transferred to a special account designated as "Unspent Corporate Social Responsibility Account" for the financial year 23-24 ("UCSRA- FY 23-24") of the Company within 30 days from the end of the financial year.

46 Some of the suppliers have sent their intimations of them being the Micro, Small and Medium Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006. However, there were no amounts payable at the year end together with interest paid / payable beyond the stipulated period as required under the said Act.

In respect of other suppliers, the Company has not received any intimation regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid / payable as required under the said Act have not been given to that extent.

Notes to Standalone Financial Statements

as at 31st March, 2024

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of informations collected by the management. This has been relied upon by auditor.

Disclosures under The Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED')

₹ in Lakhs

Particulars	31 st March, 2024	31 st March, 2023
i) Principal amounts remaining unpaid to suppliers as at the end of the accounting year.	3.12	31.42
ii) Interest accrued and due to suppliers on above amount, unpaid.	-	-
iii) The amount of interest paid by the buyer in terms of Section 16 of the MSMED Act, 2006, along with the amounts of the payment made to the Supplier beyond the appointed day during the accounting year.	-	-
iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
vi) The amount of further interest remaining due and payable even in succeeding years, until such date when the interest dues are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act, 2006	-	-

47 Disclosure as per Section 186 of The Companies Act, 2013

- i) Details of investment made are given in Note 7.
- ii) Details of loans given by the Company are as follows:

Name of the Entity/ Individual	Description	31 st March, 2024	31 st March, 2023
Loan - Business Loan			
Amount given during the year		NIL	NIL
Outstanding as at balance sheet date		NIL	NIL

- iii) There are no corporate guarantees given to subsidiaries during the year.

48 Reconciliation of liabilities from financing activities

₹ in Lakhs

	31 st March, 2024	31 st March, 2023
Borrowings		
Opening Balance	252.76	1,114.93
Cash inflow/ (outflow) of non-current borrowings	(23.75)	(2.84)
Cash inflow/(outflow) of current borrowings	(49.43)	(859.34)
Closing Balance	179.57	252.76
Lease Liabilities		
Opening Balance	13.49	11.88
Additions during the year	26.33	13.48
Finance cost accrued during the year	2.37	1.30
Deletions	-	-
Payment of lease liabilities	(15.18)	(13.16)
Closing Balance	27.01	13.49

Notes to Standalone Financial Statements

as at 31st March, 2024

49 Value of Imports calculated on CIF basis

₹ in Lakhs

	31 st March, 2024	31 st March, 2023
Raw Materials	5,831.52	7,829.15
Traded Goods	9,819.30	5,076.61
Others	-	29.42
	15,650.81	12,935.18

50 Expenditure in Foreign Currency

₹ in Lakhs

	31 st March, 2024	31 st March, 2023
Membership & Subscription	3.10	6.14
Royalty	181.87	137.84
Travelling	7.12	11.98
Brokerage & Commission	-	3.57
Computer & Software Expenses	-	0.49
Licenses Fees	-	40.10
Freight Charges	388.44	270.04
Staff Training	0.73	-
Business Support Expenses	7.10	-
Export Expenses	0.15	-
	588.50	470.16

51 Imported and indigenous raw materials, components consumed:

	% of total consumption	Value	% of total consumption	Value
	31 st March, 2024	31 st March, 2024	31 st March, 2023	31 st March, 2023
		₹ In Lakhs		₹ In Lakhs
Raw Materials				
Imported	66.69%	3,377.38	93.78%	5,323.08
Indigenously obtained	33.31%	1,687.19	6.22%	352.96
	100.00%	5,064.57	100.00%	5,676.04

52 Earnings in foreign currency

₹ in Lakhs

	31 st March, 2024	31 st March, 2023
Exports at F.O.B. Value	9,090.59	7,611.91
Commission Income	3.39	12.31
	9,093.98	7,624.22

53 The Company has announced a proposed dividend of ₹. 0.55 paise /- per share and a special dividend of ₹. 0.10 paise /- per share for the financial year 2023-2024 and shall be recognized once the dividend is paid.

54 In accordance with rule 3(1) of the Companies (Accounts) Rules 2014, the Company uses accounting software that records an audit trail of every transaction, including an edit log of each change made in the books of account along with the date of the change. This audit trail feature has been operational throughout the year and has not been tampered with. However, for accounting softwares, the audit trail feature was not enabled for databases during the year. The Company has established and maintained an adequate internal control framework and, based on its assessment, believes that this framework was effective as of March 31, 2024.

Notes to Standalone Financial Statements

as at 31st March, 2024

55 Ratios

	Numerator	Denominator	31 st March, 2024	31 st March, 2023	Changes %
Current ratio	Current Assets	Current Liabilities	3.43	3.77	-9.17%
Debt equity ratio *	Total Debt	Shareholder's Equity	0.01	0.02	-38.01%
Debt service coverage ratio * & **	Earning for Debt Service	Debt service = Interest + Principal repayments of Long Term Borrowings	17.19	4.91	250.10%
Return on equity ratio **	Net Profit After Taxes	Average Shareholder's Equity	15.63%	5.48%	185.43%
Inventory turnover ratio	Sales	Average Inventory	8.22	7.30	12.62%
Trade receivables turnover ratio	Revenue	Average Trade Receivables	4.54	4.44	2.14%
Trade payables turnover ratio	Purchases	Average Trade Payables	8.68	8.47	2.49%
Net capital turnover ratio	Revenue	Working Capital	3.00	3.65	-17.77%
Net profit ratio **	Net Profit After Taxes	Revenue	7.26%	2.37%	207.18%
Return on capital employed ratio **	Earnings before interest and taxes	Capital Employed	20.12%	8.77%	129.33%
Return on investment ratio ***	Income generated from investments	Time weighted average investments	7.08%	NA	-

Note :

* Repayment of borrowings leads to reduction in debt

** Due to increase in earnings before tax

*** New investment made during the year

56 Miscellaneous

- Quarterly statements of stocks and other current assets filed by the Company with banks are in agreement with the books of accounts.
- The Company has not traded or invested in crypto currency or virtual currency during the year.
- The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding that the intermediary shall:
 - 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 like to or on behalf of the Ultimate Beneficiaries.
- The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - 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 like to or on behalf of the Ultimate Beneficiaries.
- The Company does not have any charges or satisfaction of charges which are yet to be registered with ROC beyond the statutory period.
- The Company does not have any scheme of arrangements which have been approved by the Competent Authority in terms of Section 230 to 237 of the Companies Act, 2013.
- Provision regarding the number of layers prescribed under Section 2 (87) of the Act read with the Companies (Restriction on number of layers) Rules, 2017 is not applicable.

Notes to Standalone Financial Statements

as at 31st March, 2024

- 8 The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of Income Tax Act, 1961).
- 9 The Company is not declared as willful defaulter by any bank or financial institution or other lenders.
- 10 There is no transaction with the Struck off Companies under Section 248 or 560 of the Companies, Act 2013.
- 11 No proceedings initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988.
- 12 There were no material subsequent events to be recognized or reported that are not already disclosed.
- 13 In the Opinion of the Board of Directors, the Current Assets, Loans & Advances are realisable in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet. The Provision for all known liabilities is adequate and not in excess of the amount reasonably necessary.
- 14
 - a) Figures have been disclosed in rupees in Lakhs.
 - b) Previous year's figures have been regrouped and / or reclassified wherever found necessary to confirm current year's presentation.

As per our report of even date attached
For and on behalf of M M Nissim & Co LLP
Chartered Accountants
Firm Regn. No. 107122W/W100672

For and on behalf of the Board of Directors

N. Kashinath
Partner
Membership No. 036490

Shruti Jatia
Executive Director
DIN : 00227127

Ambarish Daga
Executive Director,
Joint CFO & IR Officer
DIN : 07125212

Place: Mumbai
Date: 28th May, 2024

Ratan Kumar Agrawal
Chief Financial Officer

Ankit Kumar Jain
Company Secretary

Notes to Standalone Financial Statements

as at 31st March, 2024

FORM AOC - 1

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

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES / ASSOCIATE COMPANIES / JOINT VENTURES

PART "A" : SUBSIDIARIES

Sl. No.	Particulars	Name of Subsidiary Company B.R. Chemicals Co., Ltd.	
1	Financial year ending on	31/03/2024	31/03/2023
2	Reporting Currency	JPY (¥)	JPY (¥)
3	Exchange Rate on the last date of financial year	₹ 0.5507	0.6159
4	% of shareholding	% 100	100
5	No. of Shares	60	60
		₹ in Lakhs	
6	Share Capital	16.21	16.21
7	Reserve & Surplus	621.74	541.57
8	Total Assets	960.76	822.04
9	Total Liabilities	960.76	822.04
10	Investments	-	-
11	Turnover	9,924.56	15,234.84
12	Profit / (Loss) before Taxation	109.05	191.10
13	Provision for Taxation	28.88	56.92
14	Profit /(Loss) after Taxation	80.17	134.18
15	Proposed Dividend	-	-

Notes:

- The assets and liabilities are translated at the exchange rate prevailing at the Balance Sheet date, and the income and expense items are translated at the average rates of exchange for the year.
- The reporting period of the subsidiary is same as that of the holding company i.e. 1st April, 2023 to 31st March, 2024
- Names of subsidiaries which are yet to commence operations - NIL
- Names of subsidiaries which have been liquidated or sold during the year - NIL

Since the company does not have any Associates or Joint Ventures, information pertaining to Part "B" to this form relating to Associates and Joint Ventures is not given.

For and on behalf of the Board of Directors

N. Kashinath

Partner

Membership No. 036490

Shruti Jatia

Executive Director

DIN : 00227127

Ambarish Daga

Executive Director,

Joint CFO & IR Officer

DIN : 07125212

Place: Mumbai

Date: 28th May, 2024

Ratan Kumar Agrawal

Chief Financial Officer

Ankit Kumar Jain

Company Secretary

CONSOLIDATED FINANCIAL STATEMENTS

Independent Auditor's Report

To
The Members of
BLACK ROSE INDUSTRIES LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

- 1) We have audited the accompanying Consolidated Financial Statements of BLACK ROSE INDUSTRIES LIMITED (hereinafter referred to as the 'Holding Company') and its subsidiary (Holding Company and its subsidiary together referred to as "the Group") which comprise the Consolidated Balance Sheet as at March 31, 2024, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flows Statement for the year then ended and notes to financial statements, a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").
- 2) In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the Consolidated state of affairs (financial position) of the Group as at 31st March, 2024, and its Consolidated profit(financial performance including Other Comprehensive Income), the

Consolidated Changes in Equity and its Consolidated Cash Flows for the year ended on that date.

Basis for Opinion

- 3) We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

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

Sr. No	Key Audit Matter	Our Response
1	<p>Identification and disclosures of Related Parties:</p> <p>The Holding Company has related party transactions which include, amongst others, sale and purchase of goods/services and lending and borrowing to its other related parties.</p> <p>Focused on identification and disclosure of related parties as a key audit matter.</p>	<p>Our audit procedures amongst others include:</p> <ul style="list-style-type: none"> • Obtained a list of related parties from the management. • Evaluated the design and tested the operating effectiveness of controls over identification and disclosure of related party transactions. • Traced the related parties to declarations given by Directors, where applicable, and to Note 38 of the Consolidated Ind AS Financial Statements. • Read minutes of the meetings of the Board of Directors and Audit Committee. • Tested material creditors / debtors, loan outstanding / loans taken to evaluate existence of any related party relationships; tested transactions based on declarations of related party transactions given to the Board of Directors and Audit Committee. • Evaluated the disclosures in the standalone Ind AS financial statements for compliance with Ind AS 24.

