Date: 26 August 2025 Ref. No.: TCPCL/SEC/2025-26/00037

To,

The General Manager,	**The Manager,**
Corporate relationship department,	**Listing department,**
BSE Limited	**National Stock Exchange of India Limited**
Phiroze Jeejeebhoy Towers,	Exchange Plaza, C-1, Block-G,
Dalal Street, Fort,	Bandra-Kurla Complex, Bandra(E),
Mumbai-400 001	Mumbai-400 051
Scrip Code: 543321	**Scrip Symbol: TATVA**

Subject: Submission of the Annual Report of the Company for the Financial Year 2024-25 under Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir/Madam,

Pursuant to Regulation 34(1) of the SEBI Listing Regulations, please find enclosed herewith the Annual Report of the Company along with the Notice of the 29th Annual General Meeting ("AGM") and other Statutory Reports for the Financial Year 2024-25. The same is also being sent through electronic mode to those members whose email addresses are registered with the Company / Registrar and Share Transfer Agent ("RTA") / Depositories. Further, pursuant to Regulation 36(1)(b) of the SEBI Listing Regulations, a letter containing the web-link, along with the exact path, for accessing the Annual Report, is being sent to those Members whose email addresses are not registered with the Company / RTA / Depositories.

Further, the 29th AGM of the Company will be held on **Friday, 26 September 2025 at 04:00 p.m. (IST)** through **Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").**

The Annual Report of the Company is also available on the website of the Company at www.tatvachintan.com.

Kindly take the above information on record.

Thanking you,

Yours faithfully,
For Tatva Chintan Pharma Chem Limited

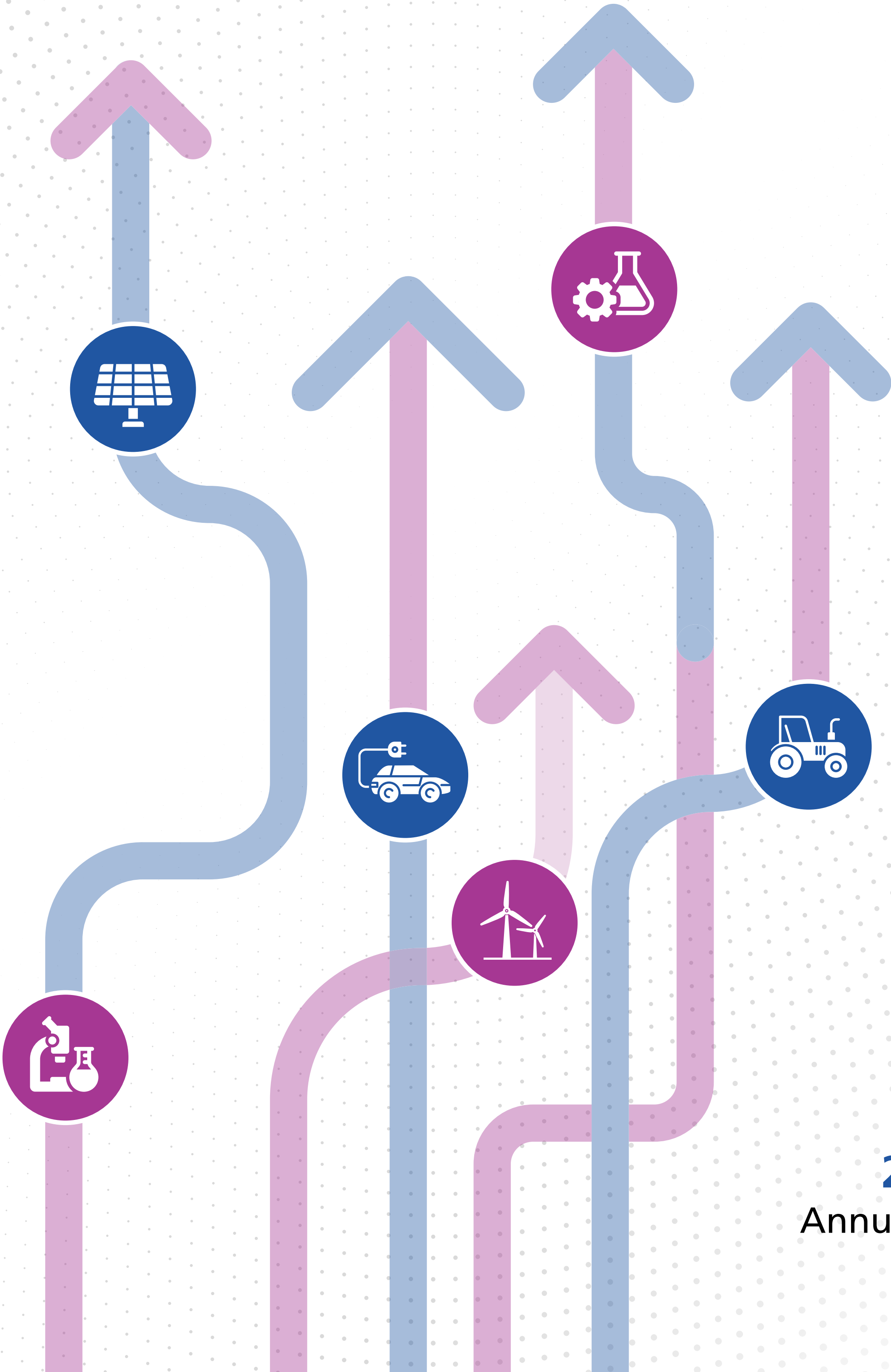
ISHWAR RAMANBHAI NAYI

Digitally signed by ISHWAR RAMANBHAI NAYI
Date: 2025.08.26 16:30:13 +05'30'

Ishwar Nayi
Company Secretary and Compliance Officer
M. No.: A37444

Encl.: As Above

Resilient.
Responsible.
Resurgent.



2024-25
Annual Report

Contents

01-25
Corporate Overview

26-127
Statutory Report

128-280
Financial Statements

Innovating for a Greener Tomorrow

For more information see page 02

Defining Our Competitive Edge

For more information see page 06

To view this report online or download, please log on to **www.tatvachintan.com**

Forward-Looking Statements

This Report contains some forward-looking statements to enable investors to comprehend our prospects and take wise investment decisions, which may be identified by their use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' or other words of similar meaning. All statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market position, expenditures and financial results, are forward-looking statements. Forward-looking statements are based on certain assumptions and expectations of future events. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on the basis of any subsequent developments, information or events. The Company has sourced the industry information from the publicly available resources and has not verified that information independently and shall not be liable for any variance from the forward-looking statements.

Resilient. Responsible. Resurgent.

As the business environment gets more complex, Tatva Chintan stands strong. Our clear vision and agile strategies guided us through a challenging year. Focused on innovation, sustainability and growth, we showed remarkable resilience and determination while making steady progress.

Built to endure and evolve, we swiftly adapted to changed market conditions by expanding capacities, diversifying our product portfolio and enhancing operational and cost efficiencies. This maintained our momentum and strengthened customer trust, enabling us to emerge stronger amid uncertainties.

Green chemistry is at the core of our operations. We utilize our deep R&D expertise and team competencies to create superior quality, sustainable products that benefit both our customers and the environment. This strategic focus allows us to build long-term relationships with our customers and broaden our reach.

Resilient and resurgent, Tatva Chintan strides ahead confidently, turning challenges into opportunities to shape a responsible future filled with endless sustainable possibilities.

TATVA CHINTAN OVERVIEW

Innovating for a Greener Tomorrow

Established in 1996 by first generation technocraft entrepreneurs, Tatva Chintan Pharma Chem Limited (Tatva Chintan) is a leading integrated specialty chemicals manufacturer. Committed to innovation, quality and excellence, we offer a diverse portfolio to a global clientele.

Harnessing robust R&D competencies and modern manufacturing, we pioneer processes such as conventional synthesis, electrolysis and continuous flow chemistry, driving green chemistry and enhancing efficiencies while driving sustainable growth.

Our listing on the NSE and BSE further showcases our credibility, market presence and transparency and ability to create long-term value for all stakeholders.

Core Insights

28
Years of experience

2
Manufacturing Units

1
DSIR approved R&D Center

2
Warehouses (USA and Netherlands)

2
Wholly owned Subsidiaries (USA and Netherlands)

226
Products as on 31 March 2025

679
Employee count as on 31 March 2025

~500
Customers served in FY 2024-25

CRISIL A-/Negative and A2+

(Long-Term and Shot-Term respectively)

CRISIL credit rating

Vision

To be a competitive leader in the specialty chemical sector globally by constantly innovating, developing and upgrading our products, while remaining true to our core values.

Mission

To provide highest quality products and services through innovative intelligence with a continued commitment to meet the market needs & standards, while promoting best business practices and sustainable processes that respects our shareholders, our employees, our customers, our suppliers, our environment and adhere to all regulations.

Values

- Integrity
- Teamwork
- Customer-oriented and reliable
- Quality focus
- Innovation
- Safety
- Sustainability

KEY MILESTONES

Showcasing Our Resilient Journey

Since our inception, we have relentlessly pursued innovation, quality and excellence in the specialty chemicals sector. With each milestone, we have driven sustainable progress, reinforcing our position as a leading integrated specialty chemicals manufacturer and delivering long-term value for our stakeholders.

1996
Incorporation of our Company

2004
Received license from the Food and Drugs Control Administration, Gujarat, to manufacture and distribute specific drugs at our Ankleshwar plant

2007
Expanded manufacturing capacity at Ankleshwar plant

2011
Started SDA manufacturing

2013
Turnover exceeded ₹ 500 Million

2015
Achieved ₹ 1 Billion in turnover; Established Tatva Chintan USA; Inc., our wholly owned subsidiary; Started a warehouse in Netherlands

2017
Established a new manufacturing unit at Dahej SEZ

2018
Founded our R&D facility in Vadodara

2019
Incorporated Tatva Chintan Europe BV, our wholly-owned subsidiary

2020
'Together for Sustainability' audit completed; Transformed Ankleshwar facility to a 'zero liquid effluent discharge' facility; Achieved ₹ 2 Billion in revenue; Enhanced manufacturing capacity at Dahej SEZ facility, enhancing total capacity from 160 KL and 10 assembly lines to 280 KL and 13 assembly lines

2021
Listed on BSE and NSE; Crossed ₹ 3 Billion in revenue; Purchased industrial land at Dahej III GIDC Estate, Bharuch

2023
Commenced commercial production at the expanded facility, Dahej SEZ; Raised ₹ 200 Crores through Qualified Institutional Placement in August 2023

2024
Expanded R&D facility in Vadodara

2025
Started Distillation Plant in Q4 FY25

KEY STRENGTHS

Defining Our Competitive Edge

Our success stems from innovation and ability to adapt to evolving market dynamics by leveraging our core capabilities to drive sustainable growth and enhanced stakeholder value creation

Deep Industry Expertise

Leveraging our 28 year rich chemical market expertise, we have established a strong presence in the niche specialty chemical segment, catering to high-demand sectors such as pharmaceuticals, speciality chemicals, agrochemicals, automotive and electronics. Our products, including Phase Transfer Catalysts (PTC) and Structure Directing Agents (SDA), are integral to the manufacturing processes of global clients, solidifying our position as a preferred global supplier. Additionally, high entry barriers and lengthy approval processes make the segment highly competitive, reinforcing our industry leadership, brand visibility and competitiveness.

Manufacturing Excellence

We operate 2 state-of-the-art manufacturing units located at Dahej and Ankleshwar in Gujarat to develop an innovative product pipeline and serve a diverse customer base globally. Additionally, we have expanded our capacity to upgrade existing product lines and diversify our portfolio to meet the evolving need for innovative speciality chemicals, exploring new revenue streams to drive potential revenues. We successfully started production at our distillation plant in Q4 FY25, enabling us to efficiently meet the rising demand for some of our key products.

552 KL Reactors &
39 Assembly Lines

Manufacturing Capacity

64.11%

Reactors Capacity Utilization

30.54%

Assembly Lines Capacity Utilization

Robust R&D Focus

With innovation at our core, we have established a newly built dynamic 36,000 sq. ft. R&D Center in Vadodara, Gujarat, approved by the Department of Scientific and Industrial Research (DSIR), Government of India. Led by a team of 56 employees, including 29 highly qualified senior scientists, the facility drives continuous R&D excellence, delivering differentiated and value driven products. The facility is equipped with modern infrastructure, including glass assemblies, continuous flow reactors and high-pressure autoclaves, enabling our team to conduct complex reactions under a wide range of conditions. During the financial year 2024-25, we spent ₹ 128.39 Million towards running, improving and expanding our research and analysis facility.

36,000 sq. ft.

DSIR approved R&D facility

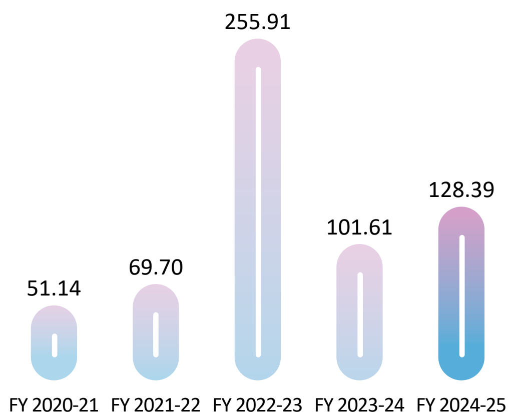
56

R&D Team members

₹ 128.39 Million

R&D spend in FY 2024-25

Total R&D Expenditure (Capex and Revenue)
(₹ in Million)



Diversified Portfolio

Committed to continuous innovation and customer centricity, we have developed diverse products for various industrial applications. By diversifying across categories, we leverage our technical expertise to create high purity products that cater to changing consumer needs. This strategy has cemented our leadership in specialized industry segments and enabled us to stay ahead of market trends while reducing reliance on a single industry segment.

Assorted Offerings

- Phase Transfer Catalysts (PTC)
- Structure Directing Agents (SDA)
- Electrolyte Salts and Solutions (ESS)
- Pharmaceuticals and Agrochemicals Intermediates and other Specialty Chemicals (PASC)

12

Products added in FY 2024-25

Widespread Presence

Building on our deep expertise in the niche space of integrated specialty chemical manufacturing, we have expanded our presence across 35+ countries, with exports contributing to ~62% of our consolidated revenues in FY 2024-25.

35+ Countries

Export Presence in FY 2024-25

Marquee Clientele

Focused on customer centricity, we focus on maintaining long standing relationships with a diverse and esteemed clientele. This commitment reflects our commitment to consistently delivering innovative, high-performance chemical solutions, cost leadership and timely delivery, solidifying our reputation as a trusted and preferred global supplier.

Key Certifications

We have earned key certifications that underscore our unwavering commitment to upholding the highest standards of quality, environmental responsibility and occupational health and safety.

ISO 9001:2015

ISO 14001:2015

EcoVadis

Reach Compliant

ISO 45001:2018

ISO 22716:2007

Three Star Export House

Together for Sustainability

Championing ESG

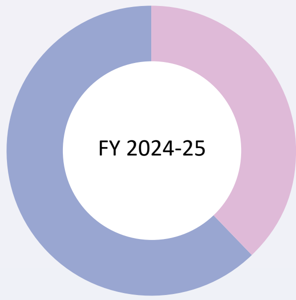
Focused on ESG, we commit to green chemistry and sustainable operations aligned with global standards to reduce our environmental footprint, enhance social development and uphold robust governance practices.

OPERATING FOOTPRINT

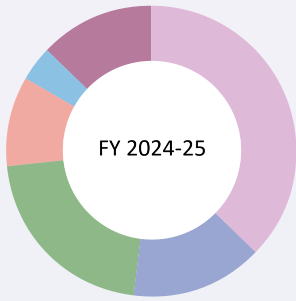
Expanding Chemical Expertise Worldwide

We have steadily expanded our domestic and global presence through strategic focus and offshore support from our subsidiaries in the USA and Netherlands. This approach has enabled us to effectively cater to the evolving demands of a growing global customer base while strengthening our market position as a leading integrated specialty chemicals manufacturer.

Revenue Mix By Business



Revenue Mix By Regions



Headquarters
- Vadodara, Gujarat, India

R&D facility (DSIR Approved)
- Vadodara, Gujarat, India

Manufacturing facilities
- Dahej - SEZ, Gujarat, India
- Ankleshwar, Gujarat, India

Warehousing facilities
- Amsterdam, The Netherlands
- Savanna, USA

Wholly-Owned Subsidiaries (WOS)
- Tatva Chintan USA Inc., USA,
- Tatva Chintan Europe B.V., The Netherlands

Key markets
India, USA, Singapore, China, Germany, Japan, South Africa, UK, among others

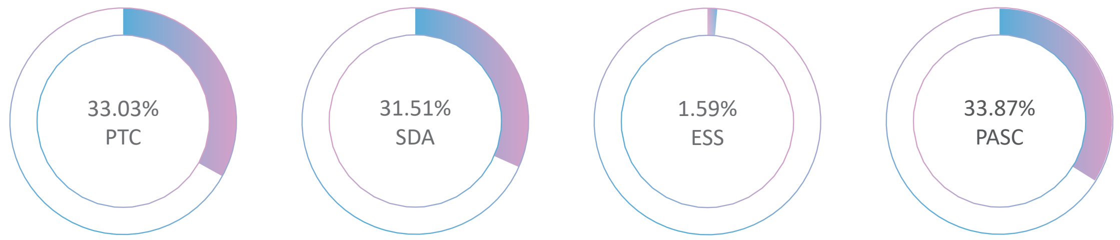
Map not to scale. For illustrative purposes only.

OUR PORTFOLIO

Redefining Possibilities with Diversified Offerings

Committed to sustainable growth, we offer a wide array of innovative, high quality specialized specialty chemicals that meet the evolving needs across diverse industries including pharmaceuticals, agrochemicals and automotive.

Portfolio Revenue Mix (FY 2024-25)



Phase Transfer Catalysts (PTC)

PTC, as valuable catalyst in chemical reactions, facilitate reactions between reactants of different phase.

Key Benefits

- Increases reaction speed and reduces process time
- Enhances conversion and yields
- Minimizes by-product formation
- Conserves energy by eliminating the need for costly or hazardous solvents
- Reduces waste production

Leading

Indian producer of diverse Phase Transfer Catalysts (PTC)

Prominent

Global player in the PTC segment delivering high quality PTC for diverse industry applications

Key Drivers

- Growing demand for technologically enabled environment-friendly catalyst
- Emergence of greener chemistry in organic synthesis
- PTC are highly effective, non-regenerative catalysts that offer multiple advantages, resulting in continual demand
- Need for cost reduction and profit maximization driving demand for PTC

End User Industries

- Pharmaceutical API's
- Agrochemicals
- Flavors and Fragrances
- Environment Control Processes
- Chemicals and Cosmetics

Structure Directing Agents (SDA)

SDA, a high purity quaternary salt, play a crucial role in forming channels during the synthesis of zeolites. The synthesis of highly accurate zeolites requires high purity and consistent quality SDA, making them essential for use in diverse industry applications as catalysts and adsorbents.

Key Benefits

- SDA are used as raw materials to manufacture high-precision zeolites, used across diverse applications
- Essential component in emission control systems for eliminating NOx / SOx
- Critical for continuous flow chemistry processes

2nd Largest

Global manufacturer of SDA for Zeolites

Largest

Indian commercial supplier of SDA for Zeolites

One

of the few global companies to use the Electrolysis process in organic synthesis

Key Drivers

- Advancements in emission control applications give Tatva Chintan a competitive edge, solidifying our position as a leading SDA expert for manufacturing high precision zeolites
- SDA's versatile applications and non-regenerative nature drive recurring demand
- Stricter emission norms and the transition towards a green environment have increased demand for SDAs

End User Industries (Zeolites)

- Petrochemicals (cracking crude)
- Automotive (catalytic converter emission control)
- Catalyst (continuous flow chemistry)

Electrolyte Salts and Solutions (ESS)

ESS is key to manufacturing supercapacitor batteries used in automobiles, electronics and energy storage devices. Supercapacitors (ultracapacitors) which store electrical energy through electrochemical and electrostatic processes, offer exceptionally high energy density compared to conventional capacitors. At Tatva Chintan, we manufacture 'Glymes' that serve as solvents in batteries and energy storage devices.

Key Benefits

- Super capacitors offer fast charging ability, superior performance at low temperatures, long service and cycle life and high reliability, making them an ideal supplement to traditional batteries for diverse applications
- Super capacitors significantly enhance traditional battery runtime and operational life

Leading

Indian manufacturer of electrolyte salts and solutions for supercapacitor batteries

Key Drivers

- Increasing demand for ESS in solar and wind energy storage due to their ability to absorb high voltage currents during peak energy generation
- ESS are integrated into smart grids to manage high voltage fluctuations
- Growing demand for supercapacitors in electric vehicles to provide sudden energy burst during ignition and acceleration
- ESS used in other electronic devices requiring high energy bursts for discharge or storage

End User Industries

- Automotive
- Transportation
- Renewable Energy Storage
- Consumer Electronics

Pharmaceuticals and Agrochemicals Intermediates and other Specialty Chemicals (PASC)

PASC are used as intermediates, catalysts and solvents across diverse industries such as pharmaceuticals and agrochemicals. We specialize in manufacturing 'Glymes' for use as a solvent in API production.

Key Benefits

- PASCs with superior and consistent quality play a crucial role in manufacturing chemicals across various industries
- Environmentally friendly products

Leading

Indian manufacturer of 'Glymes'

Key Drivers

- India's large population and increased disposable income drive demand for food and pharma products, such as medicines to address diseases and agrochemicals for crop protection
- The increasing prominence 'China plus one' strategy has positioned India as a potential global manufacturing hub
- India's cost effective production, focus on delivering consistent quality products and timely delivery are driving increased demand

End User Industries

- Pharmaceuticals API's
- Agro Actives
- Paints and Coatings
- Li Battery
- Detergents and Personal care products

INDUSTRY LANDSCAPE

Trends Shaping Industry Growth

Various drivers as such the rise in domestic consumption, increased export demand, a focus on sustainable solutions and favorable government policies are driving innovation and growth across the Indian specialty chemical segment.

Rise in Domestic Demand

India's young population, rising disposable income and increasing urbanization are driving demand across key sectors such as housing, automotive, agriculture and consumer goods. This has sparked heightened demand for chemicals, with the chemical segment anticipated to grow to USD 1 Trillion by 2040 .

Supportive Policy Measures

Despite global headwinds like high energy prices, the Indian chemical sector has displayed resilience, experiencing steady growth driven by favorable domestic factors and key government measures such as Make in India' and 'Aatmanirbhar Bharat'. The government is also boosting the sector's progress with schemes such as the Production Linked Incentive (PLI) scheme, Petroleum, Chemicals, Petrochemical Investment Regions (PCPIRs) alongside measures such as setting up of urea plants in the FY 2025-26 Union Budget. Additionally, Export Promotion Mission will facilitate easy access to export credit, cross border factoring support and address non tariff measures in international markets, enhancing export growth for chemical and other segments.

Encouraging Domestic Manufacturing

India is emerging as a key global manufacturing hub as companies plan to diversify their supply chain beyond China to address bottlenecks and capitalize on India's robust manufacturing capabilities, workforce competencies and favorable policies. In the FY 2025-26 Union Budget, the government has introduced various measures such as the National Action Plan for Toys and the National Manufacturing Mission focused on clean tech manufacturing to boost domestic manufacturing. These efforts are also expected to stimulate demand for various chemicals including specialty chemicals while creating new opportunities for innovation, exports and global partnerships in the coming years.

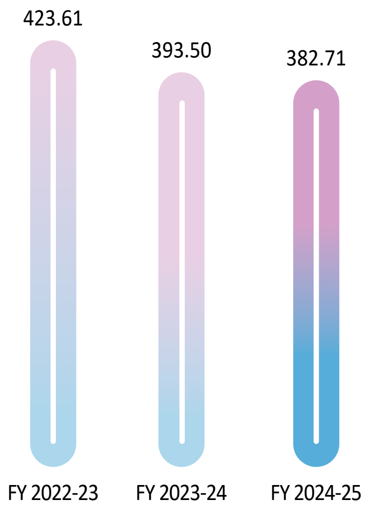
Developing Sustainable Products

Growing environmental concerns and stringent regulations are driving a shift towards eco-friendly solutions, evident in the chemical segment which has seen increased demand for green chemicals and materials. The Global Green Chemicals and Materials Market Size expected to reach to USD 82.19 Billion by 2033, indicating 8.2% CAGR growth during 2025-2033. In response, Indian companies are aligning their manufacturing practices and product development to develop sustainable chemistry solutions, fostering significant growth and innovation for the chemical segment.

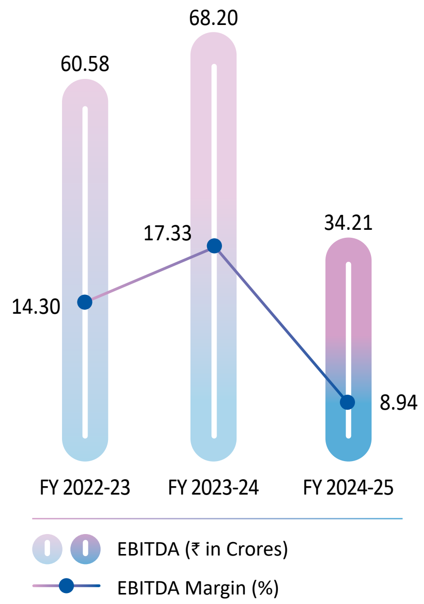
Key Performance Indicators

Profit & Loss Indicators

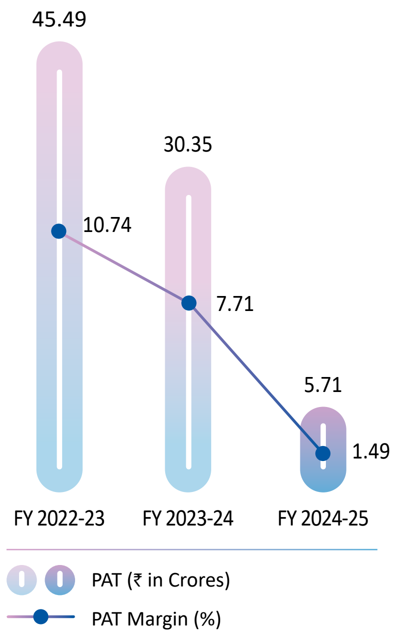
Revenue from Operations
(₹ in Crores)



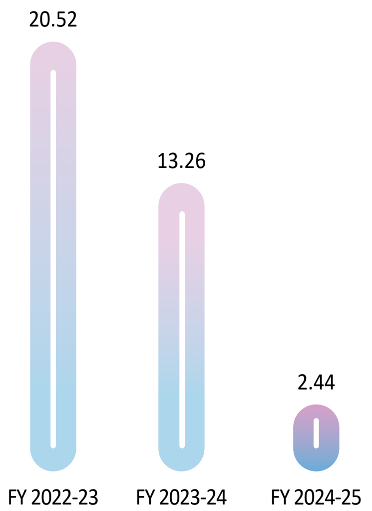
EBITDA and EBITDA Margin



PAT and PAT Margin

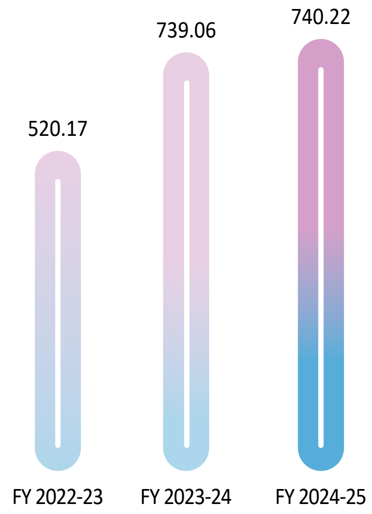


EPS
(in ₹)

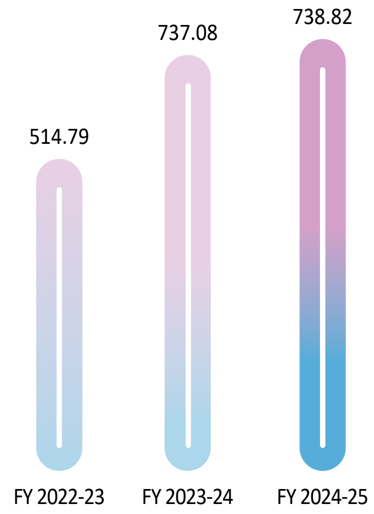


Balance Sheet Indicators

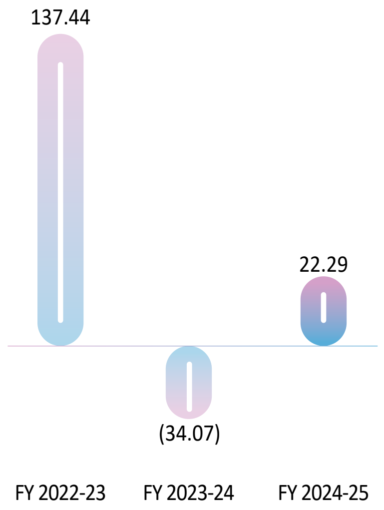
Capital Employed
(₹ in Crores)



Net Worth
(₹ in Crores)

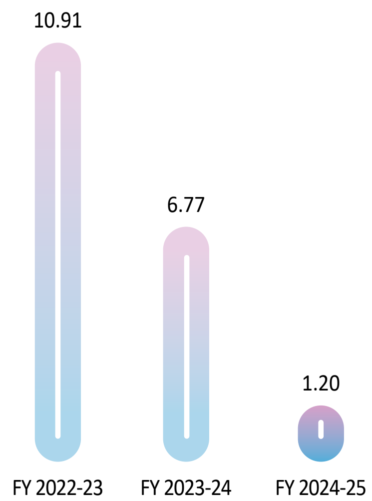


Net Debt
(₹ in Crores)

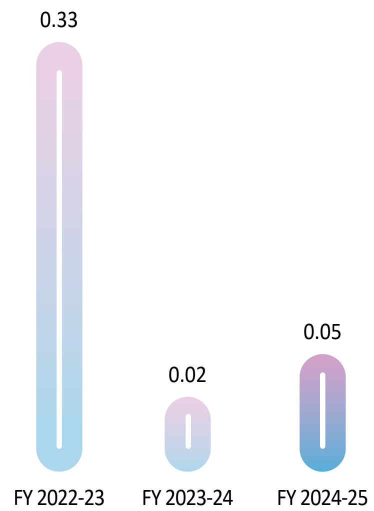


Key Ratios

Return on Capital Employed
(%)



Debt Equity Ratio
(X)



Message from the Chairman and Managing Director

"We continued to maintain a healthy balance sheet with low leverage, prudent working capital management, and strategic investments aligned with long-term value creation.

Dear Shareholders,

I am happy to present the Annual Report for the financial year 2024-25. While the global specialty chemicals industry faced muted demand during the year, our continued investments in R&D proved to be a powerful differentiator. These efforts not only strengthened our resilience but also propelled organic growth by fostering innovation across operations, elevating product performance in existing categories, and refining our product mix. In navigating a complex landscape, our focus on science-led progress helped us stay ahead and build a stronger foundation for the future.

Operating Landscape

The global chemical industry experienced a mixed recovery in FY 2024-25, shaped by subdued demand, supply chain recalibration, and persistent inflationary pressures. Global chemical production grew at 3.9% in 2024 and if China's contribution is discounted then the rest of the world grew by just 1.1%. The corresponding figure for India is 1.8%. While raw material costs stabilizing late in Q4 FY25, downstream destocking and cautious industrial activity in Europe and China weighed on demand. Sustainability and regulatory compliance remained dominant themes, prompting global players to accelerate investments in green chemistry, digitalization, and capacity rationalization in commoditized segments.

Specialty chemicals outperformed bulk chemicals, supported by their diverse applications in high-growth sectors such as electronics, EVs, and pharmaceuticals. India continued to strengthen its global positioning, with the domestic specialty chemicals market projected to grow at a CAGR of 11% over next five years, driven by increased outsourcing, a strong R&D base, and "China + 1" sourcing shifts. However, the industry faced margin pressures due to volatile input costs and prolonged decision cycles from customers. Companies with differentiated technologies, robust innovation pipelines, and agile supply chains remained better equipped to navigate the evolving landscape.

Financial Performance

Despite challenging macroeconomic conditions and margin headwinds, we navigated FY 2024-25 with resilience and focus. Our consolidated revenue from operations stood at ₹ 3,827.14 Million, reflecting the robustness of our core businesses. EBITDA for the year was ₹ 342.13 Million, translating to an EBITDA margin of 8.94%. Our Profit After Tax (PAT) stood at ₹ 57.13 Million, with a PAT margin of 1.49%.

Export revenues remained strong, contributing significantly to our topline. We continued to maintain a healthy balance sheet with low leverage, prudent working capital management, and strategic investments aligned with long-term value creation. A final dividend of ₹ 1 per equity share has been recommended for FY 2024-25.

Operational Performance

In terms of business segments, our Phase Transfer Catalysts (PTC) segment recorded revenues of ₹ 1,255 Million, marking a 18% year-on-year growth. The Electrolyte Salts and Solutions (ESS) segment contributed ₹ 60 Million, showing steady progress with 20% annual growth. The Pharmaceuticals and Agrochemicals Intermediates and other Specialty Chemicals (PASC) segment delivered ₹ 1,287 Million in revenues, registering a 14% year-on-year increase. Our Structure-Directing Agents (SDA) segment generated ₹ 1,197 Million in revenues, showing a degrowth of 28%.

Operationally, we focused on optimizing plant efficiency, improving product yields, optimization of resources and enhancing supply chain responsiveness. R&D played a pivotal role in advancing product development and customer-driven innovation, further supporting our long-term growth trajectory.

Looking Ahead

The year ahead is expected to be a pivotal year for Tatva Chintan. With new products entering the commercialization phase, gradually improving demand across key markets, and optimal capacity utilization on the horizon, we anticipate a healthy topline growth. This momentum, supported by enhanced operating leverage, is projected to drive meaningful improvement in our EBITDA performance.

Our strategic foray into ultra-high-purity chemistry for the semiconductor industry marks a bold evolution in our journey – positioning Tatva Chintan as a differentiated and credible player, both domestically and globally. Supported by strong R&D capabilities, growing customer interest, and a well-diversified innovation pipeline, we are well-placed to deliver sustainable, long-term value.

As we navigate a dynamic environment, our resilience, discipline, and agility are set to become even more visible in the coming fiscal. We remain committed to responsible growth, driven by continuous innovation, operational excellence, and market expansion.

Our forward-looking strategy is deeply anchored in a robust R&D program, with multiple high-value products at various stages of development – many of which are poised for commercial launch in the near term. With a sharp focus on the fast-growing semiconductor and electronics segments, we have made measurable progress in achieving ultra-high-purity specifications, which is expected to further enhance our market leadership and competitiveness.

Backed by seasoned leadership, a diversified portfolio, and a highly committed team, Tatva Chintan remains future-ready, equipped to address emerging challenges through strategic foresight and execution excellence.

Acknowledgement

As I conclude, I would like to extend my sincere gratitude to all our shareholders for their unwavering confidence in Tatva Chintan's vision to excel in a dynamic landscape. I would also like to thank our customers, suppliers and partners for their continued support and trust in our capabilities to year-on-year. I also express my gratitude to our esteemed Board for their valuable guidance and foresight and to our dedicated employees for being our steadfast partners in our journey of innovation and growth.

The unwavering resilience demonstrated by our team, investors and other stakeholders is the pivot of our Company's strength, propelling us forward amid uncertainties towards a healthier and sustainable future.

Warm regards,

Chintan Nitinkumar Shah

Chairman and Managing Director

ESG

Advancing Responsible Growth

At Tatva Chintan, our commitment to innovation is deeply aligned with championing environmental, social and governance (ESG) practices. By leveraging our advanced research and development capabilities, we drive sustainable and responsible innovation, solidifying our position as a global leader in integrated specialty chemicals manufacturing while contributing to a healthier future.

OUR ESG APPROACH

Environmental | Social | Governance

ENVIRONMENT

Paving the Way for a Greener Future

Operating in a rapidly evolving chemical sector, we focus on balancing industrial growth and environmental sustainability. Prioritizing 'green' chemistry, we embrace environmentally friendly practices that minimize waste, conserve energy and reduce environmental footprint, ensuring that our processes are safe for both the ecosystem and communities we serve.

Water Stewardship

Water remains a critical resource for our operations, and we continue to emphasize its sustainable use through efficient conservation and advanced wastewater treatment practices. We have adopted water-saving technologies and robust management systems while actively fostering water-conscious behavior among employees.

Our Ankleshwar facility has maintained its status as a Zero Liquid Discharge (ZLD) unit since January 2020, treating and reusing the entire volume of wastewater generated. This is achieved through a combination of effluent treatment plants, single-effect evaporators, and reverse osmosis systems. We have also advanced our water sustainability initiatives through focused projects on recycling, condensate recovery, and steam recovery, supporting circular usage and reducing dependency on fresh water.

2.52%
Reduction in fresh water usage

30.31%
Water recycled

4.92%
Reduction in waste intensity in terms of physical output

23.26%
Water re-used

Zero Liquid Discharge
at Ankleshwar facility

Energy Conservation

Aligned with our long-term sustainability objectives, we continue to enhance energy efficiency across our facilities while investing in renewable energy sources. Throughout the year, several measures were implemented to curtail energy usage and transition to low-carbon operations.

Low-Carbon Energy Projects:

- Upgraded to LED lighting across plant areas
- Introduced automatic mode operations for exhaust fans
- Installed Pressure Powered Pumping Packaged Units (PPPPU) to optimize power usage
- Increased recovery and reuse of steam condensate in boilers

Operational Energy Optimization:

- Utilized process by-products internally to reduce external energy demand
- Redesigned processes to eliminate steam usage in the final phase of the new dryer
- Captured and reused waste heat for other operational needs

18%
Energy consumed from waste heat source

Waste Management

Recognizing the escalating challenge of waste management, we are committed to minimizing environmental impact through a systematic and responsible approach. Our focus remains on reducing waste at the source, increasing reuse and recycling, and ensuring safe, compliant disposal.

All waste is managed in line with site-specific authorizations, under the supervision of the Gujarat Pollution Control Board (GPCB). We have maintained our consent to operate and continue to handle hazardous waste through GPCB authorized agencies. Additionally, we promote sustainability in material selection, opting for less hazardous substances wherever feasible.

High-calorific value waste is sent to cement kilns as co-fuel, contributing to energy recovery and reducing reliance on landfills. These initiatives reflect our ongoing efforts to protect the environment and preserve biodiversity across our operational footprint.

64.67%
Hazardous waste recycled and reused

1,036.87 MT
Waste recycled

26.67%
Reduction in waste intensity in terms of physical output

74.27%
Hazardous waste disposed

1,533.44 MT
Waste reused

SOCIAL – OUR PEOPLE

Nurturing a Culture of Excellence

Leveraging our employee centric approach, we have cultivated a dynamic and inclusive work environment that supports their overall growth and well-being. Through various employee engagement measures focused on continuous learning, we empower them to reach their full potential, drive innovation and contribute to our collective success.

94.26%
Male

5.73%
Female

Gender Diversity at the workplace

245
New employees onboarded in FY 2024-25

807
Number of training programs held during FY 2024-25

100%
of Employees trained during FY 2024-25

At Tatva Chintan, our people are at the core of heart, our most valuable asset. They are having right expertise, who is driving innovation and working with full dedication to lead the journey of our growth in the specialty chemicals industry. Through a holistic approach of people development, we aim to cultivate a work environment that empowers every individual to reach their full potential. We are committed to developing and empowering our team members to make sound business decisions. To achieve this, we are developing culture of engagement and motivation that encourages learning, growth & innovation. Throughout the full year, we organized various events, International Women's Day, Happy New Year, Happy Diwali, Dusshera celebration and Ganpati Utsav to celebrate the spirit of one team Tatva Chintan. Every month our Star Employee Award scheme recognizes best performer and encouraging them to do more continual improvement. To develop next generation leaders & their successor, a talent pool of high-potential employees and to take company into the next level of growth, we have introduced LDSP (Leadership Development & Succession Planning) program, wherein clear career growth plan is defined and under right way of implementation. To encourage learning & training, we have education assistance and study leave program for higher studies. To know the right pulse of employees, we have mentorship program and Sampark - A structured meeting platform. These initiatives ensure that our employees feel heard, valued, and empowered to contribute to the organization's success. Thus our philosophy is people centred on the belief that our employees holistic development is vital to achieving our long-term business goals.

We believe that diversity within our workforce enriches our organization, brings unique ideas, and experiences that drive innovation. At Tatva Chintan, diversity drives team engagement and create an inclusive environment where everyone feels respected, valued, and included. Fostering such a culture, our female employees bring their whole selves to work and feel comfortable sharing and expressing their opinions. Our diverse workforce enriches our organization, and we are committed to fostering an inclusive environment where everyone can thrive. We intensify our efforts to promote gender diversity and support the empowerment of women within our organization.

SOCIAL – COMMUNITY

Transforming Lives with Community Engagement

At Tatva Chintan, we are committed to contributing to the well-being and development of communities and the environment where we operate. Through targeted Corporate Social Responsibility (CSR) initiatives, we aim to transform lives and create a positive impact, empowering both communities and the society at large.

Focus Areas

Education and Skill Development

To foster inclusive learning and skill development, we enhanced educational infrastructure across several villages in the Bharuch district and Vadodara district of Gujarat:

- **Jageshwar Village:** Established a SMART Aanganwadi, promoting digital and early childhood education
- **Jolva Village:** Upgraded with SMART Aanganwadi and improved sanitation by renovating the wash area and installing a protective Chhajja
- **Lakhigam Village:** Comprehensive interventions included SMART upgrades and sanitation facilities at Aanganwadis, library enhancement and AV CCTV installation at the high school, and safe drinking water through a new RO room. Uniforms and school kits were also distributed to primary school students
- **Vav Village:** Developed a SMART Aanganwadi and constructed a multi-purpose shed to support extracurricular and other activities
- **Vadadala Village:** Improved the learning environment with electrification in two classrooms of the primary school
- **Vadodara:** Distributed scholarships to underprivileged students and adopted the Asha Deep Center to support education for children

These efforts have significantly improved access to quality education, enhanced learning environments, and empowered rural youth with better resources.

Environmental Sustainability and Rural Development

We continue to invest in rural infrastructure and green initiatives to support sustainable development:

- **Luvara Village:** Built a multi-purpose community shed.
- **Lakhigam Village:** Upgraded the community hall with electrification and ceiling fans, enhancing its usability for village meetings and social functions.
- Maintained ongoing green belt development to promote environmental awareness and improve community utility spaces

These initiatives support long-term rural resilience, environmental stewardship, and social engagement.

Healthcare

We are committed to improving rural healthcare through both infrastructure and service delivery:

- **Jageshwar Village:** Constructed sanitation facilities of 10 male and 10 female bathrooms, significantly improving hygiene standards at the Mithi Talav Ashram
- **Lakhigam Village:** Conducted fortnightly medical camps providing free health check-ups and basic treatments, ensuring continued care for underserved populations
- **Vav Village:** Distributed food kits to widowed women, addressing households' immediate nutritional needs

Our healthcare initiatives bridge the gap in rural medical access and promote community well-being.

Food Packet Distribution in Flood-Affected Areas

In response to natural calamities, we launched targeted food relief drives:

- **Vadodara:** Provided essential food kits in flood-affected areas of Vadodara city, ensuring quick and equitable relief to impacted families

These efforts reflect our commitment to humanitarian aid and community support during crises.

₹ 12.10 Million
Total CSR spend in FY 2024-25

1,000
Trees planted during FY 2024-25

~110K
Beneficiaries impacted

GOVERNANCE

Leadership with Vision

Guided by our esteemed Board, we embrace robust corporate governance principles, aligned with the best industry standards. Rooted in ethics, integrity and transparency, we prioritize good governance across the organization to mitigate risks, drive sustainable growth and maximize value creation for all our stakeholders.

50%	1	100%	100%
Independent Director	Women Director	Average Board Meeting Attendance during FY 2024-25	Average Attendance of Committee meetings during FY 2024-25

Our Governance Framework

Code of Conduct

Our comprehensive Code of Conduct policy defines the expected behavior and ethical standards to be followed by all employees and other stakeholders of the Company.

Anti-Corruption and Bribery Prevention Guidelines

Our commitment to promoting ethical corporate behavior through robust governance processes and internal controls is ably backed by our anti-corruption and bribery prevention strategy.

Whistleblower Policy

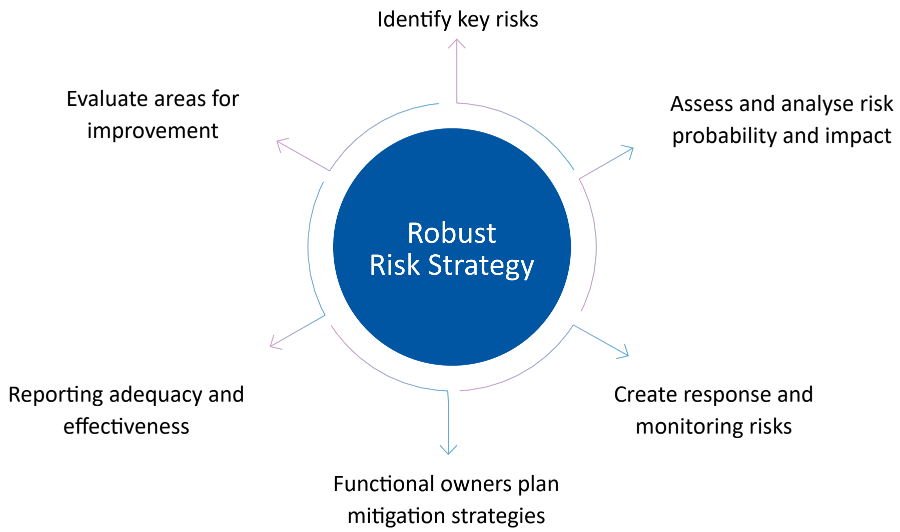
To foster a safe and harmonious workplace, we have established a Whistleblower Policy, encouraging employees and others to confidently report any unethical or fraudulent activities within our Company.

Compliance

We prioritize dynamic compliance management system with standard policies, stringent checks and a comprehensive compliance tool. This tool ensures robust governance, strict adherence to laws and regulators and offers timely updates and alerts with real-time monitoring and reporting of applicable compliances across locations. The Board conducts quarterly reviews of compliance progress and framework effectiveness, alongside monthly function level reviews. Additionally, we ensure transparent and timely disclosures in all report/document filings in line with necessary legal requirements.

Risk Management Framework

We have a robust Enterprise Risk Management (ERM) framework and procedures in place. Managed by the top management, it covers production, operations, procurement, marketing, and other support functions.



Risk registers are maintained by respective functions and project teams, with the Risk Management Committee conducting regular reviews and monitoring. Through dynamic governance, we ensure effective ERM, fostering collaboration between senior management personnel and leadership including the Board.

