

# शंकरलाल रामपाल डाई-केम लिमिटेड

SHANKAR LAL RAMPAL DYE-CHEM LTD.

Regd. Office Address: S.G. 2730, SUWANA, BHILWARA-311011 (RAJ)

Corresponding Address: Near Kamal Ka Kuwa, Bhilwara 311001, Rajasthan  
CIN:- L24114RJ2005PLC021340, GSTIN-08AAKCS4423Q1ZQ, 27AAKCS4423Q1ZQ

Phone: +91-1482-220062, Email: info@sr dyechem.com,

Website: www.srdyechem.com



Date-02/09/2025

To,  
BSE Limited, P. J. Towers,  
Dalal Street, Fort,  
Mumbai – 400001  
Scrip ID – SRD Code-542232  
ISIN-INE01NE01012

To,  
National Stock Exchange of India Limited  
Exchange Plaza, Sandra Kurla Complex, Sandra  
(E), Mumbai - 400 051  
Symbol- SRD  
ISIN-INE01NE01012

Dear Sir/Madam,

**Sub: Submission of Annual Report along with AGM Notice for FY 2024-25 as per Regulation 34(1) of SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015.**

This is in continuation of our communication of Board Meeting Outcome dated 19.05.2025, 30.08.2025 and in pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), please find attached herewith the Annual Report of Shankar Lal Rampal Dye-Chem Limited for the Financial Year ended March 31, 2025, together with the Notice convening the 20th Annual General Meeting ("AGM") of the Company scheduled to be held on Saturday, September 27, 2025 at 04:00 P.M. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), in accordance with applicable MCA Circulars and SEBI Circulars.

In compliance with Regulation 46 of SEBI Listing Regulations, the Annual Report and Notice of AGM are also made available on the website of the Company at [www.srdyechem.com](http://www.srdyechem.com), and on the websites of the stock exchanges, i.e., [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

Further, the Company has started the dispatch of the Annual Report for FY 2024-25 along with the Notice of AGM to all members whose email addresses are registered with the Company/Depositories/RTA, on cut off date.

For members who have not registered their email addresses, a physical letter containing the exact web-link of the Company's website where the Annual Report and Notice are hosted has been dispatched to their registered addresses.

This is for your kind information and records.

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

**ADITI BABEL**  
Company Secretary & Compliance Officer



**SHANKAR LAL RAMPAL DYE CHEM LIMITED**  
**ANNUAL REPORT**  
***2024-25***

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## \*Forward looking statements

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

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

## **CORPORATE PROFILE**

### **Board of Directors and Key Managerial Personnel**

**Mr. Rampal Inani**-Chairman and Managing Director

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

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

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

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

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

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

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

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

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

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

### **Auditors**

<b>Statutory Auditor</b>	<b>Secretarial Auditor</b>	<b>Internal Auditor</b>
<b>Laxman Kumar &amp; Associates</b> Chartered Accountants	<b>CS Sanjana Jain</b> Practising Company Secretary	<b>Praveen K. Agarwal &amp; Co.</b> Chartered Accountants
A-1273 Bapu Nagar, Gautam Dham Road, Bhilwara-311001, Raj.	A-409, V. S. Pathik Nagar, Bhilwara-311001, Raj.	7, Ground Floor, Jethliya Chamber, Pur Road, Bhilwara-311001, Raj.

### **Bankers**

ICICI Bank Limited

### **Share Transfer Agent**

Cameo Corporate Services Limited

"Subramanian Building", 1, Club House Road,  
Chennai- 600002, India

Email at- investor@cameoindia.com





## Our Company at a glance

<b>CIN</b>	<b>L24114RJ2005PLC021340</b>
<b>Company Name</b>	SHANKAR LAL RAMPAL DYE-CHEM LIMITED
<b>ROC Code</b>	RoC-Jaipur
<b>Registration Number</b>	021340
<b>Company Category</b>	Company limited by Shares
<b>Company Sub-Category</b>	Non-govt company
<b>Class of Company</b>	Public
<b>Authorized Capital(Rs.)</b>	640000000
<b>Paid up Capital(Rs)</b>	639667800
<b>Date of Incorporation</b>	19/09/2005
<b>Registered Address</b>	S.G. 2730 Suwana Bhilwara RJ 311011 IN
<b>Email Id</b>	<a href="mailto:info@sr dyechem.com">info@sr dyechem.com</a>
<b>Whether Listed or not</b>	Listed
<b>Suspended at stock exchange</b>	-
<b>Date of last AGM</b>	21/09/2024
<b>Date of Balance Sheet last adopted</b>	31/03/2024
<b>GSTIN(Registered Office)</b>	08AAKCS4423Q1ZQ

# Chairman's Message

Dear Stakeholders,

It is with great pride that I present the **20th Annual Report of Shankar Lal Rampal Dye Chem Limited** for the financial year 2024-25. Each year brings its share of challenges and opportunities, and this year, our ability to adapt, innovate, and execute has helped us deliver results that reinforce the trust you have placed in us.

## Performance Overview

FY 2024-25 was a landmark year. **Revenue from operations grew to ₹401.78 Crores**, compared to ₹287.73 Crores in the previous year. **Profit After Tax stood at ₹1,139.24 Laacs**, up 75% year-on-year from ₹649.70 Laacs in FY 2023-24. **Earnings per share improved to ₹1.78**, reflecting the strength of our operations and our disciplined cost management.

This growth was delivered in a year when the global chemical and textile ecosystem faced headwinds from supply chain disruptions, energy price volatility, and fluctuating raw material costs.

## Industry Context

The **global textile chemicals industry** is projected to reach **USD 33 billion by 2027**, driven by demand for sustainable dyes, functional finishes, and eco-friendly formulations. India, as the **second-largest textile and apparel producer in the world**, is a key contributor to this growth. Rising consumer awareness of **sustainability** and the **shift towards water-efficient, non-toxic chemicals** are reshaping industry demand.

For our Company, this creates an opportunity to position ourselves not just as suppliers but as **solution partners**, helping textile players achieve quality, compliance, and sustainability targets.

## Strategic Transformation – Building for Tomorrow

One of the most significant steps after financial year closure was the **Board's decision to initiate backward integration** by acquiring and developing a **modern manufacturing facility** adjacent to our existing unit at Suwana, Bhilwara.

This transition from a trading-focused model to an awaited **integrated manufacturing setup** for home and cleaning care products—including dish wash gel, fabric wash liquid, floor cleaner, toilet cleaner, glass cleaner, hand wash, and detergent powder—will:

- Reduce dependence on third-party suppliers.
- Strengthen supply chain security.
- Enable margin expansion and product diversification.
- Lay the foundation for long-term, scalable growth.

## Technology and Innovation

We are investing in **state-of-the-art blending and automated packaging technologies** to ensure efficiency, consistency, and cost competitiveness. Our focus is equally on **green chemistry solutions**, developing **low-VOC, biodegradable, and water-efficient**



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**formulations** that align with the industry's sustainability agenda.

This technological shift is not just about improving processes—it's about positioning Shankar Lal Rampal Dye Chem Limited as a **future-ready enterprise**, capable of addressing evolving global and domestic customer expectations.

*"Science alone can solve the problems of hunger and poverty, of sanitation and illiteracy." – Jawaharlal Nehru*

### **CSR and Responsibility**

True progress is measured not only in profits but also in the difference we make to society. During the year, we supported **education, healthcare, child welfare, and environmental conservation** initiatives, reinforcing our role as a responsible corporate citizen.

### **Outlook**

The Indian economy continues to demonstrate strong fundamentals, with manufacturing and exports playing a critical

role in the country's growth journey. With **textiles and chemicals at the heart of "Make in India"** and global buyers increasingly looking to India as a reliable partner, we are confident that our strategic direction and investments will enable us to seize opportunities in both domestic and export markets.

*"The future belongs to those who prepare for it today." – B.R. Ambedkar*

### **Closing Note**

On behalf of the Board, I sincerely thank our **shareholders, customers, employees, and partners** for their steadfast support. Together, we are not only building a stronger Company but also contributing to a more sustainable and competitive industry.

Thank you for walking with us on this journey of resilience, transformation, and growth.

*-Rampal Inani*  
Chairman & Managing Director





## Financial Highlights

Description	2025		2024	
	Amount		Amount	
	Rupees in lakhs		Rupees in lakhs	
<b>Income Statement</b>	₹		₹	
Revenue	40,178.43		28,799.29	
Cost of Goods Sold	38,215.38		27,038.04	
Interest Expense	86.40		60.23	
Tax Expense	403.48		244.80	
<b>Income from Cont. Operations</b>	<b>1963.05</b>		<b>1,761.25</b>	
<b>Balance Sheet</b>				
Cash	141.72		352.36	
Short Term Investments	0.00		0.00	
Accounts Receivable	7,573.50		5,749.37	
Inventory	1,257.49		938.72	
<b>Current Assets</b>	<b>12,775.72</b>		<b>10,445.68</b>	
Long Term Investments	0.00		0.00	
<b>Net Fixed Assets</b>	<b>105.37</b>		<b>112.74</b>	
<b>Other Assets</b>	<b>0.50</b>		<b>0.50</b>	
<b>Total Assets</b>	<b>12,881.60</b>		<b>10,558.92</b>	
<b>Current Liabilities</b>	<b>1,919.01</b>		<b>703.78</b>	
<b>Total Liabilities</b>	<b>1,920.37</b>		<b>704.91</b>	
<b>Total Stockholders' Equity</b>	<b>10,961.23</b>		<b>9,854.01</b>	
<b>Cash Flow</b>				
Cash Flow from Operations	(1,258.76)		587.12	
Dividends Paid(include TDS round off)	32.02		31.98	
Interest Paid	86.39		60.23	
<b>Share Information (As per actuals)</b>				
Market Price at Year End(as on last trading day 28/3/25)	55.36(NSE)		104.15(BSE)	
	55.20(BSE)			
Earnings Per Share – Basic	1.78		1.02	
Shares Outstanding	6,39,66,780		6,39,66,780	



# KEY PERFORMANCE INDICATOR

## Ratio

Particulars	31-Mar-25	31-Mar-24	% Change	Basis of Ratio Calculation	Reason for Change
Current Ratio (Including current maturities of Long term Borrowing)	6.66	14.84	-55.15%	Current Assets/Current Liabilities	Decreased Due to additional working capital limit availed.
Current Ratio (Excluding current maturities of Long term Borrowing)		-		Not Applicable as to there are no long term borrowings	
Debt Equity Ratio		-		Not Applicable as to there are no long term borrowings	
Debt Service Coverage Ratio (In times)		-		Not Applicable as to there are no long term borrowings	
Return on Equity Ratio	10.39%	6.59%	57.64%	Profit After Tax/Total Equity	Increased due to Increase in operations and Net Profit
Inventory Turnover Ratio (In times)	31.95	30.65	4.24%	Revenue from Operations/ Inventories	
Trade Receivable Turnover Ratio (In times)	5.31	5.00	6.01%	Revenue from Operations/ Trade Receivables	
Trade Payable Turnover Ratio (In times)	361.72	446.97	-19.07%	Purchase/ Trade Payables	
Net Capital Turnover Ratio (In times)	3.15	2.75	14.75%	Revenue from Operations/Total Equity, Long Term Borrowing & Short Term Borrowing	
Net Profit Ratio	2.84%	2.26%	25.57%	Profit After Tax/Revenue from Operations	Increased due to Increase in operations and Net Profit
Return on Capital Employed	12.83%	9.16%	40.04%	EBIT/Total Equity, Long Term Borrowing & Short Term Borrowing	Increased due to Increase in operations and Net Profit
Return on Investment	-	-		Not Applicable due to there are no investment	



# MANAGEMENT DISCUSSION AND ANALYSIS REPORT

## 1. OUTLOOK:

### Global Outlook

- **The global textile chemicals market** was valued at **USD 30.07 billion in 2024** and is projected to grow to approximately **USD 50.54 billion by 2034**, reflecting a **CAGR of 5.3%** [Precedence Research].
- **The global dyes and pigments market** stood at **USD 39.0 billion in 2024**, with projections to reach **USD 52.0 billion by 2033**, growing at a **CAGR of 3.26%** [IMARC Group].

### Key Drivers:

- **Asia-Pacific dominance:** The region accounted for **63% of the global dyes and pigments market in 2022**, led by demand in textiles, construction, and packaging [Grand View Research; IMARC Group].
- **Textile orientation:** Textiles represented **62% of dye applications in 2022**, making it the single largest driver of demand [Grand View Research].
- **Sustainability & innovation:** Demand for **eco-friendly dyes, bio-based pigments, and low-VOC products** is rising due to regulatory pressures and consumer preferences [IMARC Group; Market Research Future].
- **Tech disruption:** **AI, automation, and digital tools** are reshaping chemical manufacturing, boosting efficiency and reducing waste [IMARC Group].

### Challenges:

- **Raw material volatility** from petrochemical price fluctuations.
- **Supply chain disruptions** due to global trade tensions and post-pandemic logistics costs [Grand View Research].

### Indian Outlook

- **The India dyes and pigments market** was valued at **USD 1.28 billion in 2024** and is projected to reach **USD 1.70 billion by 2033**, growing at a **CAGR of 3.26%** [IMARC Group].
- **The India textile chemicals market** reached **USD 2.3 billion in 2024** and is expected to expand to **USD 3.5 billion by 2033**, with a **CAGR of 4.9%** [OpenPR].
- **The India pigments market** was **USD 3.0 billion in 2024** and is projected to rise to **USD 5.8 billion by 2033** (CAGR 7.1%) [IMARC Group].

### Growth Catalysts:

- **Textile leadership:** India is among the world's largest textile producers, driving chemical demand [IMARC Group; OpenPR].
- **Government thrust:** Programs such as **Make in India, the PLI Scheme, and Integrated Textile Parks** are boosting domestic production and reducing import dependency [IMARC Group].
- **Sustainability mandate:** Green chemistry adoption and bio-based



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alternatives are gaining momentum in response to **stricter environmental norms** [OpenPR].

- **Infrastructure growth:** New **chemical clusters and logistics corridors**, particularly in Gujarat, are enhancing competitiveness [Times of India; Wikipedia].

### Context:

- **Gujarat's leadership:** Gujarat contributed **46.16% of India's chemical exports in FY 2024-25** [Times of India].
- **Sector significance:** India is the **6th-largest chemical producer globally and 3rd-largest in Asia**, with the chemical industry contributing around **7% of GDP** [Wikipedia].

### Company Outlook

Shankar Lal Rampal Dye Chem Limited is uniquely positioned to capitalize on these opportunities:

- Our **backward integration strategy and new integrated manufacturing facility** will strengthen supply chain control and reduce third-party dependencies.
- Expanding into **eco-friendly, high-performance chemicals** aligns with global and Indian sustainability trends.
- Investments in **automation, AI-enabled production, and quality control systems** will ensure efficiency, cost optimization, and resilience.

## 2. INDUSTRY STRUCTURE & DEVELOPMENTS:

The dyes and chemicals industry is evolving rapidly, shaped by consolidation, digital transformation, and sustainability imperatives. The current structure can be characterized by:

- **Consolidation:** Global and Indian players are pursuing **mergers and acquisitions** to strengthen their market share, expand product portfolios, and achieve economies of scale. For example, global chemical M&A activity touched **USD 60+ billion in 2024**, largely driven by specialty chemical consolidation [PwC].
- **Technological Advancements:** The industry is witnessing strong adoption of **Industry 4.0 tools**—automation, AI-driven quality control, digital color-matching systems, and predictive maintenance. Smart manufacturing is reducing downtime, optimizing resource usage, and improving product consistency.
- **Sustainability Focus:** With the **global textile chemicals market projected to reach USD 50.54 billion by 2034 (CAGR 5.3%)** [Precedence Research], sustainability has become a differentiator. Green chemistry practices, **bio-based and biodegradable dyes**, and low-VOC formulations are gaining prominence. Many players are targeting **net-zero carbon emissions by 2050**, aligned with global ESG commitments.

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### Developments in the Last Financial Year (2024–25)

- **Technological Innovations:** Many Companies invested in **AI-powered color-matching, membrane filtration for effluent treatment, and digitalized batch processing systems**, which have improved yield and reduced chemical wastage by up to **15–20%** in some facilities [Industry Reports].
- **Sustainability Initiatives:** India's adoption of **Zero Liquid Discharge (ZLD)** norms in key textile hubs like Gujarat and Tamil Nadu has accelerated investments in **wastewater recycling and renewable energy integration** in chemical plants [Central Pollution Control Board]. Global players have also launched **biodegradable dyes** that reduce environmental impact without compromising performance.
- **Regulatory Changes:** Updates under **EU REACH** and India's draft **National Chemical Policy (2024)** are pushing manufacturers to transition towards safer, greener formulations. Compliance costs are rising, but they also create opportunities for early adopters.
- **Market Dynamics:** Rising competition from **China, Vietnam, and Bangladesh** in textiles has increased pressure on Indian manufacturers to innovate. Differentiation is now centered around **eco-label certifications, faster delivery cycles, and customized formulations**.
- **Supply Chain Adjustments:** Post-pandemic challenges and global shipping bottlenecks led to stronger emphasis on **nearshoring, dual sourcing, and digital supply-chain platforms**. Indian exporters benefited

from **free trade agreements (FTAs)** with UAE and Australia, boosting competitiveness [Ministry of Commerce, India].

### Company Positioning

Shankar Lal Rampal Dye Chem Limited has responded proactively by:

- **Investing in technology** such as **automated production lines and digital quality control** to improve efficiency.
- **Adopting sustainability practices** in line with global standards, including waste reduction, energy optimization, and eco-friendly product development.
- **Strengthening compliance** with evolving regulatory frameworks, ensuring safe and responsible operations.
- **Expanding capacity and backward integration** to enhance supply chain resilience and reduce dependency on third parties.

Our alignment with industry-wide transformations positions us strongly to capture emerging opportunities and build long-term value for stakeholders.

### 3. Economic scenario:

India's economy continues to demonstrate resilience and growth, supported by robust domestic demand, policy reforms, and strategic investments in industrial capacity. With GDP growth projected at 6.7% for FY 2025 (IMF), India remains one of the fastest-growing large economies



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globally. The government's strong push for "Make in India," Production Linked Incentive (PLI) schemes, and green manufacturing policies is creating new opportunities. Shankar Lal Rampal Dye Chem Limited is uniquely positioned to leverage these opportunities, guided by our pillars of safety, sustainability, operational excellence, customer-centricity, and digitalization.

Over the past few years, we have made strategic advancements in diversifying our product portfolio to include a broad mix of organic and inorganic specialty chemicals serving key industries such as textile dyeing, printing, home & personal care, and sanitization. Our trading facilities in Bhilwara (Rajasthan) and Mumbai (Maharashtra) remain central to our distribution network. Both facilities, certified under ISO 9001:2015 and ISO 14001:2015, reaffirm our commitment to the highest global standards of quality, safety, and environmental stewardship.