Information Other than the Consolidated Financial Statements and Auditor's Report thereon

- 5) The Holding Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the annual report, but does not include the Consolidated Financial Statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of the auditor's report.
- 6) Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- 7) In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- 8) When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

Management's Responsibility and Those Charged with Governance for the Consolidated Financial Statements

- 9) The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in term of the requirements of the Act that give a true and fair view of the Consolidated financial position, Consolidated financial performance, Consolidated Changes in Equity and Consolidated Cash Flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective Board of Directors of the company included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.
- 10) In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included

in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

- 11) The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the audit of the Consolidated Financial Statements

- 12) Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.
- 13) As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding 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 in the consolidated financial statements made by the management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the

Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
 - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.
- 14) We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.
 - 15) We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
 - 16) 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.
 - 17) From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated

in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

- 18) We did not audit the financial statements / financial information of a subsidiary whose financial statements / financial information reflect total assets of ₹940.96 Lakhs as at 31st March, 2024, total revenues of ₹9,997.16 Lakhs, total net profit after tax of ₹80.17 Lakhs and net cash outflows/inflows of ₹ (21.40) Lakhs for the year ended on that date, as considered in the Consolidated Financial Statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.
- 19) The subsidiary referred above are located outside India whose financial statements have been prepared in accordance with accounting principles generally accepted in their respective country and which has been audited by other auditor under generally accepted auditing standards applicable in their country. The Holding company's management has converted the financial statements of such subsidiary located outside India from accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiary located outside India is based on the report of other auditor and the conversion adjustments prepared by the Management of the Holding Company and audited by us.
- 20) Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

- 21) With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) order, 2020 (the order/CARO) issued by the central government in terms of Section 143 (11) of the Act, to be included in the Auditor's Report is not applicable to the Group as the Holding Company has only one subsidiary which is not incorporated in India and CARO 2020 is not applicable.
- 22) (A) As required by Section 143(3) of the Act, based on our audit and on consideration of report of the other auditors on separate financial statements and other financial information of subsidiary, as noted in the 'other matter' paragraph we report, to the extent applicable that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the holding company so far as it appears from our examination of those books and the reports of the other auditors, except for certain matters in respect of audit trail as stated in Para 22(B)vi.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
 - d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Indian Accounting Standards prescribed under section 133 of the Act read with relevant rules of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2024 taken on record by the Board of Directors of the Holding Company, none of the directors of the Group companies is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to Financial Statements of the Holding Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financials statements as also the other financial information of the subsidiary as noted in the 'other matter' paragraph:
- i. The Group does not have any pending litigations which would impact its financial position;
 - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Holding company.
 - iv. (a) The Managements of the Holding Company, whose financial statements have been audited under the Act, have represented to us that to the best of their knowledge and belief, no funds have been advanced or lend or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company to or in any other person(s) or entity(ies), including foreign entities (Intermediaries"), with the understanding whether recorded in writing or otherwise that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of its subsidiaries, ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Managements of the Holding Company, whose financial statements have been audited under the Act, have represented to us that to the best of their knowledge and belief, no funds have been received by the Holding Company, from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of its subsidiaries 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; and
 - (c) Based on such audit procedures, we have considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiaries, which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that causes us to believe that the above representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (a) and (b) above, contain any material misstatement.

- v. The Holding Company has complied with the provisions with respect to payment of dividend according to Section 123 of the Companies Act, 2013.
- vi. Based on our examination, which included test checks, the Holding Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024, which has a feature of recording audit trail (edit log) facility except that the audit trail was not enabled at the database level for accounting software to log any direct changes. For accounting software for which audit trail feature is enabled, the audit trail facility has been operating throughout the year for all relevant transactions recorded in the software and we did not come across any instance of audit trail being tampered with during the course of our audit.

The only subsidiary of the Holding Company is incorporated outside India hence audit trail requirement is not applicable on the subsidiary company.

- (C) As required by section 197(16) of the Act, based on our audit, we report that the Holding Company, has paid and provided for remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.

For **M M Nissim & Co LLP**

Chartered Accountants
Firm Reg.No.107122W / W100672

N Kashinath

Partner

Mem.No.036490

UDIN: 24036490BKGTS1117

Place: Mumbai

Date: 28th May, 2024

“Annexure A” To The Independent Auditor’s Report

Of Even Date On The Consolidated Financial Statements Of Black Rose Industries Limited.

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”)

1. OPINION

We have audited the internal financial controls with reference to Consolidated Financial Statements of Black Rose Industries Limited (“the Holding Company”) as of March 31, 2024 in conjunction with our audit of the financial statements of the Holding Company for the year ended on that date.

In our opinion, the Holding Company, have, in all material respects, an adequate internal financial controls system with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31st March, 2024, based on the internal control with reference to consolidated financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance note”) issued the Institute of Chartered Accountants of India (the “ICAI”).

2. MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Board of Directors of the Holding Company are responsible for establishing and maintaining internal financial controls based on the internal financial control with reference to consolidated financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

3. AUDITORS’ RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Holding Company based on our audit. We conducted our audit in accordance with the Guidance Note issued by ICAI 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 issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial

statements were established and maintained and if such controls operated effectively in all material respects.

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

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

4. MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

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

5. INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements

due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

6. Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal

financial controls with reference to consolidated financial statements in so far as it relates to subsidiary company, is not applicable to the subsidiary located outside India.

For **M M Nissim & Co LLP**

Chartered Accountants

Firm Reg.No.107122W / W100672

N Kashinath

Partner

Mem.No.036490

UDIN: 24036490BKGTS1117

Place: Mumbai

Date: 28th May, 2024

Consolidated Statement of Assets and Liabilities

as at 31st March, 2024

₹ in Lakhs

PARTICULARS	Note No.	As At 31-03-2024	As At 31-03-2023
I. ASSETS			
1 Non Current Assets			
Property, Plant & Equipment	2	3,680.66	3,614.68
Capital Work-in-Progress	2	458.01	612.86
Right of Use Lease Assets	2	361.32	354.94
Intangible Assets	2	56.33	43.61
Intangible Assets Under Development	2	269.78	186.59
Financial Assets			
(I) Other Financial Assets	3	0.32	0.32
Other Non-Current Assets	4	222.00	200.60
Sub-Total: Non-Current Asset		5,048.42	5,013.60
2 Current Assets			
Inventories	5	3,841.10	2,953.28
Financial Assets			
(I) Investments	6	1,227.45	-
(II) Trade Receivables	7	6,675.75	5,892.06
(III) Cash and Cash Equivalents	8	1,060.68	883.21
(IV) Bank Balances Other Than Cash & Cash Equivalents	9	804.13	1,128.98
(V) Loans	10	0.63	1.90
(VI) Other Financial Assets	11	50.19	49.61
Other Current Assets	12	543.77	293.68
Sub-Total: Current Asset		14,203.70	11,202.72
TOTAL ASSETS :		19,252.13	16,216.32
II. EQUITY AND LIABILITIES			
1 Equity			
Equity Share Capital	14A	510.00	510.00
Other Equity	14B	13,997.00	12,197.80
Sub-Total: Equity		14,507.00	12,707.80
2 Liabilities			
Non-Current Liabilities			
Financial Liabilities			
(I) Borrowings	15	198.75	295.77
(II) Lease Liabilities	16	13.35	2.21
(III) Other Financial Liabilities		-	-
Provisions	17	75.66	81.98
Deferred Tax Liabilities (Net)	18	372.24	346.74
Sub-Total: Non Current Liabilities		660.00	726.70
Current Liabilities			
Financial Liabilities			
(I) Borrowings	19	196.71	204.27
(II) Lease Liabilities	20	13.66	11.28
(III) Trade Payables	21		
a. Total Outstanding Dues of Micro Enterprises And Small Enterprises		3.12	31.42
b. Total Outstanding Dues of Creditors Other Than Micro Enterprises And Small Enterprises		3,408.66	2,096.85
(IV) Other Financial Liabilities	22	386.67	261.66
Other Current Liabilities	23	43.80	78.00
Provisions	24	12.82	9.97
Current Tax Liabilities (Net)	13	19.67	88.38
Sub-Total: Current Liabilities		4,085.12	2,781.82
TOTAL EQUITY AND LIABILITIES :		19,252.13	16,216.32

Material Accounting Policies

1

Notes on accounts are an integral part of the Financial Statements

As per our report of even date attached

For and on behalf of M M Nissim & Co LLP

Chartered Accountants

Firm Regn. No. 107122W/W100672

N. Kashinath

Partner

Membership No. 036490

Place : Mumbai

Date : 28th May, 2024

For and on behalf of the Board of Directors
Shruti Jatia

Executive Director

DIN : 00227127

Ratan Kumar Agrawal

Chief Financial Officer

Ambarish Daga

Executive Director, Joint CFO & IR Officer

DIN : 07125212

Ankit Kumar Jain

Company Secretary

Consolidated Statement of Profit and Loss

for the year ended 31st March, 2024

₹ in Lakhs

PARTICULARS	Note No.	For the Year Ended 31-03-2024	For the Year Ended 31-03-2023
I. INCOME			
Revenue From Operations	25	38,041.67	43,044.03
Other Income	26	462.46	204.24
Total Revenue		38,504.13	43,248.27
II. EXPENDITURE			
Cost of Materials Consumed	27	5,064.57	5,676.04
Purchase of Traded Goods	28	26,847.82	32,529.36
Changes In Inventories of Finished Goods, Work-in-Progress And Traded Goods	29	(385.54)	(136.51)
Employee Benefits Expense	30	777.37	886.98
Finance Cost	31	106.83	196.89
Depreciation And Amortization Expenses	32	300.65	303.51
Other Expenses	33	2,934.62	2,696.84
Total Expenditure		35,646.31	42,153.10
III. Profit Before Tax (I-II)		2,857.82	1,095.17
Less: Tax Expenses			
Current Tax		714.25	317.25
Deferred Tax		21.58	(15.39)
Earlier Years Adjustments		(0.88)	1.44
		734.95	303.30
IV. Profit For The Year		2,122.86	791.87
Other Comprehensive Income			
A. Items That Will Not Be Reclassified To Statement of Profit & Loss A/c			
Actuarial Gain/(Loss) On Employee Benefits		15.57	(1.32)
Income Tax Relating To Items That Will Not Be Reclassified To Profit & Loss A/c		(3.92)	0.33
B. Items That Will Be Reclassified To Statement of Profit & Loss			
Gain/(Loss) on Hedging Instruments		-	-
Foreign Exchange Fluctuation Reserve on Consolidation		(60.48)	1.37
Income Tax Relating To Items That Will Be Reclassified To Profit & Loss A/c		-	-
V. Total Comprehensive Income For The Period		2,074.03	792.25
Earnings Per Equity Share (Nominal Value of Share ₹ 1/- each)	39		
Basic (₹)		4.16	1.55
Diluted (₹)		4.16	1.55

Material Accounting Policies

1

Notes on accounts are an integral part of the Financial Statements
As per our report of even date attached

For and on behalf of M M Nissim & Co LLP

Chartered Accountants

Firm Regn. No. 107122W/W100672

N. Kashinath

Partner

Membership No. 036490

Place : Mumbai

Date : 28th May, 2024

For and on behalf of the Board of Directors

Shruti Jatia

Executive Director

DIN : 00227127

Ratan Kumar Agrawal

Chief Financial Officer

Ambarish Daga

Executive Director, Joint CFO & IR Officer

DIN : 07125212

Ankit Kumar Jain

Company Secretary

Consolidated Statement of Cash Flows

for the year ended 31st March, 2024

₹ in Lakhs

	Year Ended 31-03-2024	Year Ended 31-03-2023
A. Cash Flow From Operating Activities		
Net Profit Before Tax And Extraordinary Items	2,857.82	1,095.17
Adjustments For:		
Depreciation	300.65	303.51
(Profit)/Loss On Sale of Property Plant And Equipment (PPE)	4.59	-
(Profit)/Loss On Sale of Mutual Fund	(14.95)	-
Unrealised (Gain)/Loss on Mutual Fund - Fair Value	(9.52)	-
Increase/(Decrease) In Foreign Currency Translation Reserve	(60.48)	1.37
Interest Expenses	106.83	183.87
Interest Income	(176.35)	(34.05)
Unrealised Foreign Exchange (Gain)/Loss	(19.88)	(14.83)
Sundry Balances Written Back	(2.05)	(7.72)
PPE Written Off	0.26	-
Allowance for Doubtful Advances/Deposits/Receivables	18.97	1.94
Accrual of Share Based Payment Reserve	5.67	63.22
Operating Profit Before Working Capital Changes	3,011.56	1,592.47
Adjustments For:		
(Increase)/Decrease In Receivables & Other Assets	(330.88)	881.64
(Increase)/Decrease In Inventories	(887.82)	1,673.25
Increase/(Decrease) In Payables, Provisions & Other Liabilities	348.62	(1,696.57)
Cash Generated From Operating Activities	2,141.48	2,450.78
Less : Direct Taxes (Net of Refund)	741.57	182.84
Net Cash Flow From / (Used In) Operating Activities	1,399.91	2,267.94
B. Cash Flow From Investing Activities		
Purchase of Property Plant And Equipment	(298.88)	(560.64)
Sale Of Property Plant And Equipment	5.90	-
Fixed Deposits (Placed)/Matured	332.44	(659.76)
Purchase of Mutual Fund	(5,530.00)	-
Sale of Mutual Fund	4,327.02	-
Interest Received	167.68	24.70
Net Cash Flow From / (Used In) Investing Activities	(995.85)	(1,195.70)
C. Cash Flow From Financing Activities		
Proceeds/(Repayment) of Short Term Borrowings From Banks	(76.90)	(863.34)
Repayment of Long Term Borrowings	(27.68)	(31.04)
Proceed From Long Term Borrowings	-	30.00
Unsecured Loan Taken	-	1500.00
Unsecured Loan Repaid	-	(1,500.00)
Repayment of Operating Lease Liabilities	(15.18)	(13.16)
Interest Paid	(106.83)	(183.87)
Net Cash Flow / (Used In) From Financing Activities	(226.58)	(1061.41)
Net Increase / (Decrease) In Cash And Cash Equivalents (A+B+C)	177.48	10.83
Cash And Cash Equivalent as at The Beginning Of The Year	883.21	872.37
Cash And Cash Equivalent as at The End Of The Year	1,060.68	883.21

Consolidated Statement of Cash Flows

for the year ended 31st March, 2024

₹ in Lakhs

	Year Ended 31-03-2024	Year Ended 31-03-2023
Notes:		
1) Cash And Cash Equivalents Comprises of		
A) Cash In Hand	2.22	2.00
B) Bank Balance In Current Accounts	1,058.46	881.21
	1,060.68	883.21

- 2) The above Cash Flow Statement has been prepared under the Indirect Method Ind AS 7 - Cash Flow.
- 3) Direct Tax paid are treated as arising from operating activity and not bifurcated in investment and financing activities
- 4) Figures of the previous year have been re-grouped and re-classified wherever necessary to correspond with the figures of the current year.
- 5) Refer Note no. 50 for amount spent during the years ended March 31, 2024 and 2023 relating to CSR activities.
- 6) Refer Note no. 42 for reconciliation of liabilities from financing activities.
- 7) Figures in brackets represent outflows.