Board of Directors

Mr. Chintan Nitinkumar Shah
Chairman and Managing Director

Mr. Chintan Nitinkumar Shah holds a Bachelor of Engineering (Computer Science) from Maharaja Sayajirao University of Baroda. He holds over 29 years of deep expertise in business development, R&D, export, marketing and IT. Since 1996, he has served as the Chairman and Managing Director of the Company.

M

Mr. Ajaykumar Mansukhlal Patel
Whole Time Director

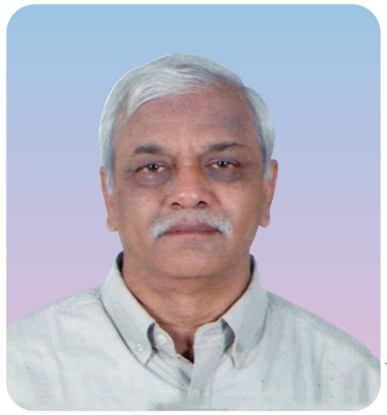
Mr. Ajaykumar Mansukhlal Patel is a dedicated chemical engineer from the Maharaja Sayajirao University of Baroda. He holds over 30 years of experience and oversees Project Engineering and Development alongside the implementation of new technology with profound expertise and passion.

M

Mr. Shekhar Rasiklal Somani
Whole Time Director

Mr. Shekhar Rasiklal Somani, with over 29 years of experience holds a Bachelor's degree in Pharmacy from Maharaja Sayajirao University of Baroda. He heads business development (domestic), quality and supply chain management at our Company.

C M



Dr. Manher Chimanlal Desai

Independent Director

Mr. Manher Chimanlal Desai, holding a Postgraduation in Organic Chemistry and a Doctorate in science from the University of Mumbai has extensive experience in the Specialty Chemicals Industry. Previously, he was associated with renowned companies such as Indian Dyestuff Industries Limited, Metrochem Industries Limited, Alaknanda Organics Limited and Heubach Colour Private Limited.

C M M M

CA Subhash Ambubhai Patel

Independent Director

CA Subhash Ambubhai Patel, with over 32 years of professional experience is a Commerce graduate from Maharaja Sayajirao University of Baroda, a distinguished Chartered Accountant and a Fellow Member of the Institute of Chartered Accountants of India. He is the Managing Partner at M/s. S. A. Patel & Co., Chartered Accountants.

C C M M M

Dr. Avani Rajesh

Independent Director

Dr. Avani Rajesh, holding a Master's in Applied Chemistry from the Maharaja Sayajirao University of Baroda and a Doctorate in Chemistry from Sardar Patel University serves as an Independent Director on the Board of the Company. She has over 23 years of academic, research and administration experience and is associated with TeamLease Skills University as a Professor, Dean Academics and incharge Provost.

C M M

- Audit Committee
- Stakeholders Relationship Committee
- Nomination and Remuneration Committee
- Risk Management Committee
- Corporate Social Responsibility Committee

M - Member C - Chairperson

Corporate Information

Name
Tatva Chintan Pharma Chem Limited

Corporate Identity Number
L24232GJ1996PLC029894

Registered Office
Plot No. 502 / 17, GIDC Estate, Ankleshwar,
Dist. Bharuch, Gujarat – 393 002, India
Telephone: +91 75748 48533/34
Fax: +91 265 263 8533

Corporate Office and R&D Center
Plot No. 353, Makarpura GIDC,
Vadodara, Gujarat – 390 010, India
Website: www.tatvachintan.com

Dahej SEZ Unit
Plot No. Z/103/F/1&2,
SEZ Area, Part-2, Dahej – 392 130,
Dist. Bharuch, Gujarat, India

Chairman and Managing Director
Mr. Chintan Nitinkumar Shah

Whole-Time Directors
Mr. Ajaykumar Mansukhlal Patel
Mr. Shekhar Rasiklal Somani

Independent Directors
Dr. Avani Rajesh Umatt
Dr. Manher Chimanlal Desai
CA Subhash Ambubhai Patel

Chief Financial Officer
Mr. Ashok Bothra

Company Secretary and Compliance Officer
Mr. Ishwar Nayi
E-mail: cs@tatvachintan.com

Statutory Auditor
NDJ & Co.
Chartered Accountants
Surat, Gujarat

Bankers (In alphabetical order)
CITI Bank NA
DBS Bank Limited
ICICI Bank Limited
State Bank of India

Registrar and Share Transfer Agent
MUFG Intime India Private Limited
(Formerly Link Intime India Private Limited)
C-101, 1st Floor, 247 Park
Lal Bahadur Shastri Marg, Vikhroli (West)
Mumbai, Maharashtra – 400 083, India
E-mail: vadodara@in.mpms.mufg.com
Website: www.in.mpms.mufg.com

Investor Grievance
E-mail: cs@tatvachintan.com / rnt.helpdesk@in.mpms.mufg.com

Notice

NOTICE IS HEREBY GIVEN THAT THE TWENTY NINTH (29TH) ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF TATVA CHINTAN PHARMA CHEM LIMITED ("THE COMPANY") WILL BE HELD ON FRIDAY, 26 SEPTEMBER 2025 AT 04:00 P.M. (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2025, together with the Reports of the Board of Directors and the Auditors thereon.

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2025, together with the Report of the Auditors thereon.

3. To declare dividend on equity shares for the financial year ended 31 March 2025.

4. To appoint a Director in place of Mr. Ajaykumar Mansukhlal Patel (DIN: 00183745) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. Re-appointment of Mr. Chintan Nitinkumar Shah (DIN: 00183618), as the Managing Director of the Company for a period of one (1) year with effect from 01 February 2026 and fixation of remuneration.

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

   "RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the Company and as approved and recommended by the Nomination and Remuneration Committee and by the Board of Directors of the Company and subject to such other approvals, permissions and sanctions including from Central Government, if any, as may be required, Mr. Chintan Nitinkumar Shah (DIN: 00183618) be and is hereby re-appointed as Managing Director of the Company to act as such, for a further period of one (1) year from 01 February 2026 to 31 January 2027 (both days inclusive), liable to retire by rotation, with substantial powers of management of the affairs of the Company as of a Managing Director, as defined under Section 2(54) of the said Act, but subject to the superintendence, direction and control of the Board of Directors of the Company; on the terms and conditions of appointment and remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting, with a liberty and power to the Board of Directors of the Company (including its Committee constituted for the purpose) to alter and vary the terms and conditions of the said re-appointment as agreed by and between the Board of Directors and Mr. Chintan Nitinkumar Shah.

   RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year the Company has no profits or inadequate profit, Mr. Chintan Nitinkumar Shah shall be paid remuneration, perquisites and / or allowances as stated in the explanatory statement as minimum remuneration.

   RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V of the Companies Act, 2013, the Board of Directors be and are hereby authorized to vary and alter the terms of appointment including salary, allowances, perquisites etc. payable to Mr. Chintan Nitinkumar Shah within such prescribed limit or ceiling and as agreed by and between the Company and Mr. Chintan Nitinkumar Shah without any further reference by the Company in General Meeting.

   RESOLVED FURTHER THAT pursuant to the prescribed provisions of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable regulations, and subject to the maximum remuneration approved by the members, approval of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Chintan Nitinkumar Shah, Managing Director, Promoter of the Company as per the requirements of Regulation 17(6)(e) of the SEBI Listing Regulations.

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

6. Re-appointment of Mr. Ajaykumar Mansukhlal Patel (DIN: 00183745), as the Whole-time Director of the Company for a period of one (1) year with effect from 01 February 2026 and fixation of remuneration.

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

   "RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the Company and as approved and recommended by the Nomination and Remuneration Committee and by the Board of Directors of the Company and subject to such other approvals, permissions and sanctions including from Central Government, if any, as may be required, Mr. Ajaykumar Mansukhlal Patel (DIN: 00183745) be and is hereby re-appointed as Whole-time Director of the Company to act as such, for a further period of one (1) year from 01 February 2026 to 31 January 2027 (both days inclusive), liable to retire by rotation, with substantial powers of management of the affairs of the Company as of a Whole-time Director, as defined under Section 2(94) of the said Act, but subject to the superintendence, direction and control of the Board of Directors of the Company; on the terms and conditions of appointment and remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting, with a liberty and power to the Board of Directors of the Company (including its Committee constituted for the purpose) to alter and vary the terms and conditions of the said re-appointment as agreed by and between the Board of Directors and Mr. Ajaykumar Mansukhlal Patel.

   RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year the Company has no profits or inadequate profit, Mr. Ajaykumar Mansukhlal Patel shall be paid remuneration, perquisites and / or allowances as stated in the explanatory statement as minimum remuneration.

   RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V of the Companies Act, 2013, the Board of Directors be and are hereby authorized to vary and alter the terms of appointment including salary, allowances, perquisites etc. payable to Mr. Ajaykumar Mansukhlal Patel within such prescribed limit or ceiling and as agreed by and between the Company and Mr. Ajaykumar Mansukhlal Patel without any further reference by the Company in General Meeting.

   RESOLVED FURTHER THAT pursuant to the prescribed provisions of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable regulations, and subject to the maximum remuneration approved by the members, approval of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Ajaykumar Mansukhlal Patel, Whole-time Director, Promoter of the Company as per the requirements of Regulation 17(6)(e) of the SEBI Listing Regulations.

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

7. Re-appointment of Mr. Shekhar Rasiklal Somani (DIN: 00183665), as the Whole-time Director of the Company for a period of one (1) year with effect from 01 February 2026 and fixation of remuneration.

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

   "RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the Company and as approved and recommended by the Nomination and Remuneration Committee and by the Board of Directors of the Company and subject to such other approvals, permissions and sanctions including from Central Government, if any, as may be required, Mr. Shekhar Rasiklal Somani (DIN: 00183665) be and is hereby re-appointed as Whole-time Director of the Company to act as such, for a further period of one (1) year from 01 February 2026 to 31 January 2027 (both days inclusive), liable to retire by rotation, with substantial powers of management of the affairs of the Company as of a Whole-time Director, as defined under Section 2(94) of the said Act, but subject to the superintendence, direction and control of the Board of Directors of the Company; on the terms and conditions of appointment and remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting, with a liberty and power to the Board of Directors of the Company (including its Committee constituted for the purpose) to alter and vary the terms and conditions of the said re-appointment as agreed by and between the Board of Directors and Mr. Shekhar Rasiklal Somani.

RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year the Company has no profits or inadequate profit, Mr. Shekhar Rasiklal Somani shall be paid remuneration, perquisites and / or allowances as stated in the explanatory statement as minimum remuneration.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V of the Companies Act, 2013, the Board of Directors be and are hereby authorized to vary and alter the terms of appointment including salary, allowances, perquisites etc. payable to Mr. Shekhar Rasiklal Somani within such prescribed limit or ceiling and as agreed by and between the Company and Mr. Shekhar Rasiklal Somani without any further reference by the Company in General Meeting.

RESOLVED FURTHER THAT pursuant to the prescribed provisions of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable regulations, and subject to the maximum remuneration approved by the members, approval of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Shekhar Rasiklal Somani, Whole-time Director, Promoter of the Company as per the requirements of Regulation 17(6)(e) of the SEBI Listing Regulations.

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

8. Re-appointment of Mr. Subhash Ambubhai Patel (DIN: 00535221) as an Independent Director of the Company

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the Company, Mr. Subhash Ambubhai Patel (DIN: 00535221), who was appointed as an Independent Director of the Company for a term of five (5) consecutive years commencing from 27 February 2021 to 26 February 2026 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years commencing from 27 February 2026 to 26 February 2031 (both days inclusive).

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

9. Re-appointment of Mr. Manher Chimanlal Desai (DIN: 09042598) as an Independent Director of the Company

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the Company, Mr. Manher Chimanlal Desai (DIN: 09042598), who was appointed as an Independent Director of the Company for a term of five (5) consecutive years commencing from 27 February 2021 to 26 February 2026 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years commencing from 27 February 2026 to 26 February 2031 (both days inclusive).

   RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable statutory provisions, the continuation of Mr. Manher Chimanlal Desai (DIN: 09042598), as a Non-Executive Independent Director of the Company who shall be attaining the age of 75 years on 14 July 2028 to hold office for a second term of five (5) consecutive years commencing from 27 February 2026 to 26 February 2031 (both days inclusive), be and is hereby approved.

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

10. Re-appointment of Mrs. Avani Rajesh Umatt (DIN: 09046170) as an Independent Director of the Company

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

    "RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the Company, Mrs. Avani Rajesh Umatt (DIN: 09046170), who was appointed as an Independent Director of the Company for a term of five (5) consecutive years commencing from 27 February 2021 to 26 February 2026 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years commencing from 27 February 2026 to 26 February 2031 (both days inclusive).

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

11. Appointment of Secretarial Auditors of the Company

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

    "RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to Regulation 24A and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and based on the recommendation(s) of the Audit Committee and the Board of Directors, M/s. TNT & Associates, Practicing Company Secretaries, Vadodara, (Firm Registration No. P2018GJ069800 and Peer Reviewed Certificate No. 3209/2023), be and are hereby appointed as the Secretarial Auditors of the Company, for conducting Secretarial Audit of the Company for a term of five (5) consecutive years with effect from Financial Year 2025-26 to Financial Year 2029-30, at such remuneration plus applicable taxes and out-of-pocket expenses, as mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

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

12. Ratification of remuneration payable to the Cost Auditors for the Financial Year 2025-26

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

    "RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Company hereby ratifies the remuneration of ₹ 80,000/- (Rupees Eighty Thousand Only) plus applicable taxes, if any, payable to M/s. Zarna Thakar & Associates, Cost Accountants (FRN: 005956) who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditors of the Company to conduct the Audit of the Cost Records maintained by the Company as prescribed under the Companies (Cost Record and Audit) Rules, 2014, as amended, for the Financial Year ended on 31 March 2026.

    RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to above resolution."

By Order of the Board of Directors

Ishwar Nayi
Company Secretary and Compliance Officer
Membership No. A37444

Date: 24 July 2025
Place: Vadodara

Registered Office:
Plot No. 502/17, GIDC Estate, Ankleshwar,
Dist. Bharuch-393002, Gujarat, India
CIN: L24232GJ1996PLC029894
Phone: +91 75748 48533/34
Fax: +91 265 263 8533
Website: www.tatvachintan.com
Email: cs@tatvachintan.com

Notes:

1. The explanatory statement as required under Section 102 of the Companies Act, 2013 (**"the Act"**) relating to the Ordinary / Special Business to be transacted at the Annual General Meeting (**"AGM"**) is annexed hereto and forms part of this notice.

2. The Ministry of Corporate Affairs (**"MCA"**) has vide its General Circular No. 14/2020, dated 8 April 2020, General Circular No. 17/2020 dated 13 April 2020, General Circular No. 20/2020 dated 5 May 2020, General Circular No. 22/2020 dated 15 June 2020, General Circular No. 33/2020 dated 28 September 2020, General Circular No. 39/2020 dated 31 December 2020, General Circular no. 02/2021 dated 13 January 2021, General Circular no. 21/2021 dated 14 December 2021, General Circular no. 02/2022 dated 05 May 2022, General Circular no. 10/2022 dated 28 December 2022, General Circular no. 09/2023 dated 25 September 2023 and General Circular no. 09/2024 dated 19 September 2024 (collectively **"MCA Circulars"**) and Securities and Exchange Board of India (**"SEBI"**) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020, circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021, circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022, circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05 January 2023, circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07 October 2023 and circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03 October 2024 (collectively referred to as **"SEBI Circulars"**), have permitted companies to conduct AGM through VC / OAVM, without the physical presence of the Member at a common venue, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**"SEBI Listing Regulations"**) the 29th AGM of the Company is being convened and conducted through VC. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

3. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM alongwith the Annual Report is being sent through electronic mode to those Members whose email addresses are registered with the Company/Depositories. A letter containing the web link, alongwith the exact path to access the complete details of the Annual Report, is being sent to members who have not registered their email address with Company/Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website www.tatvachintan.com, website of Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com, and on the website of Registrar and Share Transfer Agent, MUFG Intime India Private Limited ("MIIPL") (Formerly Link Intime India Private Limited) at URL: https://instavote.linkintime.co.in. The Company shall send a physical copy of the Annual Report 2024-25 to those Members who request the same at cs@tatvachintan.com mentioning their Folio No. / DP ID and Client ID.

4. The details required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment / re-appointment and/or fixation of remuneration at this AGM forms part as **Annexure-A** of the Notice.

5. **PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013, 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 THE 29TH AGM IS BEING HELD THROUGH VC AS PER THE MCA CIRCULARS, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE MADE AVAILABLE FOR THE 29TH AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE**.

6. Participation of members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

7. Facility of joining the AGM through VC / OAVM shall open 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 to at least 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, Stakeholders Relationship Committee and Risk Management Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

8. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC / OAVM. Institutional / Corporate members (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote electronically either during the remote e-voting period or during the AGM. The said Resolution / Authorization should be sent electronically through their registered email address to the Scrutinizer at csneerajtrivedi@gmail.com with a copy marked to the Company at cs@tatvachintan.com. Further instructions has been set out at Note No. 25.

9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM, based on the request being received on cs@tatvachintan.com.

10. All documents referred to in the Notice and Explanatory Statement will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM. Members seeking to inspect such documents can send an email to cs@tatvachintan.com.

11. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.

12. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to MUFG Intime India Private Limited, Registrar and Share Transfer Agent of the Company immediately by writing at Geetakunj, 1, Bhakti Nagar Society, Behind ABS Tower, Old Padra Road, Vadodara - 390015, Gujarat. Phone: 0265 3566768 or by sending a request on email at vadodara@in.mpms.mufg.com.

13. Process for registration of Email Id for obtaining Annual Report, User ID and password for e-voting:

    i. In case shares are held in physical mode, members who have not registered their email address and as a consequence may not receive the Notice may get their email address registered with the MUFG Intime India Private Limited by writing at Geetakunj, 1, Bhakti Nagar Society, Behind ABS Tower, Old Padra Road, Vadodara -390015, Gujarat. Phone: 0265 3566768 or by sending a request on email at vadodara@in.mpms.mufg.com.

    ii. In case shares are held in demat mode, members are requested to update Email Id and bank account details with their respective Depository Participants ("DPs").

14. Members holding the shares in physical mode are requested to notify immediately for change of their address and bank particulars to the Registrar and Share Transfer Agent of the Company.

    In case the shares are held in dematerialized form, then information should be furnished directly to their respective Depository Participant ("DP") only.

15. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, 13 September 2025 to Friday, 26 September 2025 (both days inclusive)** for the purpose of AGM. **Friday, 19 September 2025 ("cut-off date")**, would be the cut-off date for the purpose of reckoning the members / beneficial owners entitled to e-vote and attend the AGM through VC. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut-off date.

16. Dividend Related Information:

    Subject to approval of the Members at the said AGM, the dividend will be paid on or after **Friday, 03 October 2025** but before the expiry of statutory period of 30 days from the date of AGM, to the Members whose names appear on the Company's Register of Members as on the Record Date i.e. closure of business hours on **Friday, 12 September 2025 (Record date for dividend payment)** and in respect of the shares held in dematerialised mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

    The dividend of ₹ 1/- per fully paid-up equity share of ₹ 10/- each (i.e. 10%), if approved by the Members at the AGM, will be paid subject to the deduction of income-tax at source ("TDS"). Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. Dividend warrants / demand drafts will be dispatched to the registered address of the Members who have not updated their bank account details.

    Members are requested to register / update their complete bank details:

    a) with their Depository Participant(s) with which they maintain their demat accounts, if shares are held in dematerialized mode, by submitting forms and documents as may be required by the Depository Participant(s); and

    b) with the Company / MUFG Intime India Private Limited by writing at Geetakunj, 1, Bhakti Nagar Society, Behind ABS Tower, Old Padra Road, Vadodara -390015, Gujarat. Phone: 0265 3566768 or by emailing at cs@tatvachintan.com or vadodara@in.mpms.mufg.com, if shares are held in physical mode, by submitting:

        (i) Scanned copy of the signed request letter which shall contain Member's name, folio number, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details),

        (ii) Self-attested copy of the PAN card, and

        (iii) Cancelled cheque leaf.

    Tax Deductible at Source / Withholding tax:

    Pursuant to the requirement of Income Tax Act, 1961, the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders. The withholding tax rate may vary depending on the residential status of the shareholder and documents submitted by shareholder with the Company / MUFG Intime India Private Limited / Depository Participant.

17. **100 Days Campaign - "Saksham Niveshak" - for KYC and other related updations and Shareholder engagement to prevent transfer of Unpaid / Unclaimed dividends to Investor Education and Protection Fund ("IEPF")**

    Pursuant to Investor Education and Protection Fund Authority ("IEPFA"), Ministry of Corporate Affairs ("MCA") letter dated 16 July 2025, your Company has started a 100 Days campaign **"Saksham Niveshak"** from 28 July 2025 to 06 November 2025. During this Campaign, all the Shareholders who have not claimed their Dividend or have not updated their KYC and nomination details or face any issues related to Unpaid / Unclaimed dividends and KYC formalities may write to the Company's Registrar and Share Transfer Agent ("RTA") at: **MUFG Intime India Private Limited** (Formerly Link Intime India Private Limited), "Geetakunj" 1, Bhakti Nagar Society, Behind ABS Tower, Old Padra Road, Vadodara - 390015, Gujarat, India. Tel.: +91 265 3566768 | E-mail: vadodara@in.mpms.mufg.com | Website: www.in.mpms.mufg.com. The Shareholders may further note that this campaign has been started proactively to reach out to the Shareholders of the Company to register / update their KYC, bank mandates, Nominee and contact information etc. and claim their unpaid / unclaimed dividend in order to prevent their shares and dividend amount from being transferred to the IEPFA.

    Further, Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the Demat account of the IEPF Authority. In view of this, members / claimants are requested to claim their dividends from the Company within the stipulated timeline.

18. As the AGM of the Company is held through VC / OAVM, we therefore request the Members to register themselves as speaker by sending their question / express their views from their registered E-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at E-mail Id- cs@tatvachintan.com on or before **Tuesday, 23 September 2025**. The Members who have registered themselves as speaker will only be allowed to ask queries / express their views during the AGM. The Company reserves the right to limit the number of Members asking questions depending on the availability of time at the AGM.

19. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

20. In case of any queries regarding the Annual Report, the Members may write to cs@tatvachintan.com to receive response on email. Members desiring any information as regards to financial statements are requested to send an email to cs@tatvachintan.com, 7 days in advance before the date of the meeting to enable the management to keep full information ready on the date of AGM.

21. The Annual Report alongwith the Notice of AGM will be available on Company's website on https://www.tatvachintan.com.

22. 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) and the same can also be accessed through the Company's website at www.tatvachintan.com.

23. Investor Grievance Redressal: The Company has designated Mr. Ishwar Nayi, Company Secretary and Compliance Officer, Plot No. 353, GIDC, Makarpura, Vadodara-390010 Gujarat, India having Phone +91 75748 48533 / 34 and E-mail: cs@tatvachintan.com / rnt.helpdesk@in.mpms.mufg.com to enable investors to register their complaints, if any.

24. Other information relating to Remote E-Voting are as under:

    i. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI Listing Regulations, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by MUFG Intime India Private Limited. Shareholders who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by shareholders holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice. Resolution(s) passed by Members through e-Voting is / are deemed to have been passed as if they have been passed at the AGM.

    ii. The e-voting period begins on **Tuesday, 23 September 2025 at 9:00 a.m. (IST) and ends on Thursday, 25 September 2025 at 5:00 p.m. (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut- off date of **Friday, 19 September 2025 ("cut-off date for e-voting")**, may cast their vote electronically.

The e-voting module shall be disabled by MUFG Intime India Private Limited ("MIIPL") for voting thereafter.

iii. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.

iv. Any person who acquires shares of the Company and becomes a shareholders of the Company after sending of the Notice and holding shares as of the cut-off date of e-voting, may obtain the login ID and password by sending a request at rnt.helpdesk@in.mpms.mufg.com and vadodara@in.mpms.mufg.com. However, if he / she is already registered with MIIPL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote.

v. The Board of Directors has appointed M/s. TNT & Associates, Practicing Company Secretaries, Vadodara as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

vi. The Scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall provide, not later than two (2) working days of the conclusion of the Meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, Who shall countersign the same and declare the result of the voting forthwith.

vii. The results shall be declared forthwith by the Chairman or a person so authorised by him in writing on receipt of consolidated report from the Scrutinizer. The Results declared along with Scrutinizer's Report shall be placed to the stock exchanges, MIIPL and will also be displayed on the Company's website. Members may contact at E-mail Id vadodara@in.mpms.mufg.com or rnt.helpdesk@in.mpms.mufg.com for any grievances connected with voting by electronic means.

viii. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. 01 April 2019. Accordingly, the Company / MIIPL has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation. Further, in terms of SEBI Circular dated 02 July 2025, a special window has been opened for a period of six months from 07 July 2025 till 06 January 2026, only for re-lodgement of transfer deeds of physical shares, which were lodged prior to 01 April 2019 and were rejected, returned or not attended, due to deficiencies in the documents / process or otherwise. The shares re-lodged for transfer shall be issued only in demat mode after completing the due process. Eligible shareholders are requested to submit their request along with requisite documents to Company's Registrar and Share Transfer Agent.

ix. Members holding shares in physical mode are: a) required to submit their KYC and bank account details to the Company / MIIPL, if not registered with the Company / MIIPL, as mandated by SEBI by writing to the Company at cs@tatvachintan.com or to MIIPL at vadodara@in.mpms.mufg.com along with the details of folio no., self-attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque leaf.

x. Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in physical form may file their nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent i.e. MIIPL. In respect of shares held in electric / demat form, the nomination form may be filed with the respective Depository Participant.

xi. Non-Resident Indian members are requested to inform MIIPL / respective DPs, immediately of: a) Change in their residential status on return to India for permanent settlement b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

Members are requested to send all their documents and communications pertaining to shares to the Registrar and Share Transfer Agent of the Company – MUFG Intime India Private Limited, at their address at Geetakunj, 1, Bhakti Nagar Society, Behind ABS Tower, Old Padra Road, Vadodara-390015, Gujarat, Phone: 0265 3566768, for both physical and demat segments of Equity Shares.

Please quote on all such correspondence – "Unit – Tatva Chintan Pharma Chem Limited" For Shareholders queries – Telephone No. 0265 3566768, Email ID: vadodara@in.mpms.mufg.com, Website https://in.mpms.mufg.com/.

25. The Instructions of Remote E-Voting for Shareholders are as under:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11 July 2023, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Click on "Beneficial Owner" icon under "IDeAS Login Section".

c) Post 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.

d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account / generate 'OTP'

d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

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

METHOD 2 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the "Login" tab available under 'Shareholder/Member' section.

c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered email ID/ mobile number and click on login.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com & click on New System Myeasi Tab.

b) Enter existing username, Password & click on "Login".

c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com

b) Go to e-voting tab.

c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Login"** under 'SHARE HOLDER' tab.

InstaVote USER ID		
	NSDl	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Sign Up"** under 'SHARE HOLDER' tab & register with details as under:

InstaVote USER ID		
	NSDl	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
   - o Shareholders holding shares in **NSDL form**, shall provide 'D' above
   - o Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
5. Set the password of your choice.

   (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on **"Login"** under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

B. Select 'View' icon. E-voting page will appear.

C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in

B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

C. Fill up your entity details and submit the form.

D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

B. Click on "Investor Mapping" tab under the Menu Section

C. Map the Investor with the following details:

   1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

   2) 'Investor's Name - Enter Investor's Name as updated with DP.

   3) 'Investor PAN' - Enter your 10-digit PAN.

   4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

   NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

   Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

c) Enter the "Event No." for which you want to cast vote.

   Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "16-digit Demat Account No.".

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 request at evoting@nsdl.co.in 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 request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on **"Login"** under 'SHARE HOLDER' tab.
- Click **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

INSTAMEET VC INSTRUCTIONS FOR SHAREHOLDERS:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

a) Visit URL: https://instameet.in.mpms.mufg.com & click on **"Login"**.

b) Select the "Company Name" and register with your following details:

c) Select Check Box - **Demat Account No. / Folio No. / PAN**

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

d) Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

a) Shareholders who would like to speak during the meeting must register their request on or before **Tuesday, 23 September 2025** with the company on the cs@tatvachintan.com.

b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.

c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

a) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"

b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET

c) Click on 'Submit'.

d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

f) After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders / Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting.

Shareholders / Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend / participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders / Members are encouraged to join the Meeting through Tablets / Laptops connected through broadband for better experience.

Shareholders / Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders / Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio / Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 5, 6 and 7

The agenda item nos. 5, 6 and 7 of the Notice relates to the approval for re-appointment and remuneration and providing facilities to:

a. Mr. Chintan Nitinkumar Shah (DIN: 00183618) as Managing Director of the Company for a further period of one (1) year w.e.f. 01 February 2026 to 31 January 2027 (both days inclusive);

b. Mr. Ajaykumar Mansukhlal Patel (DIN: 00183745) as Whole-time Director of the Company for a further period of one (1) year w.e.f. 01 February 2026 to 31 January 2027 (both days inclusive).

c. Mr. Shekhar Rasiklal Somani (DIN: 00183665) as Whole-time Director of the Company for a further period of one (1) year w.e.f. 01 February 2026 to 31 January 2027 (both days inclusive).

Mr. Chintan Nitinkumar Shah, Mr. Ajaykumar Mansukhlal Patel and Mr. Shekhar Rasiklal Somani were appointed as Managing Director and Whole-time Director(s) respectively of the Company at the Extra- Ordinary General Meeting of the Company held on 27 January 2021 for a period of 5 years from 01 February 2021 to 31 January 2026 (both days inclusive) and accordingly, their present term of office shall come to an end on 31 January 2026.

Under their visionary leadership, the Company has consistently achieved significant growth since incorporation. They have played a vital role in steering the Company through challenging times, including the Covid-19 pandemic, global economic uncertainties, geopolitical conflicts, supply chain disruptions, and other market volatilities. Their strategic foresight, commitment to innovation, and focus on operational excellence have positioned the Company to not only withstand these challenges but also identify new avenues for sustainable growth and value creation. Hence, considering the rich and varied experience, hard work, expertise management of industries and progress made by the Company under their leadership, the Board of Directors felt that it would be in the best interest of the Company to continue to avail services of Mr. Chintan Nitinkumar Shah, Mr. Ajaykumar Mansukhlal Patel and Mr. Shekhar Rasiklal Somani.

In accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and such other approvals as may be necessary, the Board of Directors at its meeting held on 24 July 2025, on the recommendation of Nomination and Remuneration Committee, unanimously approved the re-appointment and remuneration payable to Mr. Chintan Nitinkumar Shah (DIN: 00183618), Managing Director, Mr. Ajaykumar Mansukhlal Patel (DIN: 00183745), Whole-time Director and Mr. Shekhar Rasiklal Somani (DIN: 00183665), Whole-time Director of the Company for a period of one (1) year from 01 February 2026 to 31 January 2027 (both days inclusive), liable to retire by rotation.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Chintan Nitinkumar Shah, Mr. Ajaykumar Mansukhlal Patel and Mr. Shekhar Rasiklal Somani are as under:

1) **Period of Appointment:**

One (1) year w.e.f. 01 February 2026 to 31 January 2027 (both days inclusive).

2) **Remuneration:**

The Company shall pay to Mr. Chintan Nitinkumar Shah, Mr. Ajaykumar Mansukhlal Patel and Mr. Shekhar Rasiklal Somani the fixed gross remuneration (apart from the PF, Superannuation and Gratuity) of ₹ 16,503,252/- per annum ("p.a.") to each Director as may be approved by the Board of Directors (which includes any Committee thereof) from time to time. The gross remuneration payable to each Director w.e.f. 01 February 2026 to 31 January 2027 (both days inclusive) shall be categorized as follows;

1) **Basic Salary:** ₹ 5,080,032/- p.a.

2) **Allowances:** ₹ 11,423,220/- p.a.

3) **Perquisites:**

a) **Leave:** Working hours / days and leaves (including leave encashment) would be as per Company’s rules.

b) **Company Contribution to Provident Fund:** ₹ 621,792/- p.a.

c) **Medical Expenses:** Premium on medical and / or health insurance policy (whether in India and / or abroad), for self and family.

d) **Other Perquisites:** Other facilities like telephone and company’s car, will be provided for business purposes.

4) **Minimum Remuneration:**

In the event of loss / no profits or inadequacy of profits in any financial year during their tenure, Mr. Chintan Nitinkumar Shah, Mr. Ajaykumar Mansukhlal Patel and Mr. Shekhar Rasiklal Somani shall be entitled to receive a total remuneration including perquisites, etc., set out above as approved by the Board of Directors and the Members of the Company, as the minimum remuneration.

5) No sitting fees shall be paid for attending the meeting of the Board of Director or Committee thereof.

6) Income-Tax in respect of the above remuneration shall be deducted as per the applicable Income Tax Laws / Rules.

7) Mr. Chintan Nitinkumar Shah, Mr. Ajaykumar Mansukhlal Patel and Mr. Shekhar Rasiklal Somani are liable to retire by rotation during their tenure as Managing Director and Whole-time Director(s) respectively.

8) Managing Director and Whole-time Director(s) shall be entitled to be paid / reimbursed by the Company all costs, charges and expenses including entertainment expenses as may be incurred by them for business purpose or on behalf of the Company subject to such ceiling as may be decided by the Board (including Committees).

3) **Powers and responsibilities:**

a) The Managing Director and Whole-time Director(s) will carry out such functions, exercise such powers and perform such duties as the Board of Directors of the Company (hereinafter called “the Board”) shall from time to time in its absolute discretion determine and entrust to them, subject, nevertheless to the provisions of the Companies Act, 2013 or any statutory modifications or re-enactment thereof for the time being in force.

b) The Managing Director and Whole-time Director(s) will, to the best of their skill and ability, endeavour to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and also such orders and directions as may from time to time be given to them by the Board of Directors of the Company.

c) The Managing Director and Whole-time Director(s) shall at all times act in the best interests of the Company and all its stakeholders and keep the Board of Directors informed of any developments or matters that have materially impaired, or are reasonably likely to materially impair, the interests of the Company and / or any of its stakeholders.

d) Subject to the superintendence, control and direction of the Board, the Managing Director and Whole-time Director(s) shall (i) have the general control of the business of the Company and be vested with the Management and day to day affairs of the Company (ii) have the authority to enter into contracts on behalf of the Company in the ordinary course of business and (iii) have the authority to do and perform all other acts and things which in the ordinary course of such business they may consider necessary or proper in the best interest of the Company.

e) The Managing Director and Whole-time Director(s) shall devote the whole of their time, attention and abilities to manage the business of the Company and shall use their best endeavour to promote its interest and welfare.

f) During the tenure of their term, the Managing Director and Whole-time Director(s) shall not directly or indirectly engage themselves in any other employment, business or occupation of whatsoever nature. However, they may with the prior approval of the Board of Directors, hold Directorship in other companies.

g) The terms and conditions of appointment and the payment of remuneration to the Managing Director and Whole-time Director(s) may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its discretion deem fit and in accordance with the provisions of the Companies Act, 2013 or any amendments made hereafter in this regard and within the overall approval given by the Members.

4) **General:**

a) The Managing Director and Whole-time Director(s) shall perform such duties as shall from time to time be entrusted to them by the Board, subject to superintendence, guidance and control of the Board.

b) The Managing Director and Whole-time Director(s) shall act in accordance with the Articles of Association of the Company and shall abide by the provisions of Section 166 of the Companies Act, 2013 with regard to duties of Directors.

c) The Managing Director and Whole-time Director(s) shall adhere to the Company’s Code of Conduct.

d) The office of the Managing Director and Whole-time Director(s) may be terminated by the Company or by them by giving 6 (six) months’ prior notice in writing.

Mr. Chintan Nitinkumar Shah, Mr. Ajaykumar Mansukhlal Patel, and Mr. Shekhar Rasiklal Somani, satisfy all the conditions mentioned in Part I of Schedule V to the Act and also satisfy conditions mentioned under section 196(3) of the Companies Act, 2013. They are not disqualified from being appointed as Director under section 164 of the Companies Act, 2013.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Chintan Nitinkumar Shah, Mr. Ajaykumar Mansukhlal Patel, and Mr. Shekhar Rasiklal Somani under Section 190 of the Act.

The information required under Section II, Part II of Schedule V of the Companies Act, 2013 in case of Special Resolutions are as follows:

I.	**General information:**	
(1)	Nature of industry	Specialty Chemicals
(2)	Date or expected date of commencement of commercial production	The Company is in operation since the year 1996
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
(4)	Financial performance based on given indicators	As per the Audited Financial Results for the year ended 31.03.2025

Particulars	Amount (In ₹ Million) 2024-25
Revenue from operations	3,664.15
Other income	35.61
EBITDA (Including other income)	294.05
EBITDA (Excluding other income)	258.44
Interest and financial charges	12.90
Depreciation and amortisation expense	276.54
Profit/(Loss) before exceptional item and taxes	4.61
Exceptional item	-
Tax expense	1.34
Profit / (Loss) for the year	3.27
Other comprehensive income	(2.17)
Total comprehensive income	1.10

(5) Foreign investments or collaborations, if any. The Company has two Wholly Owned Subsidiaries as detailed below;

Sr. No.	Name of the Company	Location	Investments (Amount in ₹ Million)
1.	Tatva Chintan USA Inc.	United States of America	6.66
2.	Tatva Chintan Europe B.V.	Amsterdam, The Netherlands	0.01

ii. Information about the appointee:

Name and Designation of the Director	Mr. Chintan Nitinkumar Shah (DIN: 00183618), Managing Director	Mr. Ajaykumar Mansukhlal Patel (DIN: 00183745), Whole-time Director	Mr. Shekhar Rasiklal Somani (DIN: 00183665), Whole-time Director
(1) Background details	He, aged 52, is a Bachelor of Engineering (Computer Science). He is one of the founding members and promoters of Tatva Chintan Pharma Chem Limited. He joined the Company in the year 1996. He has over 29 years of experience in the manufacturing / specialty chemical industry.	He, aged 53, is a Bachelor of Engineering (Chemical). He is one of the founding members and promoters of Tatva Chintan Pharma Chem Limited. He joined the Company in the year 1996. He has over 30 years of experience in the manufacturing / specialty chemical industry.	He, aged 51, is a Bachelor's degree in pharmacy. He is one of the founding members and promoters of Tatva Chintan Pharma Chem Limited. He joined the Company in the year 1996. He has over 29 years of experience in the manufacturing / specialty chemical industry.

ii. Information about the appointee: (Cont.)

(2) Past remuneration	₹ 16,503,252/- plus ₹ 621,792/- as a Company Contribution to Provident Fund was paid as remuneration during the year ended 31 March 2025.	₹ 16,503,252/- plus ₹ 621,792/- as a Company Contribution to Provident Fund was paid as remuneration during the year ended 31 March 2025.	₹ 16,503,252/- plus ₹ 621,792/- as a Company Contribution to Provident Fund was paid as remuneration during the year ended 31 March 2025.
(3) Recognition or awards	The Company has received various awards and recognition during his tenure as a Managing Director of the Company.	The Company has received various awards and recognition during his tenure as a Whole-time Director of the Company.	The Company has received various awards and recognition during his tenure as a Whole-time Director of the Company.
(4) Job profile and his suitability	He is highly experienced and is responsible for, among others, business development, R&D, export marketing, IT and overall supervision and Control of affairs of the business. He shall perform and discharge all such duties and responsibilities as may from time to time be assigned and entrusted to him by the Board. He is also member of Audit Committee.	He is highly experienced and is responsible for, among others, project engineering and development and implementation of new technology in the Company. He shall perform and discharge all such duties and responsibilities as may from time to time be assigned and entrusted to him by the Board. He is also member of Corporate Social Responsibility Committee.	He is highly experienced and is responsible for, among others, business development (Domestic), quality, and supply chain management in the Company. He shall perform and discharge all such duties and responsibilities as may from time to time be assigned and entrusted to him by the Board. He is also chairman of Risk Management Committee and member of Stakeholders Relationship Committee.
(5) Remuneration proposed	Basic Salary ₹ 5,080,032/-, Allowances: ₹ 11,423,220/-, Total ₹ 16,503,252/- per annum and perquisites more particularly described in the explanatory statement above.	Basic Salary ₹ 5,080,032/-, Allowances: ₹ 11,423,220/-, Total ₹ 16,503,252/- per annum and perquisites more particularly described in the explanatory statement above.	Basic Salary ₹ 5,080,032/-, Allowances: ₹ 11,423,220/-, Total ₹ 16,503,252/- per annum and perquisites more particularly described in the explanatory statement above.
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Looking to the size of the Company, the profile of the appointee, the responsibilities shouldered by him, the above said remuneration is commensurate with the remuneration package paid to similar senior level appointees in other Companies. The current remuneration being paid to the Managing Director (looking at the profile of the position and person) is equal or lower than the remuneration being paid by the companies' having comparable size in the industry in which the Company operates.	Looking to the size of the Company, the profile of the appointee, the responsibilities shouldered by him, the above said remuneration is commensurate with the remuneration package paid to similar senior level appointees in other Companies. The current remuneration being paid to the Whole-time Director (looking at the profile of the position and person) is equal or lower than the remuneration being paid by the companies' having comparable size in the industry in which the Company operates.	Looking to the size of the Company, the profile of the appointee, the responsibilities shouldered by him, the above said remuneration is commensurate with the remuneration package paid to similar senior level appointees in other Companies. The current remuneration being paid to the Whole-time Director (looking at the profile of the position and person) is equal or lower than the remuneration being paid by the companies' having comparable size in the industry in which the Company operates.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any.	Besides the remuneration proposed, he also holds 4,897,219 equity shares of the Company. Other than this the Managing Director does not have any other pecuniary relationship with the Company.	Besides the remuneration proposed, he also holds 4,000,000 equity shares of the Company. Other than this the Whole-time Director does not have any other pecuniary relationship with the Company.	Besides the remuneration proposed, he also holds 5,396,861 equity shares of the Company. Other than this the Whole-time Director does not have any other pecuniary relationship with the Company.

III.	Other information:	
	Reasons of loss or inadequate profits	The Company does not envisage any loss or inadequate profits. However, various factors including global economic fluctuations, supply chain disruptions, global banks failure, inflation, geopolitical conflicts, unforeseen market shifts, hike in the interest rate, rising operating cost and challenging business environment may affect the profitability of the Company in future. All the three Directors are putting their best efforts for the growth of the Company and therefore the proposed remuneration will justify their contribution in the performance and growth of the Company. Hence, the Company proposes to obtain approval of Members as an abundant caution in case the standalone profits are insufficient to pay the managerial remuneration as above.
	Steps taken or proposed to be taken for improvement	The Company is always looking forward to take all such steps and measures including expansion, diversification, cost optimization, productivity improvement, which are in the best interest of the company. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins.
	Expected increase in productivity and profits in measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to estimate profits in measurable terms.
IV.	Disclosures:	
	The information, as required, is provided under Corporate Governance Section of the Annual Report 2024-25. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel.	

This resolution be considered in compliance of the Section 197 read with Schedule V of the Companies Act, 2013 which require the Company to obtain the approval of Members by means of a Special resolution where the remuneration payable may exceed the limits in case of no profits or inadequacy of profits.

The details of Mr. Chintan Nitinkumar Shah, Mr. Ajaykumar Mansukhlal Patel and Mr. Shekhar Rasiklal Somani pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure-A" to this Notice.

Further, Mr. Chintan Nitinkumar Shah, Mr. Ajaykumar Mansukhlal Patel and Mr. Shekhar Rasiklal Somani has also confirmed that they are not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to Circulars dated 20 June 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Members may note that the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the Special Resolution set out at Item No. 5, 6 and 7 of the accompanying Notice for approval of the Members of the Company.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Chintan Nitinkumar Shah, Mr. Ajaykumar Mansukhlal Patel and Mr. Shekhar Rasiklal Somani and their relatives, has any concern or interest, financial or otherwise, in the resolution set forth at Item No. 5, 6 and 7 of this Notice.

ITEM NO. 8, 9 and 10

The agenda item nos. 8, 9 and 10 of the Notice relates to the approval for re-appointment of:

a. Mr. Subhash Ambubhai Patel (DIN: 00535221) as Independent Director of the Company for a second term of five (5) consecutive years commencing from 27 February 2026 to 26 February 2031 (both days inclusive);

b. Mr. Manher Chimanlal Desai (DIN: 09042598) as Independent Director of the Company for a second term of five (5) consecutive years commencing from 27 February 2026 to 26 February 2031 (both days inclusive);

c. Mrs. Avani Rajesh Umatt (DIN: 09046170) as Independent Director of the Company for a second term of five (5) consecutive years commencing from 27 February 2026 to 26 February 2031 (both days inclusive);

Pursuant to the relevant provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as 'the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") as amended, Mr. Subhash Ambubhai Patel (DIN: 00535221), Mr. Manher Chimanlal Desai (DIN: 09042598) and Mrs. Avani Rajesh Umatt (DIN: 09046170) were appointed as an Independent Director(s) of the Company at the Extra- Ordinary General Meeting of the Company held on 27 February 2021 for a period of five (5) consecutive years and who hold office as an Independent Director(s) of the Company up to 26 February 2026 ("first term"). As per Section 149(10) of the Act an Independent Director shall hold office for a term up to five consecutive years on the Board and shall be eligible for re-appointment on passing a Special Resolution by the Company.

The Nomination and Remuneration Committee, on the basis of the report of performance evaluation, has recommended re-appointment of

1. Mr. Subhash Ambubhai Patel,
2. Mr. Manher Chimanlal Desai and
3. Mrs. Avani Rajesh Umatt

as an Independent Director(s) for a second term of five (5) consecutive years commencing from 27 February 2026 to 26 February 2031 (both days inclusive).

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and the report of performance evaluation, considered that their professional expertise coupled with valuable contributions made by them during their present tenure, it would be in the beneficial interest of the Company to continue to avail their services as an Independent Director(s). Accordingly, it is proposed to re-appoint Mr. Subhash Ambubhai Patel, Mr. Manher Chimanlal Desai and Mrs. Avani Rajesh Umatt, as an Independent Director(s) of the Company, not liable to retire by rotation and to hold office for a second term of five (5) consecutive years commencing from 27 February 2026 to 26 February 2031 (both days inclusive)

As per the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Notified on 09 May 2018, with effect from 01 April 2019 consent of the shareholders by way of Special Resolutions shall be required for continuation of directorship of Non-Executive Directors of the company who have attained the age of 75 years.

Mr. Manher Chimanlal Desai (DIN: 09042598), Non-Executive Independent Director of the Company, shall attain the age of 75 years on 14 July 2028. Special Resolution at Resolution No. 9 is proposed for approval by the Members of the Company. The special resolution, once passed, shall also be deemed as your approval under the aforesaid regulation, for continuation of Mr. Manher Chimanlal Desai as Non-Executive Independent Director beyond the age of 75 years.

The Company has received requisite disclosures and declarations from Mr. Subhash Ambubhai Patel, Mr. Manher Chimanlal Desai and Mrs. Avani Rajesh Umatt required under the Act and the SEBI Listing Regulations. Mr. Subhash Ambubhai Patel, Mr. Manher Chimanlal Desai and Mrs. Avani Rajesh Umatt are not disqualified from being appointed as Director in terms of Section 164 of the Act and has given their consent to act as Director.