Our transformative journey has included investments in technology-driven operations, new product capabilities, and energy-efficient processes. These efforts have improved productivity, enhanced customer responsiveness, and expanded our competitive edge. Importantly, we are aligning our business with India's sustainability vision by lowering our carbon footprint, adopting renewable energy sources, and embedding eco-friendly practices across manufacturing and trading operations.

At Shankar Lal Rampal Dye Chem Limited, sustainability is not a checkbox but a guiding principle. From responsible sourcing to supply chain transparency, we ensure that ethical and environmental considerations remain central to decision-making. This approach not only delivers long-term value for stakeholders but also strengthens our role as a responsible corporate citizen contributing to India's industrial and environmental progress.

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

As required by SEBI (LODR) (Amendment) Regulations, 2018, the Company is required to furnish the details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios based on standalone financial statement, along with detailed explanations for the changes. Kindly refer Page 6 for details.

Many Ratio show favorable trend as due to the product company deals in, has shown consistent demand in market. The turnover has shown a positive impact due to

reasons stated in Business Outlook. Dividend Payout Ratio was favorably impacted as company decided to continue wealth sharing with its shareholders.

## 5. Major challenges& solutions:

### 6. **1. Absence of Manufacturing Facility**

*Challenge:* Lack of in-house manufacturing restricts scale, cost control, and ability to meet rising demand.

*Strategic Response:* The Company has already initiated **backward integration plans** through the proposed acquisition of a manufacturing facility adjacent to our Bhilwara unit. This will enable in-house production of home care and textile chemicals, reduce dependency on external suppliers, and improve margins. In the interim, our trading-focused model ensures agility and low capital risk.

### 7. **2. Dependence on Third-Party Suppliers**

*Challenge:* Heavy reliance on external producers exposes us to price fluctuations, supply risks, and limited bargaining power.

*Strategic Response:* We are diversifying our supplier base across domestic and international geographies to reduce single-source dependency. At the same time, the upcoming manufacturing setup will give us **direct control over core intermediates**, stabilizing input costs. Additionally, long-term supply contracts and digital procurement systems are being implemented to strengthen supply chain resilience.

### 8. **3. Intensifying Competition**

*Challenge:* Competitive pressure from both organized and unorganized players, along with global dominance of Chinese producers.

*Strategic Response:* Our focus remains on **product differentiation,**

**sustainability, and niche formulations** for textile and sanitization chemicals. By offering eco-friendly and customized solutions, we aim to move away from price-only competition. Strategic expansion into high-margin specialty chemicals and value-added services (like technical support for textile units) is helping us strengthen customer loyalty.

### 9. **4. Exchange Rate Volatility**

*Challenge:* Rupee depreciation against the US dollar impacts costs of imported raw materials.

*Strategic Response:* We are adopting a **two-pronged approach:** (a) hedging through forward contracts and currency management tools, and (b) gradually substituting imported intermediates with domestic production once our manufacturing facility becomes operational. This will reduce forex exposure and stabilize margins.

### 10. **5. Rising Input and Logistics Costs**

*Challenge:* Increasing purchase, handling, and transportation costs affect profitability.

*Strategic Response:* To address this, we are optimizing our **inventory management system** with digital tools for demand forecasting, adopting **multi-modal logistics solutions**, and negotiating strategic partnerships with transporters. Over the medium term, we plan to integrate renewable energy solutions within operations to reduce overheads. Moreover, our Bhilwara and Mumbai hubs will serve as **logistics anchors**, enabling faster and cost-effective distribution across India.



## **11. Government Initiatives**

The Indian government has introduced several initiatives to support the dyes and chemicals industry:

**National Chemical Policy:** Aims to enhance the sector's growth and global competitiveness by promoting sustainable practices and innovation.

**Production Linked Incentive (PLI) Scheme:** Provides incentives for domestic manufacturing and reduces dependency on imports.

**Streamlining Import Regulations:** Efforts to simplify and expedite import procedures, reducing bureaucratic hurdles for businesses.

**Support for R&D:** Funding and support for research and development in sustainable and green chemistry.

## **12. Business outlook:**

Shankar LalRampal Dye Chem Limited has successfully enhanced its business operations by focusing on product quality assurance and adhering to best trade practices. This strategy has allowed the company to trade in higher value products and expand capacities to an optimal scale. The company's emphasis on value-added chemical storage and efficient delivery processes reflects its commitment to

maintaining high standards and meeting customer demands effectively.

The company has secured adequate banking facilities, including working capital limits, from its bankers and lenders, which will support its operational needs and growth initiatives. This financial stability has been instrumental in reducing overall debt levels from the previous fiscal year, positioning the company favorably in terms of solvency, liquidity, and financial outlook.

For FY 2024-25, Shankar LalRampal Dye Chem Limited anticipates maintaining a strong financial position. The company's focus on sanitization chemicals, which are in high demand due to ongoing public health concerns, is expected to provide significant opportunities for growth. These products not only serve an essential role in public health but also present potential revenue streams that benefit both society and industry by mitigating virus-related risks.

To address the challenges of rising inventory costs, material handling charges, and the risk of bad debts, the company has

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implemented several measures. These include optimizing inventory management, negotiating better terms with suppliers, and enhancing credit control mechanisms. The company's strong solvency position and disciplined financial practices ensure its ability to meet long-term and short-term debt obligations while maintaining timely interest payments and managing liabilities effectively.

Shankar LalRampal Dye Chem Limited remains dedicated to meeting the customized demands of the Textile and Garments Industry, Dyes Industry, and Chemical Industry. With robust demand for its products, the company is well-positioned to add capacity and achieve growth in the coming period. The continued focus on customer satisfaction and operational excellence will drive future success and support the company's long-term strategic objectives.

### **13. Segment wise performance:**

In FY 2024-25, Shankar LalRampal Dye Chem Limited's strategic focus on the domestic trading of dyes and chemical products proved to be a key

driver of success. A significant portion of the company's revenue was generated from domestic sales, highlighting the effectiveness of concentrating on a single, well-defined segment. This deliberate focus allowed the company to deepen its expertise, streamline operations, and foster strong relationships with its customers, thereby reinforcing its market position.

The demand for specific products such as Sulfur Dyes, Hydrogen Peroxide, Sodium Bicarbonate, Sodium Meta Bi Sulfite, and Soda Ash Light was particularly robust, underscoring the company's ability to meet the needs of its target market efficiently. By specializing in these high-demand products, Shankar LalRampal Dye Chem Limited was able to leverage its core strengths, ensuring consistent quality and reliability in supply, which are critical factors in the competitive chemical trading industry.

Moreover, by channeling resources and efforts into this single segment, the company minimized operational complexities and enhanced its agility, enabling quicker responses to market shifts and customer requirements. This focus not only solidified the company's reputation as a reliable supplier in the domestic market but also laid a strong



foundation for sustainable growth in the years to come.

**14. Internal Control Framework:**

Your Company has sound and adequate internal control systems commensurate with its size and nature of business. We constantly upgrade our systems for incremental improvements. The Audit Committee of the Board periodically reviews these systems. These systems ensure protection of assets and proper recording of transactions and timely reporting. Internal audit is conducted out by an independent professional firm on regular basis.

The Audit Committee also regularly reviews the periodic reports of the Statutory Auditors, Internal Auditors and Accounts departments. The Company has trained the staff in order to upgrade with the recent changes in the taxation like TDS on sale/purchase and reconciliation of GST Input. Audit Committee constantly tries to add value by evaluating existing systems. The Company has adopted a bottom-up and top-down approach to drive Enterprise Risk Management. The bottom-up approach includes identification and regular assessment of risks by respective businesses and cross-functional teams and plan for mitigating such risks in a structured manner. This is complemented by a top-down approach where the senior management identifies and assesses long-term and macro risks. Risks are consolidated under major risk themes to create focus areas and prioritise mitigation plans.

**15. Financial performance overview:**

Your Company has consistently demonstrated strong financial performance, driven by the strategic introduction of new products and the continuous optimization of its trading operations. The company has maintained a healthy turnover and profit trajectory, reflecting its resilience and adaptability in a competitive market. Despite the challenges posed by a sluggish global economic recovery and the ongoing complexities in the dye-chemical and allied sectors, the company successfully navigated these hurdles through aggressive strategies and the effective utilization of available resources.

The directors' commitment to optimizing trading facilities and leveraging market opportunities played a crucial role in sustaining growth. This proactive approach has positioned the company to capitalize on future opportunities, ensuring a robust outlook for continued financial success. The company's focus on efficiency and innovation, even in the face of global uncertainties, underscores its ability to maintain a solid financial foundation while preparing for future expansion and profitability.

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

Human capital remains one of Shankar Lal Rampal Dye Chem Limited's most



#### **ANNUAL REPORT 2024-25**

vital and valuable assets. Throughout the year, the company has maintained a cooperative and positive work environment, reflecting the strong relationship between employees and management. The management is dedicated to promoting safety, occupational health, and a supportive work environment across all tasks and processes. This commitment extends to the design, planning, and execution of tasks, ensuring that every aspect of our operations adheres to high standards of safety and efficiency.

Shankar Lal Rampal Dye Chem Limited has proactively aligned its operations with the evolving regulatory framework

under India's new labor codes, embedding compliance into our culture of responsibility. We have strengthened workplace safety protocols, enhanced employee welfare schemes, and reinforced fair wage practices in line with national standards. To future-proof our workforce, we provide continuous training in advanced chemical handling, green chemistry practices, digital quality control systems, and sustainability-driven process improvements. These initiatives ensure our employees remain adept at meeting global benchmarks, while driving safer, cleaner, and more efficient operations across the value chain.

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

**PLACE-BHILWARA**

**DATE- 30/08/2025**

Sd/-  
**RAMPAL INANI**  
**DIN-00480021**  
**CHAIRMAN & MANAGING DIRECTOR**





## BOARD REPORT

To,

The Members,

**Shankar Lal Rampal Dye-Chem Limited**

Your Directors have pleasure in presenting their 20<sup>th</sup> Annual Report on the business and operations of the Company and the accounts for the Financial Year ended on March 31<sup>st</sup>, 2025.

In compliance with the applicable provisions of Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), this report covers the financial results and other developments during the financial year ended 31<sup>st</sup> March 2025 and upto the date of the Board meeting held on 30.08.2025 to approve this report, in respect of Shankar Lal Rampal Dye-chem Limited.

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

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

(Figures in Lakhs)

Particulars	For the year ended	
	31.03.2025	31.03.2024
Income from Business Operations	40,178.42	28,772.59
Other Income	0.092	26.70
Total Turnover	40,178.52	28,799.29
Profit before Interest, Depreciation & Tax	1631.79	963.64
Less:- Financial Expenses	86.39	60.23
Profit before Depreciation & Tax	1545.4	903.41
Less:- Depreciation	10.32	8.91
Profit after depreciation and Interest	1535.08	894.50
Less:- Current Income Tax (incl. earlier year tax)	395.62	244.18
Less:-Deferred Tax	0.22	0.62
Net Profit/Net Loss after Tax	1,139.24	649.70
Amount transferred to General Reserve	0	0
Balance carried to Balance Sheet	1139.24	649.70
Earnings per share (Basic-Weighted Average)-Based on Current year Net profit	1.78	1.02
Earnings per Share(Diluted-Weighted Average) -Based on Current year Net profit	1.78	1.02

\*In FY 2024-25 Final Dividend of Rs. 0.05 per share (For FY 2023-24) was declared and was distributed.

## 2. Dividend

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

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

## 3. Operational Highlights

Your Company is engaged in the business segment i.e. trading in Dyes, Chemical and allied products. There has been no change in the business of the Company during the financial year ended 31st March, 2025.

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

During the financial year 2024-25, the Company recorded a total income of ₹4,01,78.52 Lakhs, reflecting a significant growth over the previous year's total income of ₹2,87,99.29 Lakhs. Revenue from operations increased to ₹4,01,78.42 Lakhs from ₹2,87,72.59 Lakhs in the previous year, driven primarily by higher volumes in the core business operations.

Total expenses stood at ₹3,86,35.58 Lakhs compared to ₹2,79,04.80 Lakhs in the previous year, mainly on account of increased purchase of stock-in-trade. Despite this, the Company delivered a robust improvement in profitability, with Profit Before Tax rising to ₹15,42.94 Lakhs as against ₹8,94.50 Lakhs in FY 2023-24. After accounting for tax expenses, the Profit After Tax stood at ₹11,39.24 Lakhs, up from ₹6,49.70 Lakhs in the previous year, representing an impressive growth of nearly 75%.

Earnings per share (EPS) improved to ₹1.78 (Basic & Diluted) compared to ₹1.02 in the previous year, highlighting the Company's strong financial performance and its ability to deliver enhanced value to shareholders.

The financial statements for the year ended on 31st March, 2025 reflect a profit of **₹1,139.24 Lacs**, as compared to **₹649.70 Lacs** in FY 2023-24, registering a strong year-on-year growth of **75.30%**. This improvement in profitability is primarily attributable to a significant increase in revenue from operations, supported by effective cost management and strategic business initiatives.



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

At present, the Company has only one class of share - Equity shares of face value of Rs. 10 each. The authorized share capital of the company is **Rs. 64,00,00,000/- divided into 6,40,00,000 equity shares of Rs.10 each.** The paid-up share capital of the company is **Rs. 63,96,67,800/- divided into 6,39,66,780 equity shares of Rs. 10 each.** The shares of company are now listed on NSE also w.e.f October 2024 along with continuous BSE Main Board listing.

Also, during the Financial Year 2024-25; there were

- ❖ **No Buy Back of Equity Shares.**
- ❖ **No Employee Stock Option Plan was passed.**
- ❖ **No Further public offer.**
- ❖ **No Fresh Issue of Equity Shares by way of Bonus Allotment on Right Issue Basis**

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

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

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

There is no amount outstanding to be transferred as unclaimed dividend to investor education and protection fund. Though there is certain amount added in outstanding unclaimed dividend account which pertains to dividend declared in last calendar year 2024 (and Unclaimed Dividend of previous FYs also) and list of such shareholders who have not claimed the dividend is updated on website of the company and can be viewed on website under <http://www.srdyechem.com/investor-relations.asp>

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

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statement relate and the date of the Board Report, except for the outcome of the Board Meeting held on 28th July 2025, wherein the Company reviewed its strategic growth initiatives and approved key operational enhancements aimed at strengthening supply chain resilience, improving sustainability practices, and expanding its product portfolio to cater to emerging market demands.

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

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

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

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

**(A) Conservation of energy:**

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

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

**(B) Technology absorption:**

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

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

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

3. Expenditure incurred on Research and Development:

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

**(C) Foreign exchange earnings and Outgo (Rupees in Lakhs):**

	FY 2024-25		FY 2023-24	
Earning		20.64		36.80
Outgo:		30041.35		20153.91
(Revenue A/c)	30041.35		20153.91	
(Capital A/c)	-		-	



**10. Risk management:**

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

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

**11. Corporate social responsibility initiatives:**

The provisions of Section 135 of the Companies Act, 2013 read with Rule 9 of the Companies (Accounts) Rules, 2013 is applicable to the Company in FY 2024-25. The details of Composition of CSR committee are given in Corporate Governance Report. The policy can be reviewed from the website link:

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

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

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

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

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

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



**14. Related party transactions:**

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

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

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

There has been no change in the constitution of the Board during the financial year under review i.e. the structure of the Board remains the same.

**❖ Board evaluation:**

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

The evaluation was done in following manner:

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

Committees	Board Members	Composition, Process and Dynamics
Board as a whole	Independent Directors	Composition, Process and Dynamics

❖ **Remuneration Policy:**

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

The policy can be visited on website link:

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

❖ **Meetings:**

During the year the following were the meetings quantum:

S. No.	Type of Meeting	Frequency
1.	Annual General Meeting	1
2.	Extra Ordinary General Meeting	0
3.	Board Meeting	9
4.	Independent Director Meeting	1
5.	Audit Committee	6
6.	Nomination and Remuneration Committee	1
7.	CSR Committee	1
8.	Stakeholder's Grievance & Relationship Committee	1

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

❖ **Declaration of independent directors:**

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the

Companies Act, 2013 and the relevant rules. All Independent directors of the company are registered on IICA Independent Director database.

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

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

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

There were no such matters.



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

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

### **18. Nomination and remuneration policy:**

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

### **19. Statement showing Integrity, Expertise and Experience(including proficiency) of Independent Director who held the office in FY 24-25**

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

### **20.Directors responsibility statement:**

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

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- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors have prepared the annual accounts on a going concern basis; and
- (e) The directors, have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**21. Annual return:**

Copy of Annual Return of Company pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 will be placed at website of the Company with effect from date of Annual General Notice dispatch. Weblink of the same is as <http://www.srdyechem.com/investor-relations.asp>.

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

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

**23. Deposits:**

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

**24. Auditors****❖ Statutory Auditor**

The Company's Auditors **M/s Laxman Kumar & Associates, Chartered Accountants**, were appointed in last AGM (2024) to the conclusion of Sixth consecutive Annual General(Calendar Year-2029). They were being appointed earlier to fill casual vacancy caused by resignation of **Alok Palod & Company, Chartered Accountants** due to the reasons explained in their resignation letter.

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

**❖ Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Company has appointed CS Sanjana Jain, a Practicing Company Secretary to undertake the Secretarial Audit of the Company. Pursuant to the provisions of Section 204(1) of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial personnel) Rules, 2014 and recent LODR Amendment in year 2024, the board recommend to reappoint practicing company secretary to undertake the Secretarial Audit of the Company for a period of 5 consecutive years for financial year 2025-26 to F.Y.2029-30. The Report of the Secretarial Audit Report is annexed herewith.

**❖ Internal Auditor**

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

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

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



**26. Corporate Governance :**

Provisions relating to Corporate Governance Report under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are applicable to the Company.

The Corporate Governance Report along with the certificate from the Practicing Company Secretary regarding compliance of the conditions of Corporate Governance pursuant to Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in Corporate Governance Report annexed to this report. That section also include: Details about the number of meetings of the Board held during 2024-25, composition of the Audit Committee.

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

**27. Annual Evaluation of Directors , its Committees and Board :**

The formal annual evaluation of the performance of the board and that of its committees has been carried out through a structured evaluation process covering various aspects of the board's functioning such as the Board structure & composition, effectiveness of the Board process, information flow & functioning, quality of relationship between the board and the Management, establishment, and delineation of the responsibilities to Committees etc.

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

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

Pursuant to the Companies (Accounts) Second Amendment Rules, 2025, the Company reports the following under the POSH (Prevention, Prohibition and Redressal) Act, 2013:

- Complaints received during the year: None
- Complaints disposed of during the year: None
- Complaints pending at year-end: None (including those pending beyond 90 days)

**ANNUAL REPORT 2024-25****28. Maternity Benefit**

In compliance with the Companies (Accounts) Second Amendment Rules, 2025, the Company confirms that it adheres to all relevant provisions of the Maternity Benefit Act, 1961 as amended, ensuring that eligible women employees are provided proscribed benefits, supporting a safe and inclusive work environment.

**29. Cost audit:**

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, cost audit and maintenance of cost records is not applicable to the Company for the Financial Year 2024-25.