As per our report of even date attached

For and on behalf of M M Nissim & Co LLP

Chartered Accountants

Firm Regn. No. 107122W/W100672

N. Kashinath

Partner

Membership No. 036490

Place : Mumbai

Date : 28th May, 2024

For and on behalf of the Board of Directors

Shruti Jatia

Executive Director

DIN : 00227127

Ratan Kumar Agrawal

Chief Financial Officer

Ambarish Daga

Executive Director, Joint CFO & IR Officer

DIN : 07125212

Ankit Kumar Jain

Company Secretary

Consolidated Statement of Changes in Equity

for the year ended 31st March, 2024

A EQUITY SHARE CAPITAL

For the Year Ended 31.03.2024

₹ in Lakhs

Balance as at 01 st April, 2023	Changes in equity share capital during the period	Balance as at 31 st March, 2024
510.00	-	510.00

B OTHER EQUITY

For the Year Ended 31.03.2024

₹ in Lakhs

Particular	Reserve & Surplus					Effective Portion of Cash Flow Hedges	Foreign Exchange Fluctuation Reserve on Consolidation	Total Equity
	Capital Reserve	Securities Premium Reserve	General Reserve	Shares Option Outstanding Account	Retained Earnings			
Balance as at 01 st April, 2023	30.00	644.70	62.40	63.22	11,408.79	-	(11.30)	12,197.80
Profit for the year	-	-	-	-	2,122.86	-	-	2,122.86
Other Comprehensive Income for the year	-	-	-	-	11.65	-	(60.48)	(48.83)
Total	30.00	644.70	62.40	63.22	13,543.30	-	(71.78)	14,271.84
Transferred to Retained Earnings	-	-	-	-	-	-	-	-
Dividend	-	-	-	-	(280.50)	-	-	(280.50)
Share Based Payments	-	-	-	-	5.67	-	-	5.67
Balance as at 31st March, 2024	30.00	644.70	62.40	68.89	13,262.80	-	(71.78)	13,997.00

₹ in Lakhs

Particular	Reserve & Surplus					Effective Portion of Cash Flow Hedges	Foreign Exchange Fluctuation Reserve on Consolidation	Total Equity
	Capital Reserve	Securities Premium Reserve	General Reserve	Shares Option Outstanding Account	Retained Earnings			
Balance as at 01 st April, 2022	30.00	644.70	62.40	-	10,998.48	1.93	(12.67)	11,724.83
Profit for the year	-	-	-	-	791.87	-	-	791.87
Other Comprehensive Income for the year	-	-	-	-	(0.99)	-	1.37	0.38
Total	30.00	644.70	62.40	-	11,789.36	1.93	(11.30)	12,517.09
Transferred to Retained Earnings	-	-	-	-	1.93	(1.93)	-	(0.00)
Dividend	-	-	-	-	(382.50)	-	-	(382.50)
Share Based Payments	-	-	-	-	63.22	-	-	63.22
Balance as at 31st March, 2023	30.00	644.70	62.40	63.22	11,408.79	-	(11.30)	12,197.80

Consolidated Statement of Changes in Equity

for the year ended 31st March, 2024

General Definitions:

Capital Reserve	This capital reserve represents the capital subsidy received against setting up factory in backward area. The same can be utilized in accordance with the provisions of the Companies Act, 2013.
Securities Premium Reserve	This Reserve represents the premium on issue of shares in excess of its par value and can be utilized in accordance with the provisions of the Companies Act, 2013
General Reserve	This Reserve is created by an appropriation from one component of equity (generally Retained Earnings) to another, not being an item of Other Comprehensive Income. The same can be utilized in accordance with the provisions of the Companies Act, 2013.
Shares Option Outstanding Account	This Reserve relates to stock options granted by the Holding Company to employees under Employee Stock Option Schemes accumulated over the vesting period of the plan. This Reserve is transferred to Securities Premium or Retained Earnings on exercise or lapse of vested options.
Retained Earnings	Retained earnings are the profits that the Group has earned till date, add/(less) any transfers from/(to) general reserve, securities premium reserve, dividends or other distributions paid to shareholders.
Effective Portion of Cash Flow Hedges	This Reserve represents the cumulative effective portion of changes in Fair Value of derivatives that are designated as Cash Flow Hedges. It will be reclassified to profit or loss or included in the carrying amount of the non-financial asset in accordance with the Holding Company's accounting policy
Foreign Exchange Fluctuation Reserve on Consolidation	This foreign exchange fluctuation reserve represents exchange differences arising from the translation of financial statements of foreign operations with functional currency other than Indian Rupee.

As per our report of even date attached

For and on behalf of M M Nissim & Co LLP

Chartered Accountants

Firm Regn. No. 107122W/W100672

N. Kashinath

Partner

Membership No. 036490

Place : Mumbai

Date : 28th May, 2024

For and on behalf of the Board of Directors

Shruti Jatia

Executive Director

DIN : 00227127

Ratan Kumar Agrawal

Chief Financial Officer

Ambarish Daga

Executive Director, Joint CFO & IR Officer

DIN : 07125212

Ankit Kumar Jain

Company Secretary

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

1 Corporate Information and Material Accounting Policies

A Corporate information

Black Rose Industries Limited (the Holding Company) is a Public Limited Company incorporated in India having its registered office at Mumbai, Maharashtra, India. The Holding Company is primarily engaged in manufacturing and distribution of chemicals.

Name of the Company	Country of Incorporation	% Shareholding of Black Rose Industries Ltd.	Consolidated as
B.R. Chemicals Co., Limited	Japan	100%	Wholly Owned Subsidiary

Principles of consolidation

The consolidated financial statements relate to Black Rose Industries Limited and its subsidiary company B.R.Chemicals Co., Limited (collectively referred to as 'the Group'). The consolidated financial statements have been prepared on the following basis :

- The financial statements of the Holding Company and its subsidiary company are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions.
- In case of financial statements of non integral foreign operations, the assets and liabilities are translated at the closing exchange rate. Income and Expense items are translated at average exchange rates and all resulting exchange differences are accumulated in foreign exchange fluctuation reserves on consolidation until the disposal of the investment.
- As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as Holding Company's separate financial statements, as far as possible, except as specifically mentioned in the Notes to Accounts.
- The financial statements of the subsidiary company used into the consolidation are drawn upto the same reporting date as that of the Holding Company.

B Basis of preparation

i) Statement of Compliance:

These Separate financial statements (also known as Consolidated Financial Statements) have been prepared in accordance with IND AS as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto.

ii) Basis of Measurement

The financial statements have been prepared on the historical cost basis except for following assets and liabilities which have been measured at fair value amount:

- Certain financial assets and liabilities (including derivative instruments), and
- Employee's Defined Benefit Plan as per actuarial valuation

These Consolidated Financial Statements are prepared, to the extent possible, based on information available with the management in respect of its Subsidiary Company.

iii) Rounding Off

The financial statements are presented in Indian Rupees, which is the functional currency of the Holding Company and all values are rounded to nearest lakhs ('00,000), except when indicated other wise.

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

C Summary of Material Accounting Policies:

Ind AS 1 was amended vide notification no. GSR 242(E) dated 31st March 2023 to require disclosure of material accounting policy information from accounting periods beginning on or after 1st April 2023 instead of significant accounting policy disclosure by amending para 117, inserting para 117A to 117E and deleting para 118 to 121. Para 117 of Ind AS states when an information on accounting policy is considered as material accounting policies information as follows:

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

Each of the policies disclosed herein below has been tested to determine whether the information disclosed is Material Accounting Policy information.

a) Property, Plant and Equipment (PPE)

The initial cost of PPE comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use, including relevant borrowing costs and any expected costs of decommissioning, less accumulated depreciation and accumulated impairment losses, if any. Expenditure incurred after the PPE have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred.

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

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

Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre - operative expenses and disclosed under Capital Work - in - Progress.

b) Depreciation

Depreciation on property, plant and equipment is provided using straight line method based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

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 recognised 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.

Depreciation on property plant and equipment added/disposed off during the year is provided on pro rata basis with reference to the date of addition/disposal.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Gains or losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

Description of Asset	Estimated Useful Life
Tangible	
Building Factory	10-30 Years
Plant and Machinery	10-20 Years
Electrical Installation	10 Years
Factory Equipments	10 Years
Office Equipments	5 Years
Furniture & Fixtures	10 Years
Computers	3 Years
Vehicles	8 Years
Windmills	22 Years
Intangible	
License Fees	10 Years
Computers Software	3 Years

c) Intangible Assets

- (i) Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortisation/depletion and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

- (ii) Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment, if any. The Group determines the amortisation period as the period over which the future economic benefits will flow to the Group after taking into account all relevant facts and circumstances. The estimated useful life and amortisation method are reviewed periodically, with the effect of any changes in estimate being accounted for on a prospective basis.
- (iii) Licensed Software & Technical Know-how are amortised on straight line basis over the estimated useful life of the asset which is estimated at 5 years and License Fees are amortised prorata, on SLM basis over the useful life of 10 years.

d) Impairment of non-financial assets - property, plant and equipment and intangible assets

The Group assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

e) Inventories

Raw materials, components, stores and spares are valued at lower of cost and net realizable value. However materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, components and stores and spares is determined on a first in first out (FIFO) method.

Work-in-progress and finished goods are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity.

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

f) Borrowing Costs

Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

Interest 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 costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

g) Provision & Contingent Liabilities

The Group creates a provision when there is present obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When the likelihood of outflow of resources is remote, no provision or disclosure is made.

h) Revenue Recognition

The Group derives revenues primarily from sale of goods, products and related services.

Revenue from contract with customers is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Group expects to receive in exchange for those products or services.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts offered by the Group as part of the contract.

(i) Revenue from sales of goods and services:

Revenue from sales of goods & services are recognised on accrual basis in the year in which the goods & services are rendered at an amount that reflects the consideration which the Group expects to be entitled in exchange for those goods or services. The timing of when the Group transfers the goods or provide services may differ from the timing of the customer's payment.

Amounts disclosed as revenue are net of goods and service tax (GST).

Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer. Generally, the credit period varies between 0-90 days from satisfaction of performance obligations.

(ii) Dividends

Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established.

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

(iii) Other income

The Group recognises income on accrual basis. However, where the ultimate collection of the same lacks reasonable certainty, revenue recognition is postponed to the extent revenue is reasonably certain and can be reliably measured.

i) Leases

The Group as a lessee

The Group's lease asset classes primarily consist of leases for land and buildings. The Group assesses whether a contract contains a lease, at inception of a contract.

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

Lease term includes extension or termination options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost and subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment of whether it will exercise an extension or a termination option.

The Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms.

j) Retirement and other employee benefits

Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognized as an expense during the period when the employees render the services.

Post-Employment Benefits

Defined Benefit Plans

The Holding Company pays gratuity to the employees whoever has completed five years of service with the Company at the time of resignation. The gratuity is paid @15 days salary for every completed year of service as per the Payment of Gratuity Act 1972.

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

Defined Contribution Plans

Payments to defined contribution retirement benefit plans, viz., Provident Fund for certain eligible employees, Pension Fund and Superannuation benefits are recognised as an expense when employees have rendered the service entitling them to the contribution.