Mr. Subhash Ambubhai Patel, Mr. Manher Chimanlal Desai and Mrs. Avani Rajesh Umatt has also confirmed that they are in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to their registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Mr. Subhash Ambubhai Patel is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA. Mr. Manher Chimanlal Desai and Mrs. Avani Rajesh Umatt has successfully qualified the online proficiency self-assessment test conducted by IICA.

The Company has also received notice(s) in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Subhash Ambubhai Patel, Mr. Manher Chimanlal Desai and Mrs. Avani Rajesh Umatt for the office of Independent Director(s) of the Company.

In the opinion of the Board of Directors of the Company, Mr. Subhash Ambubhai Patel, Mr. Manher Chimanlal Desai and Mrs. Avani Rajesh Umatt fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director(s) and are independent of the Management. Further, Mr. Subhash Ambubhai Patel, Mr. Manher Chimanlal Desai and Mrs. Avani Rajesh Umatt has also confirmed that they are not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to Circulars dated 20 June 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

The terms and conditions of re-appointment of Mr. Subhash Ambubhai Patel, Mr. Manher Chimanlal Desai and Mrs. Avani Rajesh Umatt are uploaded on the website of the Company at https://www.tatvachintan.com/webfiles/CorporateGovernance/PDF/terms-and-conditions-for-appointment-of-independent-directors.pdf and will also be available for inspection by the Members. Members who wish to inspect the same can send a request to the e-mail at cs@tatvachintan.com.

The details of Mr. Subhash Ambubhai Patel, Mr. Manher Chimanlal Desai and Mrs. Avani Rajesh Umatt pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure-A" to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Subhash Ambubhai Patel, Mr. Manher Chimanlal Desai and Mrs. Avani Rajesh Umatt as an Independent Director(s) is now placed for the approval of the Members by a Special Resolution.

Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the Special

Resolution set out at Item No. 8, 9 and 10 of the accompanying Notice for approval of the Members of the Company.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Subhash Ambubhai Patel, Mr. Manher Chimanlal Desai, Mrs. Avani Rajesh Umatt and their relatives, has any concern or interest, financial or otherwise, in the resolution set forth at Item No. 8, 9 and 10 of this Notice.

ITEM NO. 11

Pursuant to the provisions of Section 204 and other applicable provisions of the Act, if any, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, every listed company is required to annex with its Board's Report, a Secretarial Audit Report given by a Company Secretary in Practice.

Further, pursuant to Regulation 24A of the SEBI Listing Regulations, read with applicable SEBI Circulars, as amended from time to time, every listed entity shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and the appointment of such Secretarial Auditor shall be approved by the Members of the Company at the Annual General Meeting.

The Board of Directors of the Company, at its meeting held on 02 May 2025, on the recommendation(s) of the Audit Committee has, after considering and evaluating various proposals and factors such as independence, industry experience, technical skills, audit team, quality of audit reports, etc. recommended the appointment of M/s. TNT & Associates, Practicing Company Secretaries, Vadodara, a peer reviewed firm, as the Secretarial Auditors of the Company, to the Members at the ensuing AGM for a term of five (5) consecutive years commencing from Financial Year 2025-26 to Financial Year 2029-30, subject to the approval of the Members, at a remuneration of ₹ 225,000/- plus applicable taxes and out-of-pocket expenses for financial year 2025-26 and for subsequent years(s) of their term, such fees as mutually agreed between the Board of Directors and the Secretarial Auditors.

Besides the audit services, the Company would also obtain certifications from the Secretarial Auditors as required by banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the audit committee.

M/s. TNT & Associates is a partnership firm of Practicing Company Secretaries, promoted by Niraj Trivedi and catering services to many listed, unlisted and multinational companies. The firm has its head office at Vadodara and Branch Office at Ahmedabad. The promoter Niraj Trivedi is in practice since last 25 years. M/s. TNT & Associates specializes in corporate laws, capital market transactions, listing and de-listing of equity shares, compliance audits and corporate governance. M/s. TNT & Associates is a peer reviewed firm with having dedicated and sincere team of 18 plus people including 6 experienced Company Secretaries.

As required under the SEBI Listing Regulations, M/s. TNT & Associates holds a valid certificate issued by the Peer Review Board of ICSI. M/s. TNT & Associates has consented to its appointment as Secretarial Auditors of the Company. They have confirmed that they do not incur any disqualification specified under SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31 December 2024 and that their appointment, if made, shall be in accordance with Section 204 and other applicable provisions of the Act, rules framed thereunder and the applicable provisions of the SEBI Listing Regulations. M/s. TNT & Associates has been associated with the Company as Secretarial Auditor since 2021.

The recommendation is based on the fulfilment of the eligibility criteria and qualification prescribed under the Act & Rules made thereunder and SEBI Listing Regulations with regard to the full time partners, secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.

The Board recommends the resolution set forth in Item No. 11 for approval of the Members by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at Item No. 11 of this Notice.

ITEM NO. 12

Based on the recommendation of the Audit Committee, the Board of Directors had appointed M/s. Zarna Thakar & Associates, Cost Accountants (FRN: 005956), who are in Whole Time Practice, as Cost Auditors of the Company to carry out the audit of the cost records maintained by the Company for the financial year 2025-26 and also fixed their remuneration for the said purpose. Pursuant to the provisions of Section 148 and any other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) remuneration payable to the Cost Auditors is required to be ratified and confirmed by the Members of the Company.

The Board recommends the resolution set forth in Item No. 12 for approval of the Members by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at Item No. 12 of this Notice.

By Order of the Board of Directors

Ishwar Nayi
Date: 24 July 2025 **Company Secretary and Compliance Officer**
Place: Vadodara Membership No. A37444

Registered Office:
Plot No. 502/17, GIDC Estate, Ankleshwar,
Dist. Bharuch-393002, Gujarat, India
CIN: L24232GJ1996PLC029894
Phone: +91 75748 48533/34
Fax: +91 265 263 8533
Website: www.tatvachintan.com
Email: cs@tatvachintan.com

Annexure - A to the Notice

PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED (INCLUDING ANY STATUTORY MODIFICATION(S) OR RE-ENACTMENT(S) THEREOF, FOR THE TIME BEING IN FORCE) AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, INFORMATION ABOUT THE DIRECTOR PROPOSED TO BE RE-APPOINTED AND / OR FIXATION OF REMUNERATION IS FURNISHED BELOW:

Profile of the Director being re-appointed and / or fixation of remuneration at the ensuing AGM

Name of Director	Mr. Chintan Nitinkumar Shah (Managing Director)	Mr. Ajaykumar Mansukhlal Patel (Whole-time Director)	Mr. Shekhar Rasiklal Somani (Whole-time Director)
Director Identification Number ("DIN")	00183618	00183745	00183665
Date of Birth	29 April 1973	27 February 1972	11 January 1974
Age	52 years	53 years	51 years
Nationality	Indian	Indian	Indian
Education & Qualification	Bachelor of Engineering (Computer Science)	Bachelor of Engineering (Chemical)	Bachelor's degree in pharmacy
Brief Resume & Nature of Expertise in specific Functional areas	Mr. Chintan Nitinkumar Shah has over 29 years of experience in the manufacturing / specialty chemical industry.	Mr. Ajaykumar Mansukhlal Patel has over 30 years of experience in the manufacturing / specialty chemical industry	Mr. Shekhar Rasiklal Somani has over 29 years of experience in the manufacturing / specialty chemical industry.
Date of Appointment	12 June 1996	12 June 1996	12 June 1996
Relationship with other Directors and Key Managerial Personnel of the Company	Mr. Chintan Nitinkumar Shah does not have any relationship with other Director(s), Manager and Other Key Managerial Personnel which may create conflict of interest.	Mr. Ajaykumar Mansukhlal Patel does not have any relationship with other Director(s), Manager and Other Key Managerial Personnel which may create conflict of interest.	Mr. Shekhar Rasiklal Somani does not have any relationship with other Director(s), Manager and Other Key Managerial Personnel which may create conflict of interest.
Other Listed Companies in which Directorship held as on 31 March 2025	None	None	None
Chairman / Membership of the Committees of the Board of the Company	Tatva Chintan Pharma Chem Limited Audit Committee: Member	Tatva Chintan Pharma Chem Limited Corporate Social Responsibility Committee: Member	Tatva Chintan Pharma Chem Limited Risk Management Committee: Chairman Stakeholders Relationship Committee: Member
Chairman / Membership of Audit Committee and Stakeholders' Relationship Committees in other Listed Companies as on 31 March 2025	None	None	None
Names of Listed Entities from which Director has resigned in the past three years	None	None	None
No. of Shares held in the Company as at 31 March 2025	48,97,219 shares	40,00,000 shares	53,96,861 shares

Name of Director	Mr. Chintan Nitinkumar Shah (Managing Director)	Mr. Ajaykumar Mansukhlal Patel (Whole-time Director)	Mr. Shekhar Rasiklal Somani (Whole-time Director)
Terms and conditions for Re-reappointment	Period of Appointment – One (1) year commencing from 01 February 2026, the date of appointment upto 31 January 2027. Remuneration: ₹ 16,503,252/- (Rupees One Crores Sixty Five Lakhs Three Thousand Two Hundred and Fifty Two only) per annum and perquisites more particularly described in the explanatory statement above.	Period of Appointment – One (1) year commencing from 01 February 2026, the date of appointment upto 31 January 2027. Remuneration: ₹ 16,503,252/- (Rupees One Crores Sixty Five Lakhs Three Thousand Two Hundred and Fifty Two only) per annum and perquisites more particularly described in the explanatory statement above.	Period of Appointment – One (1) year commencing from 01 February 2026, the date of appointment upto 31 January 2027. Remuneration: ₹ 16,503,252/- (Rupees One Crores Sixty Five Lakhs Three Thousand Two Hundred and Fifty Two only) per annum and perquisites more particularly described in the explanatory statement above.
Remuneration last drawn	₹ 16,503,252/- plus ₹ 621,792/- as a Company Contribution to Provident Fund was paid as remuneration during the year ended 31 March 2025.	₹ 16,503,252/- plus ₹ 621,792/- as a Company Contribution to Provident Fund was paid as remuneration during the year ended 31 March 2025.	₹ 16,503,252/- plus ₹ 621,792/- as a Company Contribution to Provident Fund was paid as remuneration during the year ended 31 March 2025.
Number of Meetings of the Board attended during the financial year 2024-25	04	04	04

Name of Director	Mr. Subhash Ambubhai Patel (Independent Director)	Mr. Manher Chimanlal Desai (Independent Director)	Mrs. Avani Rajesh Umatt (Independent Director)
Director Identification Number ("DIN")	00535221	09042598	09046170
Date of Birth	01 June 1960	14 July 1953	19 June 1972
Age	65 years	72 years	53 years
Nationality	Indian	Indian	Indian
Education & Qualification	Chartered Accountant and Bachelor of Commerce	Doctorate in Science and Post Graduate in Organic Chemistry	Doctorate in Chemistry and Master's degree in Applied Chemistry
Brief Resume & Nature of Expertise in specific Functional areas	Mr. Subhash Ambubhai Patel is Chartered Accountant by profession and a Commerce Graduate from Maharaja Sayajirao University of Baroda. He is a fellow Member of the Institute of Chartered Accountants of India and has an experience of over 32 years. He is currently serve as the managing partner at M/s. S. A. Patel & Co., Chartered Accountants. He is also a Director on the Board of Tatva Chintan USA Inc. (Wholly Owned Subsidiary) of the Company and Dreams Stock Brokers Private Limited.	Mr. Manher Chimanlal Desai is a Post Graduate in Organic Chemistry and holds Doctorate in Science from the University of Mumbai. He carries rich experience in the Specialty Chemicals Industry and was previously associated with various esteemed companies such as Indian Dyestuff Industries Limited, Metrochem Industries Limited, Alaknanda Organic Limited and Heubach Colour Private Limited. He is also a Board Member of Tatva Chintan Europe B.V. (Wholly Owned Subsidiary) of the Company.	Mrs. Avani Rajesh Umatt holds a master's degree in Applied Chemistry from The Maharaja Sayajirao University of Baroda and a Doctorate in Chemistry from Sardar Patel University. She has over 23 years of experience in academics, research and administration. She is currently associated with TeamLease Skills University as a Professor, Dean Academics and incharge Provost.
Date of Appointment	27 February 2021	27 February 2021	27 February 2021

Name of Director	Mr. Subhash Ambubhai Patel (Independent Director)	Mr. Manher Chimanlal Desai (Independent Director)	Mrs. Avani Rajesh Umatt (Independent Director)
Relationship with other Directors and Key Managerial Personnel of the Company	Mr. Subhash Ambubhai Patel does not have any relationship with other Director(s), Manager and Other Key Managerial Personnel which may create conflict of interest.	Mr. Manher Chimanlal Desai does not have any relationship with other Director(s), Manager and Other Key Managerial Personnel which may create conflict of interest.	Mrs. Avani Rajesh Umatt does not have any relationship with other Director(s), Manager and Other Key Managerial Personnel which may create conflict of interest.
Other Listed Companies in which Directorship held as on 31 March 2025	None	None	None
Chairman / Membership of the Committees of the Board of the Company	Tatva Chintan Pharma Chem Limited Audit Committee: Chairman Stakeholders Relationship Committee: Chairman Nomination and Remuneration Committee: Member Corporate Social Responsibility Committee: Member Risk Management Committee: Member	Tatva Chintan Pharma Chem Limited Nomination and Remuneration Committee: Chairman Audit Committee: Member Risk Management Committee: Member Stakeholders Relationship Committee: Member	Tatva Chintan Pharma Chem Limited Corporate Social Responsibility Committee: Chairperson Audit Committee: Member Nomination and Remuneration Committee: Member
Chairman / Membership of Audit Committee and Stakeholders' Relationship Committees in other Listed Companies as on 31 March 2025	None	None	None
Names of Listed Entities from which Director has resigned in the past three years	None	None	None
No. of Shares held in the Company as at 31 March 2025	Nil	Nil	Nil
Terms and conditions for Re-reappointment	Re-appointed as an Independent Director for a second term of five (5) consecutive years commencing from 27 February 2026 to 26 February 2031 (both days inclusive) Independent Directors are entitled to sitting fees for attending meetings of the Board.	Re-appointed as an Independent Director for a second term of five (5) consecutive years commencing from 27 February 2026 to 26 February 2031 (both days inclusive) Independent Directors are entitled to sitting fees for attending meetings of the Board.	Re-appointed as an Independent Director for a second term of five (5) consecutive years commencing from 27 February 2026 to 26 February 2031 (both days inclusive) Independent Directors are entitled to sitting fees for attending meetings of the Board.
Remuneration last drawn	₹ 230,000/- was paid as Sitting Fees during the year ended 31 March 2025.	₹ 210,000/- was paid as Sitting Fees during the year ended 31 March 2025.	₹ 190,000/- was paid as Sitting Fees during the year ended 31 March 2025.
Number of Meetings of the Board attended during the financial year 2024-25	04	04	04

Board's Report

To,
The Members,
Tatva Chintan Pharma Chem Limited

Your Directors take immense pleasure in presenting the Twenty Ninth (29th) Annual Report covering the highlights of the business, operations and financials of Tatva Chintan Pharma Chem Limited ("the Company") together with the Audited Financial Statements of the Company (standalone and consolidated) prepared in compliance with Indian Accounting Standards (Ind AS), for the financial year ("FY") ended 31 March 2025.

1. Financial Highlights of the Company

(₹ in Million)

Particulars	Standalone		Consolidated	
	2024-25	2023-24	2024-25	2023-24
Revenue from operations	3,664.15	3,786.77	3,827.14	3,935.04
Other income	35.61	75.08	23.15	75.09
EBITDA (Including other income)	294.05	743.73	365.28	757.05
EBITDA (Excluding other income)	258.44	668.65	342.13	681.96
Interest and financial charges	12.90	65.07	12.90	65.32
Depreciation and amortisation expense	276.54	256.01	276.59	256.05
Profit / (Loss) before exceptional item and taxes	4.61	422.65	75.79	435.68
Exceptional item	-	-	-	-
Tax expense	1.34	129.17	18.66	132.14
Profit / (Loss) for the year	3.27	293.48	57.13	303.54
Other comprehensive income	(2.17)	(1.67)	7.07	0.21
Total comprehensive income	**1.10**	**291.81**	**64.20**	**303.75**

2. Performance Review and State of Company's Affairs

Consolidated

The Consolidated revenue from operations decreased by 2.74% from ₹ 3,935.04 Million for FY 2023-24 to ₹ 3,827.14 Million for FY 2024-25, EBITDA (Including other income) decreased by 51.75% from ₹ 757.05 Million in FY 2023-24 to ₹ 365.28 Million in FY 2024-25, Profit after tax decreased by 81.18% from ₹ 303.54 Million in FY 2023-24 to ₹ 57.13 Million in FY 2024-25. The earnings per shares (Basic / Diluted) decreased by 81.60% from ₹ 13.26 to ₹ 2.44 as compared to previous financial year.

Standalone

The Standalone revenue from operations decreased by 3.24% from ₹ 3,786.77 Million for FY 2023-24 to ₹ 3,664.15 Million for FY 2024-25, EBITDA (Including other income) decreased by 60.46% from ₹ 743.73 Million in FY 2023-24 to ₹ 294.05 Million in FY 2024-25, Profit after tax decreased by 98.89% from ₹ 293.48 Million in FY 2023-24 to ₹ 3.27 Million in FY 2024-25. The earnings per share (Basic / Diluted) have decreased by 98.91% from ₹ 12.82 in FY 2023-24 to ₹ 0.14 in FY 2024-25 as compared to previous financial year. The initiatives during the year are cost optimization, prudent internal management, new customer acquisition, new product launch and market growth.

The Export share in "revenue from operations" is ~60% during FY 2024-25. The business continued to experience headwinds in demand generation from both global and domestic majors.

Moreover, the efforts on creating a diversified portfolio of innovative products, winning new customers and penetration into new markets are ongoing.

3. Meeting Uncertainty with Strength and Agility

In FY 2024-25, our Company operated in an environment marked by global economic volatility, geopolitical tensions, and evolving market dynamics. Despite these headwinds, we remained resilient and agile, adapting swiftly to disruptions in supply chains and shifting industry landscapes. Guided by our commitment to responsible growth and continuous innovation, we prioritized proactive risk management and strategic execution to ensure business continuity and value creation. By fostering collaboration across teams and embracing a forward-looking mindset, we transformed challenges into opportunities. The lessons learnt during this period have further strengthened our foundation, equipping us to not only endure uncertainty but emerge stronger, ready to capture new avenues for sustainable growth.

4. Dividend

Your Company's policy on Dividend Distribution is available at https://www.tatvachintan.com//webfiles/CorporateGovernance/PDF/dividend-distribution-policy.pdf

In accordance with the said policy, the Board of Directors has recommend a final dividend of ₹ 1/- per equity share for the financial year ended 31 March 2025 (previous financial year – ₹ 2/- per equity shares). If the above recommendation is approved by the Members of the Company at the ensuing Annual General Meeting, the total outflow on this account will be ₹ 23.39 Million (previous financial year – ₹ 46.78 Million).

Pursuant to the provisions of the Finance Act, 2020, the said final dividend will be liable for deduction of income tax at source.

5. Transfer to Reserves

During the year under review, the Board of Directors has decided to retain the entire amount of profits for FY 2024-25 in the retained earnings and not to transfer any amount to General Reserve.

6. Material Changes and Commitments

The Company has not made any material changes or commitments which affect the financial position of the Company between the end of the financial year to which the financial statements relate and the date of signing of this report.

7. Share Capital and Change Therein

Authorised Share Capital of the Company is ₹ 400,000,000/- (Rupees Forty Crores only) divided in to 40,000,000 (Four Crores) Equity Shares of ₹ 10/- (Rupees Ten only) each.

Issued, Subscribed and Paid-up share capital of the Company is ₹ 233,920,550/- (Rupees Twenty Three Crores Thirty Nine Lakhs Twenty Thousand Five Hundred and Fifty only) divided into 23,392,055 (Two Crores Thirty Three Lakhs Ninety Two Thousand and Fifty Five) Equity Shares of ₹ 10/- (Rupees Ten only) each.

a) Buy Back of Securities
Your Company has not bought back any of its securities during the year under review.

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

c) Bonus Shares
Your Company has not issued any Bonus Shares during the year under review.

d) Employee Stock Option Plan
Your Company has not provided any Stock Option Scheme to the employees.

8. Finance

During the year under review, your Company availed various financial facilities from the existing Bankers as per the business requirements. Your Company has been regular in paying interest and repayment of the principal amount of the lender(s).

9. Change in Nature of Business, if any

During the year under review, there has been no material change(s) in the business of the Company or in the nature of business carried by the Company.

10. Deposits

During the year under review, your Company has not accepted any deposits from public within the meaning of Section 73 of the Companies Act, 2013 ("the Act") read with Companies (Acceptance of Deposits) Rules, 2014. The Company has no unclaimed / unpaid matured deposit or interest due thereon.

11. Subsidiaries, Joint Ventures and Associate Companies

As on 31 March 2025, your company has Two (2) Wholly Owned Subsidiaries ("WOS") as detailed below;

Sr. No.	Name of the Company	Type of Company	Location
1.	Tatva Chintan USA Inc.	Wholly Owned Subsidiary	United States of America
2.	Tatva Chintan Europe B.V.	Wholly Owned Subsidiary	Amsterdam, The Netherlands

Statement containing salient features of the financial statement of subsidiaries Company as per the Companies Act, 2013 is provided in form AOC-1 at **Annexure-A** to this Report.

Your Company's policy on material subsidiary is also available on the website of the Company at https://www.tatvachintan.com/corporate-governance.aspx.

Details of New Subsidiary / Joint Ventures / Associate Companies:

There is no new Subsidiary / Joint Ventures / Associate Companies of the Company during the year under review.

Details of the Company who ceased to be its Subsidiary / Joint Ventures / Associate Companies:

No Company ceased to be Subsidiary / Joint Venture / Associate Company of the Company during the year under review.

12. Particulars of Related Party Transactions

In line with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the Company has formulated a Policy on Related Party Transactions ("RPT Policy") for identifying, reviewing, approving and monitoring of Related Party Transactions. The RPT Policy is available on the Company's website at https://www.tatvachintan.com/corporate-governance.aspx.

All related party transactions entered into during FY 2024-25 were on arm's length basis and in the ordinary course of business and were reviewed and approved by the Audit Committee. With a view to ensure continuity of day-to-day operations, an omnibus approval is also obtained for related party transactions which are of repetitive in nature and entered in the ordinary course of business and on an arm's length basis. There was no materially significant Related Party Transaction made by the Company during the year that would have required Shareholder's approval under the SEBI Listing Regulations. A statement giving details of all related party transactions entered pursuant to the omnibus approval so granted is placed before the Audit Committee on a quarterly basis for its review.

Pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014, the details of Related party transaction which were transacted during the year under review on arm's length basis and in the ordinary course of business are set out as in form AOC-2 at **Annexure-B** to this Report.

In terms of Regulation 23 of the SEBI Listing Regulations, your Company submits details of related party transactions on a consolidated basis as per the format specified in the relevant accounting standards to the stock exchanges on a half-yearly basis.

The details of the transactions with related parties are provided in the accompanying financial statements.

13. Risk Management

Risk Management at Tatva Chintan Pharma Chem Limited forms an integral part of Management focus.

The Risk Management Policy of the Company, which is reviewed by the Risk Management Committee of the Board ("RMC") and approved by the Board of Directors, provides the framework of Enterprise Risk Management ("ERM") by describing mechanisms for the proactive identification and prioritisation of risks based on the scanning of the external environment and continuous monitoring of internal risk factors. The ERM framework identifies, evaluates, manages and reports risks arising from the Company's operations and exogenous factors.

The Company has deployed holistic approaches to drive organization wide Risk Management. The holistic process includes identification and regular assessment of risks by the respective departments and implementation of mitigation strategies.

The RMC oversees the risk management process in the Company. The RMC is chaired by a Whole time Director and the Chairperson of the Audit Committee is also a Member of the RMC.

Further, the Chairman of the RMC briefs the Board in Board Meetings about the significant discussions at each of the RMC Meeting. This robust governance structure has also helped in the integration of the ERM with the Company's Strategic Planning Process where emerging risks are used as inputs in such process. The RMC meets periodically to review all the key risks, mitigation measures and also assess the status of mitigation measures.

The Risk Management Policy is available on Company's website at https://www.tatvachintan.com/corporate-governance.aspx.

Some of the risks identified are set out in the Management Discussion and Analysis which forms part of this Annual Report.

Risk Management Committee

Pursuant to the provisions of Regulation 21 of the SEBI Listing Regulations, the Board of Directors at their meeting held on 17 January 2022 has constituted a Risk Management Committee which is responsible for management of risk, avoid / reduce exposure to significant financial loss and achieve risk management objectives as specified under Risk Management Policy. The Corporate Governance Report, which forms part of this report, contains the details of Risk Management Committee of the Company.

14. Directors and Key Managerial Personnel ("KMP") and changes therein

Directors

As on 31 March 2025, the Board of Directors of your Company comprised of six Directors, viz., three Executive Directors and three Independent Directors including one Women Independent Director. Details of the same are as below:

Sr. No.	Name of Director	Designation	Date of Appointment	Date of Cessation
1	Mr. Chintan N. Shah	Chairman and Managing Director	12/06/1996	-
2	Mr. Shekhar R. Somani	Whole-time Director	12/06/1996	-
3	Mr. Ajaykumar M. Patel	Whole-time Director	12/06/1996	-
4	CA Subhash A. Patel	Independent Director	27/02/2021	-
5	Dr. Avani R. Umatt	Independent Director	27/02/2021	-
6	Dr. Manher C. Desai	Independent Director	27/02/2021	-

Director liable to Retire by Rotation

In accordance with the provisions of Companies Act, 2013 and Articles of Association of the Company, Mr. Ajaykumar Mansukhlal Patel (DIN: 00183745) is liable to retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offer himself for re-appointment. The Board recommends the appointment of Mr. Ajaykumar Mansukhlal Patel as Director of the Company retiring by rotation for your approval.

Re-appointment(s)

Pursuant to the provisions of the Companies Act, 2013, the term of appointment of Mr. Chintan Nitinkumar Shah (DIN: 00183618), as Managing Director, Mr. Ajaykumar Mansukhlal Patel (DIN: 00183745), as Whole-time Director and Mr. Shekhar Rasiklal Somani (DIN: 00183665), as Whole-time Director of the Company shall come to an end on 31 January 2026. On the recommendation of the Nomination and Remuneration Committee ("NRC") and the Board of Directors, the proposal for re-appointment of Mr. Chintan Nitinkumar Shah (DIN: 00183618), as Managing Director, Mr. Ajaykumar Mansukhlal Patel (DIN: 00183745), as Whole-time Director and Mr. Shekhar Rasiklal Somani (DIN: 00183665), as Whole-time Director of the Company for a further period of one (1) year from 01 February 2026 to 31 January 2027 (both days inclusive), is being included in the Notice of the ensuing 29th Annual General Meeting for approval of the Members.

Mr. Subhash A. Patel (DIN: 00535221), Mr. Manher C. Desai (DIN: 09042598) and Mrs. Avani R. Umatt (DIN: 09046170) will complete their first term of five (5) years as Independent Director(s) of the Company on 26 February 2026. On the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the proposal for re-appointment of Mr. Subhash A. Patel (DIN: 00535221), Mr. Manher C. Desai (DIN: 09042598) and Mrs. Avani R. Umatt (DIN: 09046170) as Independent Director(s) of the Company for a second term of five (5) consecutive years commencing from 27 February 2026 to 26 February 2031 (both days inclusive), is being included in the Notice of the ensuing 29th Annual General Meeting for approval of the Members.

Details of the proposal for the appointment / re-appointment of Directors along with their shareholding in the Company, as stipulated under Secretarial Standard 2 of the Institute of Company Secretaries of India and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, is mentioned in the Notice of the Annual General Meeting.

Cessation

There were no cessations of the Directors during the Financial Year 2024-25.

All the Directors of the Company have confirmed that they are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013.

Independent Directors

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act read with sub rule (1) and sub rule (2) of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI Listing Regulations and they are independent of the management and they have complied with the code for Independent prescribed in Schedule IV of the Act.

In terms of Regulation 25(8) of the SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. The Board of Directors of the Company has taken on record the declaration and confirmation submitted by the Independent Directors after undertaking due assessment of the veracity of the same. They are not liable to retire by rotation in terms of Section 149(13) of the Act.

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

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

Key Managerial Personnel ("KMP")

As on 31 March 2025, the following persons have been designated as Key Managerial Personnel of the Company pursuant to Section 2(51) read with Section 203 of the Act, read with the Rules framed thereunder.

Sr. No.	Name of Director / KMP	Designation	Date of Appointment	Date of Cessation
1	Mr. Chintan N. Shah	Chairman and Managing Director	12/06/1996	-
2	Mr. Shekhar R. Somani	Whole-time Director	12/06/1996	-
3	Mr. Ajaykumar M. Patel	Whole-time Director	12/06/1996	-
4	Mr. Ashok Bothra	Chief Financial Officer	03/12/2021	-
5	Mr. Ishwar Nayi	Company Secretary and Compliance Officer	17/01/2022	-

Changes in KMP

During the year under review, there were no changes in the KMP.

Your Company has also received declaration from all the Directors and senior management personnel on compliance of Code of Conduct for Directors and senior management personnel, formulated by the Company.

15. Board and Committee Meetings

Details of Board Meetings

During the year under review, four (4) Meetings of the Board of Directors were held in accordance with the provisions of the Companies Act, 2013 read with rules made there under and the applicable secretarial standards. The details of the Board Meetings with regard to their dates and attendance of each of the Directors thereat have been provided in the Corporate Governance Report which forms part of the Annual Report of the Company.

Details of Committee Meetings

The Company has duly constituted the following mandatory Committees in terms of the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time viz.

a. Audit Committee;

b. Nomination and Remuneration Committee;

c. Stakeholders Relationship Committee;

d. Risk Management Committee; and

e. Corporate Social Responsibility Committee;

The Composition of all such Committees, number of meetings held during the year under review, attendance of each of the Directors at such meetings, brief terms of reference and other details have been provided in the Corporate Governance Report which forms part of this Annual Report. All the recommendations made by the Committees were accepted by the Board.

16. Separate Meeting of Independent Directors

During the year under review, one (1) Separate meeting of Independent Directors was held on 28 January 2025. The details of the Independent Directors Meeting and the attendance of the Directors are provided in the Corporate Governance Report, which forms part of this Report.

17. Familiarisation Programme

In compliance with the requirements of Regulation 25(7) of the SEBI Listing Regulations, the Company has put in place a Familiarisation Programme for the Independent Directors to familiarise them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model etc. The details of the Familiarisation Programme imparted to Independent Directors are available on the Company's official website at https://www.tatvachintan.com/corporate-governance.aspx.

18. Evaluation of the Performance of the Board of Directors, its Committees and of Individual Directors

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of its committees and Chairperson of the Company. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

19. Directors' Responsibility Statement

Pursuant to Section 134(3)(c) and 134(5) of the Companies Act, 2013, in relation to financial statements of the Company for the year ended 31 March 2025, the Board of Directors to the best of their knowledge and ability, confirm that:

1. In the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;

2. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 31 March 2025 and of the profit of the Company for that period;

3. The Directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

4. The Directors had prepared the annual accounts on a going concern basis;

5. The Directors laid down the internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

6. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

20. Internal Financial Controls Systems and their Adequacy

Internal Financial Controls are an integrated part of the risk management process. Your Company has adequate internal financial controls in place to address financial and financial reporting risks. The internal financial controls with reference to the financial statements are commensurate with the size, scale and complexity of its operations. The Audit Committee defines the scope and authority of the Internal Auditor. The Audit Committee, comprises of professionally qualified Directors, who interact with the statutory auditors, internal auditors and management in dealing with matters within its terms of reference. Your Company has a proper and adequate system of internal controls. Adequate internal financial controls ensure transactions are authorized, recorded and reported correctly and assets are safeguarded and protected against loss from unauthorized use or disposition.

21. Vigil Mechanism / Whistle Blower Policy

As per provisions of Section 177(9) of the Companies Act, 2013 read with Regulation 22(1) of SEBI Listing Regulations, your Company has adopted a Whistle Blower Policy, to provide a formal vigil mechanism to the Directors and employees to report their grievances / concerns about instances of unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct. The Policy provides for adequate safeguards against victimisation of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in certain cases. It is affirmed that no personnel of your Company have been denied access to the Audit Committee. The functioning of the vigil mechanism is reviewed by the Audit Committee from time to time.

The details of the policy as well as its weblink are contained in the Corporate Governance Report and website of the Company at https://www.tatvachintan.com/corporate-governance.aspx.

22. Significant and Material Orders Passed by the Regulators

Gujarat Pollution Control Board (GPCB) has revoked its direction dated 13 September 2024 directing the Company to close operations of its plant located at GIDC Ankleshwar, Dist. Bharuch, after the Company had implemented the measures as suggested by GPCB.

Other than above, there were no significant and material orders passed by the Regulators, Courts, or Tribunals that could impact the going concern status of the Company and its future operations.

23. Corporate Social Responsibility

In compliance with the requirements of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors have constituted a Corporate Social Responsibility ("CSR") Committee. The details of membership of the Committee and the meetings held are detailed in the Corporate Governance Report, forming part of this Report.

CSR Policy is in line with the requirements of the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021. The CSR Policy of the Company is available on the website of the Company and can be accessed through the website of the Company at https://www.tatvachintan.com/corporate-governance.aspx.

The annual report on CSR activities containing details of expenditure incurred by the Company and brief details on the CSR activities are provided in **Annexure-C** to this Report.

24. Board Diversity

The Company recognizes and embraces the importance of a diverse Board in its success. Your Company believes that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help the Company to retain its competitive advantage. The Board has adopted the Board Diversity Policy which sets out the approach to diversity of the Board of Directors. The policy is available on our website at https://www.tatvachintan.com/webfiles/CorporateGovernance/PDF/board-diversity-policy.pdf.

25. Appointment and Remuneration Policy

Your Company has been following a policy with respect to appointment and remuneration of Directors, Key Managerial Personnel and Senior Management Personnel ("SMP"). The appointment of Directors on the Board is subject to the recommendation of the Nomination and Remuneration Committee ("NRC"). Based on the recommendation of the NRC, the remuneration of Executive Director is fixed in accordance with the provisions of the Companies Act, 2013 which comprises of Basic Salary and Perquisites / Allowances. The Remuneration of Non-Executive Directors comprises of sitting fees in accordance with the provisions of Companies Act, 2013. The Company had adopted a Remuneration Policy for the Directors, Key Managerial Persons and other employees, pursuant to the provisions of the Act. Managing Director of the Company does not receives any remuneration or commission from any of its subsidiaries. The Remuneration Policy is stated in the Corporate Governance report and weblink for the same is https://www.tatvachintan.com/webfiles/CorporateGovernance/PDF/nomination-and-remuneration-policy.pdf.

26. Particulars of Employees

Details of remuneration of Directors, KMPs and employees as per Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of Report as **Annexure-D**. However, as per the provisions of Section 136 of the Companies Act, 2013, the Annual Report is being sent to the Members and others entitled thereto, excluding the information on employees' remuneration particulars as required under Rule 5 (2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The disclosure is available for inspection by the Members at the Registered Office of your Company during business hours on all working days of the Company up to the date of the ensuing AGM. Any Member interested in obtaining such information may send their email to cs@tatvachintan.com.

27. Auditors and Their Report

i. Statutory Auditors

At the 27th AGM held on 22 September 2023, M/s. NDJ & Co., Chartered Accountants, (Firm Registration No. 136345W) ("NDJ & Co.") were appointed as Statutory Auditors of the Company for a second term of five (5) consecutive years and shall hold office till the conclusion of 32nd Annual General Meeting.

The auditors' Report does not contain any qualification, observation, disclaimer, reservation or adverse remark.

ii. Cost Auditors and Maintenance of Cost Records

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, Your Company is required to prepare, maintain as well as have the audit of its cost records conducted by a Cost Accountant in whole time practice and accordingly, it has made and maintained such cost accounts and records.

The Board, on the recommendation of the Audit Committee has appointed M/s. Zarna Thakar & Associates, Cost Accountants (FRN: 005956), Vadodara to carry out Cost Audit and issue Cost Audit Report for the Financial Year 2025-26 at a professional fee of ₹ 80,000/- (Rupees EIghty Thousand Only) plus applicable taxes, if any.

The remuneration payable to the Cost Auditors is required to be placed before the Members in a General Meeting for their ratification. Accordingly, a resolution seeking Members' ratification for the remuneration payable to M/s. Zarna Thakar & Associates, forms part of the Notice of the 29th AGM forming part of this Annual Report.

The Cost Audit Report for the year under review issued by M/s. Zarna Thakar & Associates, Cost Accountants, does not contain any qualification, reservation or adverse remark or disclaimer.

iii. Secretarial Auditors

In terms of Section 204 of the Act and Rules made thereunder, M/s. TNT & Associates, Practicing Company Secretaries, Vadodara, were appointed as Secretarial Auditors of the Company to carry out the Secretarial Audit for FY 2024-25. The report of the Secretarial Auditors for FY 2024-25 is enclosed as **Annexure-E** forming part of this Report.

There has been no qualification, reservation, adverse remark or disclaimer given by the Secretarial Auditors in their Report.

Further, in terms of Section 204 of the Act and Regulation 24A of the SEBI Listing Regulations, the Board of Directors has, on the recommendation of the Audit Committee, approved the appointment of M/s. TNT & Associates, Practicing Company Secretaries, Vadodara, as the Secretarial Auditors of the Company, to hold office for a term of five (5) consecutive years with effect from financial year 2025-26 to financial year 2029-30, subject to approval of the Members of the Company at the ensuing Annual General Meeting. Accordingly, a resolution seeking Members' approval for appointment of Secretarial Auditors of the Company forms part of the Notice of the 29th Annual General Meeting forming part of this Annual Report.

In accordance with the SEBI Circular dated 08 February 2019 read with Regulation 24A of the SEBI Listing Regulations, the Company has obtained an Annual Secretarial Compliance Report from M/s. TNT & Associates, Practicing Company Secretaries, Vadodara, confirming compliances with all applicable SEBI Listing Regulations, Circulars and Guidelines for the financial year 2024-25. The Annual Secretarial Compliance Report for abovesaid financial year has been submitted to the stock exchanges within 60 days of the end of the said financial year.

M/s. TNT & Associates, Practicing Company Secretaries, Vadodara, has issued a certificate confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of companies by Securities and Exchange Board of India ("SEBI") / Ministry of Corporate Affairs ("MCA") or any such statutory authority. The said Certificate is annexed to this Report on Corporate Governance.

28. Credit Ratings

During the financial year under review, the long term and short term credit ratings of your Company has been revised from "A-/Stable and A2+" to "A-/Negative and A2+" respectively.

29. Consolidated Financial Statements

The Consolidated Financial Statements of the Company and its subsidiaries for FY 2024-25 are prepared in compliance with the applicable provisions of the Act and as stipulated under Regulation 33 of the SEBI Listing Regulations as well as in accordance with the Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015. The Audited Consolidated Financial Statements together with the Auditor's Report thereon forms part of this Annual Report.

30. Information Regarding Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is set out herewith as **Annexure-F** forming part of this report.

31. Corporate Governance Report

Your Company believes in conducting its affairs in a fair, transparent and professional manner along with good ethical standards, transparency and accountability in its dealings with all its constituents. Your Company has Complied with all the Mandatory Requirements of Corporate Governance norms as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The Separate report on Corporate Governance as well as the Secretarial Auditor's certificate on the compliance of Corporate Governance thereon forms part of this report as **Annexure-G**.

32. Failure to Implement any Corporate Action

During the year under review, no such instance where the Company has failed to complete or implement any corporate action within specified time limit.

33. Business Responsibility and Sustainability Report

Pursuant to Regulation 34(2)(f) of the SEBI Listing Regulations, the Business Responsibility and Sustainability Report ("BRSR") of your Company for FY 2024-25 is forming part of this Annual Report as **Annexure-H** describing the initiatives taken by the Company from an environmental, social and governance perspective.

34. Management's Discussion and Analysis Report

Management Discussion and Analysis as required under Schedule V of the SEBI Listing Regulations is forming part of this Annual Report as **Annexure-I**.

35. Particulars of Loans Given, Guarantees Given, Security Provided or Investments made under Section 186 of Companies Act, 2013

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes forming part of the Financial Statements and forms a part of this Annual Report.

36. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

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

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

The Policy is uploaded on the website of the Company at https://www.tatvachintan.com/webfiles/CorporateGovernance/PDF/policy-on-prevention-and-resolution-of-sexual-harassment-at-workplace.pdf.

The details of complaints filed, disposed and pending are given below:

(a) Number of complaints of sexual harassment received in the financial year 2024-25 – Nil

(b) Number of complaints disposed off during the financial year 2024-25 – Nil

(c) Number of cases pending for more than ninety days - Nil

(d) Number of complaints pending as on end of the financial year 2024-25 – Nil

Further details have been provided in Corporate Governance Report forming part of this report.

37. Compliance of the provisions relating to the Maternity Benefit Act, 1961

During the year under review, your Company has complied with the applicable provisions of the Maternity Benefit Act, 1961, including amendments thereto. Your Company remains committed to creating an inclusive and supportive environment for women, especially during and after pregnancy, to ensure their health, dignity, and continued career growth.

38. Annual Return

Pursuant to Section 92(3) read with Section 134(3)(a) of the Companies Act read with the Rules made thereunder, the Annual Return in form MGT-7 as on 31 March 2025 is available on the Company's website at https://www.tatvachintan.com/financial-information-and-other-disclosures.aspx.

39. Insurance

The Company takes a very cautious approach towards insurance. Adequate cover has been taken for all stock and fixed assets for various types of risks. The Company has Directors and Officers Liability Insurance Policy to provide coverage against the liabilities arising on them.

40. Secretarial Standard

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

41. Investor Education and Protection Fund ("IEPF")

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

Your Company has appointed Mr. Ishwar Nayi, Company Secretary and Compliance Officer of the Company as Nodal Officer of the Company. Details of the same is available on the websites of the Company at https://www.tatvachintan.com/.

42. Proceedings Pending under the Insolvency and Bankruptcy Code ("IBC")

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

43. The details of difference between Amount of the valuation done at the time of one time settlement and the Valuation done while taking loan from the Banks or Financial Institutions

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

44. Reporting of Fraud During the year under review

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

45. Revision in Financial Statement or Boards Report

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

46. Events Subsequent to the date of Financial Statements

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

47. Industrial Relations / Personnel

Your Company is committed to uphold its excellent reputation in the field of Industrial relations. Through continuous efforts, the Company invests and improvises development programmes for its employees.

48. Cautionary Statement

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

49. Acknowledgement

The Board of Directors places on record their grateful appreciation for the assistance and continued support received from various Central and State Government Departments, Organizations and Agencies involved therein. Your Directors also gratefully acknowledge all stakeholders of the Company viz. Customers, Members, Dealers, Vendors, Banks and other business partners for the excellent support received from them during the year under review. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to achieve goals of the Company.

On behalf of the Board of Directors

Chintan N. Shah
Chairman and Managing Director
DIN: 00183618

Date: 24 July 2025
Place: Vadodara

Annexure - A to the Board's Report

Form No. AOC-1

(Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

Part A:- Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹ Million)

1	Name of the Subsidiary Company	Tatva Chintan USA Inc.	Tatva Chintan Europe B.V.
2	Date of acquisition / incorporation	16 March 2015	01 March 2019
3	Provisions pursuant to which the company has become a subsidiary	Section 2(87)(ii)	Section 2(87)(ii)
4	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01 April 2024 to 31 March 2025	01 April 2024 to 31 March 2025
5	Reporting currency and exchange rate# as on the last date of the relevant financial year in the case of foreign subsidiaries	USD	EUR
	Financial details as on 31 March 2025	Amount in ₹ Million	Amount in ₹ Million
6	Share capital	6.66	0.01
7	Reserves and surplus	120.18	66.69
8	Total assets	182.27	219.44
9	Total liabilities	55.43	152.74
10	Investments	Not applicable	Not applicable
11	Turnover	567.49	561.53
12	Profit before taxation	20.02	41.76
13	Provision for taxation	5.71	9.74
14	Profit after taxation	14.31	32.02
15	Proposed dividend	-	-
16	% of shareholding	100%	100%

Notes:

(i) # The Indian rupee equivalents have been translated at average exchange rates for income and expenses and at closing rate for assets and liabilities, and at historical rate for equity items.

Particulars	Year ended 31 March 2025	
	1 USD	1 EUR
Opening rate as at 01 April 2024	83.37	90.22
Average rate	84.55	90.76
Closing rate as at 31 March 2025	85.58	92.32

(ii) Names of subsidiaries which are incorporated during the year and yet to commence operations: Not applicable

(iii) Names of subsidiaries which have been liquidated or sold during the year: Not applicable

(iv) Part "B": Associates and Joint Ventures - Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures: Not applicable

(v) Names of associates or joint ventures which are incorporated during the year and yet to commence operations: Not applicable

(vi) Names of associates or joint ventures which have been liquidated or sold during the year: Not applicable.

For and on behalf of the Board of Directors of
Tatva Chintan Pharma Chem Limited
CIN: L24232GJ1996PLC029894

Chintan N. Shah
Chairman and Managing Director
DIN: 00183618

Shekhar R. Somani
Whole Time Director
DIN: 00183665

Ashok Bothra
Chief Financial Officer

Ishwar Nayi
Company Secretary and Compliance Officer
M. No.: A37444

Date : 02 May 2025
Place : Vadodara, Gujarat, India

Annexure - B to the Board's Report

Form No. AOC-2

Particulars of Contracts / arrangement made with related parties
(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

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 arm's length transactions under fourth proviso thereto.

1) Details of contracts or arrangements or transactions not at arm's length basis: NIL
2) Details of material contracts or arrangement or transactions at arm's length basis:

(a)	Name(s) of the related party and nature of relationship	Tatva Chintan USA Inc. Wholly Owned Subsidiary Company	Tatva Chintan Europe B.V. Wholly Owned Subsidiary Company
(b)	Nature of contracts / arrangements / transaction	Sale of products	Sale of products
(c)	Duration of the contracts / arrangements / transactions	On going	On going
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any (₹ In Million):	As per Sale made from 01 April 2024 to 31 March 2025 on mutually agreed terms and Conditions. Value: ₹ 474.30	As per Sale made from 01 April 2024 to 31 March 2025 on mutually agreed terms and Conditions. Value: ₹ 491.74
(e)	Date(s) of approval by the Board / shareholders, if any:	Approved by the Audit Committee and Board of Directors at their meeting held on 20 January 2024 for Financial Year 2024-25 in compliance with provisions of section 188 of the Companies Act, 2013 and regulation 23 of SEBI Listing Regulations.	Approved by the Audit Committee and Board of Directors at their meeting held on 20 January 2024 for Financial Year 2024-25 in compliance with provisions of section 188 of the Companies Act, 2013 and regulation 23 of SEBI Listing Regulations.
(f)	Amount paid as advances, if any:	Nil	Nil

All the related party transactions during the year under review, were in the ordinary course of business and on arm's length basis.