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

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

**31. Human resources development:**

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

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

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

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





**32. Acknowledgement:**

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

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

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

**PLACE-BHILWARA**

**DATE- 30/08/2025**

Sd/-

**RAMPAL INANI**

**DIN-00480021**

**CHAIRMAN & MANAGING DIRECTOR**

## Annexure-I MR-3

### SECRETARIAL AUDIT REPORT

(For the Financial year ended on 31st March, 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,  
SHANKAR LAL RAMPAL DYE-CHEM  
LIMITED  
SG-2730, SUWANA,  
BHILWARA-311011

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

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

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and

subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31st March, 2025 according to the provisions of:

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

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

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



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

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

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

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

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

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

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

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

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

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

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

We further report that:

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

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

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



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

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

**DATE- 21/08/2025**  
**PLACE-BHILWARA**  
**UDIN- F008688G001049211**

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

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



## Annexure to Secretarial Audit Report

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

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

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

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

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

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

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

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

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

DATE-21/08/2025  
PLACE-BHILWARA

FOR CS SANJANA JAIN  
(Company Secretaries)

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

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To,  
The Members of  
Shankar Lal Rampal Dye-chem Limited  
SG 2730, Suwana,  
Bhilwara-311011(Raj.)

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

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

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





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

**DATE-21/08/2025**  
**PLACE-BHILWARA**  
**UDIN- F008688G001049244**

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

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



## **Annexure-II** **CORPORATE GOVERNANCE REPORT**

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

In FY 2024-25, Shankar Lal Rampal Dye Chem Limited continues to uphold its In FY 2024-25, Shankar Lal Rampal Dye Chem Limited reaffirmed its commitment to the highest standards of corporate governance, rooted in transparency, accountability, and ethical conduct. Following our landmark listing on the Main Board of the Bombay Stock Exchange (BSE) in FY 2021-22, we achieved another proud milestone with our successful listing on the Main Board of the National Stock Exchange (NSE) in FY 2024-25. This dual listing not only strengthens our market presence but also broadens our investor base, enhances trading liquidity, and underscores our unwavering dedication to compliance, investor trust, and long-term corporate responsibility.

The company's stock has demonstrated resilience and stability. The transition from the SME Board to the Main Board of the BSE and now on NSE have positively impacted our market visibility and trading volume..

Under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we have implemented comprehensive corporate governance practices to ensure transparency and accountability. These include regular disclosures, adherence to board composition requirements, and maintaining a robust internal control framework. We have also ensured compliance with the disclosure requirements related to financial performance, corporate actions, and shareholder rights.

In accordance with the Companies Act, 2013, we adhere to various provisions concerning corporate governance, financial disclosures, and board responsibilities. This includes maintaining accurate and timely records, conducting annual general meeting, and ensuring compliance with statutory audit requirements. The Act also mandates adherence to corporate social responsibility (CSR) norms.

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

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

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

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

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



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

## **I. Board Meetings held during the Year- 9**

Date of Meeting	Total Strength of Board	Quorum
23.05.2024	10	8
18.07.2024	10	6
14.08.2024	10	10
17.08.2024	10	7
23.08.2024	10	8
14.11.2024	10	8
27.01.2025	10	7
14.02.2025	10	10
27.03.2025	10	7

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

Name	No. of Board Meeting held during tenure	No. of Board Meeting Attended	Whether attended Annual General Meeting - 21/09/2024
RAMPAL INANI	9	9	Yes
DINESH CHANDRA INANI	9	9	Yes
JAGDISH CHANDRA INANI	9	8	Yes
VINOD KUMAR INANI	9	9	Yes
SUSHEEL KUMAR INANI	9	9	Yes
ANIL KUMAR KABRA	9	6	No
MURLI ATAL	9	5	Yes
APOORVA MAHESHWARI	9	5	Yes
HARSH KABRA	9	6	Yes
ADITYA SONI	9	5	Yes

**C) Number of other Boards or Board Committees in which the Director is a Director /Member /Chairperson :** Your Board of Directors are engaged in serving your company Mr.Susheel Kumar Inani and Mr.Vinod Kumar Inani are also serving Board of Group Company-Oasis Capital Private Limited w.e.f. 06/05/2022; Inani Charitable Foundation w.e.f. 02/07/2024 and Mr. Anil Kumar Kabra, Independent Director of the company serves as Independent Director/committee member of other Entity-Manomay Tex India Limited(listed company) and one unlisted company Elfin Agro India Limited w.e.f 01/12/2024. There no other company in which any of your Director is holding any such position.

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

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

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

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

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

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

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



### 3. Audit Committee

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

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

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

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

- b) Internal Audit Reports relating to weaknesses in the internal control systems
  - c) Management Discussion and Analysis of financial condition and results of operations
  - d) management letters, letters of internal control weaknesses issued by the Statutory Auditors
  - e) statement of related party transactions submitted by the Management
- with the Management the statement of uses: applications of funds raised through an issue (public issue, rights issue, preferential issue, etc), the statement of funds utilised for the purposes other than those stated

iv) Others:

- Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation, etc on the Company and the shareholders
- Evaluating internal financial controls and risk management system
- Recommending appointment, remuneration and terms of appointment of the Auditors and approval for payment for any other services
- Scrutinising inter-corporate loans and investments
- Carrying out any other function as mentioned in the terms of reference of the Audit Committee

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

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



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The following 6 meetings were held during the financial year 2024-25-

Date of Meeting	Number of Member	Total Attendance
23.05.2024	4	3
14.08.2024	4	4
17.08.2024	4	3
21.08.2024	4	3
14.11.2024	4	3
14.02.2025	4	4

Details of attendance-

Date of Meeting	Total Meetings eligible to attend	Attended
Anil Kumar Kabra	6	6
Murli Atal	6	4
Aditya Soni	6	4
Susheel Kumar Inani	6	6

### 4. Nomination and Remuneration Committee

#### 1. Terms of Reference-

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

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

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

The following meeting were held during the financial year 2024-25-

<u>Date of Meeting</u>	<u>Number of Member</u>	<u>Total Attendance</u>
03.08.2024	3	2

Details of attendance-

<u>Date of Meeting</u>	<u>Total Meetings eligible to attend</u>	<u>Attended</u>
Apoorva Maheshwari	1	1
Murli Atal	1	0
Harsh Kabra	1	1

**3. Remuneration Policy-**

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

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

**5. Stakeholder's Relationship Committee****1. Terms of reference-**

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



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

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

One meeting (18.07.2024) was held during the financial year 2024-2025 with 100% participation of committee members.

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

**6. CSR Committee-**

**1. Terms of reference-**

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

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

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

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

The following meeting were held during the financial year 2024-25-

<u>Date of Meeting</u>	<u>Number of Member</u>	<u>Total Attendance</u>
01.07.2024	3	2

Details of attendance-

<u>Date of Meeting</u>	<u>Total Meetings eligible to attend</u>	<u>Attended</u>
AdityaSoni	1	1
Anil Kumar Kabra	1	1
Jagdish Chandra Inani	1	0

The Board notes the minutes of the CSR Committee meetings.

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

### 8.Meeting of Independent Directors:

A separate meeting of Independent Directors was held on February 14<sup>th</sup>, 2025 (without attendance of Non Independent Director(s)).

### 9. General Meetings of the Company

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

S.No.	Date	For the Financial Year	Address	Special Resolution Passed
1	19-09-2022	2021-22	SG-2730, Suwana, Bhilwara-311001, Rajasthan/OAVM	Yes
2	23-09-2023	2022-23	SG-2730, Suwana, Bhilwara-311011, Rajasthan/OAVM	NONE
3	21-09-2024	2023-24	SG-2730, Suwana, Bhilwara-311011, Rajasthan/OAVM	NONE

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

S.No.	Date	Address	Ordinary/Special Resolutions (O.R./S.R.)
None			

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



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

Particulars	Status	
	Number of times	
i) Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year		if total remuneration of the Director is considered
		if total remuneration of the Director, excluding variable pay and commission, is considered
	APOORVA MAHESHWARI, Non Exe. Independent Director	0.01
	HARSH KABRA, Non Exe. Independent Director	0.01
	ADITYA SONI, Non Exe. Independent Director	0.01
	MURLI ATAL, Non Exe. Independent Director	0.01
	ANIL KUMAR KABRA, Non Exe. Independent Director	0.01
	ADITI BABEL, Company Secretary & Compliance Officer	0.24
	RAMPAL INANI, Managing Director	2.00
	JAGDISH CHANDRA INANI, Whole Time Director	2.00
	DINESH CHANDRA INANI, Whole Time Director	2.00
	VINOD KUMAR INANI, Whole Time Director	2.00
	SUSHEEL KUMAR INANI, Whole Time Director & CFO	2.00
ii) Percentage increase in remuneration of the Directors, the Chief Executive Officer, the Chief Financial Officer and the Company Secretary, if any, in the financial year	Independent Directors:	
	APOORVA MAHESHWARI	(20.00)%
	HARSH KABRA	(9.00)%
	ADITYA SONI	20.00%
	MURLI ATAL	33.00%
	ANIL KUMAR KABRA	19.00%
	Chairman and Managing Director:	
	RAMPAL INANI	(12.00)%
	Whole-time Director:	
	JAGDISH CHANDRA INANI	(12.00)%
	DINESH CHANDRA INANI	(12.00)%

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	VINOD KUMAR INANI	(12.00)%
	Whole-time Director and Chief Financial Officer:	
	SUSHEEL KUMAR INANI	(12.00)%
	Company Secretary:	
	ADITI BABEL	10%
iii) Percentage increase in the median remuneration of employees in the financial year	(25.00)%	
iv) Number of permanent employees on the rolls of the Company	9	
v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and explanation if there are any exceptional circumstances for increase in the managerial remuneration	<p>Average decrease for Key Managerial Personnel(except Independent director) and for other employees was about 12%.</p> <p>There is no exceptional increase in remuneration of Key Managerial Personnel except as and otherwise reviewed in AGM on 25.08.2021.</p> <p>The average percentile increase of all employees is as per plan sanctioned by Nomination committee in consideration with policy in this regard.</p> <p>Independent Director- have taken sitting fees for period under review. The maximum limit permitted by shareholder for attending a meeting is Rs. 2000 per meeting (Currently approved by board Rs. 600 per meeting)</p> <p>Whole Time Director- remuneration was sanctioned as per Board Resolution. There is no variable or extra-ordinary parameter differentiating remuneration; all whole time director are paid on same basis.</p> <p>Company Secretary and Compliance Office- Remuneration are increased in pursuance to remuneration policy.</p>	
vi) Affirmation that the remuneration is as per the Remuneration Policy of the Company	It is affirmed that the remuneration is as per the Remuneration Policy of the Company	
vii) Remuneration to Independent Director	Independent director are only paid sitting fees for meetings they attend. Company don't have any other pecuniary transaction with independent director. There terms of appointment is defined and is streamlined to criteria laid down on website of the company. No stock option or other benefit provided.	
vii) Remuneration of Other Director	The Executive Directors are paid remuneration in form of salary and other than this no separate allowance or benefit is segregated. No stock option or other benefit provided.	

## 11. Company's Policies-

### 1) Compliance

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

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

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

### 2) Code of Conduct

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

3) Prevention of sexual harassment of women at workplace Pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Rules, 2013, the Company has framed a policy on prevention of sexual harassment of women at workplace and constituted Internal Complaints Committee. There were no complaints received during 2024-25.

### 4) Related party transactions

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

### 5) Material' subsidiary companies

The Company has no subsidiary.



**6) Familiarisation programs**

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

**7) Whistleblowing Policy**

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

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

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

## 12. Affirmation and disclosure

There were no materially significant related party transactions, pecuniary transactions or relationships between the Company and its Directors or the Management and their subsidiary companies or relatives, among others, during 2024-25 that may have a potential conflict with the interests of the Company at large.




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

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

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

The Company complied with the statutory provisions, rules and regulations relating to the capital markets since listing in 2018 and the stock exchanges or the Securities and Exchange Board of India or any statutory authority did not impose any penalties or strictures on the Company for the said period.

## 13. General Information to the share holder-

S.No.	Particulars	Details
1.	<b>Annual General Meeting</b>	<b>20<sup>th</sup> Annual General Meeting</b>  <b>27.09.2025</b>  <b>04:00 PM</b>  <b>The meeting will be held through video conferencing</b>
2.	<b>Financial Year</b>	<b>April 01 to March 31</b>
3.	<b>Dividend Payment Date</b>	<b>Within 30 days , if declared at Annual General Meeting</b>
4.	<b>Listing on Stock Exchange</b>	<b>ISIN(for NSDL/CDSL)- INE01NE01012</b>

		<b>BSE &amp; NSE SYMBOL-SRD</b>  <b>SCRIP/STOCK CODE-542232</b> <small>*Listing Fee were duly paid till completion of FY 2024-25</small>
5.	<b>Registrar and Share Transfer Agent</b>	<b>Cameo Corporate Services Ltd,</b> Subramanian Building, 1, Club House Road, Chennai, Tamil Nadu, 600002 TEL- 044 - 28460425 FAX- 044 - 28460129 EMAIL AT- <a href="mailto:rdr@cameoindia.com">rdr@cameoindia.com</a> Website- <a href="http://www.cameoindia.com">www.cameoindia.com</a>
6.	<b>Share Transfer System</b>	All share transfer request is processed by RTA of the Company. Pursuant to Regulation 40(9) of the Regulations, certificates on a yearly basis were issued by the Company Secretary in practice for due compliance of share transfer formalities by the Company. Pursuant to the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, certificates were also received from the Company Secretary in practice for timely dematerialisation of the shares and for conducting the Secretarial Audit on a quarterly basis for reconciliation of the share capital of the Company. All the certificates were filed with the stock exchanges where the shares of the Company are listed.
7.	<b>Dematerialization of Shares and Liquidity</b>	The entire paid-up share capital of the Company is held by the members in demat mode as on March 31, 2025.
8.	<b>Correspondence Address and Other Address</b>	Corresponding address: Near Kamal KaKuwa, Bhilwara 311001,



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

## 14. Share price data and comparison with Indices

### A) the BSE Sensex

The monthly high and low share prices of the Company in comparison with the BSE Sensex during 2024-25 are as under:

Month	Share price of the Company on BSE		BSE Sensex	
	High	Low	High	Low
Apr-24	120.45	103	75124.28	71816.46
May-24	118.45	107.9	76009.68	71866.01
Jun-24	114	101.5	79671.58	70234.43
Jul-24	137.85	87.95	81908.43	78971.79
Aug-24	132.75	118.75	82637.03	78295.86
Sep-24	124.75	97	85978.25	80895.05
Oct-24	114.95	61.8	84648.4	79137.98
Nov-24	72.07	57.72	80569.73	76802.73
Dec-24	96.92	73.51	82317.74	77560.79
Jan-25	84.18	62.69	80072.99	75267.59
Feb-25	73	59.37	78735.41	73141.27
Mar-25	67.99	52.03	78741.69	72633.54



## B) NSE PERFORMANCE

The monthly high and low share prices of the Company at NSE:

Month	Share price of the Company on NSE	
	High	Low
Apr-24	NOTLISTED	NOTLISTED
May-24	NOTLISTED	NOTLISTED
Jun-24	NOTLISTED	NOTLISTED
Jul-24	NOTLISTED	NOTLISTED
Aug-24	NOTLISTED	NOTLISTED
Sep-24	NOTLISTED	NOTLISTED
Oct-24	115	61
Nov-24	73.29	58
Dec-24	96.8	70.56
Jan-25	84.01	62.22
Feb-25	72.89	60
Mar-25	68	52



## 15. Distribution of shareholding as on March 31, 2025

### 1. Shareholding wise

Share or Debenture holding		Share / Debenture holders		Total Shares	Share Debenture amount	
Rs.	Rs.	Number	% of total		Rs.	% of total
10	- 5000	14463	89.6485	1320410	13204100	2.0642
5001	- 10000	705	4.3699	545674	5456740	0.8530
10001	- 20000	373	2.3120	557419	5574190	0.8714
20001	- 30000	147	0.9111	379815	3798150	0.5937
30001	- 40000	92	0.5702	330183	3301830	0.5161
40001	- 50000	64	0.3967	300354	3003540	0.4695
50001	- 100000	138	0.8553	1053933	10539330	1.6476
100001	- And Above	151	0.9359	59478992	594789920	92.9841
Total :		16133	100.0000	63966780	639667800	100.0000

### 2. Category wise

TYPE	INDIA		CHINA		OVERSEAS		NRI & TOTAL & POSITIONS		
	NO. OF HOLDERS	TOTAL POSITIONS	NO. OF HOLDERS	TOTAL POSITIONS	NO. OF HOLDERS	TOTAL POSITIONS	NO. OF HOLDERS	TOTAL POSITIONS	% OF HOLDERS
Resident - Ordinary	5617	8320700	12704	5350873	0	0	15771	14371573	22.4067
Resident - Minor	0	0	0	1281	0	0	0	1281	0.0021
NRI - Repatriable	66	24538	17	33887	0	0	76	58425	0.0780
NRI - Non Repatriable	10	6770	10	8646	0	0	45	17616	0.0275
Corporate Body - Domestic	14	51118	19	171021	0	0	35	238739	0.3721
Corporate Body - Others	5	0	0	0	0	0	0	0	0.0000
Corporate Body - Limited Liability Partners	2	41592	0	10020	0	0	2	58222	0.0923
Corporate Body - Stock Exchanges - Foreigners	0	0000	0	0	0	0	0	0000	0.0000
Corporate Body - OTC/OT - Proprietary Account	0	0	0	1000	0	0	0	1000	0.0000
FPI - (Corporate) Category 1	2	11800	0	0	0	0	2	11800	0.0183
FPI - (Corporate) Category 2	0	0000	0	0	0	0	0	0000	0.0000
Resident - NRI	80	1738100	119	29125	0	0	195	1832275	3.3710
Resident - NRI Promoter	0	200000	0	0	0	0	0	200000	0.0030
Promoters -	5	17850822	0	0	0	0	5	17850822	27.9089
Promoters - Group Co	2	11162480	0	0	0	0	2	11162480	17.4540
Promoters - Group Individual	0	11611508	0	0	0	0	0	11611508	18.1639
TOTAL	9103	54387660	12942	6179900	0	0	16133	63966780	100.0000

16. Means of Communication to the share holder-

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

17. Other Disclosures-

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

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

2015. The company adopt the best practices to support rights of shareholders and other stakeholders.

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

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

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

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

#### 18. Declaration and affirmations-

##### **a) Certification by the Chief Financial Officer**

Mr Rampal Inani, Chairman and Managing Director and Mr Susheel Kumar Inani, Whole-time Director cum CFO, issued a certificate to the Board as prescribed under Regulation 17(8) of the Regulations. The said certificate was placed before the Board at the meeting held on May 19<sup>th</sup>, 2025, in which the accounts for the year ended March 31, 2025, were considered and approved by the Board.