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

k) Share Based Payment

The stock options granted to employees in terms of the Holding Company's Stock Options Schemes, are measured at the fair value of the options at the grant date. The fair value of the options is treated as discount and accounted as employee compensation cost over the vesting period on a straight-line basis. The amount recognised as expense in each year is arrived at based on the number of grants expected to vest. If a grant lapses after the vesting period, the cumulative discount recognised as expense in respect of such grant is transferred to the general reserve within equity.

l) Income Taxes

Income Tax expenses comprise current tax and deferred tax charge or credit.

Current Tax is measured on the basis of estimated taxable income for the current accounting period in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961 and other applicable tax laws.

Deferred tax is provided, on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax assets and liabilities are measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Tax relating to items recognized directly in equity or OCI is recognized in equity or OCI and not in the Statement of Profit and Loss.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable.

m) Earnings Per Share

The basic Earnings Per Share ("EPS") is computed by dividing the net profit / (loss) after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

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

n) Foreign Currency Transactions

In preparing the financial statements of the Group, the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of initial transactions.

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

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange differences relating to qualifying effective cash flow hedges and qualifying net investment hedges in foreign operations.

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

o) Financial Instruments

Financial assets and financial liabilities are recognized when a Group becomes a party to the contractual provisions of the instruments.

Initial Recognition:

The Group recognizes a financial asset in its financial statements when it becomes party to contractual provisions of the instrument. All financial assets are recognized initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial assets. However, trade receivables that do not contain a significant financing component are measured at transaction price.

All financial liabilities at initial recognition are classified as financial liabilities at amortized cost or financial liabilities at fair value through profit or loss, as appropriate. All financial liabilities classified at amortized cost are recognized initially at fair value net of directly attributable transaction costs. Any difference between the proceeds (net of transaction costs) and the fair value at initial recognition is recognised in the Statement of Profit and Loss or in the Capital Work-In-Progress, if another standard permits inclusion of such cost in the carrying amount of an asset over the period of the borrowings using the Effective interest rate ('EIR') method.

Classification and Subsequent Measurement: Financial Assets

The Group classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- the entity's business model for managing the financial assets; and
- the contractual cash flow characteristics of the financial asset.

Amortized Cost:

A financial asset shall be classified and measured at amortized cost if both of the following conditions are met:

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

Fair Value through OCI:

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

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

Fair Value through Profit or Loss:

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through OCI.

All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

Impairment of Financial Assets

The Group assesses on a forward-looking basis, the expected credit losses associated with its financial assets carried at amortized cost for e.g. trade receivables and bank balances. The impairment methodology applied depends on whether there has been a significant increase in credit risk and if so, assess the need to provide for the same in the Statement of Profit and Loss.

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables and all lease receivables.

Classification and Subsequent Measurement: Financial liabilities:

Financial liabilities are classified as either financial liabilities at FVTPL or 'amortised cost'.

Financial Liabilities at FVTPL:

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL.

Gains or Losses on liabilities held for trading are recognized in the Statement of Profit and Loss.

Amortised Cost :

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

p) Cash and Cash Equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at bank and in hand and short-term deposits with banks that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

q) Financial liabilities and equity instruments

• Classification as debt or equity:

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

• Equity instruments:

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Group are recognized at the proceeds received.

r) Derivative financial instruments

The Group enters into derivative financial instruments viz. foreign exchange forward contracts to manage its exposure to foreign exchange rate risks. The Group does not hold derivative financial instruments for speculative purposes.

Derivatives are initially recognized at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognized in profit or loss immediately excluding derivatives designated as cash flow hedge.

s) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of asset and liability if market participants would take those into consideration. Fair value for measurement and / or disclosure purposes in these Financial Statements is determined on such basis. Normally at initial recognition, the transaction price is the best evidence of fair value.

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

The Group uses valuation techniques those are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All financial assets and financial 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.

Financial assets and financial liabilities that are recognized at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period.

t) Current versus Non-current classification

The Group presents assets and liabilities in the Balance Sheet based on current/non-current classification.

i) An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

ii) A liability is current when:

- It is expected to be settled in the normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

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

iv) The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents.

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

Critical accounting judgements and key sources of estimation uncertainty

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Key assumptions:

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

i) Useful Lives of Property, Plant & Equipment

The Group uses its technical expertise along with historical and industry trends for determining the economic life of an asset/component of an asset. The useful lives are reviewed by management periodically and revised, if appropriate. In case of a revision, the unamortized depreciable amount is charged over the remaining useful life of the assets.

ii) Lease term of right-to-use assets

Management reviews its estimate of the lease term of right-to-use assets at each reporting date, based on the expected utility of the leased property. Uncertainties in this estimate relate to business obsolescence/discontinuance that may change the lease term for certain right-to-use assets.

iii) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

iv) Defined benefit plans

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its longterm nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

v) Allowance for credit losses on receivables:

The Group determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Group considered current and anticipated future economic conditions relating to industries the Group deals with and the countries where it operates.

vi) Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

vii) Impairment of non-financial assets

For calculating the recoverable amount of non-financial assets, the Group is required to estimate the value-in-use of the asset or the Cash Generating Unit and the fair value less costs to disposal. For calculating value in use the Group is required

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

to estimate the cash flows to be generated from using the asset. The fair value of an asset is estimated using a valuation technique where observable prices are not available. Further, the discount rate used in value in use calculations includes an estimate of risk assessment specific to the asset.

viii) Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

ix) Share based Payment

The Holding Company reviews the share-based payment expenses at each reporting date for the estimates pertaining to number of options that will be exercised by the employees, number of options that will lapse. Significant management judgement is required to determine the same.

Recent accounting pronouncements:

The Ministry of Corporate Affairs (MCA) notifies new standard for amendments to the existing standards. There is no such notifications which would have been applicable from 1st April 2024.

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

2. PROPERTY, PLANT & EQUIPMENT

Particular	GROSS BLOCK			DEPRECIATION / AMORTIZATION			NET BLOCK	
	Cost as at 01.04.2023	Additions	Other Adjustments/ Disposals	As at 01.04.2023	For the Year	Adjustment/ Disposals	As at 31.03.2024	As at 31.03.2023
TANGIBLE ASSETS:								
Factory Building *	1,550.56	32.85	-	1,583.41	44.76	-	621.80	973.52
Plant & Machinery	3,300.70	287.27	-	3,587.97	163.67	-	1,283.46	2,180.91
Electric Installation	91.21	-	-	91.21	3.88	-	67.81	27.28
Furniture & Fittings	57.18	3.54	0.91	59.81	1.63	(0.87)	48.33	9.61
Vehicles	214.96	15.06	29.16	200.86	24.58	(18.66)	72.88	147.99
Office Equipment	32.84	3.70	2.24	34.30	1.56	(2.19)	27.65	4.56
Factory Equipment	25.25	0.84	-	26.09	2.25	-	11.98	15.53
Computers	44.87	5.16	11.01	39.03	2.03	(10.86)	32.69	3.35
Printer	1.13	0.65	-	1.77	0.21	-	1.14	0.19
Wind Mills	873.52	-	-	873.52	27.80	-	649.58	251.74
Total (A)	6,192.22	349.06	43.31	6,497.98	272.36	(32.58)	2,817.32	3,614.68
CAPITAL WORK IN PROGRESS:	612.86	60.39	215.24	458.01	-	-	458.01	612.86
RIGHT OF USE ASSETS								
Leasehold Land	375.48	-	-	375.48	3.80	-	39.97	339.32
Leasehold Improvements	-	-	-	-	-	-	-	-
Leasehold Premises	90.53	25.95	77.06	39.43	15.77	(77.06)	13.62	15.62
Total	466.01	25.95	77.06	414.91	19.57	(77.06)	53.59	354.94
INTANGIBLE ASSETS:								
Software	29.05	1.12	0.51	29.66	0.17	(0.49)	27.89	0.84
Technical Know-how	293.61	20.36	-	313.97	4.08	-	296.49	1.20
License Fees	44.72	-	-	44.72	4.48	-	7.63	41.57
Total (B)	367.38	21.47	0.51	388.34	8.73	(0.49)	332.01	43.61
Total (A+B)	6,559.61	370.54	43.82	6,886.32	281.08	(33.07)	3,149.33	3,658.29
INTANGIBLE ASSET UNDER DEVELOPMENT:	186.59	103.55	20.36	269.78	-	-	269.78	186.59

Note :

* including part of Factory Building given on Leave & License for temporary purpose.

CWIP - Ageing Schedule (FY 2023-2024)

Particulars	Amount in CWIP for a period of			
	Less than 1 Year	1-2 years	2-3 years	More Than 3 Years
Projects in Progress **	54.85	136.68	31.70	234.77
Projects Temporality Suspended	-	-	-	-
Total	54.85	136.68	31.70	458.01

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

Intangible Asset under Development - Ageing Schedule (FY 2023-2024)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 years	2-3 years	More Than 3 Years	
Projects in Progress **	98.03	87.38	43.75	40.62	269.78
Projects Temporality Suspended	-	-	-	-	-

Notes:

** There were no material projects with respect to Capital Work in Progress and Intangible Asset Under Development which have exceeded their original planned cost and timelines.

Particular	GROSS BLOCK		DEPRECIATION / AMORTIZATION			NET BLOCK	
	Cost as at 01.04.2022	Other Adjustments/ Disposals	Cost as at 31.03.2023	As at 01.04.2022	For the Year Disposals	As at 31.03.2023	As at 31.03.2022
TANGIBLE ASSETS:							
Factory Building *	1,456.91	93.65	-	533.23	43.82	-	973.52
Plant & Machinery	2,904.22	396.48	-	963.95	155.85	-	2,180.91
Electric Installation	91.21	-	-	60.07	3.87	-	27.28
Furniture & Fittings	55.49	1.69	-	45.82	1.75	-	9.61
Vehicles	172.34	42.62	-	214.96	23.14	-	147.99
Office Equipment	30.57	2.27	-	32.84	1.40	-	4.56
Factory Equipment	18.94	6.31	-	25.25	1.77	-	15.53
Computers	43.61	1.27	-	44.87	39.49	-	3.35
Printer	1.13	-	-	1.13	0.78	-	0.19
Wind Mills	873.52	-	-	873.52	594.13	-	251.74
Total (A)	5,647.94	544.29	-	6,192.22	2,316.12	2,614.42	3,331.82
CAPITAL WORK IN PROGRESS:	736.04	351.59	474.76	612.86	-	-	736.04
RIGHT OF USE ASSETS							
Leasehold Land	375.48	-	-	375.48	32.36	3.80	339.32
Leasehold Premises	77.06	13.48	-	90.53	52.86	22.05	15.62
Total	452.54	13.48	-	466.01	85.23	25.85	367.31
INTANGIBLE ASSETS:							
Software	29.05	-	-	29.05	28.05	0.16	0.84
Technical Know-how	293.61	-	-	293.61	279.49	12.92	1.20
License Fees	-	44.72	-	44.72	-	3.15	41.57
Total (B)	322.67	44.72	-	367.38	307.54	16.24	43.61
Total (A+B)	5,970.60	589.00	-	6,559.61	2,623.66	277.66	3,346.95
INTANGIBLE ASSET UNDER DEVELOPMENT:	91.78	94.81	-	186.59	-	-	186.59

Note:

* including part of Factory Building given on Leave & License for temporary purpose.

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

CWIP - Ageing Schedule (FY 2022-2023)

₹ in Lakhs

Particulars	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 years	2-3 years	More Than 3 Years	
Projects in Progress **	340.86	31.70	59.53	180.77	612.86
Projects Temporality Suspended	-	-	-	-	-

Intangible Asset under Development - Ageing Schedule (FY 2022-2023)

₹ in Lakhs

Particulars	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 years	2-3 years	More Than 3 Years	
Projects in Progress **	94.81	50.10	41.68	-	186.59
Projects Temporality Suspended	-	-	-	-	-

Notes :

** There were no material projects with respect to Capital Work in Progress and Intangible Asset Under Development which have exceeded their original planned cost and timelines.

3 Other Financial Non-Current Assets

₹ in Lakhs

	31-03-2024	31-03-2023
(At Amortised cost)		
Fixed Deposits With Bank With Original Maturity of More Than 12 Months*	0.32	0.32
	0.32	0.32

* Lodged As Security Towards Margin Money.