On behalf of the Board of Directors

Chintan N. Shah
Chairman and Managing Director
DIN: 00183618

Date: 24 July 2025
Place: Vadodara

Annexure - C to the Board's Report

Annual Report on Corporate Social Responsibility ("CSR") Activities for the Financial Year 2024-25

[Pursuant to Section 135 of the Companies Act, 2013 ("the Act") and Rules made thereunder]

1. Brief outline on CSR Policy of the Company:

Tatva Chintan Pharma Chem Limited as a Company contributes to various charitable causes and seek to participate in ways that touch people's lives in the communities. The Company aims to create educated, healthy, sustainable and culturally vibrant communities. Further, the Company intends to be a significant contributor to CSR initiatives by devising and implementing social improvement projects for the benefit of underprivileged communities, towns and villages.

2. Composition of the CSR Committee as on 31 March 2025:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Dr. Avani R. Umatt (Chairperson)	Non-Executive - Independent Director	2	2
2	CA Subhash A. Patel (Member)	Non-Executive - Independent Director	2	2
3	Mr. Ajaykumar M. Patel (Member)	Promoter, Executive Director	2	2

3. Provide the web-link(s) where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company:

CSR committee: https://www.tatvachintan.com/webfiles/CorporateGovernance/PDF/composition-of-various-committees-of-board-of-directors.pdf

CSR Policy: https://www.tatvachintan.com/webfiles/CorporateGovernance/PDF/csr-policy.pdf

CSR projects approved by the Board: https://www.tatvachintan.com/corporate-governance.aspx

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

Not Applicable

5. (a) Average net profit of the Company as per sub-Section (5) of section 135: ₹ **628,522,925/-**
(b) Two percent of average net profit of the Company as per sub-Section (5) of section 135: ₹ **12,570,459/-**
(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: **Not Applicable**
(d) Amount required to be set-off for the financial year, if any: ₹ **893,710/-**
(e) Total CSR obligation for the financial year [(b)+(c)-(d)]: ₹ **11,676,749/-**

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):
Ongoing Project: **Nil**
Other than ongoing projects: ₹ **12,099,515/-**
(b) Amount spent in Administrative Overheads: **Nil**
(c) Amount spent on Impact Assessment, if applicable.: **Not Applicable**
(d) Total Amount spent for the Financial Year [(a)+(b)+(c)].: ₹ **12,099,515/-**
(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per subsection (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
₹ 12,099,515/-	Nil	Not Applicable	Not Applicable	Nil	Not Applicable

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

Sl. No.	Particular	Amount (in ₹)
(1)	(2)	(3)
(i)	(a) Two percent of average net profit of the Company as per sub-section (5) of section 135	12,570,459
	(b) Amount available for set-off for FY 2024-25	893,710
	CSR Obligation for the FY 2024-25 (a-b)	11,676,749
(ii)	Total amount spent for the Financial Year	12,099,515
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	422,766
(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)]	422,766

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

1	2	3	4	5	6		7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under subsection (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer		
Not Applicable								

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

If Yes, enter the number of Capital assets created / acquired: Not applicable

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

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of Creation	Amount of CSR amount spent	Details of entity / authority / beneficiary of the registered owner		
1	2	3	4	5	6		
					CSR Registration Number, if applicable	Name	Registered Address
Not Applicable							

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office / Municipal Corporation / Gram Panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135:

Not Applicable

On behalf of the Board of Directors

Chintan N. Shah
Chairman and Managing Director
DIN: 00183618

Avani R. Umatt
Chairperson - CSR Committee
DIN: 09046170

Date: 24 July 2025
Place: Vadodara

Annexure - D to the Board's Report

Pursuant to Section 197 of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. Ratio of remuneration of each Director to the median remuneration of the employees of the Company for the FY 2024-25 as well as the percentage increase in remuneration of each Director, Chief Financial Officer (CFO) and Company Secretary (CS) during the Financial Year 2024-25 are as under:

Name of Director / Key Managerial Personnel (KMP)	Designation	Ratio of remuneration of each Director / to median remuneration of employees	% increase / decrease in Remuneration in the Financial Year 2024-25
Mr. Chintan N. Shah	Chairman and Managing Director	57.30:1	27.89
Mr. Ajaykumar M. Patel	Whole-time Director	57.30:1	27.89
Mr. Shekhar R. Somani	Whole-time Director	57.30:1	27.89
CA Subhash A. Patel*	Independent Director	NA	-
Dr. Avani R. Umatt*	Independent Director	NA	-
Dr. Manher C. Desai*	Independent Director	NA	-
Mr. Ashok Bothra	Chief Financial Officer	-	(0.22)
Mr. Ishwar Nayi	Company Secretary and Compliance Officer	-	31.25

**Independent Directors are paid only sitting fees.*

2. The percentage increase in the median remuneration of employees in the financial year 2024-25: (3.93)%

3. Number of permanent employees on the rolls of the Company as on 31 March 2025: 679

4. Average percentile increase already made in the salaries of employees other than the Managerial Personnel in the last financial year and its comparison with the percentile increase in the Managerial Remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the Managerial Remuneration.

Particulars	% change in remuneration
Average increase in salary of employees (other than managerial personnel)	(3.36)
Average increase / (decrease) in remuneration of managerial personnel	24.12

There has been no exceptional remuneration increase for managerial personnel. The salary/ies increase are decided based on the Company's performance, individual performance, inflation, prevailing industry trends, various parameters including benchmarks etc.

5. Affirmation that the remuneration is as per the remuneration policy of the Company:

It is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and other employees is as per the Remuneration Policy of the Company.

On behalf of the Board of Directors

Chintan N. Shah
Chairman and Managing Director
DIN: 00183618

Date: 24 July 2025
Place: Vadodara

Annexure - E to the Board's Report

FORM NO. MR – 3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31 MARCH 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
TATVA CHINTAN PHARMA CHEM LIMITED
CIN: - L24232GJ1996PLC029894
Plot No. 502/17, GIDC Estate,
Ankleshwar, Bharuch-393002,
Gujarat, India.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Tatva Chintan Pharma Chem Limited** (CIN: L24232GJ1996PLC029894) (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, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the **Financial Year ended on 31 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 31 March 2025 according to the provisions of;

(i) The Companies Act, 2013 ('the Act') and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force):

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

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

III. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not applicable to the Company during the period under review;**

IV. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - **Not applicable to the Company during the period under review;**

V. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;- **Not applicable to the Company during the period under review;**

VI. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

VII. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; - **Not applicable to the Company during the period under review and**

VIII. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;- **Not applicable to the Company during the period under review.**

(vi) Other applicable laws: Based on the information provided and the representation made by the Company and its officers and also on the review of the compliance reports taken on record by the Board of Directors of the Company, in our opinion, adequate systems and processes exist in the Company to monitor and ensure compliances under other applicable Acts, Laws and Regulations as applicable to the 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) SEBI (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 (including Woman Independent Director). There is no change in the composition of the Board of Directors during the period under review.

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

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions at the Board Meetings were taken unanimously.

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, etc.

We further report that during the audit period there were no event occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

FOR, TNT & Associates
Practicing Company Secretaries
P.R. NO.: 3209/2023

Niraj Trivedi
Partner
FCS No : 3844
C.P. No. : 3123
UDIN No. : F003844G000850723

Place:- Vadodara
Date:- 24th July 2025

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

Annexure A to Secretarial Audit Report

To,
The Members,
TATVA CHINTAN PHARMA CHEM LIMITED
CIN: - L24232GJ1996PLC029894
Plot No. 502/17, GIDC Estate,
Ankleshwar, Bharuch-393002,
Gujarat, India.

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 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 practices, we followed provide 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.

FOR, **TNT & Associates**
Practicing Company Secretaries
P.R. NO.: 3209/2023

Niraj Trivedi
Partner
FCS No : 3844
C.P. No. : 3123
UDIN No. : F003844G000850723

Place:- Vadodara
Date:- 24th July 2025

Annexure - F to the Board's Report

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

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

A. Conservation of energy

Energy conservation continues to be an active focus area of Tatva Chintan Pharma Chem Limited (“Tatva Chintan” or “the Company”). In light of the global warming, which eventually may lead to scarcity of energy resources, Your Company has been focusing on efficient energy conservation practices as one of the key components of its responsible energy strategy. Your Company has also taken several initiatives in order to conserve energy which is in line with our policy of conservation of natural resources.

i. The steps taken or impact on conservation of energy:

- Installed APFC panel (3860 KVAR) for power factor improvement
- Installed VFD in Brine plants.
- New efficient Ventury scrubber system
- Installed Air Conditioners with high EER
- Installed LED lights to reduce power consumption
- Installed Pressure applied power pump unit (PAPPU) to reduce fuel consumption
- Improvement in recovery of steam condensate water to reuse the same in boiler
- Replacement of pumps with energy efficient pumps
- Installation of energy efficient motors
- Centralized compressed air system to reduce energy losses and also save electrical energy
- Replacement of Sodium vapor / CFL bulbs with energy efficient LED lights

ii. The steps taken by the Company for utilising alternate sources of energy: Nil

iii. The capital investment on energy conservation equipments: ₹ 45.42 Million

B. Technology absorption

i. The efforts made towards technology absorption:

We, at Tatva Chintan continue its endeavor in developing environmentally benign, sustainable, commercially viable and safe technologies. We have maintained and expanded our focus to develop, adapt and make available best of technologies ingeniously and in collaboration with Government approved reputed National Research laboratories for various novel technologies and proprietary catalysts, Structure directing agents, Phase transfer catalysts, chemicals and pharmaceutical and agro intermediates, to improve profitability along with accelerate growth.

In pursuit of achieving our goals of developing environmentally benign, sustainable, commercially viable and safe, novel and proprietary products, processes and technologies, we are persistently committed for strengthening our in-house Research & Development Department (“R&D”) in a multi-directional approach like expanding our existing scientific talent pool, upgrading the lab facilities in terms of equipment and facile area for providing a safe working environment, acquiring advanced process as well as analytical instruments, upgrading employees’ skill sets etc., creating a knowledge based environment enabling innovation based continual growth.

R&D has evolved, matured, organized and entered into the next level of innovation by identifying and foraying into suitable complex chemistries with a sustained success rate. The developed breakthrough chemistries and techniques have significantly helped in simplifying the existing processes, helped in reduction of wastes, foray into identifying, creating and converting waste streams to valuable streams, made the equipment usage much more efficient and not the least helped towards the usage of environmentally benign reagents and solvents.

With the expertise of high scientific and analytical skills, R&D has also forayed and focused consciously on specialty chemicals, agrochemicals and the pharma intermediates, taking part of ‘make in India’ campaign, the initiative by Govt. of India which has been mutually beneficial.

Various challenges and vulnerabilities were overcome through versatile expertise of cross functional team.

Tatva Chintan through its technology development strategies for various products technologies is also simultaneously focused on Safety, health and environmental issues.

ii. The benefits derived like product improvement, cost reduction, product development or import substitution:

The core strengthening and adoption of advanced technologies, Tatva Chintan through its cohesive and continuous R&D efforts has been able to deliver products via environmentally benign, cost competitive, safe, commercially viable and effective processes for new product pipelines for various customers who have appreciated our outcomes time and again with respect to our no compromise strategy in term's of product quality standards.

Safe mode grignard reactions, metal based C-C coupling, Regio-selective halogenation, separation of regioisomer's by novel technology and application of green reagents such as aqueous hydrogen peroxide as green oxidant etc have successfully transcribed from lab scale to pilot scale and further to the commercial scale. Photo chlorination as included into Tatva Chintan's expertise with all safety requirements has transcribed successfully from lab to pilot scale to commercial scale and is a regular adapted process. Prototype process for the recovery of bromine from bromination reaction product waste was also developed thus pushing and achieving Tatva Chintan's target of zero process waste generation. Commercial Scale hydrogenation now a established regular activity, has expanded capacities taking into account of all associated safety concerns. Solvent recovery and solid distillation from lab scale to pilot level and further to commercial level was also performed successfully.

The continuous flow chemistry technology as developed in R&D have been successfully adapted, optimized, developed and demonstrated, showing minimum floor space requirements, lesser operational expenditures and most importantly it being environmentally sustainable. Few continuous flow chemistry products have already been successfully implemented and optimized up in pilot scale set up. Zeolite based absorptive separation of used solvent mixture in continuous mode was another accomplishment that resulted high purity of reusable grade solvent. Research work in the area of switching from Batch mode to flow mode have been taken up aggressively wherein few products have been lined up for commercialization.

Tatva Chintan's continual knowledge and skill development in the area of sophisticated analytical techniques e.g. for detection of trace level impurities up to ppb level, that meet customer satisfaction and confidence is also indicative of our intent and thrust.

Tatva Chintan by adherence to the technology absorption strategy through its efforts has also been successful in upgrading the existing commercial products in terms of improving output quality and yield while reducing effluent load by adopting / substituting to latest / current available technology and processes.

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

No imported technology acquired and practiced during the last three years.

iv. The expenditure incurred on Research and Development (Standalone):

(₹ in Million)

Sr. No	Particulars	2024-25	2023-24
a)	Capital expenditure	44.45	22.19
b)	Revenue expenditure	83.94	79.42
	Total (a+b)	128.39	101.61

C. Foreign exchange earnings and Outgo (Standalone)

The foreign exchange earned in terms of actual inflows during the year and the foreign exchange outgo during the year in terms of actual outflows:

(₹ in Million)

Particulars	2024-25	2023-24
Foreign exchange earned	2,191.00	2,875.92
Outgo of foreign exchange	(824.07)	(721.97)

On behalf of the Board of Directors

Chintan N. Shah
Chairman and Managing Director
DIN: 00183618

Date: 24 July 2025
Place: Vadodara

Annexure - G to the Board's Report

Report on Corporate Governance

1. Company's Philosophy on Code of Corporate Governance

Corporate Governance encompasses a set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures transparency, responsibility and accountability. Your Company believes in upholding highest standards of ethics, integrity, transparency and accountability in conducting the affairs of the Company so as to disseminate the information to the stakeholders in transparent manner. We have, therefore, designed our systems and action plans to enhance performance and stakeholders' value in the long run.

To create a culture of good governance, your Company has adopted practices that comprise of performance accountability, effective management control, constitution of Board Committees as a part of the internal control system, fair representation of professionally qualified, Non-executive and Independent Directors on the Board, timely statutory compliance, disclosure of information on performance, ownership and governance of the Company.

Above all, we believe that Corporate Governance must align individual interest with corporate goals and operate within accepted norms of propriety, equity, fair play and sense of responsibility and justice. This depends upon how accountable and transparent the Company is. Accountability improves decision making. Transparency helps to explain the rationale behind decisions and thereby creating long term value for our shareholders, our people and our business partners. The above principles have been the guiding force for whatever we do and shall continue to be so in the years to come.

Your Company's philosophy on Corporate Governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all the stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

Your Company has adhered to the requirements stipulated under Regulations 17 to 27 read with Para C and D of Schedule V and clauses (b) to (i) and (t) of Regulation 46(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as applicable with regard to Corporate Governance.

2. Board of Directors

a) Composition of the Board

Your Company has an active, experienced, highly qualified, diverse and a well-informed Board. The Board along with its Committee(s) undertakes its fiduciary duties keeping in mind the interests of all its stakeholders and the Company's Corporate Governance philosophy. Your Company has an optimum combination of Executive and Non-Executive Directors which is in conformity with Regulation 17 of the SEBI Listing Regulations read with Sections 149 and 152 of the Companies Act, 2013 ("the Act"). The Board periodically evaluates the need for change in its composition and size.

In terms of Regulation 17 of the SEBI Listing Regulations, at least 50% of the Board should comprise Non-Executive Independent Directors with at least one Woman Director. Out of total 6 Directors as on 31 March 2025, the Non-Executive Independent Directors in the Company consist 50% of the Board. Your Company has one Woman Director on the Board as on the said date who is holding the office as a Non-Executive Independent Director.

Detailed profile of all the Directors of your Company are available on the Company's website at https://www.tatvachintan.com/promoters-board-of-directors.aspx.

b) The names and categories, inter personal relationship of the Directors on the Board, their attendance at Board meetings during the year and at the last Annual General Meeting ("AGM"), the number of Directorships in other Companies and Committee membership / Chairpersonship held by them are given below:

Name and Category of Director	Attendance at the Board meetings and last AGM of Tatva Chintan Pharma Chem Limited held during the FY 2024-25		Directorship in Listed Companies			Number of other Board of Directors or Statutory Committees and Category of Membership					
	Board (Out of 04)	Last AGM held on 20 September 2024	Name of Listed Companies	Category P/PG	Category ED/ NED/ID	BOD	AC	NRC	CSR	SRC	RMC
Mr. Chintan N. Shah (DIN: 00183618) Promoter, Executive Director	04	Yes	Tatva Chintan Pharma Chem Limited	P	ED	-	-	-	-	-	-
Mr. Ajaykumar M. Patel (DIN: 00183745) Promoter, Executive Director	04	Yes	Tatva Chintan Pharma Chem Limited	P	ED	-	-	-	-	-	-
Mr. Shekhar R. Somani (DIN: 00183665) Promoter, Executive Director	04	Yes	Tatva Chintan Pharma Chem Limited	P	ED	-	-	-	-	-	-
CA Subhash A. Patel (DIN: 00535221) Non-Executive - Independent Director	04	Yes	Tatva Chintan Pharma Chem Limited	-	ID	1-NED	-	-	-	-	-
Dr. Avani R. Umatt (DIN: 09046170) Non-Executive - Independent Director	04	Yes	Tatva Chintan Pharma Chem Limited	-	ID	-	-	-	-	-	-
Dr. Manher C. Desai (DIN: 09042598) Non-Executive -Independent Director	04	Yes	Tatva Chintan Pharma Chem Limited	-	ID	-	-	-	-	-	-

P - Promoter; PG - Promoter Group; ED – Executive Director; NED - Non-Executive Director; ID - Independent Director; BOD – Board of Director; AC - Audit Committee; NRC - Nomination and Remuneration Committee; CSR - Corporate Social Responsibility Committee; SRC - Stakeholders Relationship Committee; RMC - Risk Management Committee; M - Membership; C – Chairpersonship

The Twenty Eighth (28th) Annual General Meeting ("AGM") of the Company for FY 2023-24 was held on Friday, 20 September 2024 through video conferencing / other audio-visual means ("VC / OAVM") in accordance with the relevant circulars issued by the Ministry of Corporate Affairs ("MCA') and the Securities and Exchange Board of India ("SEBI").

None of the Directors on the Board is a Member of more than ten (10) Committees and Chairperson of more than five (5) Committees (Committees being Audit Committee and Stakeholders Relationship Committee as per Regulation 26(1) of the SEBI Listing Regulations) across all the public companies in which he / she is a Director. All the Directors have made the requisite disclosures regarding committee positions held by them in other companies

None of the Directors hold office in more than ten (10) public limited companies as prescribed under Section 165(1) of the Act. No Director holds Directorships in more than seven (7) listed companies. None of the Non-Executive Director is an Independent Director in more than seven (7) listed companies as required under the SEBI Listing Regulations. Further, the Managing Director and the Executive Director do not serve as Independent Directors in any listed company.

c) Number of Board Meetings held and the dates of the Board Meetings

The Board of Directors met four (4) times on following date during the financial year under review.

Sr. No.	Date of Board Meeting	No. of Directors Present
1.	03 May 2024	6
2.	24 July 2024	6
3.	25 October 2024	6
4.	28 January 2025	6

The maximum gap between any two meetings was less than one hundred and twenty days and the Meetings were conducted in compliance with all applicable laws. The necessary quorum was present at all the Board Meetings.

d) Disclosure of relationships between Directors inter-se - None of the Directors are related to each other.

e) Number of shares held by Non-executive Directors

No Shares has been held by Non-Executive Directors. The details of Shares held by Directors as on 31 March 2025 are given below:

Name	Category	Number of equity shares
Mr. Chintan N. Shah	Promoter, Executive Director	4,897,219
Mr. Shekhar R. Somani	Promoter, Executive Director	5,396,861
Mr. Ajaykumar M. Patel	Promoter, Executive Director	4,000,000
CA Subhash A. Patel	Non-Executive - Independent Director	-
Dr. Manher C. Desai	Non-Executive - Independent Director	-
Dr. Avani R. Umatt	Non-Executive - Independent Director	-

f) The Company has not issued any convertible instruments.

g) Web link where details of familiarization programmes imparted to Independent Directors - https://www.tatvachintan.com//webfiles/CorporateGovernance/PDF/details-of-familiarization-programme-for-independent-directors.pdf

h) As required under the provisions of Schedule V(C)(2)(h) of the SEBI Listing Regulations, the Board of Directors has identified the core skills / expertise / competencies as required in the context of its business(es) and sector(s) for it to function effectively those actually available with the Board and the details of the name of Director(s) who possess specific skills / expertise / competencies are as follows:

Name of the Director	Leadership, Management & Governance	Information Technology business & Industry knowledge	Legal, regulatory and financial knowhow	Strategic and analytical mindset	Safety and Sustainability	Interpersonal skills and personal qualities / values
Mr. Chintan N. Shah	✓	✓	✓	✓	✓	✓
Mr. Shekhar R. Somani	✓	✓	✓	✓	✓	✓
Mr. Ajaykumar M. Patel	✓	✓	✓	✓	✓	✓
CA Subhash A. Patel	✓	✓	✓	✓	✓	✓
Dr. Avani R. Umatt	✓	✓	✓	✓	✓	✓
Dr. Manher C. Desai	✓	✓	✓	✓	✓	✓

The eligibility of a person to be appointed as a Director of the Company is dependent on whether the person possesses the requisite skill sets identified by the Board as above and whether the person having knowledge about a business that is relevant to the Company's business or is a proven academician in the field relevant to the Company. The Directors so appointed are drawn from diverse backgrounds and who possess special skills with regard to the industries / fields from where they come.

i) The Board of Directors of the Company is of opinion that all the Independent Directors of the Company fulfill the conditions specified in SEBI Listing Regulations and are independent of the management during the period under review.

j) None of the Independent Directors of the Company has resigned before the expiry of their tenure during the period under review.

k) Annual Evaluation of the Board's and Individual Directors:

Pursuant to the provisions of the Act, and the SEBI Listing Regulations, the Board has carried out the annual evaluation of its own performance, as well as the working of its Audit, Nomination and Remuneration Committee. A structured questionnaire was prepared after taking into consideration, inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The performance evaluation made by Nomination and Remuneration Committee and Independent Directors at their respective meetings was noted by the Board. The performance evaluation of Executive Director/s, Independent Director/s, Board committee/s and Board as a whole was carried out by the Board of Directors excluding the Director being evaluated, at their meeting on the basis of criteria laid down by the Board.

l) Compliance with Code of Conduct:

The Company has adopted the Code of Conduct for the Board of Directors and Senior Management Personnel. The Company's Code of Conduct is available on the website of the Company at https://www.tatvachintan.com//webfiles/CorporateGovernance/PDF/code-of-conduct-for-the-board-of-directors-and-the-senior-management-personnel.pdf.

The members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct during the year under review.

A declaration to this effect duly signed by the Chairman and Managing Director forms part of this Report.

m) Prevention of Insider Trading Code:

The Company has adopted a "Code of Conduct for Prohibition of Insider Trading" and the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" as per SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, with a view to regulate trading in securities by the Designated Persons and their Immediate Relatives.

The Board of Directors, designated employees and connected persons have affirmed compliance with the Code.

Code of Conduct for Prohibition of Insider Trading and the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is available on Company's website at https://www.tatvachintan.com/corporate-governance.aspx.

The Compliance Officer of the Company is responsible for adherence to Code of Conduct for Prohibition of Insider Trading Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

3. Audit Committee

I. The Audit Committee ("AC") of the Company is constituted in alignment with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations.

II. The terms of reference of the Committee are in accordance with Regulation 18 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013 and major terms of reference, inter alia, includes the following:

1. Oversight of financial reporting process and the disclosure of financial information relating to Tatva Chintan Pharma Chem Limited (the "Company") to ensure that the financial statements are correct, sufficient and credible;
2. Recommendation for appointment, reappointment, replacement, remuneration and terms of appointment of Auditors of the Company and the fixation of the audit fee;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Formulation of a policy on related party transactions, which shall include materiality of related party transactions;
5. Reviewing, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;
6. Examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
   a. Matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
   b. Changes, if any, in accounting policies and practices and reasons for the same;
   c. Major accounting entries involving estimates based on the exercise of judgment by management;
   d. Significant adjustments made in the financial statements arising out of audit findings;
   e. Compliance with listing and other legal requirements relating to financial statements;
   f. Disclosure of any related party transactions; and
   g. Modified opinion(s) in the draft audit report.
7. Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
8. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the Offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board of directors of the Company (the "Board" or "Board of Directors") to take up steps in this matter;
9. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
10. Approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;

    Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and / or the applicable Accounting Standards and / or the Companies Act, 2013.
11. Scrutiny of inter-corporate loans and investments;
12. Valuation of undertakings or assets of the Company, wherever it is necessary;
13. Evaluation of internal financial controls and risk management systems;
14. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
15. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
16. Discussion with internal auditors of any significant findings and follow up there on;
17. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
18. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
19. Recommending to the Board of Directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;
20. Looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
21. Reviewing the functioning of the whistle blower mechanism;
22. Monitoring the end use of funds raised through public offers and related matters;
23. Overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;
24. Approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
25. Reviewing the utilization of loans and / or advances from/ investment by the holding company in the subsidiary exceeding ₹ 1,000,000,000 or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision; and

25A. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

26. Carrying out any other functions required to be carried out by the Audit Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

III. The composition of the Audit Committee meets with the requirement of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations.

All the members of the Audit Committee are qualified and have insight to interpret and understand financial statements.

Four (4) Audit Committee meetings were held during the Financial Year 2024-25 which were held on 03 May 2024, 24 July 2024, 25 October 2024 and 28 January 2025. The maximum gap between any two meetings was less than one hundred and twenty days. The necessary quorum was present for all the Meetings of the Committee.

The details of members, their category and number of meetings attended by them during the Financial Year 2024-25 are given below:

Name of Committee Member	Designation in Committee	Category in the Board	No of Meeting held	No of Meeting attended
CA Subhash A. Patel	Chairperson	Non-Executive - Independent Director	04	04
Dr. Manher C. Desai	Member	Non-Executive - Independent Director	04	04
Mr. Chintan N. Shah	Member	Promoter, Executive Director	04	04
Dr. Avani R. Umatt	Member	Non-Executive - Independent Director	04	04

CA Subhash A. Patel, Chairperson of the Audit Committee, was present during the 28th AGM held on 20 September 2024 through Video Conferencing.

4. Nomination and Remuneration Committee

I. The Nomination and Remuneration Committee ("NRC") of the Company is constituted in alignment with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations and terms of reference, including role and powers of the Committee, has been modified accordingly.

II. Terms of reference of the Committee, inter alia, includes the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to the remuneration of the directors, key managerial personnel and other employees ("Remuneration Policy").

   The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

   i. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

   ii. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

   iii. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.

(1A). For every appointment of an independent director, the Nomination and Remuneration Committee shall 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. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

   a. use the services of an external agencies, if required;

   b. consider candidates from a wide range of backgrounds, having due regard to diversity; and

   c. consider the time commitments of the candidates.

2. Formulation of criteria for evaluation of independent directors and the Board;

3. Devising a policy on Board diversity;

4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director's performance (including independent director);

5. Analyzing, monitoring and reviewing various human resource and compensation matters;

6. Deciding whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

7. Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

8. Recommending to the board, all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary;

9. Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time;

10. Reviewing and approving the Company's compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

11. Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, if applicable;

12. Frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

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

    b. The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.

13. Perform such other activities as may be delegated by the Board or specified / provided under the Companies Act, 2013 to the extent notified and effective, as amended or by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or by any other applicable law or regulatory authority.

III. The composition of the Nomination and Remuneration Committee meets with the requirement of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations.

Three (3) Nomination and Remuneration Committee meetings were held during the Financial Year 2024-25 which were held on 03 May 2024, 24 July 2024 and 28 January 2025. The necessary quorum was present at all the Meetings of the Committee.

The details of members, their category and number of meetings attended by them during the Financial Year 2024-25 are given below:

Name of Committee Member	Designation in Committee	Category in the Board	No of Meeting held	No of Meeting attended
Dr. Manher C. Desai	Chairperson	Non-Executive - Independent Director	03	03
CA Subhash A. Patel	Member	Non-Executive - Independent Director	03	03
Dr. Avani R. Umatt	Member	Non-Executive - Independent Director	03	03

Dr. Manher C. Desai, Chairperson of the Nomination and Remuneration Committee, was present during the 28th AGM held on 20 September 2024 through Video Conferencing.

IV. The below criteria are considered for performance evaluation of Board, that of its Committees and Individual Directors:

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Executive and Non-Executive Directors of the Company as per Section 178 of the Companies Act, 2013, as amended from time to time. The criteria was set based on various attributes, inter alia, profile, experience, contribution, dedication, knowledge, sharing of information with the Board, regularity of attendance, aptitude and effectiveness, preparedness and participation, team work, decision making process, their roles, rights, responsibilities in the Company, monitoring and managing potential conflict of interest of management, providing fair and constructive feedback and strategic guidance and contribution of each Director to the growth of the Company.

5. Stakeholders Relationship Committee

I. The Stakeholders Relationship Committee ("SRC") of the Company is constituted in alignment with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations and terms of reference, including role and powers of the Committee, has been modified accordingly.

II. Terms of reference of the Committee, inter alia, includes the following:

a. Resolving the grievances of the security holders of the listed entity including complaints related to transfer / transmission of shares or debentures, including non-receipt of share or debenture certificates and review of cases for refusal of transfer / transmission of shares and debentures, non-receipt of annual report or non-receipt of balance sheet, non-receipt of declared dividends, issue of new / duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints;

b. review of measures taken for effective exercise of voting rights by shareholders;

c. Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

d. Giving effect to all transfer / transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate / consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;

e. review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar and share transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services;

f. review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company; and

g. Carrying out such other functions as may be specified by the Board from time to time or specified / provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority.

To expedite the process and for effective resolution of grievances / complaints, the Committee has delegated powers to the MUFG Intime India Private Limited, Registrar and Share Transfer Agent and its officials to redress all various aspects of interest of the Members / Investors. Mr. Ishwar Nayi, the Company Secretary of the Company acts as a Compliance Officer of the Stakeholders Relationship Committee and under his supervision, the Committee redresses the grievances / complaints of Members / Investors.

Two (2) Stakeholders Relationship Committee meetings were held during the Financial Year 2024-25 which were held on 03 May 2024 and 28 January 2025. The necessary quorum was present at all the Meetings of the Committee.

The details of members, their category and number of meetings attended by them during the Financial Year 2024-25 are given below:

Name of Committee Member	Designation in Committee	Category in the Board	No of Meeting held	No of Meeting attended
CA Subhash A. Patel	Chairperson	Non-Executive - Independent Director	02	02
Dr. Manher C. Desai	Member	Non-Executive - Independent Director	02	02
Mr. Shekhar R. Somani	Member	Promoter, Executive Director	02	02

CA Subhash A. Patel, Chairperson of the Stakeholders Relationship Committee, was present during the 28th AGM held on 20 September 2024 through Video Conferencing.

III. Status of Investor Complaints

The status of investor complaints as on 31 March 2025 as reported under Regulation 13(3) of the SEBI Listing Regulations is as under:

No of shareholders complaints as on 01 April 2024	00
No of shareholders complaints received during the year	01
No of shareholders complaint resolved during the year	01
No of shareholders complaint not resolved during the year	00
No of complaint pending as on 31 March 2025	00

The complaints have been resolved to the satisfaction of the shareholders. The correspondence identified as investor complaints are letters received through statutory / regulatory bodies.

No grievances / complaints are outstanding and no requests for share transfers and / or requests for dematerialization were pending for approval as on 31 March 2025.

IV. Name, designation and address of the Compliance Officer

Mr. Ishwar Nayi

Company Secretary and Compliance officer

Tatva Chintan Pharma Chem Limited

Plot No. 502/17, GIDC Estate, Ankleshwar,

Dist. Bharuch-393002, Gujarat, India

Tel.: +91 75748 48533/34

Fax: +91 265 263 8533

Email: cs@tatvachintan.com

6. Risk Management Committee

I. The Risk Management Committee (“RMC”) of the Company is constituted in alignment with the provisions of Regulation 21 of the SEBI Listing Regulations. The primary role of the RMC is that of assisting the Board of Directors in overseeing the Company’s risk management processes and controls. The RMC, through the Enterprise Risk Management in the Company, seeks to minimise adverse impact on the business objectives and enhance stakeholder value. The Board has adopted a charter for the functioning of the RMC covering the composition, meetings, quorum, responsibilities, etc.

II. Terms of reference of the Committee, inter alia, includes the following:

1. To formulate a detailed risk management policy which shall include:

   a. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.

   b. Measures for risk mitigation including systems and processes for internal control of identified risks.

   c. Business continuity plan.

2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

5. To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;

6. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board of Directors.

Two (2) Risk Management Committee were held during the Financial Year 2024-25 which were held on 03 May 2024 and 25 October 2024. The necessary quorum was present at all the Meetings of the Committee.

The details of members, their category and number of meetings attended by them during the Financial Year 2024-25 are given below:

Name of Committee Member	Designation in Committee	Category in the Board / Company	No of Meeting held	No of Meeting attended
Mr. Shekhar R. Somani	Chairperson	Promoter, Executive Director	02	02
CA Subhash A. Patel	Member	Non-Executive - Independent Director	02	02
Dr. Manher C. Desai	Member	Non-Executive - Independent Director	02	02
Mr. Harish L. Patel	Member	Head - Operations	02	02
Mr. Rakeshkumar P. Poonia	Member	Deputy General Manager - Commercial	02	02

Mr. Shekhar R Somani, Chairperson of the Risk Management Committee, was present during the 28th AGM held on 20 September 2024 through Video Conferencing.

7. Senior Management

Particulars of Senior Management Personnel as defined under SEBI Listing Regulations as on 31 March 2025 including the changes therein since the close of the previous financial year are as follows:

Sr. No.	Name of SMP	Designation
1.	Mr. Ashok Bothra	Chief Financial Officer
2.	Mr. Ishwar Nayi	Company Secretary and Compliance Officer
3.	Mr. Harish Patel	Head - Operations
4.	Mr. Ajay Rawat	Assistant Vice President – Research and Development

There is no change in Senior Management during the financial year.

8. Corporate Social Responsibility Committee

I. The Corporate Social Responsibility (‘CSR’) Committee of the Board is constituted in accordance with the provisions of Section 135 of the Companies Act, 2013. The CSR Committee has been entrusted with the specific responsibility of reviewing corporate social responsibility programmes. The scope of the CSR Committee also includes approving the budget of CSR activities, reviewing the CSR programmes, formulation of annual action plan and monitoring the CSR spends.

II. Terms of reference of the Committee, inter alia, includes the following:

a. formulate and recommend to the Board, a “Corporate Social Responsibility Policy” which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and the rules made thereunder, as amended, monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the Board;

b. identify corporate social responsibility policy partners and corporate social responsibility policy programmes;

c. review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a) and the distribution of the same to various corporate social responsibility programs undertaken by the Company;

d. delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;

e. review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;

f. any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board, from time to time; and

g. exercise such other powers as may be conferred upon the Corporate Social Responsibility Committee in terms of the provisions of Section 135 of the Companies Act.

The Corporate Social Responsibility Policy of the Company is available on Company's website at https://www.tatvachintan.com//webfiles/CorporateGovernance/PDF/csr-policy.pdf

A CSR Report giving details of the CSR activities undertaken by the Company during the year under review, along with the amount spent forms part of the Board's Report.

Two (2) Corporate Social Responsibility Committee meetings were held during the Financial Year 2024-25 on 03 May 2024 and 28 January 2025. The necessary quorum was present for all the Meetings of the Committee.

The details of members, their category and number of meetings attended by them during the Financial Year 2024-25 are given below:

Name of Committee Member	Designation in Committee	Category in the Board	No of Meeting held	No of Meeting attended
Dr. Avani R. Umatt	Chairperson	Non-Executive - Independent Director	02	02
CA Subhash A. Patel	Member	Non-Executive - Independent Director	02	02
Mr. Ajaykumar M. Patel	Member	Promoter, Executive Director	02	02

Dr. Avani R. Umatt, Chairperson of the Corporate Social Responsibility Committee, was present during the 28th AGM held on 20 September 2024 through Video Conferencing.

9. Remuneration of Directors

a. Remuneration policy, terms and criteria of appointment of Directors:

The Nomination and Remuneration Policy lays down criteria for determining appointment and qualification, positive attributes and independence of Director. The policy reflects the interests of the shareholders and the Company taking into consideration any specific matters, including the assignments, the responsibilities undertaken and also be competitive with the external market. Your Company recognizes the benefit of a Board that possesses the right balance of skills, knowledge, experience, expertise and diversity of perspective. The remuneration policy is directed towards rewarding performance, based on review of achievements on a periodical basis and is in consonance with the existing Industry practices.

b. Remuneration paid to Executive Directors:

The break-up of remuneration paid on yearly basis to the Executive Directors for the Financial Year 2024-25 are as under:

(Amount in ₹)

Name of Directors	Mr. Chintan N. Shah	Mr. Ajaykumar M. Patel	Mr. Shekhar R. Somani
Designation	Chairman and Managing Director	Whole time Director	Whole time Director
Salary (₹)	5,080,032	5,080,032	5,080,032
Bonus	-	-	-
Pension	-	-	-
Commission (₹)	-	-	-
Perquisites / Allowances (₹)	11,423,220	11,423,220	11,423,220
Total (₹)*	16,503,252	16,503,252	16,503,252
Company Contribution to provident Fund (₹)	621,792	621,792	621,792
Total Amount Paid (₹)	17,125,044	17,125,044	17,125,044
Stock Option Granted (Nos.)	-	-	-

(Amount in ₹)

Name of Directors	Mr. Chintan N. Shah	Mr. Ajaykumar M. Patel	Mr. Shekhar R. Somani
Fixed components and performance linked incentives	-	-	-
Service Contract, Notice Period, Severance Fees	The employment of Mr. Chintan N. Shah is Contractual. Period of Contract - 5 years from 01 February 2021 to 31 January 2026. Notice Period – Six (6) months. There is no separate provision for payment of severance fees.	The employment of Mr. Ajaykumar M. Patel is Contractual. Period of Contract - 5 years from 01 February 2021 to 31 January 2026. Notice Period – Six (6) months. There is no separate provision for payment of severance fees.	The employment of Mr. Shekhar R. Somani is Contractual. Period of Contract - 5 years from 01 February 2021 to 31 January 2026. Notice Period – Six (6) months. There is no separate provision for payment of severance fees.

c. Remuneration paid to Non-Executive Directors:

During FY 2024-25, your Company paid sitting fees of ₹ 25,000 per Board Meeting to the Non-executive Directors who are also an Independent Directors for attending each Meeting of the Board and ₹ 10,000 per Meeting for attending each Meeting of Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee. Your Company also reimburses out-of-pocket expenses, if any incurred and claimed by the Directors for attending the Meetings.

Criteria of making payments to Non-Executive Directors who are also an Independent Directors are available on the website of the Company at https://www.tatvachintan.com//webfiles/CorporateGovernance/PDF/terms-and-conditions-for-appointment-of-independent-directors.pdf.

The terms and conditions for appointment of Non-Executive – Independent Directors are disclosed on the website of the Company at https://www.tatvachintan.com//webfiles/CorporateGovernance/PDF/terms-and-conditions-for-appointment-of-independent-directors.pdf.

Details of remuneration paid to Non-Executive - Independent Directors for attending the meetings of Board of Directors and Committees for the financial year 2024-25 are as given below:

(Amount in ₹)

Name of Directors	Sitting Fees
CA Subhash A. Patel	230,000
Dr. Manher C. Desai	210,000
Dr. Avani R. Umatt	190,000

d. Pecuniary Relationship of Non-Executive - Independent Directors with the Company:

Other than sitting fees paid to Non-Executive - Independent Directors, there were no pecuniary relationships or transactions by the Company with any of the Non-Executive - Independent Directors of the Company. The Company has not granted stock options to Non-Executive - Independent Directors.

10. Independent Directors' Meeting

During the year, a separate meeting of the Independent Directors was held on 28 January 2025, without the presence of Non-Independent Directors and members of the management, inter alia, to:

- Review the performance of Non-Independent Directors and the Board of Directors as a whole;
- Review the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- Assessment of the quality, content and timelines for the flow of information between the Management and the Board, which is necessary for the Board to effectively and reasonably perform its duties;

All Independent Directors attended the said meeting.

11. Subsidiary Companies

Regulation 16 of the SEBI Listing Regulations defines a 'material subsidiary' to mean a subsidiary, whose income or net worth exceeds 10% of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

In addition to the above, Regulation 24 of the SEBI Listing Regulations requires that at least one Independent Director on the Board of Directors of the listed entity shall be a Director on the Board of Directors of an unlisted material subsidiary, whether incorporated in India or not. For the purpose of this provision, material subsidiary means a subsidiary, whose income or net worth exceeds 20% of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

Accordingly, Independent Directors have been appointed on the Board of unlisted material subsidiaries. For more effective governance, the Independent Directors appointed in such subsidiaries brief the Board of Directors of the Company at each Board Meeting on any significant issues of these unlisted material subsidiaries.

The subsidiaries of the Company function independently with an adequately empowered Board of Directors and adequate resources. The minutes of Board Meetings of subsidiaries are placed before the Board of the Company for its review and a statement of all significant transactions and arrangements entered into by the unlisted subsidiary companies are also placed before the Board.

Pursuant to the explanation under Regulation 16(1)(c) of the SEBI Listing Regulations, the Company has formulated a Policy for determining material subsidiaries which is disclosed on the Company's website at https://www.tatvachintan.com//webfiles/CorporateGovernance/PDF/policy-for-determining-material-subsidiaries.pdf

The other requirements of Regulation 24 of the SEBI Listing Regulations with regard to Corporate Governance requirements for subsidiary companies have been complied with.

12. General Body Meetings

a) Details of location, time and date of last three Annual General Meetings are given below:

Date	Time	Venue
20 September 2024	4:00 p.m. (IST)	Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") Deemed Venue - Plot No. 502/17, GIDC Estate, Ankleshwar, Dist. Bharuch-393002, Gujarat, India
22 September 2023	4:00 p.m. (IST)	Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") Deemed Venue - Plot No. 502/17, GIDC Estate, Ankleshwar, Dist. Bharuch-393002, Gujarat, India
22 September 2022	4:00 p.m. (IST)	Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") Deemed Venue - Plot No. 502/17, GIDC Estate, Ankleshwar, Dist. Bharuch-393002, Gujarat, India

b) Details of special resolutions passed in the previous three annual general meetings:

Nature of Transaction in respect of which Special Resolution Passed Time	Date and time of Meeting
1. To consider and approve managerial remuneration payable to Mr. Chintan Nitinkumar Shah (DIN: 00183618) being Managing Director of the Company for his remaining tenure.	20 September 2024 at 4:00 p.m. (IST)
2. To consider and approve managerial remuneration payable to Mr. Ajaykumar Mansukhlal Patel (DIN: 00183745) being Wholetime Director of the Company for his remaining tenure.	
3. To consider and approve managerial remuneration payable to Mr. Shekhar Rasiklal Somani (DIN: 00183665) being Wholetime Director of the Company for his remaining tenure.	

c) Whether any special resolution passed last year through postal ballot, details of voting pattern:

There was no special resolution passed through postal ballot process during FY 2024-25.

d) Person who conducted the postal ballot exercise: Not Applicable

e) Whether any special resolution is proposed to be conducted through postal ballot:

There is no immediate proposal for passing any resolution through postal ballot. None of the businesses proposed to be transacted at the ensuing AGM require passing of a resolution through postal ballot.

f) Procedure for postal ballot: Not applicable

13. Means of Communication

a. Stock Exchange Intimations

All submissions to the Stock Exchanges are made through the respective electronic filing systems. All unpublished price sensitive information, material events or information as detailed in Regulation 30 of the SEBI Listing Regulations are disseminated to the Stock Exchanges.

The disclosures are also available on the Company's website at https://www.tatvachintan.com.

b. Quarterly Results

Pursuant to provisions of the SEBI Listing Regulations, the quarterly / half-yearly / annual financial results of the Company are submitted to the Stock Exchanges and are generally published in English Language in National Daily Newspaper "Business Standard / Financial Express" circulating in substantially the whole of India and in Gujarati Language in "Vadodara Samachar"

The quarterly / half-yearly / annual financial results of the Company are displayed on the Company's website under "Investor Relations" section at https://www.tatvachintan.com/. The website also displays official press releases, investor presentations and other statutory and business information.

c. Newspaper wherein results generally published

After getting the shares listed on BSE and NSE, the Company generally publishes its results in English Language in National Daily Newspaper "Business Standard / Financial Express" circulating in substantially the whole of India and in Gujarati Language in "Vadodara Samachar".

d. Website

https://www.tatvachintan.com

e. Official news release

The Company regularly publish information, update its financial results and official news releases on the Company's website https://www.tatvachintan.com.

f. Presentation made to institutional investor or to the analyst

The Chairman and Managing Director / Whole Time Director / Chief Financial Officer, Senior Management Personnel etc. hold quarterly briefs with analysts, shareholders and major stakeholders where the Company's performance is discussed. The official press releases, presentation made to the institutional investors and analysts, audio / video recording and the transcripts of the call with analysts for quarterly / half-yearly / annual results are available on the Company's website at https://www.tatvachintan.com and uploaded on the website of NSE and BSE.