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

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



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

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

**i. Compliance with the mandatory requirements**

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

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

The Company complies with the following non-mandatory requirements:

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

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

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

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

PLACE-BHILWARA  
DATE-30/08/2025

Sd/-  
RAMPAL INANI  
CHAIRMAN & MANAGING DIRECTOR



**SUB ANNEXURE TO CORPORATE GOVERNANCE REPORT**

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

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

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

I have examined the compliance of conditions of Corporate Governance by the company for the year ended March 31, 2025

, as stipulated in Regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and Clause (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as 'SEBI Listing Regulations, 2015').

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

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

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

DATE-21/08/2025  
PLACE-BHILWARA  
UDIN- F008688G001049299

FOR CS SANJANA JAIN  
(Company Secretaries)

Sd/-

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



## **Annexure-III**

### **CORPORATE SOCIAL RESPONSIBILITY REPORT**

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

##### **❖ Policy**

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

##### **❖ Programs and scope**

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

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

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

No.	Name of Directors	Designation   Nature of Directorship	Number of meetings held during the year	Number of meetings attended during the year
1.	Aditya Soni	Chairperson   Independent Director	1	1
2.	Anil Kumar Kabra	Member   Independent Director	1	1
3.	Jagdish Chandra Inani	Member   Whole time Director	1	0

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

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

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



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

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

- ❖ Average net profit of the company as per section 135(5): 2201.43 Lakhs

- ❖ CSR Obligation:

a)	2% of average net profit of the Company as per Section 135(5)	44.03 Lakhs
b)	Surplus arising out of the CSR projects or programs or activities of the previous financial years	-
c)	Amount required to be set-off for the financial year	-
d)	Total CSR obligation for the financial year [a) + b) + c)]	44.03 Lakhs

- ❖ CSR Expenditure:

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

Total Amount Spent for the Financial Year. (inRs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
none					

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

(1) Sl. N o.	(2) Name of the Project.	(3) Item from the list of activities in Schedule VII to the Act.	(4) Local area (Yes/No).	(5) Location of the project.		(6) Project duration.	(7) Amount allocated for the project (in Rs.).	(8) Amount spent in the current financial year (in Rs.).	(9) Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).	(10) Mode of Implementation - Direct (Yes/No).	(11) Mode of Implementation - Through Implementing Agency	
				State.	District.						Name	CSR Registration number.
1.	Organization Is Development And Support Education Of Childrens	Schedule VII (ii) – Child Education, School/College Building Development, Infrastructure facilities, Educational assistance, etc.	Yes	India		N.A.	15.72 Lakhs	15.72 Lakhs	0	Yes	JAN JAGRITI SEVARTH SANSTHAN	CSR0000 6903
2	Contribution for Elder Care, Tiffin SevaKarya, Cloth Share, Children, etc.	Schedule VII (i) – Eradicating hunger, poverty and malnutrition	Yes	India		N.A.	29.00 Lakhs	29.00 Lakhs	0	Yes	RAGINIBEN BIPINCHAND RA SEVA KARYA TRUST	CSR0001 2645
<b>Total</b>							44.72 Lakhs	44.72 Lakhs	0			

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

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

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

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

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): 44.72 Lakhs

(g) Excess amount for set off, if any

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Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	44.03
(ii)	Total amount spent for the Financial Year	44.72
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.69
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.69

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

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (inRs.)
				Name of the Fund	Amount (in Rs).	Date of transfer.	
None							

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial Year (in Rs).	Cumulative amount spent at the end of reporting Financial Year. (inRs.)	Status of the project - Completed /Ongoing.
1	N.A.	Organization Is Development And Support Education Of Childrens	2023-24	20 Month	19.30 Lakhs	4.30 Lakhs	19.30 Lakhs (Spent in Previous year(15.00 Lakhs) and also in current reporting period)	Completed



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

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

- ❖ Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): None

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

Sd/-  
(AdityaSoni)  
DIN-08590851  
Chairman CSR Committee

**Annexure-IV****AOC-2**

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

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

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

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## **INDEPENDENT AUDITORS' REPORT**

**To the Members of**  
**Shankar lal Rampal Dye Chem Limited**

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

#### **Opinion**

We have audited the accompanying Financial statements of Shankar lal Rampal Dye Chem Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by Companies Act, 2013 ("the Act") in the manner so required, and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("IndAs") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 ("the act"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### **Key Audit Matters**

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



Key Audit Matter	How the matter was addressed in our audit
<p><b><u>1.Valuation of Inventories</u></b></p> <ul style="list-style-type: none"> <li>• The net carrying value of inventory as on 31st March, 2025 is 9.76 % of Total Assets of the company.</li> <li>• Sales in the industry can be extremely volatile with consumer demand changing significantly (Seasonal) based on current trends. As a result, there is a risk that the carrying value of inventory exceeds its net realisable value.</li> </ul> <p>Hence, we determined the valuation of inventories as a key audit matter.</p> <p><u>Related Disclosures:</u> Please refer to Note-4 of Notes to Financial Statements for relevant disclosures of inventories.</p>	<p><u>Our audit procedure:</u></p> <ul style="list-style-type: none"> <li>• We have performed the Inventory physical stock count on sample basis. We performed inventory counts at location, which is selected based on financial significance and risk and we performed the following procedures at each site: <ul style="list-style-type: none"> <li>(i) Selected a sample of inventory items and compared the quantities we counted to the quantities recorded.</li> <li>(ii) Observed a sample of management's inventory count procedures to assess compliance with Company's policy, and</li> <li>(iii) Made inquiries regarding obsolete inventory items and inspected the condition of items counted.</li> </ul> </li> <li>• We have also evaluated a selection of controls over inventory existence across the company.</li> <li>• Examining the Company's historical trading patterns of inventory sold at full price and inventory sold below full price, together with the related margins achieved for each product lines in order to gain comfort that stock has not been sold below cost.</li> <li>• Evaluating the rationality of the inventory policies such as the policy of inventory valuation and provision for obsolescence and understanding whether the valuation of inventory was performed in accordance with the Company's policy.</li> <li>• Analyzing the inventory aging report and net realizable value of inventories.</li> <li>• Inspecting the post period sales situation and evaluating the net realizable value of measurement applied on aging inventory in order to verify the evaluation accuracy of the estimated inventory allowance by the Company and</li> <li>• Assessing whether the disclosures of provision for inventory valuation are appropriate.</li> </ul>

<p><b><u>2. Trade Receivables</u></b></p> <ul style="list-style-type: none"> <li>• The recoverability of trade receivables and the level of provisions for doubtful debts are considered to be a significant risk due to the pervasive nature of these balances to the financial statements, and the importance of cash collection with reference to the working capital management of the business.</li> <li>• At 31st March, 2025 the trade receivables balances (net of provisions) consist of 58.79% of the total amount of assets. Accordingly, we determined audit of trade receivables as the key audit matter.</li> </ul> <p><u>Related Disclosures:</u> Please refer to Note-5 of Notes to Financial Statements for relevant disclosures of Trade Receivables.</p>	<p><u>Our Audit Procedure:</u></p> <ul style="list-style-type: none"> <li>• Assessed the design and implementation of key controls around the monitoring of recoverability.</li> <li>• Discussed with the management regarding the level and ageing of trade receivables, along with the consistency and appropriateness of receivables provisioning by assessing recoverability with reference to amount received in respect of trade receivables.</li> <li>• In addition, we have considered the company's previous experience of bad debt exposure and the individual counter-party credit risk.</li> <li>• Tested these balances on a sample basis through agreement to post period end invoicing and cash receipt.</li> <li>• The accuracy and completeness was verified through, analytical reviews and balance confirmation.</li> <li>• Analyzing the aging schedule of trade receivable, past collection records, industry boom and concentration of customers' credit risk.</li> </ul>
<p><b><u>3. Revenue Recognition</u></b></p> <ul style="list-style-type: none"> <li>• Revenue is an important measure used to evaluate the performance of the Company. There is a risk that the revenue is presented for amounts higher than what has been actually generated by the Company. Consequently, we considered revenue recognition to be a significant key audit matter.</li> </ul> <p><u>Related Disclosures:</u> Please refer to Note-1 of the accounting policies for details of the accounting policies of revenue recognition and Note- 17 of Notes to Financial Statements.</p>	<p><u>Our audit procedure:</u></p> <ul style="list-style-type: none"> <li>• Assessing the design, implementation existence and operating effectiveness of internal control procedures implemented as well as test of details to ensure accurate processing of revenue transactions.</li> <li>• Inspecting underlying documentation for any book entries which were considered to be material on a sample basis.</li> <li>• Inspecting the key terms and conditions of agreements with major customers on a sample basis to assess if there were any terms and conditions that may have affected the accounting treatment of the revenue recognition.</li> <li>• The accuracy and completeness of revenue was verified through, cut-off test, analytical reviews and balance confirmation.</li> </ul>



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

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

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

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

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

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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the IndAS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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



### **Auditor's Responsibilities for the Audit of the Financial Statements**

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

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

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

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

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

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

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

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

- 1) As required by the Companies (Auditor's Report) Order, 2020 ("the order") issued by the Central Government in terms of Section 143(11) of the act, we give in "Annexure I" a statement on the matters specified in paragraph 3 and 4 of the Order
- 2) As required by section 143(3) of the Act, based on our audit we report:
  - (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (b) In our opinion and to the best of our information and according to the explanations given to us, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books;
  - (c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the IndAS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014
  - (e) On the basis of written representations received from the directors, as on March 31, 2025 and taken on record by the Board of Directors, none of the Directors are disqualified as on March 31, 2025, from being appointed as a director in terms of section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to Annexure 'II' to this report.
  - (g) With respect to the other matter to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:



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

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
- ii. The Company did not have any long term contracts including derivative contracts, for which there were any material foreseeable losses.
- iii. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

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

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

- (a) The final dividend proposed in the previous year, declared and paid by Company during the year is in accordance with section 123 of the act, as applicable
- (b) No Interim dividend declared and paid by the company during the year.



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

vi. Based on our examination which includes test check, the company has used an accounting software for maintaining its books of accounts which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all the relevant transactions recorded in the software. Further, during the course of audit we did not come across any instance of audit trail feature being tampered with.

**For LAXMAN KUMAR AND ASSOCIATES**  
**Chartered Accountants**  
**FRN: 0019866C**

Sd/-

**Place:-BHILWARA**  
**Date:- 19/05/2025**  
**UDIN: 25407532BMMIH18960**

**Laxman Kumar Sindhi**  
**(Partner )**  
**Membership No. 407532**

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

Annexure referred to in Para 1 of Report on Other Legal and Regulatory requirements of Independent Auditor's Report to the members of the **Shankarlal Rampal Dye Chem** Limited on the standalone financial statements for the year ended 31<sup>st</sup> March, 2025 we report that,

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

- iii. During the year, the company has not made any investments in, provided guarantee or security or granted any loans or advances in the nature of loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.
- (a) No loans and advances in the nature of loan given by the company, hence clause 3(iii)(a) is not applicable.
  - (b) Company has not made any investments, no guarantees provided, no security given hence clause 3(iii)(b) is not applicable.
  - (c) No loans and advances in the nature of loan given by the company, hence reporting under clause 3(iii)(c) is not applicable.
  - (d) No loans and advances in the nature of loan given by the company, hence reporting under clause 3(iii)(d) is not applicable.
  - (e) No loans and advances in the nature of loan given by the company, hence reporting under clause 3(iii)(e) is not applicable.
  - (f) The company has not any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment hence reporting under clause 3(iii)(f) is not applicable.
- iv. The Company has not granted any loans, made any investments, given any guarantees, and security, secured or unsecured to any companies, firms, limited liability partnership or other parties covered in register maintained under Section 189 of The Companies Act, 2013. Hence the clause 3(iv) of the Order is not applicable.
- v. The company has not accepted deposits from the public within the meaning of Sections 73 to 76 of the Companies Act, 2013 and the rules made there under, hence this clause is not applicable.
- vi. We have broadly reviewed the accounts and records maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act read with Companies (Cost Records & Audit) Rules, 2014 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have not, however, made detailed examination of the records with a view to determine whether they are accurate and complete.
- vii. According to the information and explanations given to us, in respect of statutory dues :
- (a) Undisputed statutory dues including provident fund, employee state insurance, income tax, GST, custom duty, cess and other statutory dues have generally been regularly deposited with the appropriate authorities and there are no undisputed dues outstanding as on 31st March, 2025 for a period of more than six months from the date they became payable.



(b) There is no of dues of Income Tax, Goods and Service Tax, Sales Tax, Service Tax, Excise Duty and Value Added Tax which have not been deposited as at March 31, 2025 on account of dispute.

viii. There are no transactions which are not recorded in the books of accounts. Hence reporting under the clause 3 (viii) of the CARO is not applicable.

ix.

- (a) The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender accordingly reporting under clause 3(ix)(a) is not applicable.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The company has not obtained money by way of term loans during the year ,hence reporting under clause 3(ix)(c) is not applicable
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the company, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) According to the information explanations given to us and procedures performed by us, we report that the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

x. (a) The company has not raised money by way of Initial Public Offer / further public offer (including debt instruments), hence reporting under clause (x) of 'the Order' is not applicable.

(b) In our opinion and according to the information and explanations given to us, the company has not raised funds by way of preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) hence reporting under clause (x)(b) of 'the Order' is not applicable.

xi. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no material fraud by the company or any fraud on the company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;

(c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.

- xii. The Company is not a Nidhi Company and hence reporting under clause xii(a), xii(b), xii(c) of the Order is not applicable to the Company.
- xiii. The Company has complied with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- xiv. (a) In our opinion and based on our examination the company has an internal audit system commensurate with the size and nature of its business.”  
(b) We have considered the internal audit reports of the company issued till date, for the period under audit.
- xv. The Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934).  
(b) Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (COR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.  
(c) Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, accordingly this clause is not applicable.  
(d) Company does not have CIC as part of the Group.
- xvii. Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.
- xviii. There has been resignation of the statutory auditors during the year and we have taken into consideration the issues, objections or concerns raised by the outgoing auditors.

- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a 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. There is some unspent amount in respect of CSR accordingly which is being allocated to specific agency for expenditure on ongoing project.
- xxi. Since this report is in relation to stand alone financial statements accordingly this clause is not applicable.

**For LAXMAN KUMAR AND ASSOCIATES**  
**Chartered Accountants**  
**FRN: 0019866C**

**Sd/-**

**Place:-BHILWARA**  
**Date:- 19/05/2025**  
**UDIN: 25407532BMMIHI8960**

**Laxman Kumar Sindhi**  
**(Partner )**  
**Membership No. 407532**



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

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

We have audited the internal financial controls with reference to financial statements of Shankarlal Rampal Dye Chem Limited (“the Company”) as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

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

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

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

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

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

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

### **Inherent Limitations of Internal financial controls with reference to financial statements**

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to IndAS financial statements were operating effectively as at March 31, 2025, based on the internal financial controls with reference to IndAS financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For LAXMAN KUMAR AND ASSOCIATES**  
**Chartered Accountants**  
**FRN: 0019866C**

**Sd/-**

**Place:-BHILWARA**  
**Date:- 19/05/2025**  
**UDIN: 25407532BMMIH8960**

**Laxman Kumar Sindhi**  
**(Partner )**  
**Membership No. 407532**



**SHANKARLAL RAMPAL DYE CHEM LIMITED**  
**CIN: L24114RJ2005PLC021340**  
**REGISTERED OFFICE ADDRESS: SG 2730, SUWANA, BHILWARA-311011, RAJASTHAN**  
**BALANCE SHEET**

As at 31st March, 2025

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

	Particulars	Note No.	As at 31st March, 2025	As at 31 <sup>st</sup> March 2024
	<b>ASSETS</b>			
<b>(1)</b>	<b>Non-Current Assets</b>			
	(a) Property, Plant and Equipment	2	105.37	112.74
	(b) Capital work-in-progress		-	-
	(c) Other Intangible Assets		-	-
	(d) Deferred tax assets (Net)		-	-
	(e) Non Current Investments		-	-
	(f) Long Term Loans and Advances		-	-
	(g) Other non-current assets	3	0.50	0.50
	<b>Total Non-Current Assets (A)</b>		<b>105.87</b>	<b>113.24</b>
<b>(2)</b>	<b>Current Assets</b>			
	(a) Current Investments		-	-
	(b) Inventories	4	1257.49	938.72
	(c) Financial Assets			
	(i) Trade Receivables	5	7573.51	5749.37
	(ii) Cash and Cash equivalents	6	141.72	352.36
	(iii) Other Bank balances	7	0.10	4.40
	(iv) Other Financial Assets		-	-
	(d) Current Tax Assets (Net)	8	-	-
	(e) Other Current Assets	9	3802.91	3400.83
	<b>Total Current Assets (B)</b>		<b>12775.73</b>	<b>10445.68</b>
	<b>Total Assets (A+B)</b>		<b>12881.60</b>	<b>10558.92</b>
	<b>EQUITY AND LIABILITIES</b>			
	<b>Equity</b>			
	(a) Equity Share Capital	10	6396.68	6396.68
	(b) Other Equity	11	4564.55	3457.33
	<b>Total Equity (A)</b>		<b>10961.23</b>	<b>9854.01</b>
	<b>LIABILITIES</b>			
<b>(1)</b>	<b>Non-Current Liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowing		-	-
	(ii) Other financial liabilities		-	-
	(b) Provisions		-	-
	(c) Deferred tax liabilities (Net)	12	1.35	1.13
	<b>Total Non-Current Liabilities (B)</b>		<b>1.35</b>	<b>1.13</b>
<b>(2)</b>	<b>Current Liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowing	13	1785.34	620.17
	(ii) Trade payables	14		
	- Due to Micro & Small Enterprises		27.86	32.43
	- Due to Others		77.79	28.06
	(iii) Other financial liabilities	15	0.10	0.07
	(b) Other current liabilities	16	11.05	14.02
	(c) Provisions		-	-
	(d) Current Tax Liabilities (Net)	8	16.88	9.03
	<b>Total Current Liabilities (C)</b>		<b>1919.02</b>	<b>703.78</b>
	<b>Total Liabilities (B+C)</b>		<b>1920.37</b>	<b>704.91</b>
	<b>Total Equity and Liabilities (A+B+C)</b>		<b>12881.60</b>	<b>10558.92</b>

**Significant Accounting Policy**  
**Disclosures and Additional Informations**

**1**  
**24-45**

In terms of our report of even date

For and on behalf of the Board  
SHANKARLAL RAMPAL DYE CHEM LIMITED

**FOR LAXMAN KUMAR & ASSOCIATES**  
Chartered Accountants  
FRN - 019866C, Peer Review Cert. No. 016006

**(RAMPAL INANI)**  
(MANAGING DIRECTOR)  
(DIN-00480021)

**(VINOD KUMAR INANI)**  
(DIRECTOR)  
(DIN-02928272)

**(LAXMAN KUMAR SINDHI)**  
Partner  
M. NO. 407532  
DATE 19-05-2025  
PLACE BHILWARA  
UDIN 25407532BMMIH18960

**(SUSHEEL KUMAR INANI)**  
(CFO/DIRECTOR)  
(DIN-02928254)  
(PAN-AACPI5846C)

**(ADITI BABEL)**  
(COMPANY SECRETARY &  
COMPLIANCE OFFICER)  
(PAN-CQMPB1513K)



**SHANKARLAL RAMPAL DYE CHEM LIMITED**  
**CIN: L24114RJ2005PLC021340**  
**REGISTERED OFFICE ADDRESS: SG 2730, SUWANA, BHILWARA-311011, RAJASTHAN**  
**STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED**  
**As at 31st March, 2025**