4 Other Non-Current Assets

₹ in Lakhs

	31-03-2024	31-03-2023
(At Amortised cost)		
Unsecured, Considered Good		
Balances With Government Authorities	62.42	69.09
Capital Advances Receivable in Cash or Kind	5.38	-
Prepaid Expenses	9.19	-
Advances Tax (Net of Provisions For Income Tax - Prior Years)	145.02	131.52
	222.00	200.60
Unsecured, Considered Doubtful		
Balances With Government Authorities	-	0.88
Less : Allowances For Doubtful Deposits	-	(0.88)
	222.00	200.60

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

5 Inventories

	₹ in Lakhs	
	31-03-2024	31-03-2023
(Valued at lower of Cost and Net Realisable Value)		
Raw Materials and Components	1,636.63	1,033.87
[includes in transit ₹ 112.07 (31 st March, 2023 - ₹ NIL)]		
Work-in-Progress	400.99	423.71
Finished Goods	139.55	100.64
Traded Goods	1,544.79	1,293.51
[includes in transit ₹674.76 Lakhs (31 st March, 2023 - ₹30.84 Lakhs)]		
Stores And Spares & Packing Materials	119.14	101.55
	3,841.10	2,953.28
Cost of Revenue Recognised As Expenses	32,200.14	38,536.24
Write Down of Inventories Charged To P&L (Difference Between Cost And Net Realisable Value)	1.41	-
Reversals of Write Down	-	-

Inventories have been offered as security against the working capital facilities provided by the bank.

6 Non Current Investments

	₹ in Lakhs	
	31-03-2024	31-03-2023
Investments Measured At Fair Value Through Profit and Loss		
Unquoted		
Investment in Debt Mutual Funds	1,227.45	-
	1,227.45	
Aggregate Amount of Unquoted Investments (At Cost)	1,217.93	-
Aggregate Amount of Unquoted Investments (At Market Value)	1,227.45	-

7 Trade Receivables

	₹ in Lakhs	
	31-03-2024	31-03-2023
Trade Receivable Considered Good - Unsecured	6,678.09	5,892.25
Less: Allowances For Expected Credit Loss	(2.34)	(0.19)
	6,675.75	5,892.06
Trade Receivable - Credit Impaired	31.74	28.39
Less: Allowances for Credit Impaired Trade Receivables	(31.74)	(28.39)
	6,675.75	5,892.06

Movement In Changes In Allowance For Expected Credit Loss And Credit Impairment

	₹ in Lakhs	
	31-03-2024	31-03-2023
Balances At The Beginning of Year	28.58	28.66
Changes In Allowances For Expected Credit Loss And Credit Impairment During The Year	5.50	(0.08)
Trade Receivable Written off During The Year	-	-
Balances At The End of Year	34.08	28.58

Note

Amount Receivable from related parties are disclosed in Notes 38

Trade receivables have been offered as security against the working capital facilities provided by the bank.

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

Trade Receivables - Ageing Schedule (FY 2023-2024)

₹ in Lakhs

Particulars	Outstanding For Following Periods From Due Date of Period						Total
	Not Due	Less than 6 Months	6 Months to 1 year	1-2 years	2-3 years	More Than 3 Years	
(i) Undisputed Trade Receivable - Considered Good	5,444.41	1,232.31	0.01	0.10	-	-	6,676.83
(ii) Undisputed Trade Receivable -Which have significant increase in Credit risk	-	-	-	-	-	1.26	,1.26
(iii) Undisputed Trade Receivable -Considered Credit Impaired	-	-	-	-	-	31.74	31.74
(iv) Disputed Trade Receivable - Considered Good	-	-	-	-	-	-	-
(v) Disputed Trade Receivable -Which have significant increase in Credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivable - Considered Credit Impaired	-	-	-	-	-	-	-
Total	5,444.41	1,232.31	0.01	0.10	-	33.01	6,709.83
Less: Allowance for Doubtful Debts	-	-	-	-	-	-	31.74
Less: Allowance for Expected Credit Loss	-	-	-	-	-	-	2.34
Total	5,444.41	1,232.31	0.01	0.10	-	33.01	6,675.75

Trade Receivables - Ageing Schedule (FY 2022-2023)

₹ in Lakhs

Particulars	Outstanding For Following Periods From Due Date of Period						Total
	Not Due	Less than 6 Months	6 Months to 1 year	1-2 years	2-3 years	More Than 3 Years	
(i) Undisputed Trade Receivable - Considered Good	3,970.21	1,903.77	6.47	6.99	1.73	3.09	5,892.25
(ii) Undisputed Trade Receivable -Which have significant increase in Credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivable -Considered Credit Impaired	-	-	-	-	-	28.39	28.39
(iv) Disputed Trade Receivable - Considered Good	-	-	-	-	-	-	-
(v) Disputed Trade Receivable -Which have significant increase in Credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivable - Considered Credit Impaired	-	-	-	-	-	-	-
Total	3,970.21	1,903.77	6.47	6.99	1.73	31.48	5,920.64
Less: Allowance for Doubtful Debts	-	-	-	-	-	-	28.39
Less: Allowance for Expected Credit Loss	-	-	-	-	-	-	0.19
Total	3,970.21	1,903.77	6.47	6.99	1.73	31.48	5,892.06

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

8 Cash And Cash Equivalents

	31-03-2024	31-03-2023
	₹ in Lakhs	
Cash On Hand	2.22	2.00
Balances with Bank		
In Current Accounts	1,058.46	881.21
	1,060.68	883.21

9 Bank Balances Other Than Cash & Cash Equivalents

	31-03-2024	31-03-2023
	₹ in Lakhs	
In Fixed Deposits account with original maturity for more than 3 months but less than 12 months	200.00	475.00
Earmarked Balance With Bank ;		
In Fixed Deposits account *	567.48	624.91
In Unpaid Dividend Account	36.66	29.07
	804.13	1128.98

* FD amounting ₹ 567.48 Lakhs lodged as Security with Banks as Margin money for Trade Credit and Letter of Credit facilities.

10 Loans - Current

	31-03-2024	31-03-2023
	₹ in Lakhs	
Unsecured, Considered Good		
Loans To Employees	0.63	1.90
	0.63	1.90

11 Other Financial Current Assets

	31-03-2024	31-03-2023
	₹ in Lakhs	
(At Amortised cost)		
Unsecured, Considered Good		
Interest Receivable	34.20	41.15
Other Receivables (Refer Note 38)	11.11	4.12
Security Deposits	4.88	4.34
	50.19	49.61
Unsecured, Considered Doubtful		
Interest Receivable	7.81	-
Security Deposits	-	0.13
Less - Allowances For Bad & Doubtful Receivable/Deposits	(7.81)	(0.13)
	50.19	49.61

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

12 Other Current Assets

	₹ in Lakhs	
	31-03-2024	31-03-2023
Unsecured, Considered Good		
Advances Recoverable In Cash Or Kind	12.71	112.26
Prepaid Expenses	55.50	54.77
Balances With Statutory Government Authorities	441.44	98.36
Export Entitlements	34.11	28.28
	543.77	293.68
Unsecured, Considered Doubtful		
Balances With Statutory Government Authorities	5.52	-
Export Entitlements	1.14	-
Advances Recoverable In Cash Or Kind	46.41	46.41
Less - Allowances For Bad & Doubtful Advances/Deposit/Balances	(53.07)	(46.41)
	543.77	293.68

13 Current Tax Assets/(Liabilities) (Net)

	₹ in Lakhs	
	31-03-2024	31-03-2023
Advances Tax (Current Year)	667.24	199.16
Less : Provisions For Income Tax	686.91	287.54
	(19.67)	(88.38)

14A Equity Share Capital

	₹ in Lakhs	
	31-03-2024	31-03-2023
Authorised Shares		
80,000,000 (31 st March, 2023: 80,000,000)	800.00	800.00
Equity Shares of ₹1/- Each	800.00	800.00
Issued, Subscribed And Fully Paid Up Shares		
51,000,000 (31 st March, 2023: 51,000,000)	510.00	510.00
Equity Shares of ₹1/- Each	510.00	510.00

a) Reconciliation of The Shares Outstanding At The Beginning And At The End of The Reporting Period

Equity Shares:	31-03-2024		31-03-2023	
	Nos.	₹ in Lakhs	Nos.	₹ in Lakhs
At The Beginning of The Period	51,000,000	510.00	51,000,000	510.00
Add: Shares Issued During The Period	-	-	-	-
Outstanding At The End of The Period	51,000,000	510.00	51,000,000	510.00

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

b) Shares Held By Holding Company:

	31-03-2024	31-03-2023
	Nos	Nos
Name of The Company		
Wedgewood Holdings Limited, Mauritius.	28,800,000	28,800,000
Equity Shares of ₹1/-Each Fully Paid		

c) Details of Shareholders Holding More Than 5% Share In The Holding Company

Equity Shares:	31-03-2024		31-03-2023	
	Nos.	₹ in Lakhs	Nos.	₹ in Lakhs
Equity Shares of ₹1/-Each Fully Paid				
Name of the shareholder :				
Wedgewood Holdings Limited, Mauritius	28,800,000	56.47%	28,800,000	56.47%
Triumph Worldwide Ltd	9,210,000	18.06%	9,210,000	18.06%

d) Terms/Rights Attached To Equity Shares:

The holding company has only one class of equity share having a par value of ₹1/- per share. Each holder of equity shares is entitled to one vote per share and dividend per share on pari passu basis. The holding company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors except interim dividend is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation , the holders of equity shares will be entitled to receive remaining assets , after distribution of all preferential amounts. The distribution will be proportion to the number of equity shares held by the shareholders.

e) Details of Shares Held By Promoters of The Holding Company:

Equity Shares of ₹1/-Each Fully Paid	31-03-2024			31-03-2023		
	Nos.	% of holding	% Change	Nos.	% of holding	% Change
Name of the Promoter :						
Tozai Enterprises Private Limited	239,850	0.47%	0.00%	239,850	0.47%	0.00%
Wedgewood Holdings Limited, Mauritius	28,800,000	56.47%	0.00%	28,800,000	56.47%	0.00%
Triumph Worldwide Ltd	9,210,000	18.06%	0.00%	9,210,000	18.06%	0.00%

Note: The above list of Promoters are disclosed by the management and relied upon by the auditors.

f) Dividends

Particulars	31-03-2024	31-03-2023
₹ in Lakhs		
(i) Dividend paid during the year		
Final dividend for the year ended 31 st March 2023 of ₹.0.55 (previous year: final dividend of ₹. 0.55 & special dividend of ₹. 0.20) per fully paid share	280.50	382.50
(ii) Dividends not recognised at the end of the reporting period		
In addition to the above dividends, since year end the directors have recommended the payment of final dividend of ₹. 0.55 and a special dividend of ₹. 0.10 (previous year: final dividend of ₹. 0.55) per fully paid share. This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.	331.50	280.50

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

14B Other Equity

	₹ in Lakhs	
	31-03-2024	31-03-2023
Reserves & Surplus		
a) Capital Reserves		
Opening balance	30.00	30.00
Add/(Less) : Additions/(utilisations)		
Closing balance	30.00	30.00
b) Securities Premium		
Opening balance	644.70	644.70
Add/(Less) : Additions/(utilisations)		
Closing balance	644.70	644.70
c) General Reserves		
Opening balance	62.40	62.40
Add/(Less) : Additions/(utilisations)		
Closing balance	62.40	62.40
d) Shares Option Outstanding Account		
Opening balance	63.22	-
Add: Share Based Payment Expenses	5.67	63.22
Closing Balance	68.89	63.22
e) Retained earnings		
Opening balance	11,408.79	10,998.48
Add: Profit for the year	2,122.86	793.80
Add: Other Comprehensive Income for the year	11.65	(0.99)
Less: Dividend paid	(280.50)	(382.50)
Closing Balance	13,262.80	11,408.79
f) Effective portion of Cash Flow Hedges		
Opening balance	-	1.93
Add : Gain/(loss) during the year	-	-
Add/(Less) : Transferred during the year	-	(1.93)
Closing balance	-	-
g) Retained earnings		
Opening balance	(11.30)	(12.67)
Add: Profit for the year	-	-
Add: Other Comprehensive Income for the year	(60.48)	1.37
Closing Balance	(71.78)	(11.30)
Total	13997.00	12197.80

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

15 Non-Current Borrowings

	₹ in Lakhs	
	31-03-2024	31-03-2023
Secured		
Term Loans (At Amortised Cost)		
Loan From Banks		
[Refer Note no.15(a)]	49.41	77.08
Total Secured		
Unsecured		
Loan From Banks	49.41	77.08
[Refer Note no.15(a)]	204.55	246.36
Total Unsecured	204.55	246.36
	253.96	323.44
Less: Current Maturities of Long Term Borrowings Disclosed Under The Head "Current Borrowings" (Refer Note No. 19 (c))	(55.21)	(27.68)
	198.75	295.77

Note :15 (a)

Sr. No	Details of Long term loans from Banks / Financial Institutions	Rate of Interest	Nature of Security	Terms of Repayment
1	HDFC Bank	8.10 % p.a.	Secured by hypothecation of vehicle	Equated monthly installment of ₹ 40,522/- commencing from 05 th October, 2020 and ending on 05 th September, 2023.
2	ICICI Bank	7.75 % p.a.	Secured by hypothecation of vehicle	Equated monthly installment of ₹ 31,262/- commencing from 01 st March, 2021 and ending on 01 st February, 2024.
3	Kotak Bank	7.32 % p.a.	Secured by hypothecation of vehicle	Equated monthly installment of ₹ 1,28,710/- commencing from 09 th September, 2021 and ending on 01 st August, 2026.
4	Bank of Baroda	8.20 % p.a.	Secured by hypothecation of vehicle	Equated monthly installment of ₹ 93,595/- commencing from 10 th September, 2022 and ending on 10 th August, 2025.
5	Kansai Mirai Bank	1.20 % p.a.	NIL	Equated monthly installment of Yen 476,000/- commencing from October, 2023 and ending on September, 2030.