14. General Shareholders' Information

Day, Date, time and venue of Annual general meeting (AGM) :	:	Friday, 26 September 2025 Time: 04:00 P.M. (IST) Venue: In accordance with the General Circular issued by the MCA on 19 September 2024 and other relevant MCA Circulars, the AGM will be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") only
Financial year; :	:	01 April to 31 March
Book Closure Date;	:	Saturday, 13 September 2025 to Friday, 26 September 2025 (both days inclusive)
Dividend payment date;	:	On or after Friday, 03 October 2025 but before the expiry of statutory period of 30 days from the date of AGM, if approved by the Members at the AGM
The name and address of each stock exchange(s) at which The listed entity's securities are listed and a confirmation About payment of annual listing fee to each of such stock exchange(s);	:	The Equity Shares of the Company are listed at BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). The name and address of Stock Exchange are as follows: BSE Limited 25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001. National Stock Exchange of India Limited "Exchange Plaza", C-1, Block G, Bandra- Kurla Complex, Bandra (E), Mumbai – 400 051. The Company has paid the listing fees to these Stock Exchanges for Financial Year 2024-25 and Financial Year 2025-26
Stock code/symbol	:	see table below
International Securities Identification Number (ISIN) in NSDL and CDSL;	:	INE0GK401011
In case the securities are suspended from trading, the Directors report shall explain the reason thereof;	:	Not Applicable for the year under review

Name of the Exchange	Code/Symbol
BSE Limited (BSE)	543321
National Stock Exchange of India Limited (NSE)	TATVA

Registrar to an issue and share transfer agents;	:	**MUFG Intime India Private Limited** C-101, 1st Floor, 247 Park Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai, Maharashtra - 400 083, India SEBI registration number: INR000004058 Email: vadodara@in.mpms.mufg.com Website: www.in.mpms.mufg.com Telephone: +91 (22) 4918 6260 Shareholders are requested to correspond directly with the Registrar and share transfer Agent for transfer / transmission of shares, change of address, queries pertaining to their shares, dividend etc.
Share Transfer System;	:	Pursuant to Regulation 40 (1) of SEBI Listing Regulations, with effective from 01 April 2019, transfer of shares in physical mode has been discontinued and accordingly the Company has not processed transfer of shares in physical mode (except in case of request received for transmission or transposition of shares) from the time the said Regulation was applicable and all the transfer of shares would be carried out only in dematerialized form by the respective Depository Participants of the shareholders. Accordingly, shareholders holding shares in physical form are urged to have their shares dematerialized at the earliest so that they can transfer them in dematerialized form and participate in various corporate actions.
Distribution of shareholding as on 31 March 2025	:	Please find the details at **Annexure - I**
Dematerialization of shares and liquidity	:	100% of Company's shares are held in the demat form as on 31 March 2025.
Outstanding global depository receipts or american Depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity;	:	The Company has not issued any GDRs or ADRs or warrants or any convertible instruments during the year under review.
Commodity price risk or foreign exchange risk and hedging activities;	:	Commodity price risk and hedging activities – The Company procures Raw Materials (mainly Chemicals) etc. The Company manages the associated price risks through commercial negotiation with customers and suppliers. Foreign Exchange risk and hedging activities – The Company has exposure to foreign exchange risks in relation with its imports, borrowings and exports denominated in Foreign exchange. The Company has a robust internal control system to manage foreign exchange risks. The hedging activity is regularly carried out to mitigate the risks.
Plant locations;	:	Ankleshwar Plant: Plot No. 502/17&18&8, GIDC Estate, Ankleshwar, Dist. Bharuch-393002, Gujarat, India Dahej Plant: Plot No. Z/103/F/1&2, SEZ Area, Part-2, Dahej – 392130, District: Bharuch, Gujarat, India
Address for correspondence	:	Tatva Chintan Pharma Chem Limited Plot. No. 353, Makarpura GIDC, Vadodara - 390010, Gujarat, India Tel. No. +91 7574848533/34 Email: cs@tatvachintan.com Website: https://www.tatvachintan.com
List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit (FD) programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad	:	During the financial year under review, the Long Term and Short Term rating of your Company has been revised from "A-/Stable and A2+" to "A-/Negative and A2+" respectively by CRISIL.
Transfer of unclaimed amounts / shares to the Investor Education and Protection Fund (IEPF)	:	In terms of Section 124 of the Companies Act, 2013, if the dividend declared by the Company is not claimed by the shareholders or remains unpaid for 7 years, amount of dividend which remain unpaid and the corresponding shares are required to be transferred to the Investor Education and Protection Fund (IEPF). During the financial year under review, the Company was not required to transfer any amount / shares to the IEPF.

15. Other Disclosure

a. Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large;

All related party transactions that were entered into during FY 2024-25 were on arm's length basis and, in the ordinary course of business and were in compliance with the applicable provisions of the Act and the SEBI Listing Regulations. There were no material significant related party transactions entered into by the Company with Promoters, Directors, KMPs or other designated persons which may have a potential conflict with the interest of the Company at large. The Company has revised the related party transaction policy in accordance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the same is uploaded on Company's website at https://www.tatvachintan.com.

b. 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;

Your Company has timely complied with all the requirements of the Stock Exchanges, SEBI and other Statutory Authority on all matters related to capital markets. From the date of listing, no penalties or strictures have been imposed on the Company by these authorities. None of the Company's listed securities is suspended from trading.

c. Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel have been denied access to the audit committee;

The Company has adopted a Whistle blower policy and Vigil Mechanism to provide a formal mechanism to the Directors, employees and other external stakeholders to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides for adequate safeguards against victimisation of employees who avail of the mechanism. No personnel / employee of the Company has been denied access to the Chairperson of the Audit Committee.

The Whistle blower Policy as adopted by the Company is available on the Company's website at https://www.tatvachintan.com//webfiles/CorporateGovernance/PDF/vigil-mechanism-and-whistle-blower-policy.pdf.

d. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements;

- **Compliance with the mandatory requirements**

  The Company has complied with all the mandatory requirements of the SEBI Listing Regulations relating to Corporate Governance.

- **Extent of compliance with the non-mandatory / discretionary requirements**

  The status of compliance with the non-mandatory / discretionary requirements as stated under Part E of Schedule II to the SEBI Listing Regulations are as under:

  a. **The Board:** The requirement relating to maintenance of office and reimbursement of expenses of Non-Executive Chairman is not applicable to the Company, since the Chairman of the Company is an Executive Director.

  b. **Shareholder Rights:** The quarterly / half-yearly / annual / financial statements / performance of the Company are published in newspapers and uploaded on NSE / BSE apart from Company's website (https://www.tatvachintan.com/financial-information-and-other-disclosures.aspx).

  c. **Separate posts of Chairperson and the Managing Director or the Chief Executive Officer:** The Company has not adopted the said discretionary requirement.

  d. **Modified opinion(s) in Audit Report:** During the year under review, there was no audit qualification, reservation, adverse remark or disclaimer in the Company's Financial Statements. The Company continues to adopt best practices to ensure a regime of unmodified audit opinion.

  e. **Reporting of Internal Auditor:** The Internal Auditor reports to the Audit Committee.

e. Web link where policy for determining 'material' subsidiaries is disclosed;

The policy for determining 'material' subsidiaries is available on the website of the Company under the heading "Policies" in the Corporate Governance tab which can be accessed from https://www.tatvachintan.com//webfiles/CorporateGovernance/PDF/policy-for-determining-material-subsidiaries.pdf.

f. Web link where policy on dealing with related party transactions is disclosed;

The policy on dealing with related party transactions is available on the website of the Company under the heading "Policies" in the Corporate Governance tab which can be accessed from https://www.tatvachintan.com//webfiles/CorporateGovernance/PDF/policy-on-related-party-transactions.pdf.

g. Disclosure of commodity price risks and commodity hedging activities.

The Company procures Raw Materials (mainly Chemicals) etc. The Company manages the associated price risks through commercial negotiation with customers and suppliers.

h. **Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).**
Not applicable

i. **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.**
The Company has received certificate from M/s. TNT & Associates, Practicing Company Secretaries. The copy of Certificate is enclosed at **Annexure - II.**

j. **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;**
During the year under review, there were no instances where the Board has not accepted any recommendation(s) made by any of the Committee of the Board.

k. **Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm / network entity of which the statutory auditor is a part;**
₹ 3,440,000/-

l. **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**
The details of complaints filed, disposed and pending are given below:
Number of complaints filed during the financial year 2024-25 – Nil
Number of complaints disposed of during the financial year 2024-25 – Nil
Number of cases pending for more than ninety days - Nil
Number of complaints pending as on end of the financial year 2024-25 – Nil

The Company has in place a Policy on Prevention of Sexual Harassment at Workplace ("POSH") and the same is uploaded on the website of the Company at https://www.tatvachintan.com//webfiles/CorporateGovernance/PDF/policy-on-prevention-and-resolution-of-sexual-harassment-at-workplace.pdf.

m. **Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans and Advances in the nature of loans to firms / companies in which Directors are interested by name and amount;**
The Company has not given any loans or advances to any firm / company in which its Directors are interested.

n. **Details of material subsidiaries including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:**

Name of material subsidiaries	Date of incorporation / acquisition	Place of incorporation	Name of the Statutory Auditors	Date of appointment of the Statutory Auditors
Tatva Chintan USA Inc.	16 March 2015	Michigan, USA	NA	NA
Tatva Chintan Europe B.V.	01 March 2019	Amsterdam, The Netherlands	NA	NA

16. Compliance Requirements with Corporate Governance

The Company has complied with all Corporate Governance Requirements specified in Regulation 17 to 27 to the extent applicable and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of SEBI Listing Regulations to the extent applicable.

17. Non-Compliance of Requirement of Corporate Governance Report of above sub paras

Not Applicable

18. Declaration Regarding Compliance by the members of Board of Directors and Senior Management Personnel of the Code of Conduct of Board of Directors and Senior Management.

The above declaration given by Mr. Chintan N. Shah, Chairman and Managing Director is annexed at **Annexure - III** of this Corporate Governance Report.

19. Compliance Certificate Regarding Compliance of Conditions of Corporate Governance

The certificate as issued by M/s. TNT & Associates, Practicing Company Secretaries is annexed at **Annexure - IV.**

20. Details Regarding Demat Suspense Account / Unclaimed Suspense Account

Not Applicable for the financial year under review.

21. Disclosure of certain types of agreements binding listed entities

Not Applicable for the financial year under review.

Annexure - I to the Corporate Governance Report

Distribution of Shareholding as on 31 March 2025

No. of Shares Range		No. of Shareholders	% to Total Shareholders	No. of Shares	% to Total Issued Capital
From	To				
1	500	78,851	98.80	2,484,999	10.62
501	1000	518	0.65	376,649	1.61
1001	2000	257	0.32	361,034	1.54
2001	3000	66	0.08	165,595	0.71
3001	4000	29	0.03	103,244	0.44
4001	5000	14	0.02	64,788	0.28
5001	10000	31	0.04	224,295	0.96
10001	Above	46	0.06	19,611,451	83.84
Total		**79,812**	**100**	**23,392,055**	**100**

Category of Shareholding as on 31 March 2025

Category	Number of Shares	Percentage (%)
Promoter and Promoter Group	16,846,958	72.02
Mutual Funds	1,249,741	5.34
Alternate Investment Funds	27,919	0.12
Foreign Portfolio Investors	771,793	3.30
Public	3,958,384	16.92
Hindu Undivided Family	151,990	0.65
Non-Resident Indian	180,687	0.77
Body Corporate	196,845	0.84
Body Corporate - Ltd Liability Partnership	5,850	0.03
Clearing Members	1825	0.01
Trusts	63	0.00
Total	**23,392,055**	**100**

Annexure - II to the Corporate Governance Report

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
TATVA CHINTAN PHARMA CHEM LIMITED
(CIN: L24232GJ1996PLC029894)
Plot No. 502/17, GIDC Estate,
Ankleshwar,
Bharuch – 393 002,
Gujarat, India

Dear Sir / Madam,

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Tatva Chintan Pharma Chem Limited**, CIN: L24232GJ1996PLC029894 and having Registered Office, situated at Plot No. 502/17, GIDC Estate, Ankleshwar, Bharuch – 393002, Gujarat, India (hereinafter referred to as "the Company"), produced before 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 and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (Including Directors Identification Number ("DIN") status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March 2025, have been debarred or disqualified from being appointed or continuing as the Directors of the Companies, by the Securities and Exchange Board of India ("SEBI"), Ministry of Corporate Affairs ("MCA") or any such other Statutory Authority:-

Sr. No.	Name of the Directors	DIN	Date of Appointment in the Company *
1	Mr. Chintan Nitinkumar Shah	00183618	12/06/1996
2	Mr. Shekhar Rasiklal Somani	00183665	12/06/1996
3	Mr. Ajaykumar Mansukhlal Patel	00183745	12/06/1996
4	CA Subhash Ambubhai Patel	00535221	27/02/2021
5	Dr. Manher Chimanlal Desai	09042598	27/02/2021
6	Dr. Avani Rajesh Umatt	09046170	27/02/2021

** The date of appointment is as per the MCA Portal.*

Ensuring the eligibility 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 the basis of 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.

For, **TNT & Associates**
Practicing Company Secretaries
P. R. NO.:- 3209/2023

Niraj Trivedi
Partner
FCS No.:- 3844
CP No.:- 3123
UDIN:- F003844G000850668

Date:- 24th July 2025
Place:- Vadodara

Annexure - III to the Corporate Governance Report

Declaration - Compliance with the Code of Conduct

To,
The Members,
Tatva Chintan Pharma Chem Limited

I, Chintan N. Shah, Chairman and Managing Director of the Company, hereby declare that all the Members of the Board of Directors and the Senior Management Personnel have affirmed compliance with the Code of Conduct, applicable to them as laid down by the Board of Directors in terms of Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time for the year ended 31 March 2025.

For Tatva Chintan Pharma Chem Limited

Chintan N. Shah
Chairman and Managing Director
DIN: 00183618

Date: 24 July 2025
Place: Vadodara

Annexure - IV to the Corporate Governance Report

Certificate on Corporate Governance

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

To,
The Members of
TATVA CHINTAN PHARMA CHEM LIMITED
(CIN: L24232GJ1996PLC029894)
Plot No. 502/17, GIDC Estate,
Ankleshwar, Bharuch – 393 002,
Gujarat, India

Dear Sir / Madam,

We have examined the compliance of the conditions of Corporate Governance by **Tatva Chintan Pharma Chem Limited,** CIN: L24232GJ1996PLC029894, having Registered Office situated at Plot No. 502/17, GIDC Estate, Ankleshwar, Bharuch – 393002, Gujarat, India (hereinafter referred to as "**the Company**"), for the Financial Year ended on 31 March 2025, as stipulated in Regulation 17 to 27 and clause (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (collectively referred to as **"SEBI Listing Regulations, 2015"**).

The compliance of the conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to the review procedures and implementation thereof, as adopted by the Company for ensuring the compliance with conditions of Corporate Governance.

It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and representation made by the management, we certify that the Company, to the extent applicable, has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations, 2015 for the year ended on 31 March 2025.

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

For, TNT & Associates
Practicing Company Secretaries
P. R. NO.:- 3209/2023

Niraj Trivedi
Partner
FCS No.:- 3844
CP No.:- 3123
UDIN:- F003844G000850767

Date:- 24th July 2025
Place:- Vadodara

Annexure - H to the Board's Report

Business Responsibility and Sustainability Report

Section A: General Disclosures

I. Details of the listed entity:

1.	Corporate Identity Number (CIN) of the Listed Entity	L24232GJ1996PLC029894
2.	Name of the Listed Entity	Tatva Chintan Pharma Chem Limited
3.	Year of Incorporation	1996
4.	Registered Office Address	Plot No. 502/17, GIDC Estate, Ankleshwar, Dist. Bharuch, Gujarat - 393002, India
5.	Corporate Address	Plot No. 353, Makarpura GIDC, Vadodara, Gujarat – 390010, India
6.	E-mail	cs@tatvachintan.com
7.	Telephone	+91-7574848533/34
8.	Website	www.tatvachintan.com
9.	Financial year for which reporting is being done	01 April 2024 to 31 March 2025
10.	Name of the Stock Exchange(s) where shares are listed	1. BSE Limited (BSE); and 2. National Stock Exchange of India Limited (NSE)
11.	Paid-up Capital	₹ 233.92 Million
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Chintan N. Shah Chairman and Managing Director Telephone number: +91 75748 48533/34 Email ID: chintan@tatvachintan.com
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Standalone Basis
14.	Name of assurance provider	Not Applicable
15.	Type of assurance obtained	Not Applicable

II. Products / Services:

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

Description of main activity	Description of business activity	% of turnover of the entity
Specialty Chemicals	Manufacturing of specialty chemical with diverse portfolio of Structure Directing Agents, Phase Transfer Catalysts, Electrolyte Salts and Solutions and Pharmaceutical and Agrochemical Intermediates and Other Specialty Chemicals	99.23%

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

Sr. No.	Product / Service	NIC Code	% of total turnover contributed
1	Structure Directing Agents (SDA)	20119	33.66%
2	Phase Transfer Catalysts (PTC)	20119	30.09%
3	Pharmaceutical and Agrochemical Intermediates and Other Specialty Chemicals (PASC)	20119	34.31%
4	Electrolyte Salts and Solutions (ESS)	20119	1.17%

III. Operations:

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

Locations	Number of plants	Number of offices	Total
National	2	2	4
International	0	0	0

19. Markets served by the entity:

a. Number of locations:

Locations	Number
National (no. of states)	18
International (no. of countries)	34

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

59.82%

c. A brief on types of customers:

We have a wide customer base spread across major geography and across diverse sectors including:

- Agro chemicals
- Active pharmaceuticals ingredients
- Zeolites manufactures
- Chemicals / Specialty chemicals
- Personal care and hygiene
- Super capacitors and energy storage devices
- Resins
- Mining and metals industry

The Company serves customers directly as well as through agents.

IV. Employees

20. Details as at the end of Financial Year:

a. Employees and workers (including differently abled)

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1.	Permanent (D)	349	329	94.27 %	20	5.73%
2.	Other than Permanent (E)	0	0	0%	0	0%
3.	**Total employees (D + E)**	**349**	**329**	**94.27%**	**20**	**5.73%**
WORKERS						
4.	Permanent (F)	330	330	100%	0	0%
5.	Other than Permanent (G)	260	259	99.62%	1	0.38%
6.	**Total workers (F + G)**	**590**	**589**	**99.83%**	**1**	**0.17%**

b. Differently abled Employees and workers:

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent (D)	1	1	100%	0	0%
2.	Other than Permanent (E)	0	0	0%	0	0%
3.	**Total differently abled employees (D + E)**	**1**	**1**	**100%**	**0**	**0%**
DIFFERENTLY ABLED WORKERS						
4.	Permanent (F)	0	0	0%	0	0%
5.	Other than Permanent (G)	0	0	0%	0	0%
6.	**Total differently abled workers (F + G)**	**0**	**0**	**0%**	**0**	**0%**

21. Participation / Inclusion / Representation of women:

	Total	No. and percentage of Females	
	(A)	No. (B)	% (B / A)
Board of Directors (BOD)*	6	1	16.67%
Key Management Personnel (KMP)*	5	0	0%

**Mr. Chintan N. Shah, Chairman and Managing Director, Mr. Ajaykumar M. Patel, Whole time Director and Mr. Shekhar R. Somani, Whole time Director, are part of both BOD and KMP.*

22. Turnover rate for permanent employees and workers

	FY 2024-25 (Turnover rate in %)			FY 2023-24 (Turnover rate in %)			FY 2022-23 (Turnover rate in %)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	30.81%	35.71%	30.06%	24.08%	21.28%	23.96%	26.85%	46.15%	27.60%
Permanent Workers	21.76%	0%	21.76%	15.68%	0%	15.68%	10.70%	100%	11.07%

V. Holding, Subsidiary and Associate Companies (Including Joint Ventures)

23. (a) Names of holding / subsidiary / associate companies / joint ventures:

Sr. No	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding / subsidiary / associate / joint venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the business responsibility initiatives of the listed entity? (Yes/No)
1	Tatva Chintan USA Inc.	Wholly Owned Subsidiary of the Company	100%	No
2	Tatva Chintan Europe B.V.	Wholly Owned Subsidiary of the Company	100%	No

VI. CSR Details

24. i. Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes

ii. Turnover (in ₹): 3,664.15 Million (FY 2024-25)

iii. Net worth (in ₹): 7,213.12 Million (FY 2024-25)

VII. Transparency and Disclosures Compliances

25. Complaints / Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance redressal mechanism in place (If Yes, then provide web-link for grievance redress policy)	FY 2024-25 Number of complaints filed during the year	FY 2024-25 Number of complaints pending resolution at close of the year	FY 2024-25 Remarks	FY 2023-24 Number of complaints filed during the year	FY 2023-24 Number of complaints pending resolution at close of the year	FY 2023-24 Remarks
Communities	Yes. Please refer Note A1 below	0	0	NA	0	0	NA
Investors (other than shareholders)	Yes. Please refer Note A2 below	0	0	NA	0	0	NA
Shareholders	Yes. Please refer Note A3 below	1	0	NA	2	0	NA
Employees and workers	Yes. Please refer Note A4 below	0	0	NA	0	0	NA
Customers	Yes. Please refer Note A5 below	10	0	NA	2	0	NA
Value Chain Partners	Yes. Please refer Note A6 below	0	0	NA	0	0	NA
Other (please specify)	Not Applicable						

Notes:

A1: At all our manufacturing locations, we ensure that there is regular engagement on a pro-active basis with the local communities and their representatives. As such no complaint has been received during the year and there is no long standing grievances at any of our locations.

A2: The link to Investor Grievance Redressal is as follow:
https://www.tatvachintan.com/investors-contacts.aspx

A3: Yes. Shareholder can register their grievances at https://scores.sebi.gov.in/

A4: The link to Grievance Redressal Policy for Employees is as follows:
https://www.tatvachintan.com/corporate-governance.aspx

A5: Customer complaints and feedback are received by the marketing department, and addressed / attended to by them and the team of respective manufacturing facility. Complaints are tracked till its closure.

In the detailed monthly review meeting, the details of all the complaints and the resolution status is shared, and corrective actions are discussed to eliminate such issues in future.

A6: The link to Grievance Redressal Policy for Supply Chain Partner is as follows:
https://www.tatvachintan.com/corporate-governance.aspx

26. Overview of the entity's material responsible business conduct issue:

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

Sr. No .	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications
1.	Health and Safety	Risk	Health and Safety can directly impact people and community and disrupt the operations.	Health and Safety Management Plan, continuous Training, Process Safety and Risk Management etc. Policies (internal) and rigorous trainings for employees and workers against health and safety hazards. In addition, safety campaigns, Mock Drills, Safety Week, Safety Committee Meeting are being conducted / celebrated and communication of all significant hazards across sites, factories and offices etc. The Company minimize safety and health risks by encouraging employees or workers to report unsafe conditions or near miss events and redressal thereafter.	Negative
2.	Business ethics	Risk	Failure to adhere to business ethics may impact the brand and trust of stakeholders.	We adhere to the highest standards when it comes to personal and collective integrity, reflected by compliance with the standards stipulated by the government and other regulatory agencies. Over the years, we have further strengthened our commitment to gender respect, zero tolerance for sexual harassment, zero tolerance on ethical transgressions, commitment to recruit without prejudice and appraise without partialness, respect for the dignity of people and environment integrity and respect for the laws of the lands of our presence. The Company has also formulated and implemented a Code of Business Conduct and Ethics for all its Board members and senior management personnel, in compliance with corporate governance requirements as per the SEBI Listing Regulations. Apart from this, Tatva Code of Conduct is also applicable to all employees which serves as a guide to each employee on the standards of values, ethics, and business principles.	Negative
3.	Employee development	Opportunity	This may have the ability to attract, develop, and retain a skilled workforce, thereby boosting innovation, productivity, and competitiveness. It enhances employee competence, skills, and knowledge, which are crucial for organizational growth. Effective employee management also improves engagement, morale, and job satisfaction, resulting in lower attrition rates and increased employee loyalty.	NA	Positive
4.	Community relations and engagement	Opportunity	Community development activities help the Company to create a positive impact on society by undertaking meaningful interventions to bring significant benefits to large sections of society. The CSR efforts also help foster a more productive and positive work environment for employees.	NA	Positive
5.	Corporate governance	Opportunity	Good corporate governance creates transparent rules and controls, guides leadership, and aligns the interests of various stakeholders.	NA	Positive

Sr. No .	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications
6.	Waste management	Risk	Waste management has become a global issue impacting the environment and health of the people. Industries are one of the large generators of hazardous waste and are directed by the Pollution Control Board (PCB) for waste management practices. Not abiding to the practices prescribed the PCBs may lead to legal penalties and impact the brand image.	The Company has defined processes for managing waste at each of its sites / locations. We follow the basic principle of segregation of the waste at source and adopt the 3R concept of "reduce, reuse and recycle".	Negative
7.	Water stewardship	Opportunity	This may help in sustainable water balance, improve availability of water, becoming water neutral / positive.	Focus on minimising consumptions & effluent generation and reuse of treated effluent. Our Ankleshwar manufacturing unit is Zero Liquid Discharge Units since January 2020. Working on water reduction projects. We have taken up multiple water conservation projects like recycling, condensate recovery and steam recovery.	Positive
8.	Reducing GHG emissions	Opportunity	Undertake GHG emissions reduction initiatives through refraining from high polluting fuel, increased use of electricity from renewable sources and implement energy efficient measures.	NA	Positive
9.	Air emissions	Risk	Exceeding the designated limits set by the State Pollution Control Board (SPCB) may result in fines and penalties.	Ensure monitoring of all sources of air pollutants in Company's manufacturing locations. Undertake measures to reduce SOx, NOx and PM emissions.	Negative
10.	Stakeholder engagement	Opportunity	As we move towards growing into a more sustainable business, inclusion of various stakeholders in our growth journey is very important. We take their inputs to plan our business strategy. We are continuously engaging with the employees, investors, suppliers, Service providers, customers etc. through employee engagement initiatives, Investor meet, Vendor Meet, etc. on periodical basis.	NA	Positive
11.	Key material procurement and management	Risk	Failure to adhere to ESG practices and EHS compliance by suppliers could result in disruptions to the supply chain.	Increase awareness among raw material suppliers to implement ESG practices.	Positive
12.	Risk management and operation compliance	Risk	Effective risk management and regulatory compliance are critical for Tatva Chintan due to the complex and evolving nature of environmental regulations in the chemical industry. Non-compliance could result in severe consequences, including fines, legal challenges, operational disruptions, and long-term damage to stakeholder trust.	The company must implement a robust enterprise risk management (ERM) system, conduct periodic compliance audits and provide targeted training to employees. Leveraging digital tools to monitor compliance status and regulatory changes can further enhance operational integrity and resilience.	Negative

Section B: Management and Process Disclosures

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

The National Guidelines on Responsible Business Conduct (NGRBC) released by the Ministry of Corporate Affairs has updated and adopted nine areas of Business Responsibility. These are briefly as under:

P1	Businesses should conduct and govern themselves with integrity and in a manner that is ethical, transparent and accountable
P2	Businesses should provide goods and services in a manner that is sustainable and safe
P3	Businesses should respect and promote the well-being of all employees, including those in their value chains
P4	Businesses should respect the interests of and be responsive to all its stakeholders
P5	Businesses should respect and promote human rights
P6	Businesses should respect and make efforts to protect and restore the environment
P7	Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent
P8	Businesses should promote inclusive growth and equitable development
P9	Businesses should engage with and provide value to their consumers in a responsible manner

Disclosure questions			P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes											
1	(a)	**Whether your entity's policy / policies cover each principle and its core elements of the NGRBCs. (Yes/No)**	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	(b)	**Has the policy been approved by the Board? (Yes/No)**	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	(c)	**Web Link of the Policies, if available**	Policies are available on: https://www.tatvachintan.com/corporate-governance.aspx								
2		**Whether the entity has translated the policy into procedures. (Yes/No)**	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3		**Do the enlisted policies extend to your value chain partners? (Yes/No)**	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

Disclosure questions		P1 P2 P3 P4 P5 P6 P7 P8 P9
4	**Name of the national and international codes/ certifications / labels / standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle**	We have state-of-the-art facilities situated at Dahej and Ankleshwar that comply with ISO 9001 (Quality), ISO 14001 (Environment) and ISO 45001 (Health & Safety Management) standards. Dahej Plant is accredited with ISO 22716 (Good Manufacturing Practices (GMP) and Together for Sustainability (TfS) and our all sites are accredited with EcoVadis.
5	**Specific commitments, goals and targets set by the entity with defined timelines, if any**	Tatva Chintan Pharma Chem Limited has established a robust roadmap for responsible growth through clear Environment, Social and Governance goals. **Environment**: 20% reduction in intensity in terms of physical output (per tonne of production) based carbon emissions (GHG) by 2030, base year FY 2023-2024, including through use of renewable energy to source. Engagement with 30% of top 10 raw material suppliers (value wise) and top 10 customers (value wise) by 2030. **Social:** Directly / Collaborate with NGOs to promote education, rural development projects, promote environmental sustainability, and facilitate access to healthcare in the community. Average 16 EHS training hours per employee (including non-permanent employee) per year. **Governance:** Zero tolerance of corruption and bribery.
6	**Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met:**	We have made measurable progress towards our sustainability commitments during the reporting period: **Environment:** The Company has initiated multiple initiatives aligned with its carbon intensity reduction target. These include scaling up renewable energy procurement and implementing energy-efficient practices across operations. Additional renewable energy opportunities are currently being evaluated to further reduce dependence on fossil fuels and bridge the remaining gap towards achieving the 2030 target. During the reporting period, the Company engaged with key stakeholders by sharing sustainability-related ideas, documentation, and participating in relevant training sessions. Engagements were carried out with 31 raw material suppliers and 8 customers. **Social:** The Company, either Directly / Collaborate with NGOs, has actively implemented several CSR initiatives during the reporting period. These initiatives focused on promoting education, advancing rural development, supporting environmental sustainability and improving healthcare access for local communities. Further details are available in the ESG section of this report. The Company has provided an average of 20 EHS training hours per employee (including non-permanent employees) during the reporting period, thereby surpassing its annual training target and reinforcing its commitment to workplace safety and environmental stewardship. **Governance:** No instances of corruption or bribery were reported during the reporting period. The Company remains firmly committed to the highest standards of ethical conduct and corporate integrity.

Governance, Leadership and Oversight

7. **Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure).**

   The Company is committed towards Environmental, Social, and Governance (ESG) principles in its business. These principles help protect the environment and improve the quality of life for the communities the Company serves. The Company takes care to ensure its products and services are safe and environmentally friendly. The Company has also committed to reducing its carbon emissions (Scope 1 and 2) in line with the Science Based Targets initiative (SBTi). The Company has established policies for climate change, environment, air pollution, and water management. Socially, the Company is dedicated to fair and responsible practices for its employees, workers, and the community. It ensures safe, clean, and healthy working conditions and treats everyone fairly. The Company also works to support the local communities where it operates and helps in their inclusive growth. These efforts are supported by its CSR Policy and Human Rights Policy.

   Our governance philosophy is strengthened through Tatva Code of Conduct, Prevention of Insider Trading and various other policies.

8. **Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies).**

   Mr. Chintan N. Shah, Chairman and Managing Director (DIN: 00183618) under the guidance of the Board of Directors and its Committees is responsible for the implementation and oversight of the Business Responsibility policies.

9. **Does the entity have a specified committee of the Board / Director responsible for decision making on sustainability related issues? (Yes/No). If Yes, provide details.**

   Yes, the Company has a Committee for Corporate Social Responsibility and Risk Management. For other policies, the Company has put in place an internal framework / Committees to monitor their implementation from time to time.

10. **Details of Review of NGRBCs by the Company.**

Subject for review		Indicate whether review was undertaken by Director / Committee of the Board / Any other Committee	Frequency (Annually / Half yearly / Quarterly / Any other - please specify)
		P1 / P2 / P3 / P4 / P5 / P6 / P7 / P8 / P9	P1 / P2 / P3 / P4 / P5 / P6 / P7 / P8 / P9
a	Performance against above policies and follow up action	Yes	Annually
b	Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	Yes	Annually

		P1 P2 P3 P4 P5 P6 P7 P8 P9
11.	Has the entity carried out independent assessment / evaluation of the working of its policies by an external agency? (Yes/No). If Yes, provide name of the agency.	While the Company has not carried out an independent audit of the policies, the policies are periodically reviewed by the Board and its Committees as well as Auditors of respective functions like ISO Auditors, Internal Auditors and Secretarial Auditors, etc., In addition, Tatva Chintan is certified for ISO 9001, ISO 14001, ISO 22716 and ISO 45001 of which assessments are done by external agency. They assess the policies and procedures maintained by the organization, as part of the certification process.

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

Questions		P1 P2 P3 P4 P5 P6 P7 P8 P9
a	The entity does not consider the Principles material to its business (Yes/No)	NA
b	The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	NA
c	The entity does not have the financial or / human and technical resources available for the task (Yes/No)	NA
d	It is planned to be done in the next financial year (Yes/No)	NA
e	Any other reason (please specigy)	NA

Section C: Principle Wise Performance Disclosure

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible. As the leadership indicators are not mandatory, the Company has not provided data / details related to leadership indicators under this report.

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

Essential Indicators:

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

Segment	Total number of training and awareness programmes held	Topics / principles covered Under the training and its impact	% age of persons in respective category covered by the awareness programme
Board of Directors (BoD)	4	During the year, the Board of Directors of the Company (including its Committees) has invested time on various matters relating to an array of issues pertaining to the business, regulations, economy and environmental, social, governance parameters.	100%
Key Managerial Personnel (KMPs)	4	In addition to above referred topics / principles, familiarization of business environment and related risks, Changes in regulatory framework, ESG and sustainability practices, code of conduct, Prevention of Sexual Harassment at Workplace (POSH) etc.	100%
Employees other than BoD and KMPs	317	Domain & Technical, Environment, Health & Safety, Human Rights, Quality Management, POSH & Organizational Values.	100%
Workers	490	Domain & Technical, Environment, Health & Safety, Human Rights, Quality Management, POSH & Organizational Values.	100%

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

Monetary					
	NGRBC Principle	Name of the regulatory / enforcement agencies / judicial institutions	Amount (In ₹)	Brief of the case	Has an appeal been preferred? (Yes/No)
Penalty / Fine	Principle 6	Gujarat Pollution Control Board	450,000	The Company was directed by the Gujarat Pollution Control Board to pay Environment Damage Compensation for alleged violations of Section 33(A) of the Water (Prevention and Control of Pollution) Act, 1974.	No
Settlement	NA	NA	NA	NA	NA
Compounding Fee	NA	NA	NA	NA	NA

Non - Monetary				
	NGRBC Principle	Name of the regulatory / enforcement agencies / judicial institutions	Brief of the case	Has an appeal been preferred? (Yes/No)
Imprisonment	NA	NA	NA	NA
Punishment	NA	NA	NA	NA

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

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

4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**
Yes. It is a part of our Code of Conduct. We ensure all our systems are operated ethically. It shows the commitment and zero tolerance of the Company and its management for maintaining the highest ethical standards while undertaking open and fair business practices and culture, and implementing and enforcing effective systems to detect, counter and prevent bribery and other corrupt business practices.

Web-link to the policy:
https://www.tatvachintan.com/corporate-governance.aspx.

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

	FY 2024-25	FY 2023-24
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	0	0

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

	FY 2024-25		FY 2023-24	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors.	0	NA	0	NA
Number of complaints received in relation to issues of Conflict of Interest of the KMPs.	0	NA	0	NA

7. **Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators / law enforcement agencies / judicial institutions, on cases of corruption and conflicts of interest.**
Not applicable

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

Designation	FY 2024-25	FY 2023-24
Number of days of accounts payables	60	96

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

Parameter		Metrics	FY 2024-25	FY 2023-24
Concentration of Purchases	a.	Purchase from trading houses as % of total purchases	21.33%	23.08%
	b.	Number of trading houses where purchases are made from	38	56
	c.	Purchases from top 10 trading houses as % of total purchases from trading houses	78.90%	61.00%
Concentration of Sales	a.	Sales to dealers / distributors as % of total sales	1.37%	2.08%
	b.	Number of dealers / distributors to whom sales are made	25	18
	c.	Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	98.91%	98.72%
Share of RPTs (as respective %) in	a.	Purchases (purchases with related parties / Total Purchases)	-	-
	b.	Sales (Sales to related parties / Total Sales)	26.36%	23.64%
	c.	Loans and advances (Loans and advances given to related parties / Total loans and advances)	-	-
	d.	Investments (Investments in related parties / Total Investments made)	-	-

PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe.

Essential Indicators:

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

	Current Financial Year(%)	Previous Financial Year (%)	Details of improvements in environmental and social impacts
R & D	-	-	While the Company makes significant investments in development of new sustainable and green technologies, however, we have not measured the impact specifically.
Capex	7.81%	1.41%	Employee health and safety and energy saving.

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

Yes, the Company has formulated a standard operating procedure to encourage such vendors. The quality assurance team of the Company conducts periodic audits of the vendors, especially those who supply large value / volume materials. The core element of an audit is to assess whether the vendor's products and services for operation are ethical, sustainable, and socially conscious, and also to encourage them to achieve and improve sustainability standards.

b. If yes, what percentage of inputs were sourced sustainably?

The Company has sourced approximately 62.73% of its raw materials sustainably.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

(a) Plastics (including packaging)

All our finished goods (FG) are raw materials for our customer, hence we don't require them to reclaim.

Though if any of our products are rejected at the customer's end or in transit we have a procedure in place to reclaim them and reprocess or dispose of it in a safe manner with pollution control Board's authorised recycler.

Damaged material is brought back to the plant, and reprocessed as per SOP or through contracting process or disposed of. For exported material, customers are required to safely dispose of the product as per local regulations.

(b) E-waste

The e-waste is handed over to certified vendors for safe disposal through the pollution control Board's authorised recycler.

(c) Hazardous waste

Hazardous waste is categorised as per the Rules and is sent for proper disposal at the Pollution Control Board's authorised recycler.

(d) Other waste

Not Applicable

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

EPR applicable (Yes/No)	Yes
Describe	Yes, the Company is in compliance with the requirements of Extended Producer Responsibility (EPR) under the Plastic Waste Management Rules, 2016 (as amended).

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

Essential Indicators:

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

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B /(A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E /A)	Number (F)	% (F / A)
Permanent employees											
Male	329	329	100%	329	100%	0	0%	0	0%	0	0%
Female	20	20	100%	20	100%	20	100%	0	0%	0	0%
Total	**349**	**349**	**100%**	**349**	**100%**	**20**	**5.73%**	**0**	**0%**	**0**	**0%**
Other than Permanent employees											
Male	0	0	0%	0	0%	0	0%	0	0%	0	0%
Female	0	0	0%	0	0%	0	0%	0	0%	0	0%
Total	**0**	**0**	**0%**	**0**	**0%**	**0**	**0%**	**0**	**0%**	**0**	**0%**

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

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B /(A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E /A)	Number (F)	% (F / A)
Permanent workers											
Male	330	330	100%	330	100%	0	0%	0	0%	0	0%
Female	0	0	0%	0	0%	0	0%	0	0%	0	0%
Total	**330**	**330**	**100%**	**330**	**100%**	**0**	**0%**	**0**	**0%**	**0**	**0%**
Other than Permanent workers											
Male	259	259	100%	259	100%	0	0%	0	0%	0	0%
Female	1	1	100%	1	100%	1	100%	0	0%	0	0%
Total	**260**	**260**	**100%**	**260**	**100%**	**1**	**0.38%**	**0**	**0%**	**0**	**0%**

C. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –

	FY 2024-25	FY 2023-24
Cost incurred on well-being measures as a % of total revenue from operations of the company	1.30%	1.70%

2. Details of retirement benefits, for the current and previous financial year.

Benefits	FY 2024-25			FY 2023-24		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF*	100%	100%	Y	100%	100%	Y
Gratuity*	100%	100%	Y	100%	100%	Y
ESI*	100%	100%	Y	100%	100%	Y
Others please specify						

** Wherever and / or as applicable.*

3. Accessibility of workplaces

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

Yes, our office and manufacturing unit are accessible to differently abled employees and workers.

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

Yes, equal opportunity is covered as part of our Code of Conduct.

https://www.tatvachintan.com/corporate-governance.aspx.

The Company provides equal opportunities to all its employees and to all eligible applicants for employment in the Company. It does not unfairly discriminate on any ground including race, caste, religion, colour, ancestry, marital status, gender, sexual orientation, age, nationality, ethnic origin, disability or any other category protected by applicable law.

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

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	0	0	0	0
Female	0	0	0	0
Total	**0**	**0**	**0**	**0**

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

	Yes/No(If Yes, then give details of the mechanism in brief)
Permanent Workers **Other than Permanent Workers** **Permanent Employees** **Other than Permanent Employees**	Yes, the Company has a structured Grievance Redressal Mechanism procedure, Whistle blower Policy, Suggestion Box Scheme and Vigil Mechanism to provide a formal platform to employees and workers to report their concerns about resource requirement, unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides for adequate safeguards against the victimisation of employees or workers who avail of these mechanisms. The Company is committed to create a healthy working environment and encourage employees and workers to share their concerns with their department head, HR or other member of the senior management. The Company has zero tolerance for sexual harassment and believes that all employees and workers of the Company have the right to be treated with dignity. The Company has formed Internal Complaint Committees for each location that are accessible to all employees and workers. All the polices are the part of the induction programme and the Company on regular basis sensitises its employees and workers on the same through training, workshop and awareness programmes.

7. **Membership of employees and workers in association(s) or Unions recognized by listed entity:**

Category	FY 2024-25			FY 2023-24		
	Total employees/ workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D / C)
Total Permanent Employees	349	0	0%	377	0	0%
Male	329	0	0%	359	0	0%
Female	20	0	0%	18	0	0%
Total Permanent Workers	330	0	0%	312	0	0%
Male	330	0	0%	312	0	0%
Female	0	0	0%	0	0	0%

8. **Details of training given to employees and workers:**

	FY 2024-25					FY 2023-24				
	Total (A)	On Health and safety / wellness measures		On Skill upgradation		Total (D)	On Health and safety / wellness measures		On Skill upgradation	
		No.(B)	%(B/A)	No.(C)	%(C/A)		No.(E)	% (E/D)	No.(F)	%(F/D)
Employees										
Male	329	329	100%	329	100%	359	359	100%	359	100%
Female	20	20	100%	20	100%	18	18	100%	18	100%
Total	**349**	**349**	**100%**	**349**	**100%**	**377**	**377**	**100%**	**377**	**100%**
Workers										
Male	330	330	100%	330	100%	312	312	100%	312	100%
Female	0	0	0%	0	0%	0	0	0%	0	0%
Total	**330**	**330**	**100%**	**330**	**100%**	**312**	**312**	**100%**	**312**	**100%**

9. **Details of performance and career development reviews of employees and workers:**

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	329	329	100%	359	359	100%
Female	20	20	100%	18	18	100%
Total	**349**	**349**	**100%**	**377**	**377**	**100%**
Workers						
Male	330	330	100%	312	312	100%
Female	0	0	0%	0	0	0%
Total	**330**	**330**	**100%**	**312**	**312**	**100%**

10. **Health and safety management system:**

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

Yes, occupational health and safety management system has been implemented as per ISO 45001:2018 and certified.

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

To identify routine and non-routine work related hazards, a job specific Hazard Identification and Risk Assessment ("HIRA") is prepared. The Material Safety Data Sheet ("MSDS") is followed for storage and handling of chemical.

A HAZOP study is carried out for all the products and Pre-start up safety review ("PSSR") is carried out before operation. Third party safety audit is conducted to identify any kind of hazard at site and internal audit is also done after every six months. Organisation is having system to report all the unsafe acts, unsafe conditions, near-miss and incident at site, which are linked with a reward and recognition system.

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

Yes, we encourage our employees to report near-miss incidents identified through various platforms which is analysed by senior manager in consultation with safety department officials. All sites have specific procedure for reporting of work-related hazard, injuries, unsafe condition and unsafe act. Remedial Action is taken for accidents and near miss so that the same is not occurred in the future.

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

Yes, the Company is organising half yearly medical check-up for all the employees and workers. Health Awareness camps are being organised in the plants on regular basis. All employees and workers are covered under health insurance scheme / ESI scheme.

11. **Details of safety related incidents:**

Safety Incident / Number	Category	FY 2024-25	FY 2023-24
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0	0
Total recordable work-related injuries	Employees	0	0
	Workers	0	0
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

12. **Describe the measures taken by the entity to ensure a safe and healthy work place.**

The Company has a thorough system in place to ensure workplace health and safety. PPEs (personal protective equipment) is ensured before undertaking any job. Permit to work system along with LOTO (lock out & tag out) is followed to identify and eliminate any non- routine work hazard at site. For all the routine activities SOPs are prepared and followed. To manage any emergency, we have ambulance and a well-equipped firefighting system with the firefighting team getting training from a third party on a regular basis. Mock drill is conducted as per schedule to check for response during any emergency for safe evacuation, rescue and firefighting. All the new joining employees, workers and visitors must go through safety induction programme and job related to functional area is arranged for all the workers & employees.

To ensure this Tatva Chintan has implemented robust safety measures across all its workplaces and facilities over the years to lay the foundation to a culture of conducive safe working environment wherein proper safety protocols are adhered to, an accident reporting system, safety equipment is given the due importance and orderly work locations are maintained. The Company's strive to achieve the same is validated by the ISO 14001:2015 certification bestowed upon the Company for its health, safety, and environment management systems. The Company also regularly conducts mock drills, safety trainings and on-the-job training sessions to create awareness of health and safety for its personnel.

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

	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remark	Filed during the year	Pending resolution at the end of year	Remark
Working conditions	0	0	NA	0	0	NA
Health and Safety	0	0	NA	0	0	NA

14. **Assessments for the year:**

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

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

All safety-related accidents are being investigated and learnings from investigation reports are shared across organisation for deployment of corrective actions to stop recurrence of such incidents. Effectiveness of Corrective actions deployment being checked during safety Audits. Significant risks / concerns arising from assessment of Health and Safety Practices are addressed through hierarchy of risk controls.

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

Essential Indicators:

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

The Company has identified its internal and external group of stakeholders and below listed stakeholder groups have an immediate impact on the operations and working of the Company. This includes Employees, Shareholders, Customers, Communities, Suppliers, Service Provider, Business Partners and Vendors.

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

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually / Half yearly/Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees and Workers	No	Meetings, Email, Posters, Slogans, Notice Board.	Ongoing	General Feedback, Grievances, to share relevant and useful information to employees, Employee Success, Legal Compliance, Motivation, Operational efficiencies, improvement areas, long-term strategy plans, training and awareness, health, safety and engagement initiatives
Shareholders and Investors	No	Email, SMS, Newspaper advertisement, website	Quarterly / Half yearly / Annually / Periodically and as and when required	Dividends, Annual Financial statements and other related information, Corporate Governance Practice
Customers	No	Email, meetings, website	Ongoing	Informing them about products of the Company, feedback, etc.
Suppliers	No	Emails, meetings	Ongoing	Supply of materials / services.
Community	No	Directly or through CSR implementation partner	Ongoing	Education, sustainability, empowerment, health, infrastructure, conservation, etc.
Central, State and Local Government, Various Statutory and Regulatory Bodies	No	Email, Direct engagement	Ongoing	For Compliance and Communication
Banks and Financial Institutions	No	E-mail, letters, meetings	Ongoing	Financial requirements, Compliance and transactions

PRINCIPLE 5: Businesses should respect and promote human rights.