(Rs. in Lacs)

	Particulars	Note No.	For the year ended 31st March 2025	For the Year ended 31 <sup>st</sup> March 2024
I	Revenue from Operations	17	40178.43	28772.59
II	Other Income	18	0.09	26.70
III	<b>Total Income (I+II)</b>		40178.52	28799.29
IV	<b>Expenses</b>			
	Cost of Materials Consumed		-	-
	Purchase of Stock in trade	19	38215.38	27038.04
	Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-Trade	20	(318.77)	100.00
	Employee Benefits Expense	21	305.52	363.42
	Finance Cost	22	92.35	65.08
	Depreciation & Amortisation Expense	2	10.32	8.91
	Other Expenses	23	330.77	329.35
	<b>Total Expenses (IV)</b>		38635.58	27904.80
V	Profit before Exceptional Items & Tax		1542.94	894.50
VI	Exceptional Items		-	-
VII	<b>Profit/(Loss) Before Tax (V-VI)</b>		1542.94	894.50
VIII	Tax Expenses			
	1. Current Tax		400.49	234.99
	2. Earlier Year Provision Written Back		2.99	9.19
	3. Deferred Tax		0.22	0.62
IX	<b>Profit/(Loss) for the period from continued operations After Tax (VII-VIII)</b>		1139.24	649.70
X	<b>Other Comprehensive Income</b>			
	Items that will not be reclassified to profit or loss (Net of Tax)			
	Net Items that will not be reclassified to profit or loss (Net of Tax)		-	-
	Items that will be reclassified to profit or loss (Net of Tax)			
	Net Items that will be reclassified to profit or loss (Net of Tax)		-	-
	<b>Total Other Comprehensive Income for the year, net of Income Tax</b>		-	-
XI	<b>Total Comprehensive Income for the period (IX+X)</b>		1139.24	649.70
XII	<b>Earning per equity share</b>			
	(1) Basic ( Adjusted)		1.78	1.02
	(2) Diluted (Adjusted)		1.78	1.02

**Significant Accounting Policy**  
**Disclosures and Additional informations**

**1**  
**24-45**

In terms of our report of even date

For and on behalf of the Board  
SHANKARLAL RAMPAL DYE CHEM LIMITED

**FOR LAXMAN KUMAR & ASSOCIATES**  
Chartered Accountants  
FRN - 019866C, Peer Review Cert. No. 016006

**(RAMPAL INANI)**  
(MANAGING DIRECTOR)  
(DIN-00480021)

**(VINOD KUMAR INANI)**  
(DIRECTOR)  
(DIN-02928272)

**(LAXMAN KUMAR SINDHI)**  
Partner  
M. NO. 407532  
DATE 19-05-2025  
PLACE BHILWARA  
UDIN 25407532BMMIHI8960

**(SUSHEEL KUMAR INANI)**  
(CFO/DIRECTOR)  
(DIN-02928254)  
(PAN-AACPI5846C)

**(ADITI BABEL)**  
(COMPANY SECRETARY &  
COMPLIANCE OFFICER)  
(PAN-CQMPB1513K)

**SHANKARLAL RAMPAL DYE CHEM LIMITED**  
CIN: L24114RJ2005PLC021340  
**REGISTERED OFFICE ADDRESS: SG 2730, SUWANA, BHILWARA-311011, RAJASTHAN**  
**CASH FLOW STATEMENT FOR THE PERIOD ENDED**  
As at 31st March, 2025

	(Rs. In Lacs)	
Particulars	For the year ended 31st March 2023	For the Year ended 31st March 2024
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit Before Tax & Exceptional Items	1542.94	894.60
Adjustments for:-		
Depreciation	10.32	8.91
Interest Expenditure/finance cost	86.40	60.23
Loss/ (Profit) on sale of Property, Plant & Equipment	0.00	(0.10)
Operating Profit Before Working Capital Changes (1)	1639.67	963.63
Adjustments for:-		
Decrease/ (Increase) Inventories	(318.77)	100.00
Decrease/ (Increase) Trade Receivables(Current)	(1824.14)	890.28
Decrease/ (Increase) Other Current Assets	(402.08)	(1022.77)
Decrease/ (Increase) Other Non Current Assets	0.00	0.00
Increase/ (Decrease) Current Liabilities	42.19	(99.74)
Increase/ (Decrease) Non Current Liabilities	0.00	0.00
Total Adjustments (2)	(2802.80)	(132.23)
Cash Generated from Operations (1-2)	(863.14)	831.30
Less: Income Tax Paid/(refund)	395.63	244.18
Less: Other Inflow/(outflow) of cash	0.00	0.00
Net Cash Generated from Operating Activities (A)	(1268.76)	587.12
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Property, Plant & Equipment	(2.95)	(38.08)
Proceeds of Sale of Property, Plant & Equipment	0.00	2.26
Other Inflow/(outflow) of cash	4.33	0.00
Net Cash Generated/(used) in Investing Activities (B)	1.38	(35.83)
<b>(C) CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Proceeds from Short Term Borrowing	1165.17	0.00
Repayment of Short Term Borrowing		(964.63)
Proceeds from Issue of share capital	0.00	0.00
Proceeds from Issue of share premium	0.00	0.00
Proceeds from Long Term Borrowings	0.00	0.00
Repayment of Long Term Borrowings	0.00	0.00
Interest Paid	(86.40)	(60.23)
Dividend Paid (including TDS)	(32.02)	(31.98)
Other Inflow/(outflow) of cash		
Net Cash Generated/(used) From Financing Activities (C)	1046.75	(1066.84)
Increase / (Decrease) in Cash & Cash Equivalent (A+B+C)	(210.64)	(506.54)
Effect of Exchange Rate Change		
Net Increase / (Decrease) in Cash & Cash Equivalent (A+B+C)	(210.64)	(506.54)
Opening Balance of Cash & Cash Equivalent	352.36	857.90
Closing Balance of Cash & Cash Equivalent	141.72	352.36

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

Reconciliation of cash and cash equivalents: Cash and cash equivalents  
Previous year figures have been regrouped/rearranged wherever considered necessary.

**Significant Accounting Policy**  
**Disclosures and Additional informations**

1  
24-45

In terms of our report of even date

For and on behalf of the Board  
SHANKARLAL RAMPAL DYE CHEM LIMITED

**FOR LAXMAN KUMAR & ASSOCIATES**  
Chartered Accountants  
FRN - 019866C, Peer Review Cert. No. 016006

(RAMPAL INANI) (VINOD KUMAR INANI)  
(MANAGING DIRECTOR) (DIRECTOR)  
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(SUSHEEL KUMAR INANI) (ADITI BABEL)  
(CFO/DIRECTOR) (COMPANY SECRETARY &  
(DIN-02928254) COMPLIANCE OFFICER)  
(PAN-AACPI5846C) (PAN-CQMPB1513K)

**SHANKARLAL RAMPAL DYE CHEM LIMITED**

**CIN: L24114RJ2005PLC021340**

**REGISTERED OFFICE ADDRESS: SG 2730, SUWANA, BHILWARA-311011, RAJASTHAN**

**STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED**

**As at 31st March, 2025**

**A. Equity Share Capital**

Particular	As At 31st March 2025		As At 31st March 2024	
	Rs in lacs	Number	Rs in lacs	Number
<b>Equity Share Capital</b>				
Balance at the beginning of reporting period	6396.68	6,39,66,780	6396.68	6,39,66,780
Add: Shares issued during the year	-	-	-	-
<b>Balance at the closing of reporting period</b>	<b>6396.68</b>	<b>6,39,66,780</b>	<b>6396.68</b>	<b>6,39,66,780</b>

**B. Other Equity**

Particular	Reserves & Surplus				Other Reserves	Total
	Capital Redemption Reserve	Securities Premium	General Reserve	Retained Earning	Effective Portion of Cash Flow Hedge Reserve	
<b>Balance as at 1st April 2023</b>	-	-	-	2839.61	-	2839.61
Profit for the year ended on 31st March 2024				649.70		649.70
<b>Other Comprehensive Income/ (Expenses) (OCI)</b>						
(a) Remeasurement of Defined Benefit obligation (Net of Tax)				-		-
(b) Adjustment for Effective portion of Cash Flow Hedge (Net of Tax)					-	-
Dividends				(31.98)		(31.98)
Security Premium		-				-
bonus shares issued (refer to note no. 9A)				-		-
<b>Balance as at 31st March 2024</b>	-	-	-	3457.33	-	3457.33
Profit for the year ended on 31st March 2025				1139.24		1139.24
<b>Other Comprehensive Income/ (Expenses) (OCI)</b>						
(a) Remeasurement of Defined Benefit obligation (Net of Tax)				-		-
(b) Adjustment for Effective portion of Cash Flow Hedge (Net of Tax)					-	-
Dividends				(32.02)		(32.02)
Security Premium		-				-
bonus shares issued (refer to note no. 9A)				-		-
<b>Balance as at 31st March 2025</b>	-	-	-	4564.55	-	4564.55



## **Note No. 1 - Company Information and Significant Accounting Policies**

### **A. Corporate Overview**

Shankarlal Rampal Dye Chem Limited (the "Company"), Incorporated on 19th September, 2005, is a Company domiciled in India and limited by shares (CIN: L24114RJ2005PLC021340). The address of the Company's Registered Office is S.G. 2730, Suwana, Bhilwara-(Rajasthan 311011). The company is engaged in Trading in Dyes And Chemicals. The company is listed at BSE and NSE.

### **B. Basis of Preparation**

These Separate Financial Statements are prepared on Going Concern basis following Accrual basis of accounting and comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto, the Companies Act, 2013 (to the extent applicable), applicable provisions of the Companies Act, 1956.

#### **1. Basis of Measurement/Use of Estimates**

- (i) The Financial Statements are prepared on Accrual basis under the Historical Cost convention except certain Financial Assets and Liabilities (including Derivatives instruments) that are measured at fair value.

Historical Cost is generally based on the Fair Value of the consideration given in exchange for goods and services.

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

- (ii) The preparation of Financial Statements requires judgments, estimates and assumptions that affect the reported amount of Assets and Liabilities, disclosure of Contingent Liabilities on the date of the Financial Statements and the reported amount of Revenues and Expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

## **2. Functional and Presentation Currency**

These Financial Statements are presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR, except as stated otherwise.

## **3. Current and Non-Current classification**

The Company presents Assets and Liabilities in the Balance Sheet based on Current/Non-Current classification.

An Asset is Current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash or Cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as Non-Current.

A Liability is Current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

All other Liabilities are classified as Non-Current.

Deferred Tax Assets/Liabilities are classified as Non-Current.

## **C. Significant Accounting Policies**

A summary of the significant Accounting Policies applied in the preparation of the Financial Statements are as given below. These Accounting Policies have been applied consistently to all periods presented in the Financial Statements.

### **1. Property, Plant & Equipment**

#### **1.1. Initial Recognition and Measurement**

An item of Property, Plant and Equipment is recognized as an Asset if and only if it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably.

Items of Property, Plant and Equipment are measured at Cost less Accumulated Depreciation/Amortization and Accumulated impairment losses. Cost includes expenditure that is directly attributable to bringing the asset, inclusive of non-refundable taxes & duties, to the location and condition necessary for it to be capable of operating in the manner intended by management.

When parts of an item of property, plant and equipment have different useful lives, they are recognized separately.

Items of spare parts, stand-by equipment and servicing equipment which meet the definition of Property, Plant and Equipment are capitalized.

### **1.2. Subsequent Costs**

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

The cost of replacing part of an item of Property, Plant and Equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of Property, Plant and Equipment are recognized in Statement of Profit or Loss as and when incurred.

### **1.3. Derecognition**

Property, Plant and Equipment are derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and Losses on disposal of an item of Property, Plant and Equipment are determined by comparing the proceeds from disposal with the carrying amount of Property, Plant and Equipment, and are recognized in the Statement of Profit and Loss.

### **1.4. Depreciation**

Assets are depreciated using straight line method over the estimated useful life of the asset as specified in Part "C" of Schedule II of Companies Act, 2013 except for Plant & Machinery, after retaining residual life of 5% of original cost. Assets residual values and useful lives are reviewed at each financial year end considering the physical condition of the assets.



Depreciation on additions to/deductions from Property, Plant & Equipment during the year is charged on pro-rata basis from/up to the date on which the asset is available for use/disposed.

Where it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably, subsequent expenditure on a PPE along-with its unamortized depreciable amount is charged off prospectively over the revised useful life determined by technical assessment.

In circumstance, where a property is abandoned, the cumulative capitalized costs relating to the property are written off in the same period.

## **2. Capital Work-in-Progress**

The cost of self-constructed assets includes the cost of materials & direct labour, any other costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management and borrowing costs.

Expenses directly attributable to construction of property, plant and equipment incurred till they are ready for their intended use are identified and allocated on a systematic basis on the cost of related assets.

## **3. Intangible Assets and Intangible Assets under Development**

### **3.1. Initial recognition and measurement**

An Intangible Asset is recognized if and only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the company and the cost of the asset can be measured reliably.

Intangible assets that are acquired by the Company, which have finite useful lives, are recognized at cost. Subsequent measurement is done at cost less accumulated amortization and accumulated impairment losses. Cost includes any directly attributable incidental expenses necessary to make the assets ready for its intended use.

Expenditure on development activities is capitalized only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Company intends to and has sufficient resources to complete development and to use or sell the asset.

Expenditure incurred which are eligible for capitalizations under intangible assets are carried as intangible assets under development till they are ready for their intended use.

### **3.2. Subsequent Costs**

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

### **3.3. Derecognition**

An Intangible Asset is derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and Losses on disposal of an item of Intangible Assets are determined by comparing the proceeds from disposal with the carrying amount of Intangible Assets and are recognized in the Statement of Profit and Loss.

### **3.4. Amortization**

Intangible Assets having definite life is amortized on straight line method in their useful lives. Useful life of Computer Software is estimated at five years.

## **4. Borrowing Cost**

Borrowing costs that are directly attributable to the acquisition, construction, exploration, development or erection of qualifying assets are capitalized as part of cost of such asset until such time the assets are substantially ready for their intended use. Qualifying assets are assets which take a substantial period of time to get ready for their intended use or sale. Capitalization of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying assets for their intended uses are complete. Borrowing costs consist of:

(a) interest expense calculated using the effective interest method as described in Ind AS 109 – 'Financial Instruments',

(b) finance charges in respect of finance leases recognized in accordance with Ind AS 116 – 'Leases',

(c) exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs and,

(d) other costs that an entity incurs in connection with the borrowing of funds. Income earned on temporary investment of the borrowings pending their expenditure on the qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are charged to revenue as and when incurred.

## **5. Statement of Cash Flows**

Cash Flow Statement has been prepared in accordance with the Indirect method prescribed in Ind AS 7 'Statement of Cash Flows'.

## **6. Inventories**

Inventories are valued at the lower of cost and net realizable value. Cost includes cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Costs of purchased inventory are determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Spare parts other than those capitalized as Property, Plant and Equipment are carried as inventory.

The diminution in the value of obsolete, unserviceable and surplus stores & spares is ascertained on review and provided for.

## **7. Cash and Cash Equivalent**

Cash and cash equivalent in the Balance Sheet comprises Cash at Banks, Cash on Hand and Short-Term Deposits with an original maturity of three months or less, which are subject to insignificant risk of change in value.

## **8. Government Grants**

Government grants are recognised where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions. When the government grant relates to an asset, the asset is disclosed by deducting that grant in arriving at the carrying amount of that asset. Government grants that compensate the Company for expenses incurred are recognised in the statement of profit and loss, as income or deduction from the relevant expense, on a systematic basis in the periods in which the expense is recognised.

## **9. Provisions, Contingent Liabilities and Contingent Assets**

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset



if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Contingent Liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a Contingent Liability, unless the probability of outflow of economic benefits is remote. Contingent Liabilities are disclosed on the basis of judgment of the management/independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

Contingent Assets are possible assets that arise from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent Assets are disclosed in the financial statements when inflow of economic benefits is probable on the basis of judgment of management. These are assessed continually to ensure that developments are appropriately reflected in the financial statements.

## **10. Foreign Currency Transactions and Translation**

Transactions in foreign currencies are initially recorded at the functional currency rates at the date the transaction first qualifies for recognition.

Monetary Assets and Liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized in Statement of Profit and Loss in the year in which it arises.

Non-monetary items are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

## **11. Revenue Recognition**

The Company derives revenues primarily from business of Dyes and Chemicals.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services. Revenue from contracts with customer is recognized when the Company satisfies a performance obligation by transferring the promised goods or services to a customer at a transaction price. The transaction price is the amount of consideration to which the company expects to be entitled in exchange for transferring promised goods or services to a customer as per contract, excluding amount of taxes collected on behalf of the government. The transaction price is adjusted of trade discount, cash discount, volume rebate and other variable considerations as per the terms of contract. Revenues in excess of invoicing are classified as contract assets (which may also refer as unbilled revenue) while invoicing in excess of revenues are classified as contract liabilities (which may also refer to as unearned revenues). The Company presents revenues net of indirect taxes in its Statement of Profit and loss.

### **11.1 Sale of Goods**

Revenue from the sale of goods is recognised upon transfer of control of the goods have passed to the buyer, which generally coincides with dispatch. Revenue from export sales are recognised on shipment basis. Revenue from the sale of goods is measured at an amount that reflects the consideration we expect to receive in exchange for those products(i.e. the transaction price). The Company presents revenues net of indirect taxes, returns and allowances, trade discounts and volume rebates in its Statement of Profit and Loss.

### **11.2 Other Export Benefit**

Export benefits are accounted for in the year of export at net market realizable value.

### **11.3 Other Income**

Revenue from transactions or events that do not arise from a contract with a customer not in the scope of Ind AS 115 are continue to be recognized in accordance with the other standards. Such Income includes Interest and Dividend income which are dealt with in Ind AS 109.

## **12. Employee Benefits**

### **12.1. Short Term Benefit**

Short-term employee benefit obligations are measured on an undiscounted basis and are booked as an expense as the related service is provided.

A liability is recognized for the amount expected to be paid under performance related pay if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

### **12.2. Post-Employment and Long-Term Employee Benefits**

In respect of post-employment and other long-term employee benefits (such as gratuity and leave encashment), the Company has followed an internal assessment method for estimating the liability, and an actuarial valuation will be undertaken in subsequent periods, in line with the Company's policy to align with the full requirements of Ind AS 19 in a phased manner.

Management is continuously reviewing the methodology for employee benefit measurement and is committed to enhancing disclosures and valuation practices in upcoming reporting periods.

### 13. Income Taxes

Income Tax Expense comprises Current and Deferred Tax. Current Tax Expense is recognized in Statement of Profit and Loss A/c except to the extent that it relates to items recognized directly in other comprehensive income or equity, in which it is recognized in OCI or Equity.