16 Non Current Lease Liabilities

	₹ in Lakhs	
	31-03-2024	31-03-2023
Lease Liabilities (Refer Note 50)	13.35	2.21
	13.35	2.21

17 Non-Current Provisions

	₹ in Lakhs	
	31-03-2024	31-03-2023
Provisions For Employees Benefits		
Gratuity (Refer Note No.50)	68.91	71.26
Leave Encashment Benefits	6.75	10.72
	75.66	81.98

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

18 Deferred Tax Liabilities (Net)

	₹ in Lakhs	
	31-03-2024	31-03-2023
Items Leading To Deferred Tax Liability		
Difference In Property Plant And Equipment And Intangible Asset As Per Income Tax And Books of Accounts	422.57	398.50
Items Leading To Deferred Tax Assets		
Expenses Allowable On Payment Basis	(50.63)	(47.95)
Right of Use Asset	0.30	(3.81)
Net (Deferred Tax Liability)	372.24	346.74

19 Current Borrowings

	₹ in Lakhs	
	31-03-2024	31-03-2023
a) Secured [refer note no-19(a)] (At Amortised Cost)		
Working Capital Loan from Banks	130.16	175.67
	130.16	175.67
b) Unsecured Deposits		
Repayable on demand		
Loan from Director of Subsidiary Company (Interest Free)	11.34	0.92
	11.34	0.92
c) Current Maturities of Long Term Borrowings		
Vehicle Loans & Loan from bank (Refer Note 15)	55.21	27.68
	196.71	204.27

Note No :19(a)

Nature of security

- a) Working capital facilities from Axis Bank, HDFC Bank & Kotak Bank is secured by first pari-pasu charge on all existing & future current assets & tangible property plant and equipment of the Holding Company (Other than Vehicles). The Holding Company has also provided collateral security of factory land and building at Jhagadia, Gujarat and Hatkanangale, Maharashtra. The rate of interest is ranging between 9.00% to 9.65% [Previous Year - 7.50 % to 8.75%]

20 Current Lease Liabilities

	₹ in Lakhs	
	31-03-2024	31-03-2023
Lease Liabilities (Refer Note 50)	13.66	11.28
	13.66	11.28

21 Trade Payables

	₹ in Lakhs	
	31-03-2024	31-03-2023
Trade payables (Refer Note no.50)		
Total Outstanding Dues of Micro Enterprises And Small Enterprises	3.12	31.42
Total Outstanding Dues of Other Than Micro Enterprises And Small Enterprises	3,408.66	2,096.85
	3,411.78	2,128.27

Note

Amount payable to related parties are disclosed in Notes 38

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

Trade Payables - Ageing Schedule (FY 2023-2024)

₹ in Lakhs

Particulars	Outstanding For Following Periods From Due Date of Period					
	Not Due	Less than 1 Year	1-2 years	2-3 years	More Than 3 Years	Total
(i) MSME	3.12	-	-	-	-	3.12
(ii) Others	2,352.04	1,051.99	0.24	3.95	0.45	3,408.66
(iii) Disputed dues -MSME	-	-	-	-	-	-
(iv) Disputed dues -Others	-	-	-	-	-	-
Total	2,355.16	1,051.99	0.24	3.95	0.45	3,411.78

Trade Payables - Ageing Schedule (FY 2022-2023)

₹ in Lakhs

Particulars	Outstanding For Following Periods From Due Date of Period					
	Not Due	Less than 1 Year	1-2 years	2-3 years	More Than 3 Years	Total
(i) MSME	31.42	-	-	-	-	31.42
(ii) Others	1,946.20	140.65	3.03	6.92	0.05	2,096.85
(iii) Disputed dues -MSME	-	-	-	-	-	-
(iv) Disputed dues -Others	-	-	-	-	-	-
Total	1,977.62	140.65	3.03	6.92	0.05	2,128.27

22 Other Current Financial Liabilities:

₹ in Lakhs

	31-03-2024	31-03-2023
(At Amortised cost)		
Unpaid Dividend *	36.66	29.07
Employee Benefit Payable	55.01	54.77
Other Payable	284.39	177.82
Payables for Capital Goods	7.00	
(At Fair Value Through Profit and Loss)		
Mark to Market Loss on Open Forward Contract	3.62	-
	386.67	261.66

* Amount due to be credited to Investor Education and Protection Fund is Nil (Previous Year - Nil)

** Refer Note 38 for related party disclosure

23 Other Current Liabilities:

₹ in Lakhs

	31-03-2024	31-03-2023
Advance from Customers (Contract Liabilities)	11.56	5.35
Statutory Dues	32.24	72.64
	43.80	78.00

Movement of Contract Liabilities Is As Under:

₹ in Lakhs

	31-03-2024	31-03-2023
Balances At The Beginning of Year	5.35	52.09
Recognised As Revenue From Contract With Customers	(5.35)	(52.09)
Advances From Customer Received During The Year	11.56	5.35
Balances At The End of Year	11.56	5.35

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

24 Current Provisions

	₹ in Lakhs	
	31-03-2024	31-03-2023
Provisions For Employee Benefits:		
Gratuity	11.59	7.99
Leave benefits	1.23	1.97
	12.82	9.97

25 Revenue From Operations

	₹ in Lakhs	
	For the Year Ended 31-03-2024	For the Year Ended 31-03-2023
a) Sale of Products		
Sale of Products	37,846.59	42,893.36
Sale of Renewable Energy [Refer Note 25(a)]	99.77	96.39
	37,946.36	42,989.75
b) Other Operating Revenue		
Export Entitlement	91.91	41.98
Commission Income	3.39	12.31
	95.31	54.28
Revenue from Operations	38,041.67	43,044.03

Note No 25.(a)

	₹ in Lakhs	
	For the Year Ended 31-03-2024	For the Year Ended 31-03-2023
Gross Sales (Contracted Price)	37,962.89	43,007.80
Discount	16.53	18.05
Revenue Recognised	37,946.36	42,989.75

Geographical Market

	₹ in Lakhs	
	For the Year Ended 31-03-2024	For the Year Ended 31-03-2023
India	18,458.49	19,454.90
Outside India	19,487.88	23,534.85
	37,946.36	42,989.75

Type of Product

	For the Year Ended 31-03-2024	For the Year Ended 31-03-2023
Manufacturing	18,906.16	8,019.59
Distribution	18,919.65	34,815.10
Others	120.55	155.06
	37,946.36	42,989.75

Timing of Revenue Recognition

	For the Year Ended 31-03-2024	For the Year Ended 31-03-2023
Performance Obligation satisfied at a point in time	37,946.36	42,989.75
Performance Obligation satisfied over a period of time	-	-
	37,946.36	42,989.75

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

The Group have any contracts in normal course of business where the period between the transfer of the promised goods or services to the customers and payment by the customers exceeds one year. Accordingly, transaction price has been adjusted for the time value of money only where such time value of money is significant.

26 Other Income

	₹ in Lakhs	
	31-03-2024	31-03-2023
Interest Income		
From Bank	165.03	28.60
From Others	11.31	5.45
	176.35	34.05
Non-Operating Income		
Gain On Foreign Exchange Transaction (Net)	177.38	98.76
Net Gain on Fair Value Changes on Financial Assets classified as Fair Value Through Profit and Loss	20.86	4.12
Other Non-Operating Income	87.88	67.31
	286.12	170.19
	462.46	204.24

27 Cost of Materials Consumed [Refer Note no.27(a)]

	₹ in Lakhs	
	31-03-2024	31-03-2023
Inventory At The Beginning of The Year	1,033.87	2,652.00
Add: Purchases	5,452.72	3,689.11
Add: Transferred From Traded Goods	214.61	368.80
	6,701.20	6,709.91
Less: Inventory At The End of The Year	1,636.63	1,033.87
	5,064.57	5,676.04

Note No 27(a)

	₹ in Lakhs	
	31-03-2024	31-03-2023
(i) Details of Materials Consumed		
Chemicals	5,064.57	5,676.04
Others	-	-
	5,064.57	5,676.04
(ii) Details of Inventory of Raw Materials		
Chemicals	1,635.64	1,032.88
Others	0.99	0.99
	1,636.63	1,033.87

28 Purchase of Traded Goods

	₹ in Lakhs	
	31-03-2024	31-03-2023
Purchases -Chemicals	26,944.36	32,707.14
Consumed In Manufacturing	96.55	177.79
	26,847.82	32,529.36

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

29 (Increase)/Decrease in Inventories

	₹ in Lakhs	
	31-03-2024	31-03-2023
Opening Traded Goods	1,293.51	1,523.54
Consumed In Manufacturing	118.06	191.01
Closing Traded Goods [Refer Note no.29(a)(i)]	1,544.79	1,293.51
	(369.34)	39.01
Opening Work-in-Progress	423.71	230.66
Closing Work-in-Progress [Refer Note no.29(a)(ii)]	400.99	423.71
	22.72	(193.05)
Opening Finished Goods	100.64	118.16
Closing Finished Goods [Refer Note no.29(a)(iii)]	139.55	100.64
	(38.92)	17.52
Total (Increase)/Decrease in Inventories	(385.54)	(136.51)
Note No 29(a)		
Details of Inventories At The End of The Year		
(i) Traded Goods		
Chemicals	1,533.91	1,272.41
Others	10.89	21.10
	1,544.79	1,293.51
(ii) Work-in-Progress		
Chemicals	398.39	421.10
Others	2.60	2.60
	400.99	423.71
(iii) Finished Goods		
Chemicals	124.78	85.86
Others	14.77	14.77
	139.55	100.64

30 Employee Benefit Expenses

	₹ in Lakhs	
	31-03-2024	31-03-2023
Salaries, Wages And Bonus (Including Director Remuneration And Commission)	696.30	772.95
Contribution To Provident Fund And Other Funds	30.06	34.80
Share Based Payment Expenses [Refer Note no. 50]	5.67	63.22
Staff Welfare Expenses	45.33	16.01
	777.37	886.98

31 Finance Costs

	₹ in Lakhs	
	31-03-2024	31-03-2023
Interest Paid		
- Bank	5.56	60.78
- Unsecured Loan	1.53	43.55
- Lease Liabilities	2.37	1.30
- Statutory Dues	0.04	62.81
Other Borrowing Cost	97.33	28.45
	106.83	196.89

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

32 Depreciation And Amortization Expenses

	₹ in Lakhs	
	31-03-2024	31-03-2023
Depreciation of Property, Plant & Equipment		
- On Owned Asset	272.36	261.42
- On Leased Asset	19.57	25.85
Amortization of Intangible Assets	8.73	16.24
	300.65	303.51

33 Other Expenses

	₹ in Lakhs	
	31-03-2024	31-03-2023
Power and Fuel	232.00	186.52
Packing Material Consumed	604.86	399.92
Utility Material Consumed	69.84	67.44
Labour And Job Work Charges	1.72	2.04
Rent	79.62	68.37
Rates And Taxes	6.24	16.06
Insurance	63.05	58.58
Repairs And Maintenance		
Plant And Machinery	31.21	22.02
Buildings	3.07	17.60
Others	11.07	6.65
Legal And Professional Fees	160.62	93.47
Payment to Auditor [Refer Note 33(a)]	9.56	9.18
Travelling And Conveyance	83.67	101.05
Bank Charges	14.96	10.13
CSR Expenses (Refer Note 50)	56.65	93.34
Loss on sale of assets	4.59	-
Communication Costs	14.89	13.80
Printing And Stationery	6.44	4.18
Selling & Distribution Expenses	223.34	256.96
Brokerage & Commission Expenses	94.48	104.40
Royalty	181.87	137.84
Export Expenses	744.09	829.26
Warehousing Charges	48.42	41.59
Allowances for Doubtful Debt/Deposits/Receivables	18.97	2.02
Miscellaneous Expenses	169.39	154.44
	2,934.62	2,696.84
Note No: 33(a)		
Details of Payment To Auditor		
As Auditor		
Audit Fees	6.85	6.89
Limited Review	1.00	1.00
In Other Capacity		
Certification Fees	0.33	0.07
Reimbursement of Expenses	0.38	0.22
	8.56	8.18
Cost Auditor		
As Audit Fees	1.00	1.00
	1.00	1.00
	9.56	9.18