Essential Indicators:

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

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. of employees / workers covered (B)	% (B/A)	Total (C)	No. of employees / workers covered (D)	% (D/C)
Employees						
Permanent	349	349	100%	377	377	100%
Other than permanent	0	0	0%	0	0	0 %
Total Employees	**349**	**349**	**100%**	**377**	**377**	**100%**
Workers						
Permanent	330	330	100%	312	312	100%
Other than permanent	260	260	100%	236	236	100%
Total Workers	**590**	**590**	**100%**	**548**	**548**	**100%**

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

Category	FY 2024-25					FY 2023-24				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent										
Male	329	0	0%	329	100%	359	0	0%	359	100%
Female	20	0	0%	20	100%	18	0	0%	18	100%
Other than permanent										
Male	0	0	0%	0	0%	0	0	0%	0	0%
Female	0	0	0%	0	0%	0	0	0%	0	0%
Workers										
Permanent										
Male	330	0	0%	330	100%	312	0	0%	312	100%
Female	0	0	0%	0	0%	0	0	0%	0	0%
Other than permanent										
Male	259	0	0%	259	100%	234	0	0%	234	100%
Female	1	0	0%	1	100%	2	0	0%	2	100%

3. Details of remuneration / salary / wages, in the following format:

a. Median remuneration / wages:

Category	Male		Female	
	Number	Median remuneration / salary / wages of respective category	Number	Median remuneration / salary / wages of respective category
Board of Directors (BoD)	5#	17,125,044	1^	190,000
Key Managerial Personnel	5*	17,125,044	0	0
Employees other than BoD and KMP	324	370,411	20	179,954
Workers	330	263,319	0	0

 # Out of 5 Directors, 3 are executive directors who are paid remuneration, rest are independent directors who only receive sitting fee.
^ We have only one female independent director, who is paid sitting fee. Please refer corporate governance report for details
** includes MD and WTDs.*

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

	FY 2024-25	FY 2023-24
Gross wages paid to females as % of total wages	1.93%	1.54%

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

Yes, the focal point is the Team-HR which takes care of human rights issues.

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

The Company has established a human rights policy that is communicated to every employee. Employees are encouraged to provide their feedback and there are anonymous reporting mechanisms set up for sharing their concerns and grievances. We have developed a Human Rights checklist to improve human rights reporting across our units. It was found that, none of the manufacturing units considered were found to have any risk for incidents of child labor, forced labor and young workers exposed to hazardous work. All hiring is done with supporting documentation and proof of age required.

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

Category	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Sexual Harassment	0	0	NA	0	0	NA
Discrimination at workplace	0	0	NA	0	0	NA
Child Labour	0	0	NA	0	0	NA
Forced Labour / Involuntary Labour	0	0	NA	0	0	NA
Wages	0	0	NA	0	0	NA
Other human rights related issues	0	0	NA	0	0	NA

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

	FY 2024-25	FY 2023-24
Total Complaints reported under the Sexual Harassment on of Women at Workplace (Prevention, prohibition and Redressal) Act, 2013 (POSH)	0	0
Complaints on POSH as a % of female employees / workers	0	0
Complaints on POSH upheld	0	0

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

All major labour laws and other policies about workplace ethics are well communicated to employees through Intranet and other forms of communication. These include policies such as the whistle blower policy, the sexual harassment policy and strict legal compliance observed as laid down by local and national acts and regulations. There is no discrimination in recruitment, development, promotion based on gender, age, religion or disability.

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

Yes. Our endeavor is always to insert and include Company's expectations to promote sustainability, fair competition and respect for human rights.

10. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child Labour	100%. Our Team HR takes a survey by randomly selecting employees and contractors for evaluation. An external auditor verifies and assesses the processes followed by our HR team. Regulatory inspectors also verify the processes being followed in our manufacturing plants.
Forced / Involuntary Labour	
Sexual Harassment	
Discrimination at Workplace	
Wages	
Others – please specify	

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

Not Applicable

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

Essential Indicators:

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

Parameter	FY 2024-25	FY 2023-24
From renewable sources (in Gigajoules)		
Total electricity consumption (A)	0	0
Total fuel consumption (B)	0	0
Energy consumption through other sources (C)	0	0
Total energy consumed from renewable sources (A+B+C) (in Gigajoules)	0	0
From non-renewable sources (in Gigajoules)		
Total electricity consumption (D)	74388.49	75072.25
Total fuel consumption (E)	128142.01	101576.85
Energy consumption through other sources (F)*	3936.10	2548.42
Total energy consumed from non-renewable sources (D+E+F) (in Gigajoules)	206466.60	179197.52
Total energy consumed (A+B+C+D+E+F) (in Gigajoules)	206466.60	179197.52
Energy intensity per rupee of turnover (Total energy consumed (in Gigajoules) / Revenue from operations)	0.0000563	0.0000473
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed (in Gigajoules) / Revenue from operations adjusted for PPP)**	0.0011641	0.0009668
Energy intensity in terms of physical output (Total energy consumed (in Gigajoules) / per tonne of production)	28.32	25.11
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

** Other sources include petrol and fuel consumption for Company owned vehicles and DG set used during power cutoff or maintenance.*

*** The intensity adjusted for PPP has been restated following the guidelines set forth in SEBI's circular dated 20 December 2024, which outlines Industry Standards Forum guidance for BRSR Core. The PPP factor has been sourced from IMF database. The restatement has led to a decrease of 10.70% in the reported value for the intensity adjusted for PPP for FY 2023-24.*

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

No, the company did not carry out independent assessment by an external agency..

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

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

Parameter	FY 2024-25	FY 2023-24
Water withdrawal by source (in kiloliters)		
(i) Surface water	0	0
(ii) Groundwater	0	0
(iii) Third party water	83554	85717
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kiloliters) (i + ii + iii + iv + v)	83554	85717
Total volume of water consumption (in kiloliters)	78908	81196
Water intensity per rupee of turnover (Total water consumption / Revenue from operations)	0.0000215	0.0000214
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)*	0.0004449	0.0004381
Water intensity in terms of physical output (Total water consumption (in kiloliters) / per tonne of production)	10.82	11.38
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

** The intensity adjusted for PPP has been restated following the guidelines set forth in SEBI's circular dated 20 December 2024, which outlines Industry Standards Forum guidance for BRSR Core. The PPP factor has been sourced from IMF database. The restatement has led to a decrease of 10.70% in the reported value for the intensity adjusted for PPP for FY 2023-24.*

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

No, the company did not carry out independent assessment by an external agency.

4. **Provide the following details related to water discharged:**

Parameter	FY 2024-25	FY 2023-24
Water discharge by destination and level of treatment (in kiloliters)		
(i) To Surface water	0	0
- No treatment	0	0
- With treatment – please specify level of treatment	0	0
(ii) To Groundwater	0	0
- No treatment	0	0
- With treatment – please specify level of treatment	0	0
(iii) To Seawater	0	0
- No treatment	0	0
- With treatment – please specify level of treatment	0	0
(iv) Sent to third-parties	0	0
- No treatment	0	0
- With treatment – Tertiary treatment	4646	4521
(v) Others	0	0
- No treatment	0	0
- With treatment – please specify level of treatment	0	0
Total water discharged (in kiloliters)	**4646**	**4521**

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

No, the company did not carry out independent assessment by an external agency.

5. **Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**
Yes, the Company's Ankleshwar unit is a zero liquid effluent discharge facility. It recovers and reuses all the wastewater generated through the use of effluent treatment plant (ETP), single-effect evaporators and reverse osmosis. The Company focuses on water conservation through optimal use, wastewater treatment and reuse.

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

Parameter	Please specify unit	FY 2024-25	FY 2023-24
NOx	Kg/Year	92	676
SOx	Kg/Year	249	1829
Particulate matter (PM)	Kg/Year	6	31
Persistent organic pollutants (POP)	Kg/Year	0	0
Volatile organic compounds (VOC)	Kg/Year	0	0
Hazardous air pollutants (HAP)	Kg/Year	0	0
Others– please specify	Kg/Year	0	0

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

No, the company did not carry out independent assessment by an external agency.

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

Parameter	Unit	FY 2024-25	FY 2023-24
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)*	t CO2 eq.	7,663.18	6,969.06
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)*	t CO2 eq.	15,022.34	15,160.42
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)**	t CO2 eq./ ₹	0.00000619	0.00000584
Total Scope 1 and **Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)** **(Total Scope 1 and Scope 2** GHG emissions / Revenue from operations adjusted for PPP)***	t CO2 eq./ ₹	0.00012791	0.00011939
Total Scope 1 and Scope 2 emission intensity in terms of physical output****	t CO2 eq. per tonne of production	3.11	3.10
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity			

* *We have enhanced our approach and methodology to adopt a more accurate method of calculating emissions, while reporting scope 1 and scope 2 emissions in FY 2024-25. Accordingly, the values for FY 2023-24 have been restated to enable comparability of information with FY 2024-25. The restatement has led to an increase of 291.04% and decrease of 10.25% in Scope 1 and Scope 2 emissions, respectively.*

** *We have enhanced our approach and methodology to adopt a more accurate method of calculating emissions, while reporting scope 1 and scope 2 emissions in FY 2024-25. Accordingly, the values for FY 2023-24 have been restated to enable comparability of information with FY 2024-25. The restatement has led to an increase of 18.46% in the intensity per rupee of turnover for FY 2023-24.*

*** *The intensity adjusted for PPP has been restated following the guidelines set forth in SEBI's circular dated 20 December 2024, which outlines Industry Standards Forum guidance for BRSR Core. The PPP factor has been sourced from IMF database. The restatement has led to an increase of 5.81% in the reported value for the intensity adjusted for PPP for FY 2023-24.*

**** *We have enhanced our approach and methodology to adopt a more accurate method of calculating emissions, while reporting scope 1 and scope 2 emissions in FY 2024-25. Accordingly, the values for FY 2023-24 have been restated to enable comparability of information with FY 2024-25. The restatement has led to an increase of 18.32% in the intensity in terms of physical output for FY 2023-24.*

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

No, the company did not carry out independent assessment by an external agency.

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

Yes, adoption of low emissions fuels is critical in our carbon reduction plan. The Company has switched from high to low emission fuels, with our facilities transitioning from LDO to Natural Gas. The Company plans to use renewable energy sources, such as solar / wind. In addition to above, the Company has implemented energy efficiency measures across our operations to reduce our energy consumption and lower our carbon emissions.

In FY 2024-25, the Company has identified several areas where the Company could improve energy efficiency, including upgrading our equipment, optimising our manufacturing processes, and improving insulation.

Energy conservation themes and GHG reduction projects have resulted in improved energy efficiency. Project description: (a) For lowcarbon energy consumption project initiative includes LED lamps replacing conventional lights, Installed Pressure Powered Pumping Packaged Unit (Ppppu) to reduce power consumption, Replacement of pumps for energy savings, Installed VFD in brine plants machines to reduce power consumption and (b) For energy efficiency in production processes project initiative includes Internal consumption of byproducts, steam elimination in the last stage of the new dryer and waste heat recovery.

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

Parameter	FY 2024-25	FY 2023-24
Total Waste generated (in metric tons)		
Plastic waste (A)	57.53	37.33
E-waste (B)	0.89	4.73
Bio-medical waste (C)	0.0002	0.0007
Construction and demolition waste (D)	0	0
Battery waste (E)	0	0
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any. (G)	3974.48	5307.75
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	0	0
Total (A+B + C + D + E + F + G + H)	**4032.90**	**5349.81**
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	0.0000011	0.0000014
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)*	0.0000227	0.0000289
Waste intensity in terms of physical output (Total waste generated (in metric tons) / per tonne of production)	0.55	0.75
Waste intensity (optional) – the relevant metric may be selected by the entity	NA	NA
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tons)		
Category of waste		
(i) Recycled	1036.87	2252.51
(ii) Re-used	1533.44	1849.04
(iii) Other recovery operations	0	0
Total	2570.31	4101.55
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	331.84	47.44
(ii) Landfilling	2663.31	1220.95
(iii) Other disposal operations	0	0
Total	2995.15	1268.39

* *The intensity adjusted for PPP has been restated following the guidelines set forth in SEBI's circular dated 20 December 2024, which outlines Industry Standards Forum guidance for BRSR Core. The PPP factor has been sourced from IMF database. The restatement has led to an decrease of 10.53% in the reported value for the intensity adjusted for PPP for FY 2023-24.*

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

No, the company did not carry out independent assessment by an external agency.

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

All the waste is handled as required by Consent to Operate / Hazardous Waste authorization of the individual sites. The Company has obtained Gujarat Pollution Control Board ("GPCB") consent to operate the plant in safe manner and all the wastes are collected, stored, reused and disposed of in a safe manner as per consent (CC & A) by GPCB.

The Company adopts the strategy of Reduce, Reuse, Recycle, Recovery and Disposal methodology by optimizing and modifying the process from time to time. Continuous improvements in manufacturing process and technology is the key to reduce the generation of hazardous waste at our site.

Plastic waste generated (during packaging and production) and E-Waste is sent to GPCB approved vendor for recycling and safe disposal.

Hazardous waste is collected, stored and sent to GPCB approved vendor to dispose of safely. The Company has agreement with all these agencies for hazardous waste disposal. Substitution with less hazardous chemicals also contribute positively. High calorific value waste is sent to cement kilns for use as co-fuel.

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

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

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

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

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

Sr. No.	Specify the law / regulation / guidelines which was not complied	Provide details of the non- compliance	Any fines / penalties / action taken by regulatory agencies such as Pollution Control Board or by courts	Corrective action taken, if any
NA	NA	NA	NA	NA

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

Essential Indicators:

1. a. **Number of affiliations with trade and industry chambers / associations.**

6 (Six)

b. **List the top 10 trade and industry chambers / associations (determined based on the total members of such body) the entity is a member of / affiliated to.**

Sr. No	Name of the trade and industry chambers / associations	Reach of trade and industry chambers / Associations (State/National)
1	Ankleshwar Industries Association	State
2	Bharuch District Management Association	State
3	Vadodara Chamber of Commerce and Industry	State
4	Dahej Industries Association	State
5	Export Promotion Council for EOUS & SEZ Units	National
6	Basic Chemicals Cosmetics & Dyes Export Promotion Council (CHEMEXCIL)	National

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

Name of authority	Brief of the case	Corrective action taken
	Not Applicable	

PRINCIPLE 8: Businesses should promote inclusive growth and equitable development.

Essential Indicators:

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

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/ No)	Relevant Web link
			Not Applicable		

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

S. No	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In ₹)
			Not Applicable			

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

The Company works closely with the community in the identified areas for carrying out the Corporate Social Responsibility initiatives. Within the area of work, the employees of the Company work with the communities to understand the impact of the projects on the intended beneficiaries. These interactions provide the people with ample opportunities to gauge and address community concerns. Based on these interactions, we have not received any specific grievances from the community at present.

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

	FY 2024-25	FY 2023-24
Directly sourced from MSMEs/ small producers	37.38%	26.90%
Directly from within India	69.14%	59.06%

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

Location	FY 2024-25	FY 2023-24
Rural	30.59%	24.59%
Semi-urban	4.23%	4.57%
Urban	39.56%	40.48%
Metropolitan	25.62%	30.37%

(Place to be categorised as per RBI Classification System - rural/semi-urban/urban/Metropolitan)

PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner.

Essential Indicators:

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

The Company has a well-established consumer complaint redressal system for its customers. Complaints are resolved within the time-bound period, depending on the nature of the complaint, and escalated to next level in case the same remains unresolved within the stipulated time frame.

To ensure customer complaints are redressed promptly and effectively, the Company has put in place a customer complaint SOP and has a Quality Assurance (“QA”) team that is responsible for handling customer complaints. Complaint records are maintained by HOD-QA. The Complete record contains complaint details, an investigation report, a response to the complainant, and the closure of complaint handling process. Appropriate Corrective and Preventive actions are being taken. The procedure after receipt of complain is as below:

Schematic flow chart of handling market complaints

Marketing Department forward the complaints to Quality Assurance Department

↓

QA Manager categorizes the complaint Critical / Major / Minor & assign complaint number

↓

QA Manager in coordination with the concerned department arrange investigation

↓

Record the details of Investigation in the Investigation Report, Draft the reply is prepared and forwarded to QA for approval.

↓

QA Manager shall forward the approval reply to Head Marketing with a copy to Director within 30 working days

↓

Marketing Department shall reply to the customer with a copy to QA & Director

Grievance Redressal Mechanism: Key Highlights

i. **Easy upload and creation of complaints**

On receipt of communication, written or verbal, directly from any customers, regarding the Quality, defect in the purity, efficacy, safety, labeling defects, physical appearance, shortages, complaint related to adverse reaction or any other such complaints are considered as Market Complaints. All such complaints should be addressed and forwarded to the QA department through marketing department. Upon receipt of the market complaint, designee QA shall make entry of complaint details in Customer complaint register (Format no. SOP/QA/004/F1) and assign customer complaint number.

ii. **Verification of customer credentials, customer information security**

Customer communicates complaint/s to Marketing Department and response to customer complaints are communicated to customer by Marketing Department.

iii. **Complaint ID acknowledgement mail and advisory to customers**

The Marketing department acknowledges the customer within 24 hours of receiving the complaint. Upon receipt of the market complaint, the designated QA shall enter the complaint details in the Customer complaint register and assign a customer complaint number. A brief investigation report shall be prepared, along with corrective and preventive action. Such an investigation report shall be forwarded to customer within 30 working days, and an appropriate CAPA shall be implemented.

iv. **Assignment of Complaints**

In-charge QA shall review the nature of complaint and shall define type of complaint i.e. Major or Minor. As per the customer complaint SOP, the Company has to ensure that complaints are resolved effectively and promptly. A category of complaint is assigned and responded to by the quality assurance department.

v. **Monitoring and Analysing Complaints**

The quality assurance department carries out root cause analysis on a regular basis by applying problem-solving techniques. A brief investigation report shall be prepared, along with corrective and preventive action. It should be signed by concerned departmental personnel and approved by Manager QA. Such an investigation report shall be forwarded to customer within 30 working days, and appropriate CAPA shall be implemented. If response regarding the complaint from the customer is satisfactory. Designee QA shall make entry for complaint closing in Market complaint register. This visibility ensures that complaints are resolved.

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

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

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

Nature of Complaint	FY 2024-25			FY 2023-24		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	0	0	NA	0	0	NA
Advertising	0	0	NA	0	0	NA
Cyber-security	0	0	NA	0	0	NA
Delivery of essential services	0	0	NA	0	0	NA
Restrictive Trade Practices	0	0	NA	0	0	NA
Unfair Trade Practices	0	0	NA	0	0	NA
Other	0	0	NA	0	0	NA

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

	Number	Reasons for recall
Voluntary recalls	0	Not applicable
Forced recalls	0	Not applicable

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

Policy available (Yes/No)	Yes
Web Link	https://www.tatvachintan.com/webfiles/CorporateGovernance/PDF/tatva-chintan-data-privacy-cyber-security-policy.pdf

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

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

7. Provide the following information relating to data breaches:

a. **Number of instances of data breaches**

Nil

b. **Percentage of data breaches involving personally identifiable information of customers**

Not applicable

c. **Impact, if any, of data breaches**

Not applicable

Annexure - I to the Board's Report

Management Discussion and Analysis

Economic Overview

Global Economy

In 2024, the global economy stabilized but experienced a subdued growth rate of 3.2%. The year commenced with major central banks maintaining a tight monetary policy to curb inflation. However, as inflationary pressures eased and concerns over economic momentum grew, many central banks pivoted towards cutting interest rates. Notably, the inflation and the growth trajectories remained divergent across economies.

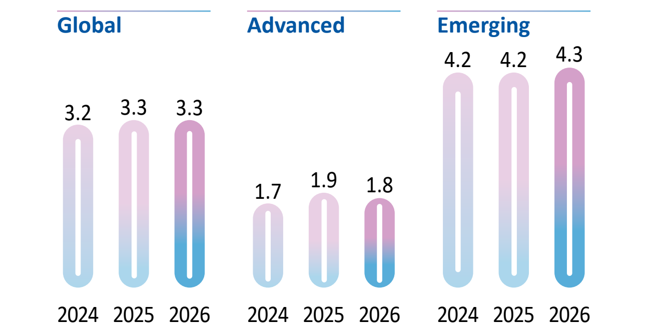
Advanced economies expanded at a growth rate of 1.7%, driven primarily by the United States registering a robust 2.8% expansion fuelled by strong consumer spending and Federal government outlays. In contrast, the Euro area grew a tepid 0.8% with Germany underperforming compared to other Eurozone countries. Emerging markets and developing economies sustained a stronger growth trajectory of 4.2%. India's growth moderated from previous highs to 6.5% and China grew 4.8%.

On a positive note, global headline inflation continued its downward trajectory, declining from 6.8% in 2023 to an estimated 5.8% in 2024, with projections suggesting a further reduction to 4.2% in 2025. The IMF forecasts the global growth for 2025 at 3.3%, slightly higher than that for 2024. However, this is still under the long-term historical average of 3.7% (2000-2019).

Despite these developments, several downward risks persist. Geopolitical conflicts, policy shifts following the recent U.S. presidential transition, and consequent escalating tariff wars pose significant headwinds. Additionally, the ongoing energy crisis in Europe and continued distress in Chinese real estate sector pose further risks for the global economy.

Global Growth Projections (%)

Growth Projections



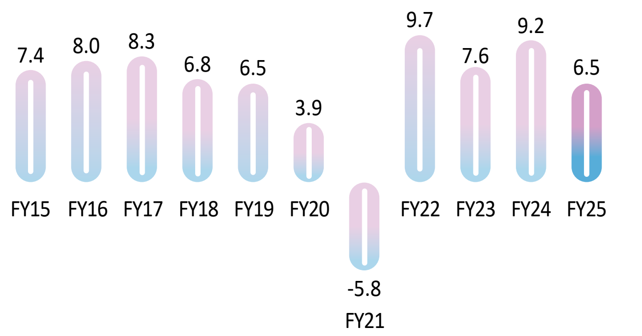
Indian Economy

India remains on a steady trajectory towards becoming the third largest economy in 2030. It remains the fastest growing large economy in the world for the 5th consecutive year, though the growth is expected to moderate to 6.5% in FY 2024-25 on a large base of 8.2% in the previous year. This deceleration is attributed to slowdown in investment and weak manufacturing growth. However, services sector has remained stable, while growth in the agricultural sector has recovered. Private consumption has demonstrated resilience, primarily driven by improved rural incomes and a rebound in agricultural output.

Inflation remained well within RBI's comfort range throughout the year. As a result, RBI cut REPO rates for the first time in five years in February 2025, while maintaining a neutral stance.

India's export performance strengthened during the year. The cumulative exports during April-December 2024 are estimated at USD 602.64 Billion, a 6.03% increase from USD 568.36 Billion in the same period of 2023. Supported by strategic policy measures, enhanced competitiveness, and expanded market access, India's export ecosystem has become more resilient and deeply integrated into the global economy.

India GDP Growth (in %)



The RBI projects India's economic growth to improve to 6.7% in FY 2025-26. Key drivers include reduced income tax rates announced in the budget, which are expected to boost both consumption and investment, alongside buoyant agricultural production supporting robust rural growth. Inflation is projected to remain stable at 4.2% for FY 2025-26, compared to 4.8% in FY 2024-25.

Industry Overview

Global Chemical Industry

As per the Global Chemical Industry Outlook 2025, the global chemical industry is projected to grow 2.3% from USD 6,182 Billion in 2024 to USD 6,324 Billion by 2025. In 2023, the industry navigated significant challenges like increasing energy prices energy prices, rising feedstock costs, and geopolitical tensions such as the Russia-Ukraine conflict. However, 2024 marked a recovery led by lower energy prices and renewed demand from vital sectors like semiconductors and automotive production.

The Asia-Pacific region continues to lead the industry growth, expanding by 5.6%, with China driving the momentum. The Chinese chemical industry grew 6.8%, accounting for 86% of global chemical industry growth. India returned to positive growth at 1.8% after previous period of stagnation. Most countries in the region reported positive performance, with the exception of Japan, which saw a decline of 2.9%.

In the Middle East, the chemical industry grew by 2.5%, with Iran and Saudi Arabia outperforming the regional average. However, Israel experienced a production decline. Chemical production in the EU increased by 1.6% in 2024. Early growth in the first half of the year was supported by Red Sea trade disruptions and non-European production constraints, before declining due to weak European demand. Germany recorded a stronger recovery, growing by 3.1%, after a significant contraction of 12.1% in 2023, while the United Kingdom continued to decline at 1.7%.

The United States chemical industry remained stagnant for the second consecutive year amid weak industrial demand.

Speciality Chemicals

Speciality chemicals represent a vital segment of the chemical industry that focuses on producing a wide range of chemicals and chemical products tailored for specific industrial applications. These chemicals play a critical role in a variety of industries like pharmaceuticals, agrochemicals, automotive, electronics, construction, textiles and more. They provide unique properties and enhance the performance and quality of end products. The global specialty chemicals market was valued at USD 285.4 Billion in 2023 and is projected to reach USD 364.8 Billion by 2028, growing at 5.0% CAGR from 2023 to 2028.

Key industry trends

As we move into 2025, several transformative trends will drive industry growth, with a strong emphasis on digital innovation, sustainability, and operational resilience.

Shift Towards Specialty Chemicals: Demand for specialty chemicals tailored for specific applications will continue to rise, offering higher profit margins and competitive advantages. Companies will need to balance cost efficiency with high-quality, customer-centric solutions to meet market expectations.

Digital Transformation & Efficiency Gains: Artificial intelligence (AI) and predictive analytics will enhance operational efficiency, minimize waste, and accelerate innovation in sustainable product development. The integration of automation and digitalization across production processes will reduce downtime, optimize resource utilization, and improve overall productivity.

Sustainability & Green Chemistry Innovations: Leading industry players will increasingly adopt green solutions to minimize environmental impact and enhance process efficiency. Sustainable product development will be a key focus, driven by regulatory demands and evolving consumer preferences.

Resilient Supply Chains & Market Adaptability: The evolving political and economic landscape will impact global supply chains, requiring companies to build greater flexibility in sourcing and distribution strategies.

Indian Chemical Industry

India is the sixth largest producer of chemicals globally and the third largest in Asia, contributing 7% to the nation's GDP. The chemical industry is also critical from an international trade perspective. Exports of Organic and Inorganic Chemicals reached USD 14.09 Billion in April-September 2024. The Indian chemical industry is currently valued at USD 220 Billion and is expected to reach USD 300 Billion by 2030 and USD 1 Trillion by 2040, driven by demand and strategic policy initiatives and investments.

India specialty chemicals

The Indian specialty chemicals industry has experienced significant growth over the past five years, reaching market size of nearly USD 40 Billion by 2023. The expansion has been driven by rising export demand, domestic consumption, and government initiatives like 'Make in India'. With the focus on innovation, sustainability, and value addition, the industry has expanded at a compounded annual growth rate (CAGR) exceeding 11%, with projections pointing towards continued momentum.

Growth drivers

India Demographics

India, with a population of 1.5 Billion and a median age of 28.6 years, is the world's most populous nation. Rising disposable incomes, increasing urbanization, and the aspirations of its youth population are driving demand across key sectors such as housing, automotive, textiles, and paints, etc. The real estate sector is projected to grow at a compound annual growth rate (CAGR) of 9.2% from 2023 to 2028. Similarly, the Indian automotive market, encompassing passenger and commercial vehicles, is expected to expand from 5.1 Million units in 2023 to 7.5 Million units by 2030, with the passenger vehicle segment reaching 6.0 Million units. This growing demand across end-use industries, including automotive, pharmaceuticals, agrochemicals, and construction, is a key driver of growth for the chemical industry. Chemicals play a critical role in enhancing the performance and functionality of products in these sectors, further fueling their adoption.

Lower per capital chemical consumption

India's per capita consumption of chemical and petrochemicals products remains significantly lower than that of developed countries, indicating substantial growth potential. The chemical industry, currently valued at USD 220 Billion, aims to reach USD 300 Billion by 2030, doubling its global market share to 6%. By 2040, the sector targets a market size of USD 1 Trillion, supported by a CAGR of 9.3%. This growth is closely aligned with the nation's economic expansion, leveraging cross-industry linkages, a skilled workforce, and a strong focus on research and development (R&D) and innovation.

Policy reforms

India's policy reforms and incentive schemes are enhancing its attractiveness as a global manufacturing hub for chemicals. Key initiatives over the years include the Production Linked Incentive (PLI) scheme for the petrochemical industry, the Remission of Duties and Taxes on Exported Products (RoDTEP) scheme, 'Make in India', 'Aatmanirbhar Bharat', and specialized programs such as Petroleum, Chemicals, and Petrochemical Investment Regions (PCPIRs) and Plastic Parks. This year the budget announced various measures like setting up of a urea plant, National Manufacturing Mission, National Action Plan for Toys among others. These efforts are complemented by significant investments in infrastructure, including road, rail, and port connectivity, as well as the availability of green energy.

Research and innovation

Continuous investment in R&D is driving the development of advanced, high-value chemical products. Indian companies are focusing on innovation to create tailored solutions that meet the specific needs of domestic and international customers. This is enhancing the industry's competitiveness and supporting its growth trajectory.

Export opportunities

The growing global demand for specialty chemicals presents significant export opportunities for Indian manufacturers. India's competitive advantages, including cost-effectiveness, a skilled workforce, and adherence to regulatory standards, are driving the export of specialty chemicals to various international markets, further strengthening the industry's global presence.

Focus on sustainable solutions

Increasing awareness of environmental sustainability and stringent regulatory requirements are driving demand for eco-friendly and sustainable specialty chemicals. Indian companies are investing in green chemistry and sustainable manufacturing practices to align with evolving customer needs and regulatory standards, positioning the industry as a leader in sustainable solutions.

Government measures through Budget 2025-26

The Indian chemical industry has demonstrated resilience amid challenges such as global economic volatility, geopolitical tensions, and intense competition from low-cost Chinese exports. Recognizing the sector's strategic importance, the Union Budget 2025 introduces several measures to strengthen the manufacturing and energy sectors, with direct and indirect benefits for the chemical industry. These initiatives aim to boost domestic consumption-led growth, enhance manufacturing capabilities, promote exports, and foster innovation, driving demand for a wide range of chemical products, from basic commodities to specialty chemicals.

Boost to Manufacturing sector

- **Expansion of Urea Production:** Establishment of an additional urea plant in Namrup, Assam, with an annual capacity of 12.7 lakh metric tons will enhance domestic fertilizer production and support the chemical industry's supply chain
- **National Manufacturing Mission:** Launch of the National Manufacturing Mission to advance the 'Make in India' initiative, with a focus on clean tech manufacturing. This mission will develop ecosystems for solar PV cells, EV batteries, motors and controllers, electrolyzers, wind turbines, very high voltage transmission equipment, and grid-scale batteries
- **National Action Plan for Toys:** Implementation of a scheme under the National Action Plan for Toys to promote the 'Make in India' brand, benefiting specialty chemicals
- **Infrastructure Development:** Announcement of a three-year pipeline of infrastructure projects under the Public-Private Partnership (PPP) mode, expected to positively impact the demand for construction chemicals

Impetus to MSMEs (Indirect Impact on the Chemical Sector)

The budget introduces several measures to support Micro, Small, and Medium Enterprises (MSMEs), which indirectly benefit the chemical sector by enhancing manufacturing and consumption:

- **Enhanced MSME Classification Limits:** Investment and turnover thresholds for MSME classification increased by 2.5 and 2 times, respectively, enabling more enterprises to access benefits
- **Export Promotion Mission:** Establishment of an Export Promotion Mission to facilitate easy access to export credit, cross-border factoring support, and address non-tariff barriers in overseas markets, boosting chemical exports
- **Credit Guarantee Scheme:** Enhancement of the Credit Guarantee Scheme for MSMEs in the manufacturing sector, improving access to financing
- **Customized Financial Support:** Introduction of customized credit cards with a ₹ 5 Lakhs limit for micro-enterprises, supporting small-scale chemical manufacturers

Category Review

Phase Transfer Catalysts (PTC) market

A Phase Transfer Catalysts (PTC) serves to promote the movement of reactants between two phases that do not naturally mix. These catalysts are extensively used in organic chemistry to speed up reactions and boost product yields, especially in processes that would be inefficient or difficult without catalytic help. PTCs also remove the requirement for expensive or toxic solvents that can dissolve all substances into one phase, and help cut down on the use of additional costly raw materials, ultimately minimizing waste generation.

As per Mordor intelligence the Phase Transfer Catalyst Market size is estimated at USD 1.07 Billion in 2024, and is expected to reach USD 1.41 Billion by 2029, growing at a CAGR of 5.79% during the forecast period (2024-2029).

Key industries highlight driving the demand for PTC:

Pharmaceuticals and APIs

- Increasing global demand for generic drugs
- Strong position as the largest provider of generic drugs
- Economic growth and government initiatives are boosting the sector
- Enhanced R&D, mergers and acquisitions driving innovation and expansion

Agrochemicals, Pesticides, and Fertilizers

- A high proportion of agricultural land and diverse agro-climatic conditions
- Rising investments in crop production
- Increasing global demand for organic products and agricultural commodities
- Technological advancements and improved rural incomes due to government schemes
- The necessity to improve agricultural yields to meet food sufficiency targets

Personal Care and Disinfectants

- Rising disposable incomes and demand for enhanced beauty products
- Surge in demand for sanitization and disinfectants post-pandemic
- WHO guidelines on disinfecting food materials boosting demand
- Improved health and hygiene awareness among consumers

Benefits

- Offers faster reactions
- Higher conversion or yields
- Enables lesser energy consumption, at times eliminates the need for expensive or dangerous solvents
- Minimizes waste and saves time

Downstream application

- Pharmaceuticals APIs
- Agrochemicals
- Flavors and fragrances
- Environmental control processes

Demand drivers

- Rising demand for technologically advanced environment-friendly catalyst
- Push for greener chemistry in organic synthesis
- PTC's have evolved as a very useful catalyst that has varied advantages and these are non-regenerative type of catalyst which generates recurring demands

Tatva Chintan's Market Position and Key Strengths

Tatva Chintan is a leading global producer of Phase Transfer Catalysts (PTCs) in India and a key player worldwide. The PTCs produced by Tatva Chintan are used as essential catalysts in the manufacturing of pharmaceutical APIs, personal care products, disinfectants, agrochemicals, and more. These catalysts play a critical role in enhancing reaction rates and yields in various organic reactions, leading to reduced production costs, lower energy consumption, and minimized waste generation.

Tatva Chintan's key products, such as Tetra Butyl Ammonium Bromide, widely used in chemical research and various organic transformations. These PTCs are environment friendly, operationally efficient, and non-corrosive, making them highly valuable in the pharmaceutical and agrochemical industries. Tatva Chintan's focus on high-demand, sustainable products position the company to capture a larger market share and support market expansion, driven by stringent government regulations promoting the use of environmentally safe chemicals.

Performance and Outlook

The PTC segment continues to demonstrate steady growth and stability. In 2024-25, PTCs contributed to 32.79% of the Company's revenues, maintaining its market leadership. The PTC segment showcased a growth of approximately 17.60%, reaching a revenue of ₹ 1,254.98 Million.

Tatva Chintan anticipates a ramp-up in volumes in FY 2025-26. This expansion into high-volume applications is expected to bolster revenue significantly in FY 2025-26. With pricing stabilizing and demand outlook improving, the company foresees sustained growth and enhanced market penetration in this segment.

Structure Directing Agents (SDA) market

SDAs are specially designed organic templates used in chemical synthesis and formation of zeolites and porous materials. This helps achieve the required crystalline form, which makes zeolites highly useful across a range of sectors such as petrochemicals, detergents, and catalytic processes. In the automotive industry, zeolites play a key role in emission reduction technologies. When infused with transition metals like copper or iron, they enable selective catalytic reduction (SCR), making them a go-to solution for controlling emissions. Growing investments in research and development are fuelling the discovery of new and advanced uses for zeolites, thereby propelling the expansion of the Structure Directing Agents (SDA) market.

The global industry size of SDA market stood at USD 600 Million in 2023. Driven by incremental demand in automotive sector and rise in sustainability awareness, the SDA market is projected to reach USD 1.6 Billion by 2036, growing at a CAGR of 8% between 2024 and 2036.

Key industries highlight driving the demand for SDA:

Benefits

- Serves as an essential component in emission control systems for NOx reduction
- Facilitates cracking crude to acquire various desired outputs
- Important part of the continuous flow chemistry process

Downstream application

- Automotive (Catalytic Converter – Emission Control)
- Petrochemicals (Cracking Crude)
- Catalyst (Continuous Flow Chemistry)
- Catalyst (Conventional Chemistry)

Demand drivers

- With the increasing global awareness of sustainability and emission control, the Company's extensive expertise in the SDA for zeolites market has been instrumental in continually strengthening its market position
- The versatile applications and non-regenerative nature of SDAs help create recurring demand for these agents
- Stricter emission norms and the growing shift towards a green environment have been driving demand
- Being a niche sector, the Company faces limited global competition

Tatva Chintan's market position and key strengths

Tatva Chintan Pharma Chem Limited is the largest and only commercial manufacturer of SDAs for zeolites in India and ranks as the second-largest producer globally. SDAs are essential for producing high-precision zeolites, which are critical for downstream applications in automotive emission control, auto chemicals, continuous flow chemistries, and other specialized industries. The company's advanced chemistries and technical expertise create high entry barriers for new competitors, reinforcing its leadership in this niche segment.

Tatva Chintan leverages its robust distribution networks and strategic collaborations to expand its global presence, effectively addressing challenges such as raw material price volatility. Its comprehensive value chain management and deep expertise in niche chemistries ensure consistent product quality, customer satisfaction, and repeat business. The growing demand for green technologies and innovative applications further drives growth, solidifying Tatva Chintan's position as a market leader in the specialty chemicals industry.

Performance and Outlook

In the fiscal year 2024-25, the SDA segment contributed 31.28% to the Company's revenue. During the year under review, the Company experienced a year-on-year de-growth of approximately 27.66% in its revenue, resulting in SDA revenues of ₹ 1,197.21 Million. The SDA segment faced challenging times primarily due to weak market conditions in China's heavy-duty commercial vehicle sector.

However, early signs of recovery are emerging, with key customers signaling an uptick in demand for internal combustion and hybrid engine applications. Customers who signed up in the previous year have started regular uptake, while some additional large clients are poised to initiate commercial supplies in FY 2025-26. The anticipated implementation of EURO 7 norms within the next few quarters is expected to further drive demand. While cyclicality remains a factor, the company is diversifying SDA applications – such as of fuel and plastic recycling – to mitigate volatility. For FY 2025-26, Tatva Chintan expects a gradual recovery in volumes, supported by stabilized raw material prices and strategic inventory readiness.

Pharmaceuticals and Agrochemicals Pharmaceuticals and Agrochemicals Intermediates and other Specialty Chemicals (PASC)

PASC encompasses a range of pharmaceutical and agrochemical intermediates, disinfectants, catalysts, and solvents, all classified under the broader umbrella of speciality chemicals.

Key industries highlight driving the demand for PASC:

Agrochemicals

- Investment in developing nanochemicals to meet industry-specific requirements
- Controlled synthesis of crystalline forms in Agro actives
- Encapsulation and controlled release in agro chemicals
- Reduction of usage of toxic solvents and thereby driving towards greener chemistry

Personal Care Ingredients

- Shift towards environment-friendly and green products
- Natural active ingredients market share is expected to double to 50-55% by 2030
- Collaboration with manufacturers for product development, research, and market tracking
- Growth in surfactants and cleaning products like soaps

Paints & Coatings:

An increase in the usage of nanotechnology, novel ingredients, speciality solvents, high-performance additives, and polymers is driving the growth of the paint and coating industry

Pharmaceuticals:

- The emergence of speciality segments like biologics to enhance efficacy at lower dosages
- Fierce competition driving exploration of biosimilars and other speciality segments

Benefits

- Increased agricultural commodity output
- Eliminates waste and protects crops

Downstream industry application

- Pharmaceutical APIs
- Agro actives
- Painting and coating products
- Detergents and personal care products

Demand drivers

- India, with the world's largest population, has a significant demand for food and pharmaceutical products
- The "China plus one" strategy is being implemented by several large MNCs, opening up greater opportunities for India
- The increasing per capita income and improving standards of living have been fuelling the demand for pharmaceutical and food products
- India's relatively low production costs, combined with its ability to deliver consistent quality products and ensure timely delivery, have been driving demand in the country
- The expansive cultivated area in India provides growing opportunities

Tatva Chintan's market position and key strengths

Tatva Chintan is a leading player in the speciality chemicals segment. The company's technical expertise and innovative processes create strong entry barriers for competitors. In India, Tatva Chintan is the top producer of Glymes and ranks as the third-largest globally.

Tatva Chintan has collaborated with Ecovadis and Together for Sustainability, demonstrating its commitment to sustainability. Its production of glymes and other speciality intermediates, along with ISO-certified sites and expanded reach, positions it to benefit from government incentives in the agrochemicals and pharmaceutical industries. This strategic focus solidifies its market leadership and growth potential.

Performance and outlook

The PASC category contributed 33.62% to the Company's total revenues during the year, amounting to ₹ 1,286.61 Million in 2024-25, reflecting a year-on-year growth of 13.61%.

The Company is dedicated to developing pharmaceutical and agrochemical intermediates through green chemistry practices. Tatva Chintan is actively engaged in creating various products using continuous flow chemistry, electrochemistry, and PTC (Phase-Transfer Catalysis) technology. With the "China plus one" policy driving diversification and our ability to provide sustainable solutions, Tatva Chintan has witnessed a surge in new opportunities to collaborate on potential products for numerous customers.

Tatva Chintan anticipates significant advancements with the commercialization of new agro-intermediates, some of which are already in production with regular shipments for the largest products expected to commence by Q3 FY 2025-26. The approval process for plant-scale agro-intermediates is nearing completion, with a new production facility at Dahej expected to be operational by Q4 FY 2025-26 to meet forecasted demand. Additionally, additional pharma intermediates have received formal approval, with gradual commercialization slated for late 2025 or early 2026. Innovations such as backward-integrated agro intermediates and high-potential domestic products, alongside the operationalization of a new distillation plant in January 2025, will enhance capacity and efficiency. We project PASC to significantly contribute to revenue in FY 2025-26, with commensurate EBITDA margins as volumes scale.

Electrolytes Salts and Solutions (ESS) market

Electrolyte salt solutions play a critical role in the performance and efficiency of supercapacitors and various energy storage devices. These solutions serve as the ion-conducting medium that enables the transport of charge between electrodes during charge and discharge cycles. The choice and design of electrolytes directly influence key performance parameters such as energy density, power density, cycle life, and operating voltage window.

In supercapacitors, which store energy via electrostatic charge accumulation rather than chemical reactions (as in batteries), the electrolyte determines the ionic conductivity and electrochemical stability of the system.

Advancements in salt chemistry and the development of novel electrolyte formulations are key areas of innovation in the quest for next-generation energy storage systems that are not only high-performing but also safe, sustainable, and cost-effective. Tailoring the properties of electrolyte salts – such as ion size, mobility, and interaction with electrode materials – can significantly enhance device performance across a wide range of applications including electric vehicles, grid storage, and portable electronics.

Key industries highlight driving the demand for Electrolyte salts and solutions:

Automotive

- Many automobile manufacturers are exploring super-capacitors as alternative energy storage options for EVs
- National Electric Mobility Mission Plan (NEMMP) 2020 projects over 40% growth for EVs, with super-capacitors having strong potential in this sector
- India is the fourth-largest automotive manufacturer, with the EV market expected to reach 10 Million units by 2030, up from 1.3 Million units in 2022

Transport and Infrastructure

- Indian Railways is one of the world's largest rail networks, with rapid metro expansion in urban areas
- Major focus on safety, efficiency, energy conservation, power quality, and freight wagon tracking

Renewable Energy

- India is 4th globally in renewable energy installed capacity, wind power capacity, and solar power capacity
- The country aims for 500 GW of non-fossil fuel-based energy by 2030 (COP26 target)

Consumer Electronics

- Potential for super-capacitors in fast-charging power banks and high-power-density applications
- Optimistic prediction of 20% penetration in the next 2-3 years, translating to over 37 Million units of super-capacitors

Grid Balancing

- Essential for smart cities, enabling real-time response to market dynamics
- High demand expected with the Indian government's smart cities initiative

Benefits

- Because of their fast-charging ability, superior performance at low temperatures, long service and cycle life, and reliability, supercapacitors have the potential to replace or complement traditional batteries in various applications
- The use of supercapacitors greatly enhances battery runtime and operational life

Downstream application

- Automotive
- Transport and infrastructure
- Renewable energy
- Consumer electronics
- Grid balancing
- Electric vehicles

Demand drivers

- Electrolyte salts are utilized in conjunction with lithium batteries in EV applications
- Solar energy storage systems are employed to absorb high voltage currents during peak energy generation periods
- Electric vehicles utilize super capacitors to meet the sudden burst of energy required during start-up and acceleration
- Super capacitors find applications in various electronic devices where the discharge or storage of high bursts of energy is required

Tatva Chintan's market position and key strengths

Tatva Chintan is a leading player in the battery electrolyte segment, leveraging its expertise in organic battery electrolytes to achieve impressive growth. The Company produces electrolyte salts and solution used in super capacitor batteries, which are employed in automobiles, electric vehicles (EVs), electronics, and hybrid energy storage devices. Tatva Chintan's technical know-how and expertise in producing electrolyte salts for super capacitor batteries have established it as the largest producer in India. This technical proficiency, developed through innovative processes and complex chemistries, creates a significant entry barrier for new competitors.

In response to growing environmental concerns, the company's focus on sustainable supply chain solutions and superior sustainability performance, as audited by Ecovadis. Additionally, Tatva Chintan's partnership with TFS underscores its commitment to maintaining sustainable supply chains, further solidifying its market position and reputation for sustainability.

Performance and Outlook

The India Super-Capacitor Market is set for robust growth, driven by advancements in automotive technology, expanding infrastructure projects, and a strong push for renewable energy. Key drivers include the rise of electric vehicles, modernization of Indian Railways, and ambitious renewable energy targets. While consumer electronics integration faces challenges, opportunities in power banks and smart grid applications are promising. With a focus on innovation and sustainability, the market is poised for significant expansion across industrial and consumer sectors. Due to their properties like fast charging ability, superior low temperature performance, long service and cycle life and reliability. Super-Capacitors hold the potential to replace or complement traditional batteries in several applications.

The Electrolyte Salts segment exhibited a growth in FY 2024-25, with a 19.60% year-on-year revenue surge, driven by increasing demand for energy storage solutions. This momentum is expected to strengthen in FY 2025-26 as customer production lines stabilize, enabling consistent dispatches in FY 2025-26.

Company Overview

Incorporated in 1996, Tatva Chintan Pharma Chem Limited (referred to as 'the Company' or 'Tatva Chintan') has established itself as a leading player in the integrated speciality chemicals manufacturing sector, offering a diversified and extensive product suite. The Company's diversified product portfolio includes structure directing agents (SDAs), phase transfer catalysts (PTCs), electrolyte salts for super capacitor batteries, pharmaceutical and agrochemical intermediates, and other specialty chemicals (PASC). These products have downstream applications across various sectors, including automotive, refinery, pharmaceutical, agrochemicals, paints and coatings, dyes and pigments, personal care, and flavors and fragrances.

Tatva Chintan has established a strong global presence in over 30 countries, including the United States, China, Germany, Japan, South Africa, and the UK. This success is driven by its customer-centric approach, superior product quality, cost leadership, and timely delivery. Additionally, the Company operates two wholly-owned subsidiaries in the US and the Netherlands to better serve its international clients.