Current Tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted and as applicable at the reporting date, and any adjustment to tax payable in respect of previous years. Current Income Taxes are recognized under 'Income Tax payable' net of payments on account, or under 'Tax receivables' where there is a debit balance.

Deferred Tax is recognized using the Balance Sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred Tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. 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 on the same taxable entity, or on different tax entities, but they intend to settle Current Tax Liabilities and Assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Deferred Tax is recognized in Statement of Profit and Loss except to the extent that it relates to items recognized directly in OCI or Equity, in which case it is recognized in OCI or Equity.

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 that the related tax benefit will be realized. Minimum Alternate Tax credit is recognized as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal Income Tax during the specified period.



Additional Income Taxes that arise from the distribution of dividends are recognized at the same time that the liability to pay the related dividend is recognized.

#### **14. Leases:**

##### **14.1 Recognition:**

The Company as a Lessee

The Company's Lease Asset classes primarily consist of Leases for Land and Buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.

At the 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 (short-term 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.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

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. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

The lease liability is initially measured at amortized cost at the present value of 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 in the country of domicile of these leases. 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.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

## **14.2 Accounting for**

### **14.2.1 Operating Leases**

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating lease. Payments made under operating leases are recognized as an expense over the lease term.

### **14.2.2 Finance Lease**

Leases of Property, Plant and Equipment where the Company, as lessee has substantially all risks and rewards of ownership are classified as finance lease. On initial recognition, assets held under finance leases are recorded as Property, Plant and Equipment and the related liability is recognized under borrowings. At inception of the lease, finance leases are recorded at amounts equal to the fair value of the leased asset or, if lower, the present value of the minimum lease payments. Minimum lease payments made under finance leases are apportioned between the finance expense and the reduction of the outstanding liability.

## **15. Impairment of Non-Financial Assets**

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment considering the provisions of Ind AS 36 'Impairment of Assets'. If any such indication exists, then the asset's recoverable amount (higher of its fair value less costs to disposal or its value in use) is estimated.

An impairment loss is recognized if the carrying amount of an asset or its Cash Generating Unit (CGU) exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount which is only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

## **16. Dividends**

Dividends and Interim dividends payable to a Company's shareholders are recognized as changes in equity in the period in which they are approved by the shareholders' meeting and the Board of Directors respectively.

## **17. Material Prior Period Errors**

Material prior period errors are corrected retrospectively by restating the comparative amounts for the prior periods presented in which the error occurred. If the error occurred before the earliest prior period presented, the opening balances of assets, liabilities and equity for the earliest prior period presented, are restated.

## **18. Earnings Per Share**

Basic earnings per equity share is computed by dividing the net profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the financial year.

Diluted earnings per equity share is computed by dividing the net profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

## **19. Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### **a. Financial Assets**

#### **Initial recognition and measurement**

All financial assets are recognized initially at fair value plus or minus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition or issue of the financial asset.

#### **Impairment of Financial Assets**

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets and credit risk exposure.

For recognition of impairment loss on financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12- month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, the credit quality of the instrument improves then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.



In respect of Trade receivables or any financial asset that result from transactions that are within the scope of Ind AS 115, company follows 'simplified approach' for recognition of impairment loss allowance within the scope of Ind AS 115, if they do not contain a significant financing component. It recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

## **b. Financial Liabilities**

### **Initial recognition and measurement**

All Financial Liabilities are recognized at fair value and in case of loans, net of directly attributable transaction cost. Fees of recurring nature are directly recognized in the Statement of Profit and Loss as finance cost.

### **Subsequent Measurement**

Financial Liabilities are carried at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any material transaction that are any integral part of the EIR. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate the fair value of the instrument.

### **Derecognition**

A Financial Liability is derecognized when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

## **c. Derivative Financial Instruments**

The Company uses forwards to mitigate the risk of changes in interest rates, exchange rates and commodity prices. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value on the reporting date. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken to cash flow hedge reserve through Statement of Other Comprehensive Income.

**These are accounted for as follows:**

### **a)Cash flow hedge**

When derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognized in the cash flow

hedging reserve being part of other comprehensive income. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the Statement of Profit and Loss. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the Statement of Profit and Loss upon the occurrence of the underlying transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedging reserve is reclassified in the Statement of Profit and Loss.

**b) Fair Value Hedge**

Changes in the fair value of hedging instruments and hedged items that are designated and qualify as fair value hedges are recorded in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest method is used is amortized to Statement of Profit and Loss over the period of maturity.

**20. CSR Expenditure**

Amount spent on CSR activities during the year is charged to Statement of Profit & Loss, if the same is of revenue nature. If the expenditure is of such nature, which may give rise to a capital asset, the same is recognized in the Balance Sheet as "CSR Assets" under respective head of Property, Plant & Equipment.

**D. Major Estimates made in preparing Financial Statements:**

**1. Useful life of Property, Plant and Equipment and Intangible Assets**

The estimated useful life of Property, Plant and Equipment is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

Useful life of the assets other than Plant and machinery (except Laboratory Equipments, Fire Fighting Equipments and Tools & Equipments) are in accordance with Schedule II of the Companies Act, 2013.

The Company reviews at the end of each reporting date the useful life of property, plant and equipment, and are adjusted prospectively, if appropriate.

Intangible assets are being amortized on straight line basis over the period of five years.

## **2. Post-Employment Benefit Plans**

Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, the rate of salary increases and the inflation rate. The Company considers that the assumptions used to measure its obligations are appropriate and documented. However, any changes in these assumptions may have a material impact on the resulting calculations.

## **3. Provisions and Contingencies**

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with Ind AS 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events requires best judgment by management regarding the probability of exposure to potential loss. In case of change in the circumstances the following unforeseeable developments, the likelihood could alter.



## Property, Plant and Equipment

Particulars	Gross Block				Depreciation				Net Block		
	As at 1st April 2024	Addition	Deduction	As at 31st March, 2025	As at 1st April 2024	For the year	Deduction	Ind AS Adjustment	As at 31st March, 2025	As at 31st March, 2025	As at 31st March 2024
<b>Tangible Assets</b>											
Office Equipments and Computer	18.32	0.00	0.00	18.32	14.97	1.15	0.00	0.00	16.12	2.20	3.34
Vehicle	77.17	0.00	0.00	77.17	16.71	8.41	0.00	0.00	25.12	52.06	60.47
Land	27.44	0.00	0.00	27.44	0.00	0.00	0.00	0.00	0.00	27.44	27.44
Building	23.18	2.95	0.00	26.13	1.68	0.77	0.00	0.00	2.45	23.69	21.50
<b>Total</b>	<b>146.11</b>	<b>2.95</b>	<b>0.00</b>	<b>149.06</b>	<b>33.36</b>	<b>10.32</b>	<b>0.00</b>	<b>0.00</b>	<b>43.69</b>	<b>105.37</b>	<b>112.74</b>
Previous Year	116.53	38.08	8.50	146.11	30.81	8.91	6.35	0.00	33.36	112.74	85.72
<b>Intangible Assets</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>		<b>0.00</b>	<b>0.00</b>		<b>0.00</b>	<b>0.00</b>	<b>0</b>

Note No. 3		
Other Non-current Assets		(Rs. In lacs)
Particulars	31-03-2025	31-03-2024
Security Deposits	0.50	0.50
Total	0.50	0.50
Current Assets		
Note No. 4		
Inventories		(Rs. In lacs)
Particulars	31-03-2025	31-03-2024
A) Dyes and Chemical stock [At Lower Of Cost Or Market Value]	1257.49	938.72
Total	1257.49	938.72
Note No. 5		
Current Financial Assets-Trade Receivables		(Rs. In lacs)
Particulars	31-03-2025	31-03-2024
Secured		
Undisputed Trade receivables – considered good	-	-
Undisputed Trade receivables – considered doubtful	-	-
Disputed Trade receivables – considered good	-	-
Disputed Trade receivables – considered doubtful	-	-
Unsecured		
Undisputed Trade receivables – considered good	7573.51	5749.37
Undisputed Trade receivables – considered doubtful	-	-
Disputed Trade receivables – considered good	-	-
Disputed Trade receivables – considered doubtful	-	-
Total	7573.51	5749.37
Note: Ageing of Trade Receivable disclose in Note No. 30		
Note No. 6		
Current Financial Assets		(Rs. In lacs)
Particulars	31-03-2025	31-03-2024
Cash and Cash Equivalents:		
Cash In Hand	5.11	4.05
Balances with Bank:		
Balance With Bank (in Current Accounts)	136.61	348.31
Balance With Bank (in Cash Credit Accounts)		
Total Cash & Cash Equivalents	141.72	352.36

Note No. 7		
<b>Bank Balances other than Cash and Cash Equivalents:</b>		(Rs. In lacs)
Unclaimed Dividend	0.10	0.07
Fixed Deposit (Maturing in 12 months and pledged for Bank Guarantee)	-	4.06
Accrued Interest on FD	-	0.28
Others, if any		
<b>Total Bank Balances other than Cash and Cash Equivalents:</b>	<b>0.10</b>	<b>4.40</b>
<b>Total</b>	<b>141.82</b>	<b>356.76</b>
Note No. 8		
<b>Current Tax Assets/ Current Tax Liability</b>		(Rs. In lacs)
<b>Particulars</b>	<b>31-03-2025</b>	<b>31-03-2024</b>
Provision for Income Tax	400.49	9.03
Less : TDS	(33.61)	-
Less : Advanced Tax (As per Contra)	(350.00)	-
<b>Total</b>	<b>16.88</b>	<b>9.03</b>
Note No. 9		
<b>Other Current Assets</b>		(Rs. In lacs)
<b>Particulars</b>	<b>31-03-2025</b>	<b>31-03-2024</b>
Prepaid Expenses	1.94	0.33
ITC/GST Receivable	50.39	30.65
Advance to Supplier	3745.46	3364.74
Advanced Custom Duty	-	-
GST Deposited Under Appeal	5.11	5.11
<b>Total</b>	<b>3802.91</b>	<b>3400.83</b>
Note No. 10		
<b>Share Capital</b>		(Rs. In lacs)
<b>Particulars</b>	<b>31-03-2025</b>	<b>31-03-2024</b>
<b>Authorised Capital</b>		
6,40,00,000 Equity shares (P.Y. 6,40,00,000 Equity shares) of ₹10/- each	6400.00	6400.00
<b>Issued, Subscribed &amp; Fully Paid-up</b>		
6,39,66,780 Equity shares (P.Y. 6,39,66,780 Equity shares) of ₹10/- each	6396.68	6396.68
Note: The Company has only one class of equity shares of par value ₹10/- each. Each equity shareholder is entitled to one vote per share held, and on liquidation entitled to receive balance of net assets remaining after settlement of all debts, creditors & preferential amounts, proportionate to their respective shareholding.		



<b>a. Details of Shareholders holding more than 5% Shares are as under :</b>				
<b>Name of Shareholders</b>	<b>No. of Shares 31-03-2025</b>	<b>% of Holding</b>	<b>No. of Shares 31-03-2024</b>	<b>% of Holding</b>
OASIS CAPITAL PRIVATE LIMITED	6933050	10.83	7085335	11.08
CLASSIC PRIME HOME CARE PRIVATE LIMITED	5229600	8.17	5229600	8.17
DINESH CHANDRA INANI	3208002	5.01	3208002	5.01
SUSHEEL KUMAR INANI	4243962	6.63	4243962	6.63
VINOD KUMAR INANI	3831198	5.98	3831198	5.98
JAGDISH CHANDRA INANI	3681678	5.75	3681678	5.75

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

<b>Particulars</b>	<b>No. of Shares 31-03-2025</b>	<b>No. of Shares</b>
Equity Shares at the beginning of the year	6,39,66,780	6,39,66,780
Add : Bonus Shares issued during the year	-	-
Equity Shares at the end of the year	6,39,66,780	6,39,66,780

**c. The company has not issued any new securities during period under review**

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

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

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

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

<b>Particulars</b>	<b>No. of shares</b>		<b>% Of Total Shares</b>		<b>% change during the year</b>
	<b>As on 31st March 2025</b>	<b>As on 31st March 2024</b>	<b>As on 31st March 2025</b>	<b>As on 31st March 2024</b>	
AAYUSHI INANI	463998	463998	0.73	0.73	0.00
CLASSIC PRIME HOME CARE PRIVATE LIMITED	5229600	5229600	8.18	8.18	0.00
DINESH CHANDRA INANI	3208002	3208002	5.02	5.02	0.00
DINESH CHANDRA INANI HUF	409998	409998	0.64	0.64	0.00

GANGA DEVI INANI	1348158	1348158	2.11	2.11	0.00	-
JAGDISH CHANDRA INANI	3681678	3681678	5.76	5.76	0.00	
JAGDISH CHANDRA INANI HUF	529998	529998	0.83	0.83	0.00	-
KIRAN INANI	2552880	2552880	3.99	3.99	0.00	-
MAMTA INANI	2918400	2918400	4.56	4.56	0.00	
MEENA INANI	2043918	2043918	3.20	3.20	0.00	
OASIS CAPITAL PRIVATE LIMITED	6933050	7085335	10.84	11.08	0.24	-
RAHUL INANI	463998	463998	0.73	0.73	0.00	
RAMPAL INANI	2885682	2885682	4.51	4.51	0.00	-
RAMPAL INANI HUF	1663998	1663998	2.60	2.60	0.00	
SHANKER LAL INANI HUF	254400	254400	0.40	0.40	0.00	
SHEELU INANI	2404158	2404158	3.76	3.76	0.00	-
SUSHEEL KUMAR INANI	4243962	4243962	6.63	6.63	0.00	
SUSHEEL KUMAR INANI HUF	409998	409998	0.64	0.64	0.00	-
USHA INANI	1315998	1315998	2.06	2.06	0.00	-
VINOD KUMAR INANI	3831198	3831198	5.99	5.99	0.00	-
VINOD KUMAR INANI HUF	289998	289998	0.45	0.45	0.00	

Note No. 11		
Other Equity		(Rs. In lacs)
Particulars	31-03-2025	31-03-2024
<b>Retained Earning</b>		
Opening balance	3457.33	2839.61
Add: Profit for the year	1139.24	649.70
Less: Allocation towards Dividend	32.02	31.98
Less: Allocation towards Bonus Issue	-	-
<b>Total</b>	<b>4564.55</b>	<b>3457.33</b>
Less: Utilised for Bonus Issue	-	-
<b>Balance as at the end of the year for Profit &amp; Loss</b>	<b>4564.55</b>	<b>3457.33</b>
<b>Security Premium Reserve</b>		
Opening Balance	-	-
Add: Addition in Reserve		
Less: Utilised for Bonus Issue	-	-
<b>Balance as at the end of the year for Security Premium</b>	<b>-</b>	<b>-</b>
<b>Revaluation Reserves, if any</b>	<b>-</b>	<b>-</b>
<b>Other Reserves, If Any</b>	<b>-</b>	<b>-</b>
<b>Total Reserve &amp; Surplus</b>	<b>4564.55</b>	<b>3457.33</b>

Note No. 12		
Deferred Tax Liabilities/Assets		(Rs. In lacs)
Particulars	31-03-2025	31-03-2024
<b>Deferred Tax Assets/Liabilities Provision</b>		
WDV As Per Companies Act 2013 (Excluding Land)	77.94	85.31
WDV As Per Income tax Act	72.57	81.41
Difference in WDV	(5.37)	(3.90)
Deferred Transaction Cost	-	-
<b>DTA/(DTL)</b>	<b>(1.35)</b>	<b>(1.13)</b>
<b>Deferred Tax Assets Provision</b>		
Opening Balance of (DTA)/DTL	1.13	1.75
Add: Provision for the year	0.22	(0.62)
<b>Closing Balance of (DTA)/DTL</b>	<b>1.35</b>	<b>1.13</b>
Note No. 13		
Current Financial Liability-Borrowings		(Rs. In lacs)
Particulars	31-03-2025	31-03-2024
<b>Secured Loans from Bank/FIs</b>		
Working Capital Loan ICICI Bank	1785.34	547.17
<b>Total of Secured Loans from Bank/Fis</b>	<b>1785.34</b>	<b>547.17</b>
<b>Unsecured Loans from Bank/FIs</b>		
Loan from Axis Bank Ltd.		
<b>Total of Unsecured Loans from Bank/FIs</b>	<b>-</b>	<b>-</b>
<b>Unsecured Loans from Related Parties</b>		
Directors & Relatives(as per secured loan norms)	-	73.00
Corporates		
<b>Total of Unsecured Loans from Related Parties</b>	<b>-</b>	<b>73.00</b>
<b>Unsecured Loans from Others</b>		
Nil	-	-
<b>Total of Unsecured Loans from Others</b>	<b>-</b>	<b>-</b>
<b>Total Current Financial Liability-Borrowings</b>	<b>1785.34</b>	<b>620.17</b>
1. Ageing and other information has been depicted		
2. Security		
1) Working capital Loan from ICICI Bank Ltd. is secured by Hypothecation of stock, Consisting of all types of dyes, chemical & other Current Assets of company and is guranteed by Mr. Rampal Inani and Mr. Dinesh Chandra Inani in their personal capacity.		
3. Terms of Repayment		
Working Capital Loans and Loans From Corporates are repayable on Demand.		
4 There were no rescheduling or defaults in the repayment of loan taken by the Company		



Note No. 14		
Current Financial Liabilities: Trade Payables		(Rs. In lacs)
Particulars	31-03-2025	31-03-2024
<b>For Goods Purchased:</b>		
Outstanding Dues for MSME Creditors	0.49	22.04
Outstanding Dues for Other than MSME Creditors	13.79	-
Disputed Creditors, if any	-	-
<b>For Services Purchased</b>		
Outstanding Dues for MSME Creditors	27.37	10.39
Outstanding Dues for Other than MSME Creditors	63.99	28.06
Disputed Creditors, if any	-	-
<b>Total</b>	<b>105.65</b>	<b>60.49</b>
Note: Ageing of Trade Receivable disclose in Note No. 35		
<b>Disclosure related to Micro, Small &amp; Medium Enterprises</b>		
Trade Payables include Principal amount Rs. 27,86,196/- (Previous Year 32,43,381/-) and Interest amount Rs. Nil (Previous Year Rs. Nil) due to Micro, Small & Medium Enterprises as at 31st March 2025. The figures have been disclosed on the basis of information's received from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) and/or based on the information available with the company. Further, no interest during the year has been paid or payable under the provisions of the MSMED Act, 2006.		
A. No Interest has been paid under section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.		
B. No Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006		
C. No Interest accrued and remaining unpaid at the end of each accounting year		
D. No further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2016		

Note No. 15		
Other Current Financial Liability		(Rs. In lacs)
Particular	31-03-2025	31-03-2024
Unclaimed dividend	0.10	0.07
<b>Total</b>	<b>0.10</b>	<b>0.07</b>