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

34 Fair Values and Hierarchy

A. Accounting classification and fair values

The following table shows the carrying amounts and level wise fair values of financial assets and financial liabilities. It does not include the fair value information for financial assets and financial liabilities if their carrying amount is a reasonable approximation of fair value.

i) 31-Mar-24	Note No.	Carrying Amount			Fair Value			₹ in Lakhs
		FVTPL	FVTOCI	Amortised Cost	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
Financial Assets								
Investments	6	1,227.45	-	-	1,227.45	-	-	1,227.45
Other Financial Assets	3 & 11	-	-	50.51	50.51	-	-	50.51
Trade Receivables	7	-	-	6,675.75	6,675.75	-	-	6,675.75
Cash and Cash Equivalents	8	-	-	1,060.68	1,060.68	-	-	1,060.68
Bank Balances other than Cash & Cash Equivalents	9	-	-	804.13	804.13	-	-	804.13
Loans	10	-	-	0.63	0.63	-	-	0.63
		1,227.45	-	8,591.71	9,819.16	1,227.45	-	9,819.16
Financial Liabilities								
Borrowings	15 & 19	-	-	395.47	395.47	-	-	395.47
Lease Liabilities	16 & 20	-	-	27.01	27.01	-	-	27.01
Trade Payables	21	-	-	3,411.78	3,411.78	-	-	3,411.78
Other Financial Liabilities	22	3.62	-	383.06	386.67	-	3.62	386.67
		3.62	-	4,217.32	4,220.93	-	3.62	4,220.93

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

i) 31-Mar-23	Note No.	Carrying Amount			Fair Value			Total	
		FVTPL	FVTOCI	Amortised Cost	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)		
Financial Assets									
Other Financial Assets	3 & 11	4.12	-	45.82	49.93	-	4.12	-	49.93
Trade Receivables	7	-	-	5,892.06	5,892.06	-	-	-	5,892.06
Cash and Cash Equivalents	8	-	-	883.21	883.21	-	-	-	883.21
Bank Balances other than Cash & Cash Equivalents	9	-	-	1,128.98	1,128.98	-	-	-	1,128.98
Loans	10	-	-	1.90	1.90	-	-	-	1.90
		4.12	-	7,951.97	7,956.08	-	4.12	-	7,956.08
Financial Liabilities									
Borrowings	15 & 19	-	-	500.04	500.04	-	-	-	500.04
Lease Liabilities	16 & 20	-	-	15.87	15.87	-	-	-	15.87
Trade Payables	21	-	-	2,128.27	2,128.27	-	-	-	2,128.27
Other Financial Liabilities	22	-	-	261.66	261.66	-	-	-	261.66
		-	-	2,905.83	2,905.83	-	-	-	2,905.83

₹ in Lakhs

B. Measurement of fair values

Valuation techniques and significant unobservable inputs

The management assessed that cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The Fair Value of financial assets included is the amount at which the instrument could be exchanged in a current transaction between willing parties.

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

35 Capital Management (Ind AS 1):

For the purpose of the Group's Capital Management, capital includes Issued Equity Capital, Securities Premium, and all other Equity Reserves attributable to the Equity Holders of the Group. The primary objective of the Group's Capital Management is to maximise the Shareholder's wealth.

The Group monitors capital using debt-equity ratio, which is total debt divided by total equity.

Particulars	₹ in Lakhs	
	As at March 31, 2024	As at March 31, 2023
Total Debt	395.47	500.04
Equity	14,507.00	12,707.80
Debt to Equity (Net)	0.03	0.04

In addition, the Holding Company has financial covenants relating to the some of the borrowing facilities that it has to maintain Aggregate Tangible Net Worth which is maintained by the Holding Company.

Gearing Ratio

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in financial covenants of any interest-bearing loans and borrowings in the currency period.

No changes have been made in the objectives, policies and processes for managing capital during the years ended 31st March 2024 & 31st March 2023.

Particulars	₹ in Lakhs	
	As at March 31, 2024	As at March 31, 2023
Borrowings (current + non current)	395.47	500.04
Less: Cash and cash equivalents	1,060.68	883.21
Net debt	(665.22)	(383.17)
Equity	510.00	510.00
Other equity	13,997.00	13,470.82
Total capital	14,507.00	13,980.82
Capital and net debt	13,841.79	13,597.65
Gearing Ratio %	-4.81%	-2.82%

36 Financial Risk Management (Ind AS 1):

The Group's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the operations of the Group Company. The principal financial assets include trade and other receivables, investments and cash and short term deposits. The Group has assessed market risk, credit risk and liquidity risk to its financial liabilities.

i) Market Risk:

Market Risk is the risk of loss of future earnings, fair values or cash flows that may result from a change in the price of a financial instrument, as a result of interest rates, foreign exchange rates and other price risks. Financial instruments affected by market risks, primarily include loans and borrowings, investments and foreign currency receivables, payables and borrowings.

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

a) Interest Rate Risks:

The Holding Company borrows funds in Indian Rupees and Foreign currency, to meet both the long term and short term funding requirements. The Interest rate risk in terms of Foreign currency is managed through available financial instruments. Interest on Short term borrowings is subject to floating interest rate and are repriced regularly. The sensitivity analysis detailed below have been determined based on the exposure to variable interest rates on the average outstanding amounts due to bankers over a year. If the interest rates had been 1% higher / lower and all other variables held constant, the Holding company's profit for the year ended 31st March, 2024 would have been decreased/increased by ₹ 3.78 Lakhs (Previous Year - ₹ 6.15 Lakhs)."

b) Foreign Currency Risks :

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. The Holding Company enters into forward exchange contracts to hedge its foreign currency exposures. Foreign currency risks from financial instruments at the end of the reporting period expressed in INR :

The Group's details of Derivative instruments and unhedged foreign currency exposure

a) Derivatives outstanding as at the balance sheet date

Particulars	For Hedging of foreign currency purchases		
	Amount in US\$	₹ in Lakhs	No. of Contracts
Forward contract to buy			
As on 31.03.2024	28,424.00	23.71	1
As on 31.03.2023	514,000.00	422.38	6

Forward contract to sell	For Hedging of foreign currency sales		
	Amount in US\$	₹ in Lakhs	No. of Contracts
As on 31.03.2024	1,161,915.00	969.04	3
As on 31.03.2023	1,886,220.00	1,549.81	9

b) Particulars of unhedged foreign currency exposure as at the balance sheet date

Particulars	As on 31.03.2024		As on 31.03.2023	
	Amount in US\$	₹ in Lakhs	Amount in US\$	₹ in Lakhs
Payable	3,239,903.95	2,702.40	550,949.28	452.74
Receivable	932,317.27	777.55	732,233.07	601.64

Particulars	As on 31.03.2024		As on 31.03.2023	
	Amount in JPY	₹ in Lakhs	Amount in JPY	₹ in Lakhs
Payable	12,285,000.00	67.65	-	-
Receivable	-	-	-	-

The Group is mainly exposed to changes in US Dollar . The sensitivity to 1% increase or decrease in US Dollar against INR with all other variables held constant will be ₹ 19.25 Lakhs. (Previous Year - ₹ 2.20 Lakhs).

The Sensitivity analysis is prepared on the net unhedged exposure of the Group at the reporting date.

c) Price Risks:

The Group revenue are generated from both domestic and export sales . As most of the products including raw material and traded goods are imported, any volatility in the price and exchange rate are easily passed on to the customers. The Group has a risk management policy in place to prudently manage the risk arising from the volatility in exchange and commodity prices.

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

ii) Credit Risk

Credit Risk is the risk that a counterparty may default on its contractual obligations resulting in a financial loss to the Group. It arises from credit exposure to customers, financial instruments viz., Investments in Equity Shares, Debt Funds and Balances with Banks.

The group holds cash and cash equivalents with banks which are having highest safety rankings and hence has a low credit risk.

The group limits its exposure to credit risk by generally investing only with counterparties that have a good credit rating. The group does not expect any losses from non-performance by these counterparties, and does not have any significant concentration of exposures to specific industry sectors or specific country risks.

The group'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. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the group grants credit terms in the normal course of business. The outstanding trade receivables due for a period exceeding 180 days as at the year ended 31 March 2024 is 0.50% of the total trade receivables. The group uses Expected Credit Loss (ECL) Model to assess the impairment loss or gain.

iii) Liquidity Risk

The group manages liquidity risk by maintaining adequate surplus, banking facilities and reserve borrowings facilities by continuously monitoring forecasts and actual cash flows.

The group has obtained fund and non-fund based working capital lines from banks. The group monitors funding options available in the debt and capital markets with a view to maintaining financial flexibility. All payments are made along due dates and requests for early payments are entertained after due approval and availing early payment discounts. The group has a system of forecasting rolling one month cash inflow and outflow and all liquidity requirements are planned.

Exposure to liquidity risk:

The following are the remaining contractual maturities of financial liabilities at the reporting date:

Particulars	Refer Note	₹ in Lakhs			
		Less than 1 year	1-3 Years	3-5 Years	More than 5 Years
Borrowings	15 & 19	196.71 (204.27)	120.03 (289.45)	62.91 (6.32)	15.82 -
Lease Liabilities	16 & 20	13.66 (2.21)	13.35 (11.28)	- -	- -
Trade Payable	21	3,411.78 (2,128.27)	- -	- -	- -
Other Financial Liabilities	22	295.01 (177.82)	- -	- -	- -
Employee Benefit/ Expense liabilities	22	55.01 (54.77)	- -	- -	- -
Unclaimed dividends	22	36.66 (29.07)	- -	- -	- -

Figures in brackets are in respect of previous year.

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

37 Income Taxes (Ind AS 12):

(i) Reconciliation of Group Company's tax expense and the accounting profit multiplied by India's domestic tax rate:

Particulars	₹ in Lakhs	
	Year Ended 31 st March, 2024	Year Ended 31 st March, 2023
Profit Before Tax	2,857.82	1,095.17
Applicable tax rate @ 25.170% (March 31, 2023 @ 25.17%)	719.26	318.91
Effect of Non-Deductible expenses	14.27	32.39
Effect of Allowances for tax purpose	(0.02)	(11.62)
Effect of Tax paid at a lower rate	0.30	(36.06)
Effect of Previous year adjustments	(0.88)	1.44
Others	2.03	(1.76)
Total	734.95	303.30
Effective Tax Rate	25.72%	27.69%

(ii) Movement of Deferred Tax Assets And Liabilities

For the Year Ended 31st March, 2024

Particulars	₹ in Lakhs			
	As at 01 st April, 2023	Statement of Profit and Loss	OCI	As at 31 st March, 2024
Property Plant and Equipment and Other Intangible Asset	(398.50)	24.07	-	(422.57)
Employee Benefit	28.82	6.01	(3.92)	26.73
Others	22.94	(0.66)	-	23.60
	(346.74)	29.42	(3.92)	(372.24)

For the Year Ended 31st March, 2023

Particulars	₹ in Lakhs			
	As at 01 st April, 2022	Statement of Profit and Loss	OCI	As at 31 st March, 2023
Property Plant and Equipment and Other Intangible Asset	(386.04)	12.46	-	(398.50)
Employee Benefit	23.62	(5.20)	-	28.82
Others	0.29	(22.65)	-	22.94
	(362.13)	(15.39)	-	(346.74)

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

38 Related party disclosures (Ind AS 24):

(A) Information about related parties :

(i) Holding Company Wedgewood Holdings Limited, Mauritius

(ii) Other Related Parties with whom there were transactions during the year:

Relationship	Parties
a) Key Management Personnel (KMP)	Anup Jatia, Executive Director (Uptill 26 th July, 2023), Non Executive Chairman (W.E.F 31 st January, 2024) Shruti Jatia, Whole Time Director (W.E.F 03 rd September, 2023) Sandeep Chokhani (Uptill 11 th May, 2023) Ratan Agrawal, Chief Financial Officer Ambarish Daga, Joint CFO & Whole Time Director (W.E.F 26 th July, 2023) Harshita Shetty, Company Secretary (Uptill 29 th Feb , 2024) Bhavesh Shah (W.E.F 26 th July, 2023) Sanket Desai (W.E.F 26 th July, 2023 to 18 th Jan, 2024) Hitoshi Matui, Director of Subsidiary Company
b) Relative of Key Management Personnel (KMP)	Suchi Jatia (Daughter of WTD)
c) Enterprises owned or significantly influenced by any management personnel or their relatives	Black Rose Trading Private Limited Tozai Safety Private Limited Tozai Enterprises Private Limited Fukui Accent Trading (India) Private Limited Accent Industries Limited Atmasantosh Foundation Control Prints Limited Triumph Worldwide Limited