Manufacturing Facilities

Tatva Chintan boasts of two state-of-the-art manufacturing facilities located in Dahej and Ankleshwar, Gujarat, with a combined installed capacity of 552 KL across 39 assembly lines. Both the plants are in close proximity of the Hazira port. As a leading manufacturer of integrated speciality chemicals, the Company leverages superior R&D capabilities and operational efficiencies to drive growth. Tatva Chintan has consistently expanded its production capacities while simultaneously improving capacity utilization.

Facilities are designed to allow a level of flexibility enabling to manufacture a diverse range of products and provide with the ability to modify and customize product portfolio to address the changing requirements of customers.

Manufacturing Capacity

Manufacturing	Capacity	2024-25		2023-24		2022-23	
		Reactors	Assembly Lines	Reactors	Assembly Lines	Reactors	Assembly Lines
Ankleshwar	Installed	91 KL	3	90 KL	3	90 KL	3
	Utilized	76.96%	62.94%	71.05%	66.9%	76.58%	65.10%
Dahej	Installed	461 KL	36	410 KL	36	204 KL	24
	Utilized	61.58%	27.84%	69.48%	34%	78.06%	24.80%
Total	Installed	552 KL	39	500 KL	39	294 KL	27
	Utilized	64.11%	30.54%	69.76%	36.53%	77.61%	29.28%

Strengths

- Leading manufacturer of SDA and PTC
- Preferred supplier for PASC
- Consistent quality
- De-risk Business Model
- Significant global presence with a vast customer base
- Diverse and comprehensive product portfolio
- Integrated and fungible manufacturing facility
- Proven track record of promoters
- Inhouse R&D capabilities

Financial Review (Consolidated)

Revenue

In the fiscal year 2024-25, total revenue amounted to ₹ 3,850.29 Million, compared to ₹ 4,010.13 Million in the previous financial year, reflecting a decline of 3.99%.

Revenue from operations

In 2024-25, Tatva Chintan's revenue from operations amounted to ₹ 3,827.14 Million, reflecting a 2.74% year-on-year decline from ₹ 3,935.04 Million in 2023-24. Export revenues were ₹ 2,354.74 Million in 2024-25, down from ₹ 2,768.62 Million in the previous year. Conversely, domestic sales increased from ₹ 1,136.33 Million in 2023-24 to ₹ 1,444.27 Million in 2024-25. Exports accounted for approximately 61.53% of revenue in 2024-25 and about 70.36% in 2023-24.

Sales of SDAs were ₹ 1,197.21 Million in 2024-25, compared to ₹ 1,655 Million in 2023-24, while sales of PASCs were ₹ 1,286.61 Million in 2024-25, compared to ₹ 1,132 Million in 2023-24. The SDA segment contributed 31.28% of revenue in 2024-25 and 42.06% in 2023-24, whereas the PASC segment contributed 33.62% in 2024-25 and 28.78% in 2023-24.

PTC sales reached ₹ 1,254.98 Million in 2024-25, while in 2023-24 the sale amounted to ₹ 1,067 Million, contributing 32.79% and 27.12% to sales, respectively. Sales of electrolyte salts and solution for supercapacitor batteries were ₹ 60.21 Million in 2024-25 and showcased a decline from ₹ 50 Million in 2023-24, accounting for 1.57% and 1.28% of total revenue from operations, respectively.

Other income

In the fiscal year 2024-25, the Company generated ₹ 23.15 Million in other income, representing a de-growth of 69.17% compared to ₹ 75.09 Million in the previous financial year.

Expenses

The Company's total expenses were ₹ 3,774.50 Million in 2024-25, compared to ₹ 3,574.45 Million in 2023-24, marking a increase of 5.60%. This increase was primarily due to increases in the cost of materials consumed and depreciation and partly offset by employee benefit expense and finance cost.

Cost of materials consumed

The Company's cost of materials consumed was ₹ 1,734.64 Million in 2024-25, compared to ₹ 1,787.61 Million in 2023-24.

Purchases of stock-in-trade

Purchases of stock-in-trade declined during the year and stood at ₹ 29.80 Million in 2024-25 compared to ₹ 36.03 Million in 2023-24.

Changes in inventories of work-in-progress and finished goods

Changes in inventories of work-in-progress and finished goods stood at ₹ 221.97 Million in 2024-25 compared to ₹ (81.82) Million in 2023-24.

Employee benefits expense

The Company's employee benefits expense decreased to ₹ 529.16 Million in 2024-25, down from ₹ 547.61 Million in 2023-24. This reduction was possible to various cost optimization initiatives taken during the year.

Finance costs
Tatva Chintan's finance costs stood at ₹ 12.90 Million in 2024-25 compared to ₹ 65.32 Million in 2023-24, due to less utilization of financial facility.

Depreciation and amortization expense
The Company's depreciation and amortization expense increased to ₹ 276.59 Million in 2024-25 compared to ₹ 256.05 Million in 2023-24. The net addition in fixed assets during the year is ₹ 761.33 Million.

Other expenses
The other expenses of the Company stood at ₹ 966.44 Million in 2024-25 compared to ₹ 963.65 Million in 2023-24.

Profit before tax
Tatva Chintan has reported ₹ 75.79 Million of profit before tax while in the previous financial year, the profit before tax stood at ₹ 435.68 Million.

Tax expenses
During 2024-25, the Company's total tax expenses amounted to ₹ 18.66 Million, as against ₹ 132.14 Million in 2023-24.

Profit after tax
The Company's profit after tax stood at ₹ 57.13 Million in 2024-25 compared to ₹ 303.54 Million in 2023-24.

Total comprehensive income
During the year of reporting, Tatva Chintan recorded a total comprehensive income of ₹ 64.20 Million in 2024-25, while in 2023-24, the total comprehensive income was ₹ 303.75 Million.

Key Significant Ratios

Key Ratios	2024-25	2023-24	Explanations
Debtors Turnover Ratio	4.60	5.59	Debtors turnover ratio has declined as compared to previous year, primarily due to higher sale in Q4 FY25, resulting in higher Debtors at year end.
Inventory Turnover Ratio	1.54	1.30	Inventory turnover ratio has improved due to lower sale and high RMC in current year, however the average inventory was almost at the previous year level.
Interest Coverage Ratio	26.52	10.44	Interest Coverage ratio has improved due to decrease in finance cost, but partly offset by decrease in EBITDA.
Current Ratio	2.76	3.74	Current ratio has decreased primarily due to increase in current liabilities (Bank Borrowings) and decrease in current assets, mainly inventory, cash and cash equivalent partly offset by increase in trade receivables.
Debt Equity Ratio	0.05	0.02	Debt equity ratio has decreased primarily due to increase in working capital facilities (Bank Borrowings).
Operating Margin Ratio (%)	1.73%	10.91%	Operating Margin Ratio has decreased due to decrease in profitability pursuant to prevailing geopolitical conditions, slow-downs and high inflationary situation across economies.
Net Profit/(Loss) Margin (%)	1.50%	7.77%	Net Profit Margin has decreased due to decrease in profitability pursuant to prevailing geo-political conditions, slow-downs and high inflationary situation across economies.
Return on Net Worth (%)	0.77%	4.12%	Return on net worth has decreased due to decrease in profitability pursuant to prevailing geopolitical conditions, slow-downs and high inflationary situation across economies.

Research and Development
Research and development play an instrumental role in the chemical sector, and helps the Company reinforce its position as one of the leading players in integrated specialty chemical manufacturers not only in India but also across the world. The Company has a dedicated R&D center located at Vadodara, recognized by the Department of Scientific and Industrial Research (DSIR), Government of India, is equipped with modern and latest technology and equipment and spearheaded by a very capable R&D team. Over the years, we have been constantly strengthening our R&D finesse by making proactive investments and constantly strengthening our R&D team's abilities. Strong R&D has helped us strengthen our process and cost efficiencies on one hand, and develop improved products on the other.

Our Competitive Strengths
Tatva Chintan Pharma Chem Limited leverages its leadership in niche specialty chemicals, diversified product portfolio, and global presence to maintain a competitive edge. Its strategic focus on innovation, sustainability, and operational excellence, combined with high industry entry barriers, positions it for sustained growth and profitability.

Diversified and Specialized Product Portfolio: The company offers a diverse portfolio, including SDAs, Phase Transfer Catalysts (PTCs), electrolyte salts for supercapacitor batteries, and other specialty chemicals, serving industries such as automotive, petroleum, pharmaceuticals, agrochemicals, and electronics. This wide product range across varied sectors reduces dependence on a single industry, providing revenue stability.

Market Leadership in Niche Segments: Tatva Chintan is the largest and only commercial manufacturer of Structure Directing Agents (SDAs) for zeolites in India and the second-largest globally, reinforcing its dominance in this specialized segment. Operating in the specialty chemicals space with limited competitors, the company benefits from high entry barriers due to complex chemistries and stringent product approval processes.

Global Presence and Export Capabilities: Tatva Chintan exports to over 30 countries, supported by subsidiaries in the USA and Europe. Its ability to expand into diverse geographies, backed by technical expertise and high-quality offerings, strengthens its global presence and diversifies revenue streams.

Advanced Manufacturing and Sustainability Focus: The company operates state-of-the-art manufacturing facilities with advanced technologies, enabling high-quality production and operational efficiency. A focus on 'green' chemistry ensures environmentally sustainable production, aligning with global regulatory standards. Ongoing capital expenditure initiatives will lead to boost in production capacities, supporting higher revenues and future growth.

Strong R&D and Innovation Capabilities: Tatva Chintan's DSIR-approved R&D center in Vadodara, equipped with cutting-edge technology and staffed by a skilled team, drives continuous innovation and product development. Continuous R&D investment has resulted in a robust pipeline of high-value products, positioning Tatva Chintan to capitalize on emerging opportunities.

Experienced Management and Strategic Growth: Led by promoters and a senior management team with extensive industry experience, Tatva Chintan has built strong business relationships to drives strategic growth. The company has demonstrated consistent financial performance, with significant revenue and profits supported by investments in infrastructure and technology, ensuring a strong foundation for future growth.

Robust Financial Performance
Strong Financials: Tatva Chintan demonstrates consistent financial performance, with significant revenue from operations and net worth, supported by continuous investment in infrastructure and technology.

Tatva Chintan's leadership in niche markets, diversified portfolio, global reach, and focus on innovation and sustainability enable it to navigate market challenges and seize growth opportunities. High entry barriers, continuous capacity expansion, and a robust financial foundation ensure its ability to sustain competitive advantages and deliver long-term value to stakeholders.

Quality Control and Services
Tatva Chintan is dedicated to maintaining the highest standards of quality control, supported by an advanced QC laboratory equipped with state-of-the-art technology to meet the rigorous industry benchmarks. Understanding that any compromise on quality could impact its reputation for excellence, the Company has established a robust quality team. This team comprises 92 members, with 25 dedicated to quality assurance and 67 focused on quality control. This skilled team diligently oversees through pre-manufacturing inspections and implements stringent quality protocols at every stage of the production process – from the initial assessment of raw materials to the final verification of packaging. Tatva Chintan's steadfast commitment to quality excellence is reinforced by its ISO 9001:2015 certification, underscoring its position as a leading practitioner of quality management practices.

Information and Technology
In recent years, IT has become vital for the Company's operations. Recognizing the importance of robust IT infrastructure, Tatva Chintan has integrated a comprehensive suite of IT solutions and enterprise resource planning (ERP) software across its operations. Technology is seamlessly embedded into all stages of the manufacturing process, including customer order management, dispatches, production planning, reporting, financial accounting, and raw material purchasing. Dedicated to leveraging IT to drive operational efficiency, elevate customer service, and enable data-driven decision-making, Tatva Chintan continues to invest strategically in technology to strengthen its capabilities.

Health, Safety and Environment
As a specialty chemical manufacturer, Tatva Chintan focuses on environmental responsibility through targeted initiatives that reduce emissions, optimize energy usage, minimize waste, and enhance operational sustainability. The Ankleshwar facility operates with zero liquid discharge (ZLD) capability, reinforced by ISO 14001:2015 certification. Participation in EcoVadis and the Together for Sustainability (TfS) initiative demonstrates the Company's commitment to promoting sustainable practices across its workforce and supply chain partners.

Employee health and safety are key priorities for Tatva Chintan, addressed through comprehensive safety training programs, regular emergency response drills, advanced safety systems and equipment, and thorough on-the-job training protocols – creating a protective working environment that safeguards personnel while maintaining operational excellence.

Human Resources
Tatva Chintan Pharma Chem Limited values its employees and is committed to creating a workplace that supports both company growth and professional development. The company's human resources team focuses on employee-centric policies designed to attract skilled talent, provide comprehensive training, maintain engagement, and achieve strong retention rates. To strengthen talent management, capability development, and employee performance, Tatva Chintan regularly implements targeted programs and initiatives. As of 31 March 2025, the company employs 679 permanent employees/workers and 260 non-permanent employees/workers, reflecting its investment in building a skilled and capable team.

Risk Management

Risk	Impact	Mitigation
Regulatory risk	Widespread geographical presence leads to exposure to different prevailing rules and regulations. Non-compliance to any new/change in policies may impact normal business functioning	The Company's commitment to stringent compliance and regulations is validated by its ISO 9001:2015, ISO 14001:2015, and ISO 45001:2018 certifications. These certifications highlight the Company's dedication to quality management, environmental management, and employee health and safety. Furthermore, a proficient team is responsible for keeping a check on adherence to all applicable laws and statutes.
Supply chain risk	Fluctuations in raw material prices and inadequate supply can impact the Company's business operations and profitability.	Tatva Chintan ensures a steady supply of raw materials and finished products by leveraging its longstanding relationships with suppliers and maintaining diverse sourcing across geographies. Additionally, the Company has implemented a robust inventory management process to ensure raw material availability whenever required.
Forex risk	Tatva Chintan is exposed to foreign currency/ies due to widespread business operations in over 30 countries. Fluctuation in forex rate may thus impact earnings.	The Company mitigates forex risk through continuous and efficient monitoring of forex exposure and currency movements. It further de-risks by entering into forward contracts.
Product risk	Inadequate investment in R&D and delays in obtaining regulatory approvals can hinder the Company's operations by preventing the conceptualization and development of new products.	To cater to evolving customer preferences and needs, Tatva Chintan has consistently invested in its R&D to strengthen its product pipeline. During the fiscal year, the Company allocated ₹ 84.27 Million towards CAPEX and ₹ 44 Million towards OPEX to ensure sustained progress.
Economic Slowdown	An economic slowdown can plummet revenues for the Company, which may lead to decreased profitability.	Tatva Chintan sells its products to various sectors of the economy which includes Pharma, Agrochemicals, Dyes, Paints, and many others. Furthermore, the Company has a wide geographical presence, which minimizes the risk.

Outlook

Looking ahead, Tatva Chintan is poised for transformative growth in FY 2025-26 driven by innovation, operational excellence and market expansion. Our robust R&D pipeline with high-value products nearing commercial launch, particularly in semiconductors, will strengthen our market leadership. Supported by experienced leadership and a diversified portfolio, we are ready to navigate challenges like geopolitical uncertainties and logistical constraints. With improving market conditions and strategic investments in semiconductor grade chemicals and flame retardants, we are looking at sustainable long-term growth.

Internal Control Systems

Tatva Chintan maintains a robust internal control system to ensure the reliability of financial information through the timely and accurate recording of all financial, commercial, and operational transactions. This system also safeguards assets from unauthorized use or disposition and ensures strict adherence to applicable regulations. Moreover, the Company's Audit Committee conducts periodic reviews to assess the adequacy and effectiveness of these internal controls, reporting key findings to the Board for necessary corrective actions.

Cautionary Statement

Statements in this report describing the Company's objectives, projections, estimates and expectations may constitute 'forward-looking statements' within the meaning of applicable laws and regulations that involve risks and uncertainties. Such statements represent the intention of the management and the efforts being put in place by them to achieve certain goals. Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances. Therefore, the investors are requested to make their own independent assessments and judgments by considering all relevant factors before making any investment decision.

Managing Director (MD) and Chief Financial Officer (CFO) Certification

To,
The Board of Directors,
Tatva Chintan Pharma Chem Limited

In pursuance to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, We, Chintan N. Shah, Managing Director (MD) and Ashok Bothra, Chief Financial Officer (CFO) to the best of our knowledge and belief, certify that:

A. We have reviewed financial statements and the cash flow statement for the year ended 31 March 2025 and that to the best of our knowledge and belief:

(1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. To the best of our knowledge and belief, there were no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

C. We are responsible for establishing and maintaining internal controls for financial reporting and we have:

(1) Evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting;

(2) Not found any deficiencies in the design or operation of internal controls.

D. We have indicated to the Company's Auditors and the Audit Committee of the Board of Directors that:

(1) There have been no significant changes in the internal control over financial reporting during the year;

There have been no significant changes in accounting polices during the year;

(2) There have been no instances of significant fraud nor there was any involvement of the management or an employee having a significant role in the Company's internal control system over financial reporting; and

(3) There were no deficiencies in the design or operation of internal controls, which could adversely affect the Company's ability to record, process, summarize and report financial data nor there were any material weaknesses in internal controls over financial reporting nor any corrective actions with regards to deficiencies, as there were none.

E. We declare that all Board members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct for the current year.

Date: 02 May 2025	**Chintan N. Shah**	**Ashok Bothra**
Place: Vadodara	**Chairman and Managing Director**	**Chief Financial Officer**
	DIN: 00183618	

Independent Auditor's Report

To the Members of
Tatva Chintan Pharma Chem Limited

Report on the audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Tatva Chintan Pharma Chem Limited** ("the Company") which comprises the balance sheet as at 31 March 2025 and 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 then ended and notes to the standalone financial statements, including summary of material accounting policies and other explanatory information. (hereinafter referred as "standalone financial statements")

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

Basis for Opinion

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

Key Audit Matters

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

S. No.	Key Audit Matters	Audit procedures
1.	**Cut off risk in Revenue Recognition** Due to the sales being under various contractual terms and across geographies, delivery to customers in different regions might take different time periods and may result in undelivered goods at the period end. We consider there to be a risk of misstatement of the financial statements related to transactions occurring close to the year end, as transactions could be recorded in the wrong financial period. Accordingly, cut-off risk in revenue recognition is a key audit matter.	• We have assessed the revenue recognition policies of the Company including accounting for sales returns and discounts for compliance with Ind AS. • The Company has manual and automated (information technology – IT) controls on recording revenue and accruals for sales returns and discounts. We tested the design, implementation and operating effectiveness of these controls. In respect of cut-off, we focused on controls around the timely and accurate recording of year-end sales transactions. • We have performed substantive testing on sample check basis on revenue transactions recorded during the year end. • We verified contractual terms of the invoice and tested the transit time to deliver the goods.
2.	**Capital Expenditure in respect of property, plant and equipment and capital work in progress** The Company has incurred significant expenditure on capital projects, as reflected by the total value of additions in property plant and equipment and capital work in progress in notes 3 and 5 of the standalone financial statements. We considered Capital expenditure as a Key audit matter due to: • Significance of amount incurred on such items during the year ended 31 March 2025. • Judgement and estimate required by management in assessing assets meeting the capitalization criteria set out in Ind AS 16 Property, Plant and Equipment. • Judgement involved in determining the eligibility of costs including borrowing cost and other directly attributable costs for capitalization as per the criteria set out in Ind AS 16 Property, Plant and Equipment.	• We have obtained an understanding of the Company's capitalization policy and assessed for compliance with the relevant accounting standards. • We have obtained understanding, evaluated the design and tested the operating effectiveness of controls related to capital expenditure and capitalization of assets. • We have performed substantive testing on a sample check basis for each element of capitalized costs including inventory issued to contractors for the purpose of these projects and physical verification performed by management along with reconciliation and directly attributable cost, including verification of underlying supporting evidence and understanding nature of the costs capitalized. • We have obtained understanding on management assessment relating to progress of projects and their intention to bring the asset to its intended use.
3.	**Valuation, Accuracy, Completeness and disclosures pertaining to Inventories with reference to Ind AS 2** Inventories constitutes material component of standalone financial statement. Correctness, Completeness and Valuation are critical for reflecting true and fair financial results of operations. Further due to continuous nature of plan operations and the raw materials which are basically chemicals, management has to exercise judgement in assessing stage of the product and its valuation. Also refer note 13 to the standalone financial statement.	Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows: • We have assessed the Company's process regarding maintenance of records, Valuation and accounting of transactions relating to Inventory as per the Indian Accounting Standard 2. • We have evaluated the design of Internal Controls relating to recording and valuation of Inventory. • We have carried out substantive audit procedures to verify the allocation of overheads to Inventory. • We have attended the physical verification of Inventories performed by the Management and also performed stock count on sample check basis. We have also checked reconciliation of inventories as per physical inventory verification and book records on a sample check basis. • For sample selected, we have also obtained confirmation of Inventories held with third parties. • We have verified the consistency in respect of valuation process and methodology followed by the Company.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Management Discussion and Analysis, Report on Corporate Governance, Business Responsibility and Sustainability Report, but does not include the standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the standalone financial position, standalone financial performance including other comprehensive income, standalone changes in equity and standalone cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act read with the Companies (Indian Accounting standards) Rules, 2015 as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection of the appropriate accounting software for ensuring compliance with applicable laws and regulations including those related to retention of audit logs; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibility for the Audit of Standalone Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **"Annexure – A"** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of change in equity, the statement of cash flows and notes to the standalone financial statements dealt with by this Report are in agreement with the books of account.

   d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

   e) On the basis of the written representations received from the directors as on 31 March 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 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 with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B"**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

   g) The Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to 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 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 46 to the standalone financial statements.

      ii. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

      iii. There were no amounts which were required to be transferred to Investor Education and protection fund by the Company.

      iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, 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;

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

      iv. (c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) above contain any material misstatement.

iv. (d) The dividend declared and paid, if any, during the year by the Company is in compliance with section 123 of the Act.

v. Based on our examination which included test checks, the Company, in respect of financial year commencing on 1 April 2024, have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with. Furthermore, the audit trail has been preserved by the Company as per the statutory requirements for record retention from the date the audit trail was enabled for the accounting software.

For **NDJ & Co.,**
Chartered Accountants
Firm's Registration Number: 136345W

CA Basant Chandak
Partner
Membership No.: 434585
UDIN No: 25434585BMISWR6500

Date: 2 May 2025
Place: Vadodara

Annexure A to the Independent Auditor's Report

(Referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' of our report to the Members of Tatva Chintan Pharma Chem Limited of even date)

1. (a) (i) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment.

   (ii) The Company is maintaining proper records showing full particulars of Intangible Assets.

   (b) The Property, Plant and Equipment are physically verified by the management in a phased programme designed to cover all items over a period of three financial years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the Property, Plant and Equipment has been physically verified by the management during the year and no material discrepancies between the book records and the physical verification have been noticed.

   (c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in Note 4 on Right-of-use assets to the standalone financial statements, are held in the name of the Company.

   (d) The Company has chosen cost model for its Property, Plant and Equipment (including Right of Use assets) and intangible assets. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment (including Right of Use assets) or intangible assets does not arise.

   (e) Based on the information and explanations furnished to us, no proceedings have been initiated or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its standalone financial statements does not arise.

2. (a) The physical verification of inventories excluding stocks with third parties and stock in transit has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedure of such verification by Management is appropriate. In respect of inventory lying with third parties, these have substantially been confirmed by them. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.

   (b) During the year, the Company has been sanctioned working capital limits in excess of ₹ 5 Crore, in aggregate, from banks on the basis of security of current assets. The Company has filed quarterly returns or statements with such banks, which are in agreement with the books of account for the respective periods which were subject to audit / review. (Also refer Note 50 to the standalone financial statements)

3. According to information and explanations given to us, the Company has made investment in mutual fund schemes during the year and not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties, in respect of which:

   a) The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a), 3(iii)(c), 3(iii)(d), 3(iii)(e) and 3(iii)(f) of the Order is not applicable.

   b) In our opinion, the investments made during the year are, prima facie, not prejudicial to the Company's interest.

4. According to information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans granted and investments made, as applicable. The Company has not provided any guarantee or securities that are covered under the provisions of sections 185 and 186 of the Companies Act, 2013.

5. According to the information and explanations given to us, the Company has not accepted any deposits within the meaning of sections 73 to 76 of the Act and the rules framed thereunder during the year. Accordingly, the provisions of clause 3(v) of the Order are not applicable to the Company during the year.

6. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under section 148(1) of the Act in respect of its products. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and

records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

7. (a) 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 generally regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income tax, goods and service tax, custom duty, cess and other material statutory dues as applicable to the appropriate authorities during the year. No undisputed amounts payable in respect of aforesaid statutory dues were outstanding as on the last day of the financial year for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of provident fund, employees' state insurance and cess, which have not been deposited on account of any dispute. The particulars of other statutory dues referred to in sub-clause (a) as at 31 March 2025 which have not been deposited or adjusted on account of a dispute, are as follows:

Name of the Statute	Nature of dues	Amount (₹ in Millions)	Period to which the amount relates	Forum where the dispute is pending
Integrated Goods and Service Tax Act, 2017	Goods and Service Tax	0.61	2017-18	Additional Commissioner GST and Central Excise (Appeals)
Integrated Goods and Service Tax Act, 2017	Goods and Service Tax	11.38	2017-18 and 2018-19	Deputy Director General of GST Intelligence (DGGI)
Income Tax Act, 1961	Income Tax	11.20	2019-20	Commissioner of Income Tax (Appeals)

8. According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

9. (a) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year.

(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 Willful Defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained. (Also refer Note 18 to the standalone financial statements).

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the standalone 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 standalone 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 subsidiary companies.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiary companies.

10. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable to the Company.

(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 not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.

11. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

(b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.

(c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanation given to us and as represented to us by the management, there are no whistle blower complaints received by the Company during the year.

12. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause 3(xii) of the Order is not applicable to the Company.

13. The Company has entered into transactions with related parties in compliance with the provisions of sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the standalone financial statements as required under Indian Accounting Standard 24, Related Party Disclosures specified under section 133 of the Act.

14. (a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.

(b) The reports of the Internal Auditor for the period under audit have been considered by us.

15. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of section 192 of the Act under clause 3(xv) of the Order is not applicable to the Company.

16. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.

(b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.

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

(d) According to the information and explanations given to us and on the basis of our examination, the Company does not belong to any group which consist Core Investment Company as part of the Group.

17. The Company has not incurred any cash losses in the financial year or in the immediately preceding financial year.

18. There has been no resignation of the statutory auditors of the Company during the year.

19. According to the information and explanations given to us and on the basis of the financial ratios, (Also refer Note 50 to the standalone financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that 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.

20. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not have any unspent amount which is require to transfer to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act. Accordingly, paragraph 3(xx)(a) of the Order is not applicable.

(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 does not have any ongoing projects under provisions of the section 135 of the said Act. Accordingly, paragraph 3(xx)(b) of the Order is not applicable.

21. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

For **NDJ & Co.,**
Chartered Accountants
Firm's Registration Number: 136345W

CA Basant Chandak
Partner
Membership No.: 434585
UDIN No: 25434585BMISWR6500

Date: 2 May 2025
Place: Vadodara

Annexure B to the Independent Auditor's Report

(Referred to in paragraph 2(f) under the "Report on Other Legal and Regulatory Requirements" of our report to the Members of Tatva Chintan Pharma Chem Limited of even date)

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

We have audited the internal financial controls with reference to standalone financial statements of Tatva Chintan Pharma Chem Limited ("the Company") as of 31 March 2025 in conjunction with our audit of standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to standalone financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls with reference to standalone financial statements 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 standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and if such controls operated effectively in all material respects.

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 with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 standalone financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control 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 control with reference to 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 standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at 31 March 2025, 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.

For **NDJ & Co.,**
Chartered Accountants
Firm's Registration Number: 136345W

CA Basant Chandak
Partner
Membership No.: 434585
UDIN No: 25434585BMISWR6500

Date: 2 May 2025
Place: Vadodara

Standalone Balance Sheet

as at 31 March 2025

(Currency: ₹ in Million)

Particulars	Notes	As at 31 March 2025	As at 31 March 2024
Assets			
Non-current assets			
Property, plant and equipment	3	4,959.80	3,965.18
Right-of-use assets	4	295.56	299.99
Capital work-in-progress	5	215.35	729.27
Other intangible assets	6	31.24	3.51
Intangible assets under development	7	27.75	36.10
Financial assets			
(i) Investments	8	6.67	6.67
(ii) Other financial assets	9	42.82	42.60
Deferred tax assets (net)	23A	122.54	122.97
Other non-current assets	14	11.12	8.32
Total non-current assets		5,712.85	5,214.61
Current assets			
Inventories	13	1,233.01	1,441.09
Financial assets			
(i) Investments	8	-	100.51
(ii) Trade receivables	15	761.60	679.46
(iii) Cash and cash equivalents	10	92.05	339.86
(iv) Bank balances other than (iii) above	11	27.22	29.88
(v) Loans	12	2.37	2.41
(vi) Other financial assets	9	11.01	7.02
Current tax assets (net)	23B	54.82	9.29
Other current assets	14	333.08	326.53
Total current assets		2,515.16	2,936.05
Total assets		8,228.01	8,150.66
Equity and liabilities			
Equity			
Equity share capital	16	233.92	233.92
Other equity	17	6,979.20	7,024.88
Total equity		7,213.12	7,258.80
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	18	-	6.39
Provisions	20	13.98	13.34
Total non-current liabilities		13.98	19.73
Current liabilities			
Financial liabilities			
(i) Borrowings	18	363.88	136.32
(ii) Trade payables	22		
(a) Total outstanding dues of micro and small enterprises; and		108.21	66.73
(b) Total outstanding dues of creditors other than (ii)(a) above		214.88	375.83
(iii) Other financial liabilities	19	54.69	83.06
Other current liabilities	21	255.01	206.57
Provisions	20	4.24	3.62
Total current liabilities		1,000.91	872.13
Total equity and liabilities		8,228.01	8,150.66
Notes forming part of the standalone financial statements	1-55		

As per our report of even date attached
For **NDJ & Co.**
Chartered Accountants
Firm's Registration Number: 136345W

CA Basant Chandak
Partner
Membership Number: 434585

For and on behalf of the Board of Directors of
Tatva Chintan Pharma Chem Limited
CIN: L24232GJ1996PLC029894

Chintan N. Shah
Chairman and Managing Director
DIN: 00183618

Shekhar R. Somani
Whole Time Director
DIN: 00183665

Ashok Bothra
Chief Financial Officer

Ishwar Nayi
Company Secretary and Compliance Officer
M. No.: A37444

Date : 02 May 2025
Place : Vadodara, Gujarat, India

Date : 02 May 2025
Place : Vadodara, Gujarat, India

Standalone Statement of Profit and Loss

for the year ended 31 March 2025

(Currency: ₹ in Million, except per share data)

Particulars	Notes	Year ended 31 March 2025	Year ended 31 March 2024
Income			
Revenue from operations	24	3,664.15	3,786.77
Other income	25	35.61	75.08
Total Income		3,699.76	3,861.85
Expenses			
Cost of materials consumed	26	1,737.64	1,787.61
Changes in inventories of finished goods and work-in-progress	27	239.01	(107.21)
Employee benefits expense	28	529.16	547.61
Finance costs	29	12.90	65.07
Depreciation and amortization expenses	30	276.54	256.01
Other expenses	31	899.90	890.11
Total expenses		3,695.15	3,439.20
Profit before tax		4.61	422.65
Tax expense/(benefits)	32		
Current tax		0.02	73.44
Deferred tax		1.32	55.73
Total tax expense/(benefits)		1.34	129.17
Profit for the year		3.27	293.48
Other comprehensive income/(expense)	33		
Items that will not be reclassified to profit or loss		(3.06)	(2.36)
Income tax relating to items that will not be reclassified to profit or loss		0.89	0.69
Total other comprehensive (expense)		(2.17)	(1.67)
Total comprehensive income		1.10	291.81
Earnings per equity share	34		
(Face value of ₹ 10/- each)			
Basic		0.14	12.82
Diluted		0.14	12.82
Notes forming part of the standalone financial statements	1-55		

As per our report of even date attached
For **NDJ & Co.**
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Date : 02 May 2025
Place : Vadodara, Gujarat, India

Date : 02 May 2025
Place : Vadodara, Gujarat, India

Standalone Statement of Changes in Equity

for the year ended 31 March 2025

(Currency: ₹ in Million, except per share data)

A Equity share capital

Particulars	Number of shares	Amount
Authorised capital (Equity shares of ₹ 10 each)		
As at 01 April 2023	40,000,000	400.00
Changes during the year	-	-
As at 31 March 2024	**40,000,000**	**400.00**
Changes during the year	-	-
As at 31 March 2025	**40,000,000**	**400.00**
Issued, subscribed and fully paid-up capital (Equity shares of ₹ 10 each)		
As at 01 April 2023	22,165,062	221.65
Changes during the year:		
Issued pursuant to fresh issue in qualified institutional placement	1,226,993	12.27
As at 31 March 2024	**23,392,055**	**233.92**
Changes during the year	-	-
As at 31 March 2025	**23,392,055**	**233.92**

B Other equity

Particulars	Reserves and surplus		Total
	Securities premium	Retained earnings	
As at 31 March 2023	2,090.26	2,735.90	4,826.16
Changes due to round off	-	0.01	0.01
Restated balance as at 01 April 2023	2,090.26	2,735.91	4,826.17
Profit for the year	-	293.48	293.48
Other comprehensive income for the year	-	(1.67)	(1.67)
Total comprehensive income	2,090.26	3,027.72	5,117.98
Other changes:			
Securities premium on fresh issue of shares	1,987.73	-	1,987.73
Share issue expenses (net of tax)	(34.05)	-	(34.05)
Final dividend paid	-	(46.78)	(46.78)
Total other changes	1,953.68	(46.78)	1,906.90
As at 31 March 2024	**4,043.94**	**2,980.94**	**7,024.88**
Profit for the year	-	3.27	3.27
Other comprehensive income for the year	-	(2.17)	(2.17)
Total comprehensive income	4,043.94	2,982.04	7,025.98
Other changes:			
Final dividend paid	-	(46.78)	(46.78)
Total other changes	-	(46.78)	(46.78)
As at 31 March 2025	**4,043.94**	**2,935.26**	**6,979.20**

Standalone Statement of Changes in Equity (Continued)

for the year ended 31 March 2025

(Currency: ₹ in Million, except per share data)

Notes:

Nature and purpose of other equity:

(i) Securities premium:

The securities premium account represents the amount received in excess of the face value of equity shares issued by the Company. This reserve is utilised in accordance with the provisions of the Companies Act, 2013. During the year ended 31 March 2024, the Company has utilised a portion of the securities premium balance to offset share issue expenses incurred in connection with the fresh issue of equity shares through a Qualified Institutional Placement (QIP).

(ii) Retained earnings:

Retained earnings comprise the cumulative net profits retained by the Company after payment of dividends, appropriations to reserves, and other distributions to shareholders.

This also includes remeasurements of the defined benefit plans, which comprise actuarial gains and losses and the return on plan assets (excluding net interest income). These components are recognised in other comprehensive income and are not subsequently reclassified to profit or loss.

Notes forming part of the standalone financial statements 1-55

As per our report of even date attached
For **NDJ & Co.**
Chartered Accountants
Firm's Registration Number: 136345W

CA Basant Chandak
Partner
Membership Number: 434585

Date : 02 May 2025
Place : Vadodara, Gujarat, India

For and on behalf of the Board of Directors of
Tatva Chintan Pharma Chem Limited
CIN: L24232GJ1996PLC029894

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Ashok Bothra
Chief Financial Officer

Ishwar Nayi
Company Secretary and Compliance Officer
M. No.: A37444

Date : 02 May 2025
Place : Vadodara, Gujarat, India

Standalone Statement of Cash flows

for the year ended 31 March 2025

(Currency: ₹ in Million)

Particulars		As at 31 March 2025	As at 31 March 2024
A. Cash flows from operating activities:			
Profit before tax	(i)	4.61	422.65
Adjustments to reconcile profit:			
Finance costs		12.90	65.07
Depreciation and amortisation expenses		276.54	256.01
Unrealised foreign exchange (gain) (net)		(0.67)	(5.91)
Interest income		(4.87)	(32.74)
Net gain on sale of current investments		(0.75)	(0.38)
Fair value (gain)		-	(1.51)
Other non-cash items		0.23	1.18
Total adjustments to reconcile profit	(ii)	**283.38**	**281.72**
Operating profit before working capital changes	(iii) = (i) + (ii)	**287.99**	**704.37**
Changes in working capital:			
Decrease in inventories		208.08	73.39
(Increase)/decrease in trade receivables		(100.85)	225.58
(Increase) in other non-current financial assets		(0.22)	(15.98)
(Increase)/decrease in other current financial assets		(0.66)	21.53
(Increase) in other non-current assets		(2.80)	(2.81)
(Increase) in other current assets		(39.51)	(56.27)
(Decrease)/increase in trade payables		(129.06)	112.05
Increase/(decrease) in other current financial liabilities		0.04	(2.18)
Increase in other non-current liabilities		-	0.09
Increase in other current liabilities		59.15	30.55
Increase in non-current provisions		0.64	1.89
Increase in current provisions		0.62	0.30
Total changes in working capital	(iv)	**(4.57)**	**388.14**
Cash generated from operating activities	(v) = (iii) + (iv)	**283.42**	**1,092.51**
Less: Taxes paid	(vi)	**(44.37)**	**(64.75)**
Net cash generated from operating activities	(A) = (v) + (vi)	**239.05**	**1,027.76**
B. Cash flows from investing activities:			
Purchase of property, plant and equipment (including capital work-in-progress, other intangible assets and intangible assets under development.)		(762.70)	(1,285.15)
Proceeds from sale of property, plant and equipment		1.39	1.55
Decrease in deposits with banks		2.65	144.08
Purchase of current investment		-	(207.20)
Proceeds from sale of current investments		101.27	108.58
Interest income		4.87	32.74
Cash (used in) investing activities	(B)	**(652.52)**	**(1,205.40)**
C. Cash flows from financing activities:			
Proceeds from issue of equity share capital		-	12.27
Proceeds from securities premium (net of issue expenses)		-	1,953.69
Dividend paid		(46.78)	(46.78)
Repayment of long-term borrowings		(32.19)	(85.89)
Net proceeds from/(repayment) of short-term borrowings		257.49	(1,462.09)
Decrease/(increase) in loans to employees		0.04	(0.69)
Finance costs		(12.90)	(65.07)
Cash generated from financing activities	(C)	**165.66**	**305.44**
Net (decrease)/increase in cash and cash equivalents	D=(A+B+C)	**(247.81)**	**127.80**
Cash and cash equivalents at the beginning of the year	(E)	339.86	211.86
Effect of exchange rate changes on cash and cash equivalents	(F)	(0.00)	0.20
Cash and cash equivalents at the end of the year	(D+E+F)	**92.05**	**339.86**

Standalone Statement of Cash flows (Continued)

for the year ended 31 March 2025

(Currency: ₹ in Million)

Notes:

(i) Components of cash and cash equivalents:

Particulars	As at 31 March 2025	As at 31 March 2024
Cash on hand	0.82	0.82
Balances with banks:		
- in current accounts	6.30	2.38
- in cash credit accounts (surplus)	0.01	0.80
- in EEFC current accounts	80.35	187.88
- in deposits with original maturity of less than 3 months	4.57	147.98
Balance as per statement of cash flows	**92.05**	**339.86**

(ii) The standalone statement of cash flows has been prepared using the indirect method, as prescribed in the Ind AS 7 - Statement of Cash Flows.

(iii) Purchase of property, plant and equipment includes movements in right of use assets, capital work-in-progress, other intangible assets and intangible assets under development.

(iv) Reconciliation of changes in liabilities arising from financing (borowings) activities:

Particulars	Non-current borrowings	Current borrowings	Total
As at 01 April 2023	140.48	1,562.09	1,702.57
Repayment of non-current borrowings	(97.77)	-	(97.77)
Net proceeds from short-term borrowings	-	(1,462.09)	(1,462.09)
Liability related other changes:			
Finance costs	(6.05)	(55.09)	(61.14)
Other borrowing costs*	-	(3.81)	(3.81)
Other interest cost#	-	(0.12)	(0.12)
Interest subvention income	-	8.79	8.79
Foreign exchange movement	11.89	-	11.89
Total cash flows from financing activities	(91.93)	(1,512.32)	(1,604.25)
Liability related other changes	(5.84)	50.23	44.39
As at 31 March 2024	**42.71**	**100.00**	**142.71**
Repayment of non-current borrowings	(36.32)	-	(36.32)
Net proceeds from short-term borrowings	-	257.49	257.49
Liability related other changes:			
Finance costs	(1.43)	(7.10)	(8.53)
Other borrowing costs*	-	(3.94)	(3.94)
Other interest cost#	-	(0.44)	(0.44)
Foreign exchange movement	4.13	-	4.13
Total cash flows from financing activities	(33.61)	246.01	212.40
Liability related other changes	(2.71)	11.48	8.77
As at 31 March 2025	**6.39**	**357.49**	**363.88**

** includes borrowing costs related to non-fund based credit facilities.*

 # includes interest on statutory liabilities and other dues.

(v) Disclosure of undrawn borrowing facilities (excluding non-fund based facilities):

Particulars	As at 31 March 2025	As at 31 March 2024
Undrawn borrowing facilities	1,842.51	2,100.00

Standalone Statement of Cash flows (Continued)

for the year ended 31 March 2025

(Currency: ₹ in Million)

Notes:

(vi) Surplus balances in cash credit accounts have been included in cash and cash equivalents in accordance with Ind AS 7. Accordingly, the movement in such balances have been excluded from cash flows from financing activities.

(vii) Short-term deposits are made for durations not exceeding 3 months, depending on the liquidity needs and yield considerations.

(viii) Foreign currency cash flows have been translated in accordance with Ind AS 21 - The Effects of Changes in Foreign Exchange Rates.

(ix) During the years ended 31 March 2025 and 31 March 2024, the Company did not enter into any non-cash investing or non-cash financing activities.

(x) Refer note 36 for government grants and assistance recognised in the standalone statement of profit and loss.

(xi) The Company did not have any lease liabilities as at 31 March 2025 and 31 March 2024 (refer note 38).

Notes forming part of the standalone financial statements 1-55

As per our report of even date attached
For **NDJ & Co.**
Chartered Accountants
Firm's Registration Number: 136345W

CA Basant Chandak
Partner
Membership Number: 434585

Date : 02 May 2025
Place : Vadodara, Gujarat, India

For and on behalf of the Board of Directors of
Tatva Chintan Pharma Chem Limited
CIN: L24232GJ1996PLC029894

Chintan N. Shah
Chairman and Managing Director
DIN: 00183618

Shekhar R. Somani
Whole Time Director
DIN: 00183665

Ashok Bothra
Chief Financial Officer

Ishwar Nayi
Company Secretary and Compliance Officer
M. No.: A37444

Date : 02 May 2025
Place : Vadodara, Gujarat, India

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

1 Corporate information

Tatva Chintan Pharma Chem Limited ("the Company") is public limited company domiciled in India, and incorporated under the Companies Act, 2013 (erstwhile Companies Act, 1956) in year 1996, having its registered office at Plot no. 502/17, GIDC Estate, Ankleshwar, Bharuch, Gujarat, India - 393002.

The equity shares of the Company are listed on the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") in India.

The Company is primarily engaged in manufacturing, sale and distribution of specialty chemicals, viz., phase transfer catalysts (PTC), structure directing agents (SDA), electrolyte salts and solutions (ESS), pharmaceutical and agrochemical intermediates and other specialty chemicals (PASC).

These standalone financial statements have been approved by the Board of Directors of the Company and authorised for issue on 02 May 2025.

2 Material accounting policies

a) Statement of compliance, basis of preparation and presentation

Statement of compliance:

The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under section 133 of the Companies Act, 2013 and presentation requirements of Division II of Schedule III to the Companies Act, 2013.

Basis of preparation and presentation:

These standalone financial statements are prepared under the historical cost convention on the accrual basis except for certain financial instruments, which are measured at fair values.

The classification of assets and liabilities of the Company have been done into current and non-current based on the operating cycle of the business of the Company.

The Company has ascertained its operating cycle of the business as twelve months and therefore all current and non-current classifications are done based on the status of reliability and expected settlement of the respective asset and liability within a period of twelve months from the reporting date as required by Schedule III to the Companies Act, 2013.

The financial statements are presented in Indian Rupees ('₹'), which is Company's functional currency and all values are rounded to the nearest "million" with two decimal places, except otherwise indicated.

Foreign currency transactions and translation:

Foreign currency transactions are translated in to functional currency at the exchange rates prevailing on the date of such transactions.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange prevailing at the reporting date. Differences arising on settlement or translation of monetary items are recognized in the statement of profit and loss.

Non-monetary items that are measured at historical costs in a foreign currency are translated using the exchange rates at the dates of initial transactions. Non-monetary items that are measured at fair value in foreign currency are translated using the exchange rates at the date when the fair value was determined.

Translation differences on non-monetary items measured at fair value is to be reported in line with the recognition of the gain or loss on the change in the fair value of the item (i.e., FVTOCI or FVTPL). Any profit or loss arising on cancellation, maturity or renewal of forward exchange contracts is recognized as income or expenses in the statement of profit and loss and included in exchange difference.

The Company has elected to continue the policy adopted for accounting for exchange differences arising from translation of long-term foreign currency monetary items as described in Para D13AA of Ind AS 101 "First-Time Adoption of Ind AS". Accordingly, exchange loss/ (gain) arising on all long-term monetary items financed or re-financed relating to acquisition of property, plant and equipment are added to/adjusted from the cost of such assets/ capital work-in-progress and will be depreciated over the balance useful life of such assets.

b) Use of significant accounting estimates and judgements

The preparation of the standalone financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions.

These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of standalone financial statements and reported amounts of revenues and expenses for the years presented.

The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from those estimates.

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

2. Material accounting policies (*Continued*)

The estimates and underlying assumptions are reviewed on ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period or in the period of revision and future period, if the revision affects current and future periods.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

i. Recoverability of deferred tax and other income tax assets

The Company has unabsorbed depreciation and MAT credit that are available for offset against future taxable profit. Deferred tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the unused tax credits can be utilised.

This involves an assessment of when those assets are likely to reverse, and a judgement as to whether or not there will be sufficient taxable profits available to offset the assets.

This requires assumptions regarding future profitability, which is inherently uncertain. To the extent assumptions regarding future profitability change, there can be an increase or decrease in the amounts recognised in respect of deferred tax assets and consequential impact in the statement of profit and loss.

ii. Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This re-assessment may result in change in depreciation expense in future periods.

iii. Defined benefit plans (gratuity benefits)

The obligation arising from defined benefit plans is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions.

All assumptions are reviewed at each reporting date. Any change in these assumptions would have a significant impact on the Company's balance sheet and the statement of profit and loss.

iv. Impairment of property, plant and equipment and intangible assets

For property, plant and equipment and intangible assets, an assessment is made at each reporting date to determine whether there is an indication that the carrying amount may not be recoverable or previously recognised impairment losses no longer exist or have decreased.