Note No. 16		
Other Current Liabilities		(Rs. In lacs)
Particulars	31-03-2025	31-03-2024
Advance from customers	4.19	9.09
Sundry Creditor for others	2.26	-
TDS Payable	3.80	4.93
Audit Fees Payable	0.80	-
<b>Total</b>	<b>11.05</b>	<b>14.02</b>

Note No. 17		
Revenue from operations		(Rs. In lacs)
Particulars	31-03-2025	31-03-2024
Sale from Trading Activities		
Dyes & Chemicals	42789.75	31763.50
Less : Sale To Branch	2643.96	2990.91
<b>Total</b>	<b>40145.79</b>	<b>28772.59</b>
Commission Income	32.64	-
<b>Total Sale from Trading Activities</b>	<b>40178.43</b>	<b>28772.59</b>
<b>Total Revenue from Operations</b>	<b>40178.43</b>	<b>28772.59</b>
Note No. 18		
Revenue from Other Income		(Rs. In lacs)
Particulars	31-03-2025	31-03-2024
Foreign Exchange Gain	-	1.02
Interest Income	0.09	25.58
Duty Drawback Income	-	-
Reversal for Excess Provision	-	-
Rodtep License	-	-
RD/CD	-	-
Profit on Sale of Vehicle	-	0.10
Other Misc Income	-	-
<b>Total</b>	<b>0.09</b>	<b>26.70</b>
Note No. 19		
Purchase of Stock-In-Trade		(Rs. In lacs)
Particulars	31-03-2025	31-03-2024
Purchase of Stock In trade	38215.38	27038.04
<b>Total</b>	<b>38215.38</b>	<b>27038.04</b>
Note No. 20		
Change in Inventory of Traded Goods		(Rs. In lacs)
Particulars	31-03-2025	31-03-2024
<b>Opening Balance:</b>		
Traded Goods	938.72	1038.72
<b>Total Opening Balance</b>	<b>938.72</b>	<b>1038.72</b>
<b>Closing Balance:</b>		
Traded Goods	1257.49	938.72
<b>Total Closing Balance</b>	<b>1257.49</b>	<b>938.72</b>
<b>Net (Increase)/Decrease in Stocks</b>	<b>(318.77)</b>	<b>100.00</b>

Note No. 21		
<b>Employees Benefit Expenses</b>		(Rs. In lacs)
<b>Particulars</b>	<b>31-03-2025</b>	<b>31-03-2024</b>
Director's Remuneration	180.00	159.42
Salary, Allowances and Wages Paid	125.52	204.00
<b>Total</b>	<b>305.52</b>	<b>363.42</b>
Note No. 22		
<b>Financial Charges</b>		(Rs. In lacs)
<b>Particulars</b>	<b>31-03-2025</b>	<b>31-03-2024</b>
<b>Interest Paid/Borrowing Cost:</b>		
Interest Paid To Banks(Secured Loan)	83.38	24.53
Interest Paid to Directors & Relatives	3.02	35.70
Other Borrowing Costs	-	4.85
<b>Bank Charges</b>	5.95	-
<b>Total</b>	<b>92.35</b>	<b>65.08</b>
Note No. 23		
<b>Other Expenses</b>		(Rs. In lacs)
<b>Particulars</b>	<b>31-03-2025</b>	<b>31-03-2024</b>
<b>Direct Expenses</b>		
Sample Testing Expenses	2.47	1.25
Electricity Expenditure	0.04	0.09
Packing Expenses	0.31	0.32
<b>Total of Direct Expenses</b>	<b>2.82</b>	<b>1.65</b>
<b>Administrative &amp; Other Expenses</b>		
Rent	32.14	27.81
Printing & Stationary	0.32	0.31
Postage & Communication	0.54	0.49
Independent Director's Sitting Fee	0.34	0.31
Fees, Rates and Taxes	16.14	6.29
Travelling Expenses	0.74	1.66
Vehicle & Conveyance	4.25	5.96
Legal & Professional	8.07	5.55
Insurance Charges	1.74	2.46
<b>Payment to Auditors:</b>		
Audit Fees	1.18	1.50
Advertisement	2.50	1.22
Corporate Social Responsibilities	49.02	41.00
Donation	-	0.31
GST Late Fee Payment	0.16	0.43
Miscellaneous Expenses	5.44	8.68
Interest On Delay Payment	0.64	0.00
<b>Total of Administrative &amp; Other Expenses</b>	<b>123.22</b>	<b>104.00</b>
<b>Selling and Distribution Expenses</b>		
Sales Commission	199.00	198.99
Freight & Forwarding	5.73	24.70
<b>Total of Selling &amp; Distribution Expenses</b>	<b>204.73</b>	<b>223.69</b>
<b>Total Other Expenses</b>	<b>330.77</b>	<b>329.35</b>



Note No. 24							
Disclosure as per Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets"							
Contingent Liabilities not provided for:							
Sr. No.	Particulars					Current Year	Previous Year
a.	Disputed Liabilities not acknowledged as debts						
	- Cenvat, Vat, Service Tax and Custom Duty					-	-
b.	Guarantees						
	- Outstanding Bank Guarantees					-	-
c.	Other money for which the company is contingently liable						
	-Bills negotiated with Banks (against goods sold)					-	-
Note No. 25							
Disclosure as per Ind AS 12 "Income Taxes"							(Rs. In lacs)
(a) Reconciliation of Tax Expense and the accounting profit multiplied by India's Tax Rate:							
Particulars					31-Mar-25	31-Mar-24	
Accounting Profit Before Tax					1542.94	894.50	
Tax using Company's Domestic Tax Rate for respective year					400.49	234.99	
Effect of Non-Deductible Expenses					-	-	
Effect of Deferred tax					0.22	0.62	
Effect of Changes in Tax Rate					-	-	
Tax in respect of Earlier Years (Written back)					2.99	9.19	
Tax as per Statement of Profit & Loss					403.70	244.80	
(b) Income Tax Expense							
I Income Tax recognized in Statement of Profit and Loss							
Particulars					31-Mar-25	31-Mar-24	
[A] Current Tax expense:							
Current Year (Net of MAT Credit)					400.49	234.99	
Adjustment for Earlier Years					-	-	
Total [A]					400.49	234.99	
[B] Deferred Tax Expense							
Origination and Reversal of Temporary Differences					0.22	0.62	
Total [B]					0.22	0.62	
Total Income Tax [A+B]					400.71	235.61	
ii. Income Tax recognized in Other Comprehensive Income							

Particulars	31-Mar-25			31-Mar-24		
	Before Tax	Tax Expenses	Net of Tax	Before Tax	Tax Expenses	Net of Tax
Net Actuarial Gain/ (Losses) on Defined Benefit Plans	-	-	-	-	-	-
(c) Deffered Tax						
Particulars				As at 1st April 2024	Recognised in P&L A/c	As at 31st March 2025
(A) Deferred Tax Assets						
-Employee benefit expenses				-	-	-
- Unabsorbed Depreciation				-	-	-
Total (A)				-	-	-
(B) Deferred Tax Liability						
- Impact of Temporary Difference in Depreciation				1.13	0.22	1.35
- Amortised Value of Financial Assets						
Total (B)				1.13	0.22	1.35
Net Deferred Tax Liability (B-A)				1.13	0.22	1.35
Add: Deferred Tax Related to OCI				-	-	-
				1.13	0.22	1.35
Less: Liability net off through MAT Credit Entitlement				0.00	0.00	0.00
Net Deferred Tax Liability				1.13	0.22	1.35
(d) Reconciliation of Deferred Tax Liabilities (Net)						
Particulars				31-Mar-25	31-Mar-24	
Deferred tax liability at the beginning of the year				0.90	0.28	
Deferred tax (Income)/ Expenses during the year recognised in the Statement of Profit and Loss				0.22	0.62	
Deferred tax (Income)/ Expenses during the year recognised in Other Comprehensive Income				-	-	
Liability Nett off through MAT Credit Entitlement				-	-	
Deferred tax liability at the end of the year				1.11	0.90	

Note No. 26		
<b>Disclosure as per Ind AS 23 "Borrowing Cost"</b>		
		(Rs. In lacs)
<b>Particulars</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
Amount of Borrowing Cost Capitalized	-	-
Capitalization Rate	-	-

**Disclosure as per Ind AS 24 "Related Party Disclosures"****1. List of Related Parties with whom Transactions have taken place: -****(a) Key Management Personnel: -**

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

**(b) Relatives:-**

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

**(c) Related Companies: -**

<b>Name of Company</b>	<b>Relationship</b>
Inani Chemicals	Proprietor is Director
Classic Prime Pvt. Ltd.	Director is Director's Spouse
Oasis Capital Pvt. Ltd.	Common Management

**(d) Independent Director: -**

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



2. Details of Transactions with related parties: -			
S. No.	Nature of Transactions	31-Mar-25	31-Mar-24
1	<b>Rent Payment</b> Ganga Devi Inani	9.60	9.60
2	<b>Remuneration to Key Managerial Person</b> Sh. Rampal Inani Sh. Jagdish Chandra Inani Sh. Dinesh Chandra Inani Sh. Vinod Kumar Inani Sh. Susheel Kumar Inani	36.00 36.00 36.00 36.00 36.00	40.80 40.80 40.80 40.80 40.80
3	<b>Interest Payment on Unsecured Loans</b> Sh. Rampal Inani Sh. Jagdish Chandra Inani Sh. Dinesh Chandra Inani Sh. Vinod Kumar Inani Priya Inani Sh. Susheel Kumar Inani Rahul Inani Chhavi Inani Ganga Devi Inani Usha Inani Anshul Inani Ayushi Inani Kiran Inani Sheelu Inani	0.73 0.18 1.13 - - - - - - 0.98 - - - - -	2.83 6.31 3.02 0.57 1.34 1.43 1.71 1.99 1.87 6.34 2.99 4.95 0.29 0.04
4	<b>Salary</b> Rahul Inani Usha Inani Mamta Inani Meena Inani Kiran Inani Sheelu Inani Aditi Babel	24.00 18.00 18.00 18.00 18.00 18.00 4.32	28.20 24.00 24.00 24.00 24.00 24.00 3.93
5	<b>Purchase</b> Inani Chemicals	14.40	16.93
6	<b>Sitting Fees Paid to Independent Director</b> Anil Kumar Kabra Apoorva Maheshwari Harsh Kabra Aditya Soni Murli Atal	0.08 0.05 0.06 0.07 0.07	0.07 0.06 0.07 0.06 0.05
<b>TOTAL OF RELATED PARTY TRANSACTION</b>		<b>325.67</b>	<b>418.67</b>

**Note No. 28**

**Disclosure as per Ind AS 33 "Earning Per Share (EPS)"**

(Rs. In lacs)

**i) Basic and Diluted Earnings Per Share (in Rs.)**

S. No.	Particulars	31-Mar-25	31-Mar-24
a)	Net Profit available to Equity Shareholders	1139.24	649.70
b)	Weighted Average Number of Equity Shares of Rs.10 each outstanding during the year	639.67	639.67
c)	Basic Earning per share (Adjusted)	1.78	1.02
d)	Diluted Earning per share (Adjusted)	1.78	1.02
e)	Face Value of each Equity Share	10.00	10.00

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

Particulars	31-Mar-25	31-Mar-24
Opening Balance of issued Equity Shares (No. of Eq. Share)	63966780	63966780
Effect of Shares issued during the year	-	-
Weighted Average No. of Equity Shares Rs.10 each	63966780	63966780

**Note No. 29**

**Dividend on Equity Shares**

(Rs. In lacs)

Particulars	31-Mar-25	31-Mar-24
(i) Dividend Declared and paid during the year	32.02	31.98
<b>Total</b>	<b>32.02</b>	<b>31.98</b>

## Disclosure as per Ind AS 107 "Financial instrument disclosure"

### I. Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximize shareholder value.

The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders. The capital structure of the Company is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence. The management and the Board of Directors monitors the return on capital as well as the level of dividends to shareholders. The Company may take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

The Company monitors capital using a gearing ratio, which is calculated by dividing Net Debt from the Equity. The Company includes within Net Debt, interest bearing loans and borrowings less cash and short-term deposits (including other bank balance) and under Equity, the Equity Share Capital plus other Equity (excluding Preference Share Capital) is considered.

(Rs. In lacs)

Particulars	31-Mar-25	31-Mar-24
Gross Debt	1785.34	620.17
Less: Cash and Cash Equivalents	141.72	352.36
<b>Net Debt (A)</b>	<b>1643.61</b>	<b>267.81</b>
<b>Total Equity (B)</b>	<b>10961.23</b>	<b>9854.01</b>
<b>Gearing Ratio (A/B)</b>	<b>0.15</b>	<b>0.03</b>

### I. Financial Risk Management

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

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

- Credit Risk
- Liquidity Risk
- Market Risk

#### (a) Credit Risk

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. The Company categories a loan or receivable for write off when a debtor fails to make contractual payments greater than 2 years past due. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized in profit or loss.

#### Provision for Expected Credit or Loss

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

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

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

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



Ageing of Trade Receivables					
(Rs. In lacs)					
Ageing	0-180 days past due	181-365 days past due	1-2 years past due	2-5 years past due	Total
<b>As on 31.03.2025</b>					
Undisputed Trade Receivable - Considered Good (Unsecured)	7548.00	25.51	-	-	7573.51
Undisputed Trade Receivable - Which have significant increase in credit risk	-	-	-	-	-
Impairment loss recognized in 2024-25					-
<b>As on 31.03.2024</b>					
Undisputed Trade Receivable - Considered Good (Unsecured)	5749.37	-	-	-	5749.37
Undisputed Trade Receivable - Which have significant increase in credit risk	-	-	-	-	-
Impairment loss recognized in 2023-24	-	-	-	-	-

#### (b) Liquidity Risk

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

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

**As on 31.03.2025**

(Rs. In lacs)

Contractual Maturities of Financial Liabilities	Contractual cash flows					Total
	3 Months or less	3-12 Months	1-2 Years	2-5 Years	More than 5 Years	
<b>Secured</b>						
Working Capital Loan from ICICI Bank Ltd.		1785.34				1785.34
<b>Unsecured</b>						
From Directors and Relatives		-				-
From Axis Bank Ltd.						-
From Corporates						-
Term Loans from Banks*	-	-	-	-	-	-
Term loans from Bank (Vehicle Loan)	-	-	-	-	-	-
Trade and other Payables	105.65	-	-	-	-	105.65

As on 31.03.2024						(Rs. In lacs)
Contractual Maturities of Financial Liabilities	Contractual cash flows					Total
	3 Months or less	3-12 Months	1-2 Years	2-5 Years	More than 5 Years	
<b>Secured</b>						
Working Capital Loan from ICICI Bank Ltd.		547.17				547.17
<b>Unsecured</b>						
From Directors and Relatives		73.00				73.00
From Axis Bank Ltd.						-
From Corporates						-
Term Loans from Banks*	-	-	-	-	-	-
Term loans from Bank (Vehicle Loan)	-	-	-	-	-	-
Trade and other Payables	60.49	-	-	-	-	60.49

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

			(Rs. In lacs)
Particulars		31-Mar-25	31-Mar-24
Fixed Rate Borrowings:		214.66	952.83
Floating-rate borrowings:			
<b>Total- Undrawn Facilities</b>		<b>214.66</b>	<b>952.83</b>

### (c) Market Risk

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

Market Risk is the risk of loss of future earnings, fair values of future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchanges rates, equity prices and other market changes that effect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, and other market changes.

The Company manages market risk through a finance department, which evaluates and exercises independent control over the entire process of market risk management. The finance department recommends risk management objectives and policies, which are approved by Senior Management and the Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures, borrowing strategies, and ensuring compliance with market risk limits and policies.

**i) Interest Rate Risk**

It is the risk where changes in market interest rates might adversely affect the company's financial condition. The short term/immediate impact of changes in interest rates are on the Company's net interest income/expenses. On a longer term, change in interest rate impact the cash flows on the assets, liabilities and off-balance sheet items, giving rise to a risk to the net worth of the Company arising out of all reprising mismatches and other interest rate sensitive positions. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rate. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

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

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

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

(Rs. In lacs)

Particulars	31-Mar-25	31-Mar-24
<b>Variable rate instruments</b>		
Long Term Borrowings		
Current Maturities of Long Term Debts		
Short Term Borrowings	1785.34	620.17
<b>Total</b>	<b>1785.34</b>	<b>620.17</b>

**Interest rate sensitivity**

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

(Rs. In lacs)

Particulars	Effect of Profit or Loss	
	50 BP decrease	50 BP increase
<b>31st March 2025</b>		
Term Loans	-	-
Loan repayable on demand	8.93	(8.93)
<b>Total</b>	<b>8.93</b>	<b>(8.93)</b>
<b>31st March 2024</b>		
Term Loans	-	-
Loan repayable on demand	3.10	(3.10)
<b>Total</b>	<b>3.10</b>	<b>(3.10)</b>

**ii) Foreign Exchange Risk**

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

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

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



**Disclosure as per Ind AS 115 "Revenue from Contract with Customers"**

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

**Disaggregate revenue information**

The table below presents disaggregated revenues from contracts with customers for the year ended March 31, 2025 by contract-type. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cash flows are affected by industry, market and other economic factors.

	(Rs. In lacs)	
Particulars	31-Mar-25	31-Mar-24
<b>Revenues on the basis of Geographical area</b>		
- Domestic Sales	40157.79	28735.79
- Export Sales (Including Export Incentives)	20.64	36.80
<b>Total</b>	<b>40178.43</b>	<b>28772.59</b>

**Trade receivables and Contract Balances**

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

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

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

**Performance obligations and remaining performance obligations**

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

The impact on account of applying the erstwhile IndAS 18 Revenue instead of IndAS 115 Revenue from contract with customers on the financials results of the Company for the year ended as at March 31, 2025 is insignificant.