(B) The following transactions were carried out with the related parties in the ordinary course of business:

Nature of Transactions	Key Management Personnel	₹ in Lakhs
		Other related parties as in 38(A)(ii)
Revenue	-	36.21
	-	(880.11)
Purchase	-	570.41
	-	(263.39)
Rent Expenses	-	70.04
	-	(60.02)
Directors Remuneration (including Commission)	80.18	-
	(190.82)	-
Directors Sitting Fees	11.40	-
	(8.10)	-
Post Retirement Benefits	4.88	-
	(4.45)	-
Professional & Retainership Fees Expenses	-	10.50
	-	-
Salary Expenses	95.61	-
	(59.52)	-

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

Nature of Transactions	₹ in Lakhs	
	Key Management Personnel	Other related parties as in 38(A)(ii)
Interest Expenses	-	-
	(17.34)	(26.21)
Rent Income	-	21.25
	-	(21.25)
CSR Contribution	-	51.76
	-	(54.45)
Loan Taken	-	-
	(500.00)	(1,000.00)
Loan Repaid	-	-
	(500.00)	(1,000.00)
Reimbursement of Expenses Paid	-	-
	-	(2.14)
Reimbursement of Expenses Received	-	50.91
	-	(55.75)

Balance as at 31 st March, 2024	₹ in Lakhs	
	Key Management Personnel	Other related parties as in 38(A)(ii)
Security Deposit Received	-	7.50
	-	(7.50)
Trade Receivable	-	10.88
	-	(1,026.28)
Director Remuneration Payable	3.77	-
	(2.43)	-
Advances to Suppliers	-	-
	-	(27.07)
Trade Payable	-	9.76
	-	-
Director's Loan Payable	11.34	-
	(0.92)	-

Note :

1. The above related party transaction is as disclosed by the management and relied upon by auditor.
2. Figure in brackets represent previous year figures.

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

39 Earnings per Share (EPS) (Ind AS 33):

Particulars	₹ in Lakhs	
	Year Ended 31 st March, 2024	Year Ended 31 st March, 2023
(A) Basic EPS:		
(i) Net Profit attributable to Equity Shareholders	2,122.86	791.87
(ii) Weighted average number of Equity Shares outstanding (Nos.)	510.00	510.00
Basic EPS (₹) (i)/(ii)	4.16	1.55
(B) Diluted EPS:		
(i) Net Profit attributable to Equity Shareholders	2,122.86	791.87
(ii) Weighted average number of Equity Shares outstanding (Nos.)	510.00	510.00
(III) Add : Weighted average no. of equity shares on account of employees stock option *	(0.28)	(0.31)
Diluted EPS (₹) (i)/(ii)	4.16	1.55

* Since potential equity shares on account of ESOP are negative, the EPS is anti dilutive.

40 Segment Reporting (Ind AS 108):

(i) Entity-wise disclosure required by Ind AS 108 are as detailed below:

Particulars	₹ in Lakhs	
	31 st March, 2024	31 st March, 2023
Chemicals	37,825.53	42,834.44
Others	120.83	155.31
	37,946.36	42,989.75

(ii) Geographic information

The geographic information analyses the Group's revenues and non-current assets by the Holding Company's country of domicile and other countries. In presenting geographic information, segment revenue has been based on the selling location in relation to sales to customers and segment assets are based on geographical location of assets.

a) Revenue from Customers

Particulars	₹ in Lakhs	
	31 st March, 2024	31 st March, 2023
India	18,458.49	19,454.90
Outside India	19,487.88	23,534.85
	37,946.36	42,989.75

b) Non-current assets (other than financial instruments)

Particulars	₹ in Lakhs	
	31 st March, 2024	31 st March, 2023
India	5,048.10	5,013.28
Outside India	-	-
	5,048.10	5,013.28

(iii) The group has not earned revenue of 10% of total revenue from any of his external customer (P.Y - ₹ 5,512.63 Lakhs)

Notes

The Group is engaged interalia in the business of Chemicals. These in the context of Ind AS 108 "Operating Segment" is considered to constitute one single primary segment.

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

41 Disclosure as per Section 186 of The Companies Act, 2013

- i) Details of investment made are given in Note 6.
- ii) Details of loans given by the Holding Company are as follows:

		₹ in Lakhs	
Name of the Entity/ Individual	Description	31 st March, 2024	31 st March, 2023
Loan - Business Loan			
Amount given during the year		NIL	NIL
Outstanding as at balance sheet date		NIL	NIL

- iii) There are no corporate guarantees given to subsidiaries during the year.

42 Reconciliation of liabilities from financing activities

		₹ in Lakhs	
Particulars		31 st March, 2024	31 st March, 2023
Borrowings			
Opening Balance		13.49	11.88
Additions during the year		26.33	13.48
Finance cost accrued during the year		2.37	1.30
Deletions		-	-
Payment of lease liabilities		(15.18)	(13.16)
Closing Balance		27.01	13.49

		₹ in Lakhs	
Particulars		31 st March, 2024	31 st March, 2023
Lease Liabilities			
Opening Balance		26.34	13.48
Additions during the year		2.37	1.30
Finance cost accrued during the year		-	-
Deletions		(15.18)	(13.16)
Payment of lease liabilities		27.02	13.49
Closing Balance		395.47	500.04

43 Value of Imports calculated on CIF basis in respect of Holding Company

		₹ in Lakhs	
Particulars		31 st March, 2024	31 st March, 2023
Raw Materials		5,831.52	7,829.15
Traded Goods		9,819.30	5,076.61
Others		-	29.42
		15,650.81	12,935.18

for the year ended 31st March, 2024

44 Expenditure in Foreign Currency in respect of Holding Company

	₹ in Lakhs	
Particulars	31 st March, 2024	31 st March, 2023
Interest on short term borrowings	-	-
Membership & Subscription	3.10	6.14
Royalty	181.87	137.84
Travelling	7.12	11.98
Books & Periodicals	-	-
Brokerage & Commission	-	3.57
Computer & Software Expenses	-	0.49
License Fees	-	40.10
Freight Charges	388.44	270.04
Staff Training	0.73	-
Business Support Expenses	7.10	-
Export Expenses	0.15	-
	588.50	470.16

45 Imported and indigenous raw materials, components consumed in respect of Holding Company:

	₹ in Lakhs			
	% of total consumption	Value	% of total consumption	Value
	31 st March, 2024	31 st March, 2024	31 st March, 2023	31 st March, 2023
Raw Materials				
Imported	66.69%	3,377.38	93.78%	5,323.08
Indigenously obtained	33.31%	1,687.19	6.22%	352.96
	100.00%	5,064.57	100.00%	5,676.04

46 Earnings in foreign currency in respect of Holding Company

Particulars	₹ in Lakhs	
	31 st March, 2024	31 st March, 2023
Exports at F.O.B. Value	9,090.59	7,611.91
Commission Income	3.39	12.31
	9,093.98	7,624.22

- 47** The Holding Company has announced a proposed dividend of ₹ 0.55/- per share and a special dividend of ₹ 0.10 paise /- per share for the financial year 2023 24 and shall be recognized once the dividend is paid.
- 48** The notes to these consolidated Ind AS financial statement are disclosed to the extent relevant and necessary for presenting a true and fair view of the consolidated Ind AS financial statements based on section 129(4) of The Companies Act, 2013 and as clarified vide Circular No. 39/2014 dated 14th October, 2014.
- 49** Notes to these consolidated financial statements are intended to serve as a means of informative disclosure and a guide to better understanding of the consolidated position of the companies. Recognising this purpose, the Company has disclosed only such notes from the individual financial statements, which fairly present the needed disclosures.

50 | Other Disclosure

Other notes and disclosures to be inserted in the consolidated financial statements are similar to those of standalone financial statements of Black Rose Industries Limited; and hence have not been repeated here.

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

The relevant note references in the standalone financial statements are given below:

Particulars	Note Reference of standalone financial
Lease	Note No. 39
Defined Benefit Plan	Note No. 40 I
Share Based Payments (Employee Stock Options)	Note No. 40 II
Contingent Liability & Capital Commitments	Note No. 43
Corporate Social Responsibility	Note No. 45
Dues to Micro Small and Medium Enterprises	Note No. 46
Disclosure as per Section 186 of Companies Act, 2013	Note No. 47

II Miscellaneous

- 1 Quarterly statements of stocks and other current assets filed by the Holding Company with banks are in agreement with the books of accounts.
- 2 The Holding Company has not traded or invested in crypto currency or virtual currency during the year.
- 3 The Holding Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding that the intermediary shall:
 - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company (Ultimate Beneficiaries) or,
 - (b) Provide any guarantee, security or like to or on behalf of the Ultimate Beneficiaries.
- 4 The Holding Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company (Ultimate Beneficiaries) or,
 - (b) Provide any guarantee, security or like to or on behalf of the Ultimate Beneficiaries.
- 5 The Holding Company does not have any charges or satisfaction of charges which are yet to be registered with ROC beyond the statutory period.
- 6 The Holding Company does not have any scheme of arrangements which have been approved by the Competent Authority in terms of Section 230 to 237 of the Companies Act, 2013.
- 7 Provision regarding the number of layers prescribed under Section 2 (87) of the Act read with the Companies (Restriction on number of layers) Rules, 2017 is not applicable.
- 8 The Holding Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of Income Tax Act, 1961).
- 9 The Holding Company is not declared as willful defaulter by any bank or financial institution or other lenders.
- 10 There are no transactions with the Struck off Companies under Section 248 or 560 of the Companies Act, 2013.
- 11 No proceedings initiated or pending against the Holding company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988.

Notes to Consolidated Financial Statements

for the year ended 31st March, 2024

- 12 There were no material subsequent events to be recognized or reported that are not already disclosed.
- 13 In the Opinion of the Board of Directors, the Current Assets, Loans & Advances are realisable in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet. The Provision for all known liabilities is adequate and not in excess of the amount reasonably necessary.
- 14 a) Figures have been disclosed in rupees in Lakhs.
- b) Previous year's figures have been regrouped and / or reclassified wherever found necessary to confirm current year's presentation.

51. Disclosure in terms of Schedule III of the Companies Act, 2013

Name of the Entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As a % of consolidated other comprehensive income	Amount	As a % of consolidated total comprehensive income	Amount
1. Parent								
Black Rose Industries Limited	96.21%	13,957.05	96.22%	2,042.69	-23.86%	11.65	96.24%	2,054.34
2. Subsidiaries (Foreign)								
B.R. Chemicals Co., Limited	3.79%	549.96	3.78%	80.17	123.86%	(60.48)	3.76%	80.17
	100.00%	14,507.00	100.00%	2,122.86	100.00%	(48.83)	100.00%	2,134.51

As per our report of even date attached

For and on behalf of M M Nissim & Co LLP

Chartered Accountants

Firm Regn. No. 107122W/W100672

N. Kashinath

Partner

Membership No. 036490

Place : Mumbai

Date : 28th May, 2024

For and on behalf of the Board of Directors

Shruti Jatia

Executive Director

DIN : 00227127

Ratan Kumar Agrawal

Chief Financial Officer

Ambarish Daga

Executive Director, Joint CFO & IR Officer

DIN : 07125212

Ankit Kumar Jain

Company Secretary

Corporate Information

Board of Directors and Key Managerial Personnel

Mr. Anup Jatia (DIN - 00351425)

Non-Executive Chairperson

Mrs. Shruti Jatia (DIN – 00227127)

Whole-time Director

Mr. Ambarish Daga (DIN – 07125212)

Whole-time Director, Joint Chief Financial Officer and Investor Relations Officer

Mr. Rishabh Saraf (DIN - 00161435)

Non-Executive Independent Director

Mr. Abhishek Murarka (DIN – 00876022)

Non-Executive Independent Director

Mrs. Deepa Poncha (DIN- 01916512)

Non-Executive Independent Director

Mr. Ratan Kumar Agrawal (DIN - 10157423)

Chief Financial Officer

Mr. Ankit Kumar Jain

Company Secretary and Compliance Officer

Bankers

Kotak Mahindra Bank Limited

Axis Bank Limited

HDFC Bank Limited

Statutory Auditors

M/s. M M Nissim & Co. LLP, Chartered Accountants,

Firm Registration No. – 107122W/W100672

Barodawala Mansion, B wing, 3rd Floor,

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Corporate Identity Number

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M/s. Satellite Corporate Services Private Limited

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