**Note No. 32**
**Disclosure as per Ind AS 108 "Operating Segments"**

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

(Rs. In lacs)

Particulars	31-Mar-25	31-Mar-24
<b>Segment Revenue</b>		
- Within India (Domestic Sales)	40157.79	28735.79
- Outside India (Exports - Including Export Incentives)	20.64	36.80
<b>Total</b>	<b>40178.43</b>	<b>28772.59</b>

**Note No. 33**
**Disclosure of Corporate social responsibility (CSR)**

(Rs. In lacs)

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

A. Gross amount required to be spent by the Company during the year 2024-25 – Rs. 49.02 Lakhs (Year 2023-24 Rs. 41.00 Lakhs)

B. Amount spent during the year on 31.03.2025:

Name of CSR Project	Actual Amount Spent	Amount yet to be Spent	Total	Reason for Amount unspent	Related Party Transaction (if involved)
Promoting Good Health, Ensuring Medical Supplies, Empowering Education and Aid to Needy People.*	49.02	-	49.02	NA	NA

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

**Note No. 34**
**Details of Unclaimed Dividend**

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

(Rs. In lacs)

Particulars	31-Mar-25	31-Mar-24
<b>Final Dividend Accounts</b>		
- Year 2018-19	0.00	0.00
- Year 2020-21	0.00	0.00
- Year 2021-22	0.04	0.04
- Year 2022-23	0.03	0.03
- Year 2023-24	0.03	0.00
<b>Total</b>	<b>0.10</b>	<b>0.07</b>

**Note No. 35**

Trade Payable ageing schedule						(Rs. In lacs)
Particulars	Less Than 6 months	6 months- 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
<b>As on 31st March 2025</b>						
(i) MSME	27.86					27.86
(ii) Others	77.79					77.79
<b>As on 31st March 2024</b>						
(i) MSME	32.43					32.43
(ii) Others	28.06					28.06



Disclosure of Additional Regulatory Information - Ratios						
Particulars	31-Mar-25	31-Mar-24	% Change	Basis of Ratio Calculation	Reason for Change	
Current Ratio (Including current maturities of Long term Borrowing)	6.66	14.84	-55.15%	Current Assets/Current Liabilities	Decreased Due to additional working capital limit availed.	
Current Ratio (Excluding current maturities of Long term Borrowing)		-		Not Applicable as to there are no long term borrowings		
Debt Equity Ratio		-		Not Applicable as to there are no long term borrowings		
Debt Service Coverage Ratio (In times)		-		Not Applicable as to there are no long term borrowings		
Return on Equity Ratio	10.39%	6.59%	57.64%	Profit After Tax/Total Equity	Increased due to Increase in operations and Net Profit	
Inventory Turnover Ratio (In times)	31.95	30.65	4.24%	Revenue from Operations/ Inventories		
Trade Receivable Turnover Ratio (In times)	5.31	5.00	6.01%	Revenue from Operations/ Trade Receivables		
Trade Payable Turnover Ratio (In times)	361.72	446.97	-19.07%	Purchase/ Trade Payables		
Net Capital Turnover Ratio (In times)	3.15	2.75	14.75%	Revenue from Operations/Total Equity, Long Term Borrowing & Short Term Borrowing		
Net Profit Ratio	2.84%	2.26%	25.57%	Profit After Tax/Revenue from Operations	Increased due to Increase in operations and Net Profit	
Return on Capital Employed	12.83%	9.16%	40.04%	EBIT/Total Equity, Long Term Borrowing & Short Term Borrowing	Increased due to Increase in operations and Net Profit	
Return on Investment	-	-		Not Applicable due to there are no investment		

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

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

**Note 38 : Disclosure of Benami Property**

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

**Note 39: Disclosure of Undisclosed Income**

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

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

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

**Note 41 : Disclosure of Wilful Defaulter**

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

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

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

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

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

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

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

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

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

In terms of our report of even date  
**FOR LAXMAN KUMAR & ASSOCIATES**  
Chartered Accountants  
FRN - 019866C, Peer Review Cert. No. 016006

For and on behalf of the Board  
SHANKARLAL RAMPAL DYE CHEM LIMITED

**(LAXMAN KUMAR SINDHI)**  
Partner  
M. NO. 407532  
DATE: 19-05-2025  
PLACE: BHILWARA  
UDIN: 25407532BMMIHJ8960

**(RAMPAL INANI)**  
(MANAGING DIRECTOR)  
(DIN-00480021)

**(VINOD KUMAR INANI)**  
(DIRECTOR)  
(DIN-02928272)

**(SUSHEEL KUMAR INANI)**  
(CFO/DIRECTOR)  
(DIN-02928254)  
(PAN-AACPI5846C)

**(ADITI BABEL)**  
(COMPANY SECRETARY &  
COMPLIANCE OFFICER)  
(PAN-CQMPB1513K)





**SHANKAR LAL RAMPAL DYE-CHEM LIMITED**  
**CIN: L24114RJ2005PLC021340**  
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Email ID: [info@srdyechem.com](mailto:info@srdyechem.com), Ph: 7023260109

## **ANNUAL GENERAL MEETING NOTICE**

**NOTICE IS HEREBY GIVEN THAT 20<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF SHANKAR LAL RAMPAL DYE-CHEM LIMITED WILL BE HELD ON SATURDAY, 27<sup>TH</sup> SEPTEMBER, 2025 AT 04:00 PM VIA OAVM/VC AND SHALL BE DEEMED TO BE CONVENED AT REGISTERED OFFICE AT S.G 2730, SUWANA ROAD, BHILWARA RAJASTHAN 311011. TO TRANSACT THE FOLLOWING BUSINESS:-**

To consider and decide the following business:

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

- To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025 including the Balance Sheet as at March 31, 2025 and the Statement of Profit and Loss and Cash Flow for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.**  
"RESOLVED THAT the financial statement comprising of Balance sheet as on March 31, 2025, Statement of Profit and loss for the year ended on March 31, 2025 together with the Cash Flow Statement and the Notes forming part thereof, for the year ended on March 31, 2025 and Statutory Auditor Report and Secretarial Auditor Report for the year ended on March 31, 2025 tabled in the meeting are be and hereby approved.  
RESOLVED FURTHER THAT the Directors' Report of the Company for the financial year ended 31st March 2025 be and is hereby approved."
- To declare a Dividend on equity shares of the Company for the financial year ended 31st March, 2025 at the rate of 0.50 % (Rs. 0.05 per Equity Share) to the equity shareholders.**  
"RESOLVED THAT dividend at the rate of 0.50 % (Rs. 0.05 per Equity Share) to the equity shareholders of the Company whose name appear in the Register of Members on record date be and is hereby declared out of the profits of the Company, for the year ended on 31st March 2025."
- To appoint a Director in place of Jagdish Chander Inani, Whole Time Director (DIN- 00479985), who retires by rotation and being eligible, offers himself for re-appointment.**

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

- To appoint CS Sanjana Jain, Practicing Company Secretary as Secretarial Auditor of the company for term of five consecutive years.**

"RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and other applicable laws/statutory provisions, if any, as amended from time to time, CS Sanjana Jain (Unique Code: I2006RJ547400), Peer Review Certificate No. 1328/2021, be and is hereby appointed as the Secretarial Auditor of the Company, for a term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes

**NOTICE: ANNUAL GENERAL MEETING**

and other out-of-pocket expenses, as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditor."

RESOLVED FURTHER THAT to give effect to the above resolution, the Board of Directors of the Company be and is hereby authorized, for and on behalf of the Company, to take all necessary steps and to do all such acts, deeds, matters and things as may be deemed necessary in this behalf."

**SPECIAL BUSINESS-SPECIAL RESOLUTION****5. APPOINTMENT OF INDEPENDENT DIRECTOR**

"RESOLVED THAT pursuant to Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, including any modification or re-enactment thereof, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and subject to the approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Ms. Rekha Rani Naraniwal (DIN: 08467886), who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, for a period of five (5) consecutive years effective till 2030, and that she shall not be liable to retire by rotation."

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations, Ms. Rekha Naraniwal, Independent Director, be paid such sitting fees and/or commission, as may be determined by the Board of Directors from time to time, within the overall limits prescribed under the Act and SEBI Listing Regulations."

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board of Directors of the Company (which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in this regard without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval expressly by the authority of this resolution."

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

Date:30/08/2025

Registered Office: SG-2730

Suwana, Bhilwara-311011(Raj.)

CIN-L24114RJ2005PLC021340

Sd/-

Aditi Babel

**Company Secretary & Compliance Officer**

**Notes:**

1. The Ministry of Corporate Affairs (MCA) vide its General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, December 28, 2022 and 09/2023 dated September 25, 2023 (collectively referred to as MCA Circulars) and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to "Clarification on holding of Annual General Meeting (AGM)/Extra Ordinary General Meeting (EGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the AGM/ EGM



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- through VC/OAVM, all other relevant circulars issued from time to time), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India (SEBI) vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 (SEBI Circulars) and all other relevant circulars issued from time to time, has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 (SEBI Listing Regulations)
- The Company has paid annual listing fee to BSE Ltd. (BSE), NSE, National Securities Depositories Ltd. (NSDL) and Central Depositories Securities Ltd. (CDSL) for financial year 2024-25.
  - The Company has fixed **Saturday, 20<sup>th</sup> September, 2025** as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended March 31, 2025, if approved at the AGM.
  - Further in order to receive dividend in a timely manner, Members who have not updated their mandate for receiving dividends directly in their bank accounts through Electronic Clearing Service or any other means can register their Electronic Bank Mandate.
  - In case the Company is unable to pay dividend to any Member directly in their bank account through Electronic Clearing Services or any other means due to non-registration of Electronic Bank Mandate the Company shall dispatch the dividend warrants to such member at the earliest once the normalcy is restored.
  - Pursuant to Finance Act 2020, dividend income will be taxable at the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to members at prescribed rates. For the prescribed rates for various categories the members are requested to refer to the Finance Act, 2020 and amendments thereof. The members are requested to update their PAN with Registrar and Transfer Agents (in case of shares held in physical mode) and depository participants (in case shares held in demat mode). However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received during FY 2023-24 does not exceed Rs. 5000/-.
  - A resident individual shareholder with PAN who is not liable to pay income tax can submit a yearly declaration in Form 15G/15H, to avail the benefit of non-deduction of tax at Company's RTA by 19th September, 2024 (upto 5.00 p.m. IST). Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending to Company's RTA.
  - Pursuant to the provisions of Section 124 of the Act, the dividend which remains unclaimed / unpaid for a period of seven years from the date of transfer to the unpaid dividend account of the Company is required to be transferred to the IEPF established by the Central Government. As there are no such event related to transfer to IEPF during FY 2024-25, hence, no separate section provided in Integrated Annual Report.
  - Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars on AGM through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
  - Corporate members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution (pdf/jpeg format) authorizing their representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [office@csnmehta.com](mailto:office@csnmehta.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - The explanatory statement to resolution 4 & 5 is provided as annexure. The relevant details with respect to Item Nos. 4 to 5 of the Notice pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('ICSI') in respect of the Directors seeking appointment/re-appointment at this AGM are also annexed. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
  - Pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of Director seeking reappointment is:

S.no.	Particulars	Related to Item No. 3	Related to Item No. 5
1	Name of Director (including post/term for which appointment/reappointment)	Jagdish Chander Inani, Retiring Director offering himself for resignation (with position in Co.)	Rekha Rani Naraniwal Appointment as Independent Director for 5 Year Term as explained in explanatory statement to Item no. 5
2	Tenure of association with the company	From 23/04/2018	New Appointment
3	Expertise in Specific Functional Area and Qualification	He is having vast experience in business and commerce. He is playing	Ms. Rekha Rani Naraniwal is a seasoned professional (ICSI) with

ext here



		a vital role in developing business strategies for the company and under his supervision company has enhanced its business.	expertise in governance, management, business strategy, and industry knowledge. She has served in leadership roles and brings valuable insights into compliance and business operations.
4	Directors in other companies and Chairmanship/Membership committees in other public limited companies	None	1. Gujarat Toolroom Limited (Listed) 2. Markobenz Industries Limited 3. Shubh Food Industries Limited
5	Shares held in the company (%) including beneficial interest	5.76% (Promoter) plus 0.83% through HUF	None
6	Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Corporate Governance Report	Finance, General management, Legal, including laws related to corporate governance
7	Remuneration Last Drawn (FY 2024-25)	Salary- 36.00 Lakhs	Not Applicable
8	Details of Remuneration sought to be paid	Remuneration as approved in previous AGMs	Sitting Fee as approved by the Board of Directors
9	Resignation from any listed company from past 3 years as Director	None	None
10	Number of Meeting Attended in last FY	As detailed in Corporate Governance Report	Not Applicable
11	Interse Relationship with Director	Brother to remaining four executive directors	None

13. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s).
14. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names as on cut off date will be entitled to vote.
15. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No.SH-13. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the Company's RTA, in case the shares are held in physical form.
16. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
17. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
18. Members intending to express their views or raise queries during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DPID & client ID / Folio Number, PAN, mobile number and queries from 9.00 a.m. on September 13<sup>th</sup>, 2025 till 05.00 p.m. on September 23<sup>rd</sup>, 2025 through email on [cs@srध्येchem.com](mailto:cs@srध्येchem.com). Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
19. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company from 9.00 a.m. on September 13<sup>th</sup>, 2025 till 05.00 p.m. on September 23<sup>rd</sup>, 2025 through email on [cs@srध्येchem.com](mailto:cs@srध्येchem.com). The same will be replied by the Company suitably. Documents referred to in this Notice will be made available for inspection as per applicable statutory requirements.
20. The Company has designated a separate e-mail ID of the grievance redressal division/Compliance officer i.e. [cs@srध्येchem.com](mailto:cs@srध्येchem.com); exclusively for the purpose of registering complaints by investors.
21. In line with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, latest being 9/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars'), the Notice calling the AGM has been uploaded on the website of the Company at [www.srdध्येchem.com](http://www.srdध्येchem.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com)



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respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

22. In accordance with, the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, latest being 9/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars') issued by MCA, and streamlined circulars issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). In accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, a letter is being sent to the shareholders whose email addresses are not registered with the Company/DP, providing a web-link and QR code for accessing the Integrated Annual Report 2024-25. Members may note that the Notice and Annual Report will also be available on the Company's website <https://www.srdyechem.com>, websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), NSE Limited at [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
23. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [cs@srdyechem.com](mailto:cs@srdyechem.com).
24. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for a long time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
25. SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).
26. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.
27. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form.
28. The Meeting shall be deemed to be held at the registered office of the Company at SG 2730, Suwana, Bhilwara-311011, Rajasthan.
29. Since the AGM will be held through VC / OAVM, the route map to the venue is not annexed to this Notice.
30. The Business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
31. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and in line with MCA circular the Company is providing facility of remote voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depositories Ltd. (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting on the date of the AGM will be provided by NSDL.
32. The Company is pleased to provide e-voting facility to all its shareholders to cast their votes electronically on the resolutions mentioned in the notice of 20<sup>th</sup> Annual General Meeting of the Company dated 30<sup>th</sup> August 2025 (the AGM Notice). The E-Voting shall start on Wednesday, 24<sup>th</sup> September, 2025 (09:00 AM onwards) to Friday, 26<sup>th</sup> September, 2025 (Till 05:00 PM) and also, voting window will open on AGM date for half hour; NSDL will block E-voting after that. The Company has appointed CS Nitin Mehta, Practising Company Secretary, Rajasthan; as Scrutinizer for conducting e-voting process in fair and transparent manner. The e-voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them at the end of business hours on 20<sup>th</sup> September, 2025. Instruction for E-Voting and joining AGM are as follows:



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

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

The remote e-voting period begins on Wednesday, 24th September, 2025(09:00 AM onwards) to Friday, 26<sup>th</sup> September, 2025(Till 05:00 PM) and also, voting window will open on AGM date for half hour. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. 20<sup>th</sup> September, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20<sup>th</sup> September, 2025.

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

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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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</li> </ol>



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.

3. 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>
4. 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.
5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



App Store



Google Play



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in

	<p>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication. wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911



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

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

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

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'?



## **NOTICE: ANNUAL GENERAL MEETING**

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

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

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

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

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [office@csnmehta.com](mailto:office@csnmehta.com) with a copy marked to [evoting@nsdl.com](mailto: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.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to [kartik.sharma at evoting@nsdl.com](mailto:kartik.sharma@evoting@nsdl.com)

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

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

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

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.



**NOTICE: ANNUAL GENERAL MEETING**

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

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

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





## **NOTICE: ANNUAL GENERAL MEETING**

### **33. DECLARATION OF RESULTS:**

1. The Scrutinizer shall after the conclusion of voting at general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two(2) witnesses not in the employment of the Company and shall make no later than two (2) days from the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any to the Chairman or the person authorised by him in writing, who shall counter sign the same and declare the result of voting forthwith. The result of the E-Voting will be declared on/not later than Monday, 29<sup>th</sup> September, 2025 latest by 05:00P.M. (IST) at the registered office of the Company.

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

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

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

Date: 30/08/2025

Registered Office: SG-2730

Suwana, Bhilwara-311011(Raj.)

CIN-L24114RJ2005PLC021340

Sd/-

Aditi Babel

**Company Secretary & Compliance Officer**  
**Mem. No.-F13506**

**NOTICE: ANNUAL GENERAL MEETING****ANNEXURE TO THE NOTICE:**

**As required by Section 102 of the Companies Act 2013, the following Explanatory Statement set out all material facts relating to the business mentioned below**

**Item No.4 APPOINTMENT OF SECRETARIAL AUDITOR**

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of CS Sanjana Jain (Unique Code: I2006RJ547400), Peer Review Certificate No. 1328/2021, as the Secretarial Auditor of the Company for a term of five consecutive financial years commencing from FY 2025-26 to FY 2029-30, at such remuneration, plus applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board and the Auditor.

Pursuant to Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to appoint a Secretarial Auditor to conduct a secretarial audit of the Company. The report of the Secretarial Auditor provides assurance on compliance with applicable corporate laws, SEBI regulations, and other governance requirements, thereby strengthening the Company's compliance framework.

In terms of Regulation 24A of SEBI Listing Regulations, listed companies are also required to annex the Secretarial Audit Report to the Board's Report in the prescribed form.

Accordingly, the Board recommends the resolution set out in Item No. 4 of this Notice for the approval of members as an Ordinary Resolution.

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

**Item No.5 APPOINTMENT OF INDEPENDENT DIRECTOR**

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has proposed the appointment of Ms. Rekha Rani Naraniwal (DIN: 08467886) as an Independent Director of the Company for a term of five consecutive years from 31<sup>st</sup> August, 2025 till 30<sup>th</sup> August, 2030, not liable to retire by rotation.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Rekha Naraniwal as an Additional Independent Director of the Company effective 31<sup>st</sup> August 2025, pursuant to Section 161(1) of the Companies Act, 2013. Her appointment is valid only till the forthcoming AGM. In compliance with Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI LODR Regulations, it is proposed to regularize her appointment as an Independent Director for a term of five years from 31<sup>st</sup> August 2025 to 30<sup>th</sup> August 2030, to continue contributing to the Board's deliberations and strategic direction.

Ms. Naraniwal has submitted a declaration confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, she possesses appropriate skills, experience, and knowledge in the fields of business management, governance, and industry operations, which will add significant value to the Company's Board and its decision-making processes. She is already serving to the board of 3 companies as Independent Director and possess IICA registration.

Further, as per Sections 149 and 197 of the Companies Act, 2013 read with the rules made thereunder and Regulation 17(6) of SEBI Listing Regulations, Independent Directors are entitled to receive sitting fees and/or commission as may be approved by the Board of Directors, within the overall limits prescribed.

A notice under Section 160 of the Companies Act, 2013 has been received from a member proposing the candidature of Ms. Rekha Rani Naraniwal for appointment as an Independent Director of the Company.



**NOTICE: ANNUAL GENERAL MEETING**

Accordingly, the Board recommends the resolution set out in Item No. 5 of this Notice for the approval of members as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Ms. Rekha Naraniwal, is in any way, concerned or interested, financially or otherwise, in this resolution.

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

Date: 30/08/2025

Registered Office: SG-2730

Suwana, Bhilwara-311011(Raj.)

CIN-L24114RJ2005PLC021340

Sd/-

Aditi Babel

**Company Secretary & Compliance Officer**  
**Mem. No.-F13506**