If such indication exists, then Company estimates recoverable amount of the assets or cash generating unit (CGU). A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised.

v. Impairment of investment

The Company assesses impairment of investments in subsidiaries which are recorded at cost. At the time when there are any indications that such investments have suffered a loss, if any, is recognised in the statement of profit and loss.

The recoverable amount requires estimates of operating margin, discount rate, future growth rate, terminal values, etc. based on management's best estimate. Any subsequent changes to the cash flows due to changes in the above-mentioned factors could impact the carrying value of investments.

vi. Provisions and contingencies

A provision is recognised when the Company has a present obligation as result of a past event and it is probable that the outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which 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 or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Contingent liabilities are disclosed in notes but not recognised in the financial statements.

Contingent assets are not recognised, but disclosed in the financial statements when an inflow of economic

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

2. Material accounting policies (*Continued*)

benefit is probable. The actual outflow or inflow of resources at a future date may therefore, vary from the amount included in provisions and contingencies.

c) Fair value measurement

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

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

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

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

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

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

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

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

The Company's management determines the appropriate valuation techniques and inputs for fair value measurements. In estimating the fair value of an asset or a liability, the Company uses market-observable data to the extent it is available.

Where level 1 inputs are not available, the Company engages third party qualified valuers to perform the valuation. Any change in the fair value of each asset and liability is also compared with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

d) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation. Cost includes all expenses and financing costs related to acquisition and construction of the concerned assets and any attributable cost of bringing the asset to the condition of its intended use.

The Company has elected to continue the policy adopted for accounting for exchange differences arising from translation of long-term foreign currency monetary items as described in Para D13AA of Ind AS 101 "First-Time Adoption of Ind AS". Accordingly, exchange loss/ (gain) arising on all long-term monetary items financed or re-financed relating to acquisition of property, plant and equipment are added to/ adjusted from the cost of such assets/ capital work-in-progress and will be depreciated over the balance useful life of such assets.

Subsequent expenditures relating to property, plant and equipment are capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.

Repair and maintenance cost are recognized in the statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the statement of profit and loss.

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

2. Material accounting policies (*Continued*)

Gains or losses arising from the retirement or disposal of an asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognized as income or expense in the statement of profit and loss.

Capital work-in-progress: Capital work-in-progress comprises of property, plant and equipment under development that are not ready for their intended use at the end of reporting period and are carried at cost comprising direct costs, related incidental expenses, other directly attributable costs and borrowing costs, less impairment losses if any.

e) Depreciation and amortization

Depreciation on tangible property, plant and equipment has been provided on the basis of useful life as stated in Schedule II of the Companies Act, 2013 using the straight-line method. Lease hold land is amortized over the period of lease. Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end. The following are the estimated useful lives:

Class of assets	Useful lives (years)
Right-of-use assets	95-99 years
Buildings	Factory building and Building (other than RCC frame structure) - 30 years Building (RCC frame structure) - 60 years Building (temporary structure) - 3 years
Roads	Carpeted roads-RCC - 10 years Carpeted roads-other than RCC - 5 years Non-carpeted roads - 3 years
Plant and equipment	Special plant and machinery - 20 years Plant and machinery other than continuous process plant - 15 years Laboratory equipment - 10 years Continuous process plant - 8 years
Computers and Data processing units	3/6 years
Motor Vehicles	8/10 years
Office equipment	5 years
Electrical installations	10 years
Furniture and fixtures	10 years

f) Intangible assets

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortization and cumulative impairment.

Administrative and other general overhead expenses that are specifically attributable to acquisition of intangible assets are allocated and capitalized as a part of the cost of the intangible assets.

Computer software that is expected to provide future enduring economic benefits is capitalized. The capitalized cost includes license fees and cost of implementation/ system integration services. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognized as income or expense in the statement of profit and loss.

The intangible assets with a finite useful life are amortised using straight line method over their estimated useful lives. The management's estimates of the useful lives for various class of intangibles are as given below:

Class of assets	Useful lives estimated by the management (years)
Computer software	3 years
Technical know-how	10 years
Product development	5 years

Intangible assets under development: Research is original and planned investigation undertaken with the prospect of gaining new scientific or technical knowledge and understanding. Expenditure pertaining to research activities is charged to the statement of profit and loss, when incurred.

Development is the application of research findings or other knowledge activities to a plan or design for the production of new or substantially improved material, devices, products, processes systems or services before the start of commercial production or use.

Development expenditure is capitalised as part of the cost of the resulting intangible asset 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. Otherwise, it is recognised in statement of profit and loss as incurred. Subsequent to initial recognition, development expenditure is measured at cost less accumulated amortisation and any accumulated impairment losses.

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

2. Material accounting policies (*Continued*)

g) Impairment of tangible assets and intangible assets other than goodwill

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit (CGU) to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified. Recoverable amount is the higher of fair value less costs of disposal and value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the assets is considered impaired and is written down to its recoverable amount and impairment loss is recognized in statement of profit and loss. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the assets recoverable amount since the last impairment loss was recognised.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years. Such reversal is recognised in statement of profit and loss unless the assets is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

h) Investments and other financial assets

i) Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income or through statement of profit and loss); and
- those measured at amortized cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

ii) Initial measurement

Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of financial assets (other than financial assets at fair value through profit or loss) are added to the fair value of the financial assets, as appropriate, on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are recognised immediately in statement of profit and loss.

iii) Subsequent measurement – debt instruments

Subsequent measurement of the debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset.

The Company classifies its debt instruments in the following three categories:

Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost.

A gain or loss on a debt investment that is subsequently measured at amortized cost and is not a part of the hedging relationship is recognized in the statement of profit and loss when the asset is derecognized or impaired. Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through other comprehensive income (FVTOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets where the assets cash flows represent solely payments of principal and interest are measured at fair value through other comprehensive income (OCI).

Movements in the carrying amount are taken through OCI, except for recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in the statement of profit and loss.

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

2. Material accounting policies (*Continued*)

When financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains/losses. Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss (FVTPL): Assets that do not meet the criteria for amortized cost or FVTOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not a part of hedging relationship is recognized in the statement of profit and loss. Interest income from these financial assets is included in other income.

iv) Subsequent measurement – equity instruments

The Company subsequently measures all equity instruments at fair value. When the management has elected to present fair value gains and losses on equity instruments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to statement of profit and loss.

Dividends from such investments are recognized in the statement of profit and loss as other income when the Company's right to receive payment is established.

Changes in the fair value of financial assets at FVTPL are recognized in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVTOCI are not reported separately from other changes in fair value.

v) Impairment of financial assets

Expected credit losses are recognised for all financial assets subsequent to initial recognition other than financials assets in FVTPL category.

Expected credit losses is the weighted-average of difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the Company is required to consider:

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

In respect of trade receivables, the Company applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

For financial assets other than trade receivables, the Company recognises 12 month expected credit losses as per Ind AS 109 for all originated or acquired financial assets, if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses, if the credit risk on financial asset increases significantly since its initial recognition.

The Company assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

vi) De-recognition of financial assets

A financial asset is de-recognized when the Company has transferred the rights to receive cash flows from the financial asset or retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

When the Company has transferred an asset, it evaluates whether it has transferred substantially all the risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized.

When the Company has neither transferred a financial asset nor retains substantially all the risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset.

vii) Investment in subsidiaries

The Company has accounted for its investments in subsidiaries at cost less impairment loss, if any. Cost includes the purchase price and other costs directly attributable to the acquisition of investments.

Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount.

On disposal of investments in subsidiaries, the difference between net disposal proceeds and the carrying amounts are recognised in the statement of profit and loss.

Further, under Ind AS 101, while transitioning to Ind AS from previous GAAP, the Company had elected to measure its existing investments in subsidiaries on the date of transition at cost.

i) Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial liabilities

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost, using the effective interest rate method. Interest-bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortized cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognized over the term of the borrowings in accordance with the Company's accounting policy for borrowing costs.

Fair value measurement of financial instruments

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price) regardless of whether that price is directly observable or estimated using another valuation technique.

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of valuation models.

The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. Judgements and estimates include considerations of liquidity and model inputs related to items such as credit risk (both own and counterparty), correlation and volatility.

Derivative financial instrument

The Company holds derivative financial instruments such as foreign exchange forward contracts (not designated as cash flow hedges) to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank.

Financial assets or financial liabilities, at fair value through profit or loss

This category has derivative financial assets or liabilities which are not designated as hedges. Although the Company believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109 Financial Instruments.

Any derivative that is either not designated as hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss. Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in net profit in the statement of profit and loss when incurred.

Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income. Assets/liabilities in this category are presented as current assets/current liabilities if they are either held for trading or are expected to be realized within 12 months after the balance sheet date.

Derecognition of financial liabilities

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

j) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank, cash on hand and short term highly liquid investments with original maturities of three months or less, that is readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

k) Inventories

Inventories are valued at lower of cost or net realisable value. The basis of determining costs for each class of inventories are as follows:

- **Raw materials, packing materials, consumables, stores and spares:** Cost includes cost of purchase and other costs incurred in bringing inventories to their present location and condition. Costs are determined on first in, first out basis. However, these items are considered to

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

2. Material accounting policies (*Continued*)

be realisable at cost if the finished products, in which they will be used, are expected to be sold at or above cost.

- **Finished goods and work-in-progress:** Cost includes cost of direct materials, direct labour and a proportion of manufacturing overheads based on normal operating capacity but excluding borrowing costs. Cost is determined on first in, first out basis.
- **Stock-in-trade:** Cost includes cost of purchase and other costs incurred in bringing inventories to their present location and condition. Costs are determined on first in, first out basis.

Net realisable 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.

l) Revenue recognition

Revenue from contracts with customers

Ind AS 115 "Revenue from contracts with customers" provides a control-based revenue recognition model and provides a five-step application approach to be followed for revenue recognition i.e.:

a) Identify the contract(s) with a customer;

b) Identify the performance obligations;

c) Determine the transaction price;

d) Allocate the transaction price to the performance obligations;

e) Recognize revenue when or as an entity satisfies performance obligation.

Revenue is measured based on the transaction price as specified in the contract with the customer, after the deduction of any trade discounts, volume rebates, sales return on transfer of control in respect of ownership to the buyer which is generally on dispatch of goods and any other taxes or duties collected on behalf of the Government which are levied on sales such as Goods and Services Tax (GST), where applicable. Discounts given include rebates, price reductions and other incentives given to customers.

As per the terms of the contract with customers, the Company expects, at the contract inception, that the period between transfers of a promised goods or services to customer and related payments for the goods or services will be less than one year or less. Accordingly, the Company has availed the practical expedient available as per paragraph 63 of Ind AS 115 and has not adjusted the promised amount of consideration for the effects of significant financing component, if any.

Revenue from sale of products is recognized when the control on the goods or services has been transferred to the customers and Revenue from sale of services is recognised on satisfaction of performance obligation towards rendering of such services. The performance obligation in case of sale of product is satisfied at a point in time i.e., when the material is shipped to the customer or on delivery to the customer, as may be specified in the contract. The majority of the Company's revenue arrangements generally consist of a single performance obligation to transfer promised goods or services.

Revenue is recognised in an amount that reflects the consideration, which the Company expects to receive in exchange for those products or services. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. None of the Company's contracts contain variable consideration and contract modifications are generally minimal.

Contract balances

Contract assets: A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Trade receivable: A receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract liabilities: A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

Other incomes

- Claims and rebates receivables are accounted as and when settled.
- Interest income from a financial asset is recognized using the effective interest rate method when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.
- Dividends are recognized in statement of profit and loss when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.
- Incomes in respect of duty drawback or other export promotion schemes in respect of exports made during the year are accounted on accrual basis

m) Employee benefits

Employee benefits of the Company includes all forms of consideration (directly or indirectly) given by the Company in exchange for services rendered by employees or termination of employment. Where employees include their dependents and their beneficiaries and includes all categories i.e., full time, part time, casual, temporary and permanent etc.

Employee benefits includes four types of benefits:

A. Short-term employee benefits,

B. Post-employment benefits,

C. Other long-term employee benefits, and

D. Termination benefits

A. Short-term employee benefits

Employee benefits (other than termination benefits) that are expected to be settled wholly before 12 months after the end of reporting period. e.g.: salary and wages, social security contributions, paid leaves, maternity leave, bonus and other non-monetary benefits such as medical checkup, group insurance and subsidised services.

The Company measures short-term employee benefits on an undiscounted basis and they do not involve any actuarial valuation.

The Company recognises short-term employee benefits expected to be paid:

a) as employee benefits expense in the statement of profit and loss, if it does not form part of the cost of an asset as per any other Ind AS (Ind AS 2 "Inventories" or Ind AS 16 "Property, plant and equipment"), and

b) as a current liability (employee benefits payable) or as a current asset (accrued expense) in the balance sheet, after deducting any amount already paid.

B. Post-employment benefits

Employee benefits (other than short-term employee benefits and termination benefits) that are payable after the completion of employment. e.g.: gratuity.

These benefits are of two types:

i) Defined contribution plans, and

ii) Defined benefits plans.

Defined contribution plans: Contribution to retirement benefit plans in the form of provident fund, employee state insurance scheme, pension scheme and superannuation schemes as per regulations are charged as an expense on an accrual basis when employees have rendered the service. The Company has no further payment obligations once the contributions have been paid.

Defined benefit plans: Defined benefit plan in the form of gratuity, are recognized on the basis of actuarial valuation performed by an independent actuary at each balance sheet date using the projected unit credit method or in compliance with the requirements of the domestic laws. Gratuity is included in employee's benefit expense in the statement of profit and loss. The gratuity plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company.

The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through remeasurement of the net defined benefit liability/ (asset) are recognized in other comprehensive income and are not reclassified to profit or loss in subsequent periods. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognized in other comprehensive income. The effects of any plan amendments are recognized on net basis in the statement of profit and loss.

C. Other long-term employee benefits

Employee benefits (other than short-term employee benefits, post-employment benefits and termination benefits) that are not expected to be settled wholly before 12 months after the end of reporting period.

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

2. Material accounting policies (*Continued*)

e.g.: long-term paid absences (compensated absences). They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method.

The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognized in profit or loss. The said obligations are presented as current liabilities in the balance sheet, if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

D. Termination benefits

Employee benefits that are provided in exchange for termination of an employee's employment as a result of either:

a) the Company's decision to terminate an employee's employment before the normal retirement date; or

b) an employee's decision to accept an offer of benefits in exchange for the termination of the employment. E.g.: Retrenchment compensation etc.

The Company recognises termination benefits expected to be paid:

a) as employee benefits expense in the statement of profit and loss, and

b) as a current liability (employee benefits payable) or as a current asset (accrued expense) in the balance sheet, after deducting any amount already paid.

n) Leases

As a lessee:

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use assets are subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at amortised cost at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using the incremental borrowing rate.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases of all assets that have a lease term of 12 months or less, leases of low-value assets and cancellable leases.

The Company recognises the lease payments associated with these leases as an expense in statement of profit and loss.

As a lessor:

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases.

The respective leased assets are included in the balance sheet based on their nature.

The Company did not need to make any adjustments to the accounting for assets held as lessor as a result of adopting the new leasing standard.

o) Borrowing costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets.

A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use or where out of general borrowings, funds may have been used, the borrowing cost is calculated by applying weighted average cost of borrowing applicable to such general borrowing which is outstanding during the year, are capitalized up to the date by which qualifying assets are ready for its intended use and included in the carrying amount of such assets.

All other borrowing costs are charged to statement of profit and loss.

Borrowing costs includes exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the finance cost.

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

2. Material accounting policies (*Continued*)

p) Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current tax: The tax currently payable is based on estimated taxable income for the year in accordance with the provisions of the Income Tax Act, 1961. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expenses that are taxable or deductible in other years and items that are never taxable or deductible.

Management periodically evaluates positions taken in the tax returns with respect to situations for which applicable tax regulations are subject to interpretation and revises the provisions, if so required where consider necessary.

The Company's current tax is calculated using tax rates that have been enacted by the end of the reporting period. Current tax assets and current tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax: Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Company's financial statements and the corresponding tax bases used in computation of taxable profit and quantified using the tax rates and laws enacted or substantively enacted as on the balance sheet date.

Deferred tax assets are generally recognized for all taxable temporary differences to the extent that is probable that taxable profit will be available against which those deductible temporary differences can be utilized.

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

Deferred tax assets relating to unabsorbed depreciation/ business losses/losses under the head capital gains if any are recognized and carried forward to the extent of available taxable temporary differences or where there is convincing other evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of reporting period, to recover or settle the carrying amount of its assets and liabilities. Transaction or event which is recognized outside profit or loss, either in other comprehensive income or in equity, is recorded along with the tax as applicable.

Minimum alternate tax (MAT): Deferred tax assets include minimum alternate tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognized as deferred tax asset in the balance sheet when the asset can be measured reliably, and it is probable that the future economic benefit associated with asset will be realized.

Current and deferred tax expense is recognized in the statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

q) Provisions, contingent liabilities and contingent assets

A provision is made when there is a present obligation (legal or constructive) as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. Provisions are determined based on the present value of the management's best estimate of the amount required to settle the present obligation at the end of the reporting period. The discount rate used to determine present value is a pre-tax rate that reflects current market assessment of time value of money and the risks specific to the liability.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are not recognized but disclosed in the financial statements.

r) Operating segments

"Operating segments" are components of the Company whose operating results are regularly reviewed by the "chief operating decision maker" (CODM) to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

2. Material accounting policies (*Continued*)

available. "Specialty chemical business" is identified as single operating segment for the purpose of making decision on allocation of resources and assessing its performance.

s) Earnings per share

Earnings per share are calculated 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 period.

Diluted earnings per share is computed by adjusting the figures used in the determination of basic EPS to take into account:

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

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

t) Cash flows statement

Statement of cash flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flows are reported using the indirect method, whereby net profit for the period is adjusted for the effects of transactions of non-cash nature, working capital changes, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash on hand, cash at banks, other short-term deposits and highly liquid investments with original maturity of three months or less that are readily convertible into cash.

u) Cost recognition

Costs and expenses are recognised in statement of profit and loss when incurred and are classified according to their nature.

v) Government grants

The Company recognizes government grants only when there is reasonable assurance that the conditions attached to them will be complied with and the grants will be received.

When the grant relates to an expense item, it is recognized as income in statement of profit and loss on a systematic basis over the periods, to match with the related costs, for which it is intended to compensate.

When the grant relates to an asset, it is recognized as deferred government grant in the balance sheet and then subsequently transferred to statement of profit or loss on a systematic basis over the expected useful life of the related asset.

w) Exceptional items

Exceptional items refer to items of income or expense, including tax items, within the statement of profit and loss from ordinary activities which are non-recurring and are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance of the Company.

x) Events after the reporting period

Adjusting events (that provides evidence of condition that existed at the balance sheet date) occurring after the balance sheet date are recognized in the financial statements. Material non-adjusting events (that are inductive of conditions that arose subsequent to the balance sheet date) occurring after the balance sheet date that represents material change and commitment affecting the financial position are disclosed in the Directors' report.

Dividend: The Company recognises a liability to make distributions of dividend to equity holders, when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. After approval, a corresponding amount is recognised directly in equity.

y) Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31 March 2025, MCA has notified Ind AS 117 - Insurance Contracts and amendments to Ind AS 116 - Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. 01 April 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its standalone financial statements.

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

3 Property, plant and equipment

Particulars	Buildings and Roads	Plant and equipment	Electrical insta-llations	Office equipment	Furniture and fixtures	Vehicles	Computers and Data processing units	Total
At cost:								
As at 01 April 2023	504.80	1,125.15	169.01	26.67	73.83	55.05	27.89	1,982.40
Additions	1,040.59	1,165.26	293.68	15.95	43.80	1.80	10.55	2,571.63
Disposals	(1.40)	(3.06)	(0.61)	-	-	-	-	(5.07)
As at 31 March 2024	**1,543.99**	**2,287.35**	**462.08**	**42.62**	**117.63**	**56.85**	**38.44**	**4,548.96**
Additions	153.72	967.10	89.49	13.84	34.39	-	4.29	1,262.83
Disposals	-	(7.12)	(0.03)	(0.14)	-	(0.39)	-	(7.68)
As at 31 March 2025	**1,697.71**	**3,247.33**	**551.54**	**56.32**	**152.02**	**56.46**	**42.73**	**5,804.11**
Accumulated depreciation:								
As at 01 April 2023	51.80	182.62	41.03	12.23	10.82	24.52	11.32	334.34
Additions	55.04	124.37	42.83	6.75	10.72	5.33	6.43	251.47
Disposals	(0.43)	(1.16)	(0.44)	-	-	-	-	(2.03)
As at 31 March 2024	**106.41**	**305.83**	**83.42**	**18.98**	**21.54**	**29.85**	**17.75**	**583.78**
Additions	55.44	134.56	45.10	7.37	12.00	4.73	5.99	265.19
Disposals	(0.38)	(4.37)	(0.01)	0.32	-	(0.22)	-	(4.66)
As at 31 March 2025	**161.47**	**436.02**	**128.51**	**26.67**	**33.54**	**34.36**	**23.74**	**844.31**
Carrying amounts (net):								
As at 01 April 2023	**453.00**	**942.53**	**127.98**	**14.45**	**63.01**	**30.53**	**16.57**	**1,648.06**
As at 31 March 2024	**1,437.58**	**1,981.52**	**378.66**	**23.64**	**96.09**	**27.00**	**20.69**	**3,965.18**
As at 31 March 2025	**1,536.24**	**2,811.31**	**423.03**	**29.66**	**118.48**	**22.10**	**18.99**	**4,959.80**

Notes:

(i) Security: Refer note 18 for the property, plant and equipment which have been mortgaged or hypothecated as security against borrowings.

(ii) Commitments: Refer note 46 for capital commitments which are not recognised as liabilities as at the reporting date.

(iii) Impairment: The Company has assessed the carrying amount of property, plant and equipment for any indicators of impairment in accordance with the principles laid down under Ind AS 36 - Impairment of Assets. Based on the evaluation, no indication of impairment was identified as at the reporting date and hence, no impairment loss has been recognised during the years ended 31 March 2025 and 31 March 2024.

(iv) In accordance with Ind AS 16 - Property, Plant and Equipment, the following directly attributable costs have been capitalised to the cost of assets:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Employee benefits expense	5.85	24.43
Other expenses	-	1.94
Total	**5.85**	**26.37**

(v) During the years ended 31 March 2025 and 31 March 2024, the Company has not revalued its property, plant and equipment.

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

4 Right-of-use assets

Particulars	Leasehold land
At cost:	
As at 01 April 2023	325.54
Additions	-
Disposals	-
Other adjustments	(5.01)
As at 31 March 2024	**320.53**
Additions	-
Disposals	-
As at 31 March 2025	**320.53**
Accumulated amortization:	
As at 01 April 2023	16.12
Additions	4.42
Disposals	-
As at 31 March 2024	**20.54**
Additions	4.43
Disposals	-
As at 31 March 2025	**24.97**
Carrying amounts (net):	
As at 01 April 2023	**309.42**
As at 31 March 2024	**299.99**
As at 31 March 2025	**295.56**

Notes:

(i) Security: Refer note 18 for the right-of-use assets (leasehold land) which have been mortgaged or hypothecated as security against borrowings.

(ii) The Company has duly executed lease agreements in its name for all leasehold lands wherein it is the lessee.

(iii) The Company does not hold any property classified as investment property as defined under Ind AS 40 - Investment Property

(iv) During the years ended 31 March 2025 and 31 March 2024, the Company has not revalued its right-of-use assets.

(v) The Company does not hold any benami property within the meaning of the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the rules made thereunder.

(vi) The Company has capitalised right-of-use asset in respect of leasehold land located at Jolva, Dahej GIDC, Gujarat, India in accordance with Ind AS 116 - Leases. Until the commencement of operations of the greenfield project at this location, the amortisation charge on the right-of-use asset amounting to ₹ 2.04 million (31 March 2024 : ₹ 2.09 million) has been transferred as part of the cost of the qualifying asset and presented under capital work-in-progress, in accordance with the recognition criteria specified in Ind AS 16 - Property, Plant and Equipment.

5 Capital work-in-progress

Particulars	Capital work-in-progress
As at 01 April 2023	2,307.44
Additions	994.36
Transfer to assets or other adjustments	(2,572.53)
As at 31 March 2024	**729.27**
Additions	3,468.64
Transfer to assets or other adjustments	(3,982.56)
As at 31 March 2025	**215.35**

Notes:

(i) Commitments: Refer note 46 for capital commitments which are not recognised as liabilities as at the reporting date.

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

5 Capital work-in-progress (*Continued*)

(ii) The ageing of capital work-in-progress (CWIP) as at 31 March 2025 and 31 March 2024 is provided below, classified by the duration for which projects have been in progress:

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2025					
Projects in progress	160.35	49.47	5.53	-	215.35
Projects temporarily suspended*	-	-	-	-	-
Total	**160.35**	**49.47**	**5.53**	**-**	**215.35**
As at 31 March 2024					
Projects in progress	698.95	27.14	3.18	-	729.27
Projects temporarily suspended*	-	-	-	-	-
Total	**698.95**	**27.14**	**3.18**	**-**	**729.27**

** The Company does not have any project classified as temporarily suspended.*

(iii) As at 31 March 2025 and 31 March 2024, the Company does not have any capital work-in-progress projects, where the completion is overdue or the cost incurred has exceeded the originally planned cost.

(iv) In accordance with Ind AS 16 - Property, Plant and Equipment, the following directly attributable costs have been transferred to CWIP:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Employee benefits expense	8.72	5.85
Finance cost	2.50	-
Other expenses	0.91	-
Total	**12.13**	**5.85**

6 Other intangible assets

Particulars	Computer software	Technical knowhow	Product development	Total
At cost:				
As at 01 April 2023	9.49	0.07	-	9.56
Additions	0.90	-	-	0.90
Disposals	-	-	-	-
As at 31 March 2024	**10.39**	**0.07**	**-**	**10.46**
Additions	0.59	-	36.10	36.69
Disposals	-	-	-	-
As at 31 March 2025	**10.98**	**0.07**	**36.10**	**47.15**
Accumulated amortisation:				
As at 01 April 2023	4.73	0.07	-	4.80
Additions	2.15	-	-	2.15
Disposals	-	-	-	-
As at 31 March 2024	**6.88**	**0.07**	**-**	**6.95**
Additions	2.10	-	6.86	8.96
Disposals	-	-	-	-
As at 31 March 2025	**8.98**	**0.07**	**6.86**	**15.91**
Carrying amounts (net):				
As at 01 April 2023	**4.76**	**-**	**-**	**4.76**
As at 31 March 2024	**3.51**	**-**	**-**	**3.51**
As at 31 March 2025	**2.00**	**-**	**29.24**	**31.24**

Notes:

(i) Impairment: The Company has assessed the carrying amount of intangible assets for any indicators of impairment in accordance with the principles laid down under Ind AS 36 - Impairment of Assets. Based on the evaluation, no indication of impairment was identified as at the reporting date and hence, no impairment loss has been recognised during the years ended 31 March 2025 and 31 March 2024.

(ii) During the years ended 31 March 2025 and 31 March 2024, the Company has not revalued its intangible assets.

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

7 Intangible assets under development

Particulars	Product under development
As at 01 April 2023	-
Additions	36.10
Transfer to assets or other adjustments	-
As at 31 March 2024	**36.10**
Additions	27.75
Transfer to assets or other adjustments	(36.10)
As at 31 March 2025	**27.75**

Notes:

(i) The ageing of Intangible assets under development (IAUD) as at 31 March 2025 and 31 March 2024 is provided below, classified by the duration for which projects have been in progress:

Particulars	Amount in IAUD for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2025					
Projects in progress	27.75	-	-	-	27.75
Projects temporarily suspended*	-	-	-	-	-
Total	**27.75**	**-**	**-**	**-**	**27.75**
As at 31 March 2024					
Projects in progress	36.10	-	-	-	36.10
Projects temporarily suspended*	-	-	-	-	-
Total	**36.10**	**-**	**-**	**-**	**36.10**

** The Company does not have any project classified as temporarily suspended.*

(ii) As at 31 March 2025 and 31 March 2024, the Company does not have any intangible assets under development projects, where the completion is overdue or the cost incurred has exceeded the originally planned cost.

(iii) The Company has recognised certain internally generated intangible assets under development, primarily related to new product development and process design activities. These are recognised in accordance with the recognition criteria prescribed in Ind AS 38 - Intangible Assets, i.e., after the completion of the research phase, specifically relating to development phase expenditures. These activities include costs that are directly attributable to the design, construction, and testing of a prototype not yet capable of commercial production.

The following directly attributable costs have been transferred to intangible assets under development:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Cost of materials consumed	5.11	7.09
Employee benefits expense	12.51	13.75
Other expenses	10.13	15.26
Total	**27.75**	**36.10**

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million, except per share data)

8 Investments

Particulars	As at 31 March 2025		As at 31 March 2024	
	Non-current	Current	Non-current	Current
Unquoted:				
Equity investments measured at cost:				
- in subsidiaries				
Tatva Chintan USA Inc.	6.66	-	6.66	-
(100,000 (31 March 2024: 100,000) fully paid equity shares having face value of $ 1 each)				
Tatva Chintan Europe B.V.	0.01	-	0.01	-
(120 (31 March 2024: 120) fully paid equity shares having face value of € 1 each)				
Quoted:				
Investments measured at FVTPL:				
- in mutual funds				
ICICI prudential-overnight growth	-	-	-	100.51
(Nil (31 March 2024: 78,255 units having NAV of ₹ 1,284.44 each)				
Total	**6.67**	**-**	**6.67**	**100.51**
Aggregate cost of quoted investments	-	-	-	99.00
Aggregate market value of quoted investments	-	-	-	100.51
Aggregate value of unquoted investments	6.67	-	6.67	-
Aggregate amount of impairment in value of investments	-	-	-	-

Notes:

(i) Refer note 43 and 44 for financial instruments - fair values and risk measurement respectively.

(ii) The Company's interest in its subsidiaries, have been disclosed below in accordance with Ind AS 112 - Disclosure of Interests in Other Entities:

Name of entity, Place of incorporation and Principal activity	Proportion of ownership interest and voting power held	
	As at 31 March 2025	As at 31 March 2024
1. Tatva Chintan USA Inc.	100%	100%
Michigan, USA		
Wholesale trade and distribution of specialty chemicals		
2. Tatva Chintan Europe B.V.	100%	100%
Amsterdam, The Netherlands		
Wholesale trade and distribution of specialty chemicals		

(iii) In accordance with Ind AS 27, investments in equity instruments of subsidiaries are carried at cost, less impairment losses, if any. The Company has not designated any equity investments as, measured at fair value through other comprehensive income (FVTOCI) in accordance with Ind AS 109 - Financial Instruments.

(iv) The Company has assessed for any indicators of impairment in accordance with the principles laid down under Ind AS 109 and Ind AS 36. Based on the evaluation, no indication of significant increases in credit risk nor has any objective evidence of impairment of investments been identified as at the reporting date and hence, no impairment loss has been recognised during the years ended 31 March 2025 and 31 March 2024.

(v) The Company has complied with the permitted number of subsidiary layers, prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.

(vi) The Company does not have any fellow subsidiaries, step down subsidiaries, associates or joint ventures.

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

8. Investments (*continued*)

(vii) During the years ended 31 March 2025 and 31 March 2024, no subsidiaries were incorporated, liquidated, merged, demerged, or otherwise restructured.

(viii) Refer note 50 for the additional regulatory information.

9 Other financial assets

(Carried at amortised cost unless otherwise stated)

Particulars	As at 31 March 2025		As at 31 March 2024	
	Non-current	Current	Non-current	Current
(Unsecured, considered good unless otherwise stated)				
Deposits with banks	0.01	-	-	-
Security deposits	42.81	3.60	42.60	3.62
Forward exchange contracts (refer sub note (iv))	-	2.72	-	-
Interest accrued on deposits	-	4.69	-	3.40
Total	**42.82**	**11.01**	**42.60**	**7.02**

Notes:

(i) Refer note 43 and 44 for financial instruments - fair values and risk measurement respectively.

(ii) In accordance with Ind AS 109 - Financial Instruments, the Company has assessed the credit risk associated with its financial assets. Based on the evaluation, no financial asset has shown a significant increase in credit risk since initial recognition. Consequently, no loss allowance under the expected credit loss (ECL) model has been recognised during the years ended 31 March 2025 and 31 March 2024.

(iii) Security deposits are primarily in respect of statutory and contractual deposits given to public utility service providers (e.g., electricity, water, gas) and include deposits for other commercial services. These are measured at amortised cost unless otherwise stated, in compliance with Ind AS 109.

(iv) The Company enters into foreign exchange forward contracts to mitigate the risk of fluctuation in foreign exchange rates in respect of its forecasted transactions and highly probable realisations from trade receivables. These forward contracts are not designated as hedging instruments under Ind AS 109, and hence are classified as financial instruments at fair value through profit or loss (FVTPL). (refer note 44)

10 Cash and cash equivalents

Particulars	As at 31 March 2025	As at 31 March 2024
Cash on hand	0.82	0.82
Balances with banks:		
- in current accounts	6.30	2.38
- in cash credit accounts (surplus)	0.01	0.80
- in EEFC current accounts	80.35	187.88
- in deposits with original maturity of less than 3 months	4.57	147.98
Total	**92.05**	**339.86**

Notes:

(i) Refer note 18 for security details of loans repayable on demand.

(ii) Refer note 43 and 44 for financial instruments - fair values and risk measurement respectively.

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

11 Bank balances other than cash and cash equivalents

Particulars	As at 31 March 2025	As at 31 March 2024
Deposits with original maturity over 3 months but less than 12 months	3.27	3.13
Unclaimed dividend accounts	0.03	0.02
Margin money deposits for:		
-bank guarantee	21.70	21.20
-letter of credit	1.97	5.28
-other liens	0.25	0.25
Total	**27.22**	**29.88**

Notes:

(i) Refer note 43 and 44 for financial instruments - fair values and risk measurement respectively.

12 Loans

(Carried at amortised cost unless otherwise stated)

Particulars	As at 31 March 2025	As at 31 March 2024
	Current	Current
(Unsecured, considered good unless otherwise stated)		
Loans to employees	2.37	2.41
Total	**2.37**	**2.41**

Notes:

(i) The Company does not have any loan receivables from directors or other officers of the Company or any of them either severally or jointly with any other persons and from firms or private companies respectively in which any director is a partner or a director or a member in compliance with section 186 and schedule V of the Companies Act, 2013.

(ii) Refer note 43 and 44 for financial instruments - fair values and risk measurement respectively.

(iii) The Company has not granted any loans or advances (in the nature of loans) to promoters, directors, key managerial personnel and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are: (a) repayable on demand; or (b) without specifying any terms or period of repayment.

(iv) The Company has not advanced or given loan or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (ultimate beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

(v) Refer note 50 for the additional regulatory information.

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

13 Inventories

(At lower of cost or net realisable value)

Particulars	As at 31 March 2025	As at 31 March 2024
Raw materials	336.34	253.81
Work-in-progress	554.63	718.49
Finished goods	102.10	204.38
Finished goods-in-transit	125.91	98.78
Packing materials	12.37	11.14
Consumables, stores and spares	101.66	154.49
Total	**1,233.01**	**1,441.09**

Notes:

(i) Refer note 18 for the inventories that have been pledged as security against loans repayable on demand.

(ii) Refer note 2 (k) for the mode of valuation for each class of inventories.

(iii) Refer note 50 for the additional regulatory information.

14 Other assets

Particulars	As at 31 March 2025		As at 31 March 2024	
	Non-current	Current	Non-current	Current
(Unsecured, considered good unless otherwise stated)				
Prepaid expenses	11.12	48.08	8.32	54.62
Capital advances	-	43.60	-	84.05
Advance to creditors	-	29.82	-	20.21
Balance with Revenue Authorities	-	63.07	-	47.69
Export incentives receivable	-	5.66	-	1.00
Invoiced contract asset (refer note 35)	-	141.69	-	111.20
Gratuity fund (net) (refer note 40)	-	0.38	-	6.98
Other receivables (refer note 47)	-	0.78	-	0.78
Total	**11.12**	**333.08**	**8.32**	**326.53**

Notes:

(i) Balance with revenue authorities primarily relate to input credit entitlements in respect of Goods and Service Tax from regulatory authorities. It includes ₹ 0.06 million of duty paid under protest for appeal referred in note 46 for recovery of excess refund on zero rated supplies under Goods and Service Tax Act, 2017.

(ii) In accordance with Paragraph 107 of Ind AS 115 - Revenue from Contracts with Customers "Invoiced contract asset" represents the Company's right to receive consideration under customer contracts, where an invoice has been issued, but the associated revenue recognition has been deferred, as the performance obligation, being the transfer of control of goods, has not yet been fulfilled.

(iii) Refer note 50 for the additional regulatory information.

15 Trade receivables

Particulars	As at 31 March 2025	As at 31 March 2024
Considered good - unsecured:		
- from related parties	126.97	245.14
- from others	634.63	434.32
Trade receivables - credit impaired	-	-
	761.60	679.46
Less: Loss allowance	-	-
Total	**761.60**	**679.46**

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

15 Trade receivables (*Continued*)

Notes:

(i) The Company does not have any trade receivables from any directors or other officers of the Company or any of them either severally or jointly with any other persons, from any firms or private companies respectively in which any director is a partner or a director or a member except its wholly owned subsidiaries, in compliance with schedule V and section 186(4) of the Companies Act, 2013.

(ii) Refer note 43 and 44 for financial instruments - fair values and risk measurement respectively.

(iii) Refer note 18 for details of security, if any, held against trade receivables.

(iv) Trade receivables are non-interest bearing and generally have credit terms ranging from 30 to 180 days.

(v) Refer note 42 for trade receivables from related parties.

(vi) Refer note 41 for segment reporting under Ind AS 108 - Operating Segments.

(vii) Refer note 35 for reconciliation of contract assets and contract liabilities arising under Ind AS 115.

(viii) Refer note 50 for the additional regulatory information.

(ix) In determining the allowances for credit losses of trade receivables, the Company has used a practical expedient by computing the expected credit loss (ECL) allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and the rates used in the provision matrix. Since the Company calculates impairment under the "Simplified approach" for trade receivables containing significant financing component and for trade receivables that do not contain significant financing component, then it is not required to separately track changes in credit risk of trade receivables, as the impairment amount represents "lifetime" expected credit loss.

Accordingly, based on a harmonious reading of Ind AS 109 and the disclosure requirements under schedule III to the Companies Act, 2013, trade receivables have been presented in aggregate, as no impairment allowance is required to be recognised as at 31 March 2025 and 31 March 2024, irrespective of whether they contain a significant financing component or not.

(x) Trade receivables ageing schedule is as follows:

Particulars	Outstanding for following period from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2025							
Undisputed:							
Considered good - unsecured	700.31	60.80	0.09	0.40	-	-	761.60
Trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed:							
Considered good - unsecured	-	-	-	-	-	-	-
Trade receivables - credit impaired	-	-	-	-	-	-	-
Gross total	700.31	60.80	0.09	0.40	-	-	761.60
Less: Loss allowance	-	-	-	-	-	-	-
Net trade receivables	**700.31**	**60.80**	**0.09**	**0.40**	**-**	**-**	**761.60**
As at 31 March 2024							
Undisputed:							
Considered good - unsecured	639.83	35.15	4.48	-	-	-	679.46
Trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed:							
Considered good - unsecured	-	-	-	-	-	-	-
Trade receivables - credit impaired	-	-	-	-	-	-	-
Gross total	639.83	35.15	4.48	-	-	-	679.46
Less: Loss allowance	-	-	-	-	-	-	-
Net trade receivables	**639.83**	**35.15**	**4.48**	**-**	**-**	**-**	**679.46**

Notes forming part of the Standalone Financial Statements
for the year ended 31 March 2025

(Currency: ₹ in Million, except per share data)

16 Equity share capital

Particulars	Number of shares	Amount
Authorised capital (Equity shares of ₹ 10 each)		
As at 01 April 2023	40,000,000	400.00
Changes during the year	-	-
As at 31 March 2024	**40,000,000**	**400.00**
Changes during the year	-	-
As at 31 March 2025	**40,000,000**	**400.00**
Issued, subscribed and fully paid-up capital (Equity shares of ₹ 10 each)		
As at 01 April 2023	22,165,062	221.65
Changes during the year:		
Issued pursuant to fresh issue in QIP (refer sub-note (ii))	1,226,993	12.27
As at 31 March 2024	**23,392,055**	**233.92**
Changes during the year	-	-
As at 31 March 2025	**23,392,055**	**233.92**

Notes:

(i) Rights, preferences and restrictions attached to equity shares:
The Company has only one class of equity shares having a par value of ₹ 10 per share. Each shareholder is entitled to one vote per share held. Equity shareholders rank pari passu with respect to dividend and repayment of capital in the event of winding up. Dividends are declared and paid as approved by the shareholders in general meetings.

(ii) Fresh issue of equity shares in qualified institutional placement (QIP):
In compliance with rule 19A of the Securities Contracts (Regulation) Rules, 1957, requiring minimum public shareholding of 25% within three years of listing, during the year ended 31 March 2024, the Company has issued 1,226,993 equity shares of face value ₹10 each at ₹1,630 per share (including premium of ₹1,620 per share), aggregating ₹2,000 million via QIP on 29 August 2023. These shares were listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) on 30 August 2023 (refer note 49).

(iii) Aggregate number and class of shares allotted as fully paid-up pursuant to any contract(s) without payment being received in cash or by way of bonus share or shares bought back during the period of five years immediately preceding the reporting date:

(a) The Company has not issued and not allotted any fully paid-up equity shares pursuant to any contract, without payment being received in cash.

(b) During the year ended 31 March 2021, the Company has allotted 12,052,500 numbers of equity shares of the face value of ₹10 each by way of bonus share in the ratio of 1.5:1 The same was approved by the shareholders on 27 January 2021.

(c) The Company has not bought back any fully paid-up equity shares.

(iv) Detailed disclosure of shareholders holding more than 5% of equity shares, along with the promoter group shareholding is provided in the table below:

Name of shareholders	Shareholder category	Number of equity shares held	% of total equity shares	% change during the year
As at 31 March 2025				
Mr. Shekhar Rasiklal Somani	Promoter	5,396,861	23.07%	0.00%
Mr. Chintan Nitinkumar Shah	Promoter	4,897,219	20.94%	0.00%
Mr. Ajaykumar Mansukhlal Patel	Promoter	4,000,000	17.10%	0.00%
M/s Ajay Mansukhlal Patel HUF	Promoter group	715,345	3.06%	0.00%
Ms. Priti Ajay Patel	Promoter group	900,000	3.85%	0.00%
M/s Chintan N Shah HUF	Promoter group	447,500	1.91%	0.00%
Ms. Darshana Nitinkumar Shah	Promoter group	39,628	0.17%	0.00%
Ms. Shital Chintan Shah	Promoter group	231,000	0.99%	0.00%
Ms. Kajal Shekhar Somani	Promoter group	218,080	0.93%	0.00%
Mr. Shitalkumar Rasiklal Somani	Promoter group	843	0.00%	0.00%
Mr. Samirkumar Rasiklal Somani	Promoter group	482	0.00%	0.00%
Total		**16,846,958**	**72.02%**	**0.00%**

Notes forming part of the Standalone Financial Statements
for the year ended 31 March 2025

(Currency: ₹ in Million, except per share data)

16 Equity share capital (*Continued*)

Name of shareholders	Shareholder category	Number of equity shares held	% of total equity shares	% change during the year
As at 31 March 2024				
Mr. Shekhar Rasiklal Somani	Promoter	5,396,861	23.07%	(4.15%)
Mr. Chintan Nitinkumar Shah	Promoter	4,897,219	20.94%	0.00%
Mr. Ajaykumar Mansukhlal Patel	Promoter	4,000,000	17.10%	(0.18%)
M/s Ajay Mansukhlal Patel HUF	Promoter group	715,345	3.06%	(22.39%)
Ms. Priti Ajay Patel	Promoter group	900,000	3.85%	(2.20%)
M/s Chintan N Shah HUF	Promoter group	447,500	1.91%	0.00%
Ms. Darshana Nitinkumar Shah	Promoter group	39,628	0.17%	(85.51%)
Ms. Shital Chintan Shah	Promoter group	231,000	0.99%	0.00%
Ms. Kajal Shekhar Somani	Promoter group	218,080	0.93%	0.00%
Mr. Shitalkumar Rasiklal Somani	Promoter group	843	0.00%	0.00%
Mr. Samirkumar Rasiklal Somani	Promoter group	482	0.00%	0.00%
Total		**16,846,958**	**72.02%**	**(4.00%)**

(v) None of the shares held by the promoters or promoter group were pledged or encumbered as at 31 March 2025 and as at 31 March 2024.

(vi) All equity shares of the Company are held in dematerialised form at depositories registered with SEBI.

(vii) The Company does not have any employee stock option plan (ESOP) or share-based payment scheme in place.

(viii) Except for the 'three promoter-cum-executive directors' disclosed above in sub note (iv), no other director or key managerial personnel holds equity shares in the Company.

(ix) Statement of shareholding pattern of the equity shares:
The shareholding pattern of equity shares of the Company as at the end of the reporting periods is provided below:

Particulars	As at 31 March 2025			As at 31 March 2024		
	Numbers	Number of equity shares held	% of total	Numbers	Number of equity shares held	% of total
A Promoter and promoter group (refer sub-note (iv) above)	**11**	**16,846,958**	**72.02%**	**11**	**16,846,958**	**72.02%**
B Public:						
1 Institutions:						
a Mutual funds	2	1,249,741	5.34%	5	3,002,583	12.84%
b Alternate investment funds	2	27,919	0.12%	-	-	-
c Foreign portfolio investors	15	771,793	3.30%	30	853,691	3.65%
Sub-total (B)(1)	19	2,049,453	8.76%	35	3,856,274	16.49%
2 Non-institutions:						
a Individuals holding:						
i - up to ₹ 0.20 million	75,486	3,480,084	14.88%	71,145	2,103,240	8.99%
ii - more than ₹ 0.20 million	7	478,300	2.04%	5	351,300	1.50%
Sub-total (B)(2)(a)	75,493	3,958,384	16.92%	71,150	2,454,540	10.49%
b Others:						
i Trusts	1	63	0.00%	-	-	-
ii Hindu undivided families	1,687	151,990	0.65%	1,579	89,845	0.38%
iii Non-resident Indians	990	180,687	0.77%	807	75,427	0.32%
iv Bodies corporate	178	196,845	0.84%	139	67,539	0.29%
v Body corporate-limited liability partnerships	13	5,850	0.03%	8	1,468	0.01%
vi Clearing members	1	1,825	0.01%	1	4	0.00%
Sub-total (B)(2)(b)	2,870	537,260	2.30%	2,534	234,283	1.00%
Sub-total (B)(2)	78,363	4,495,644	19.22%	73,684	2,688,823	11.49%
Total B	**78,382**	**6,545,097**	**27.98%**	**73,719**	**6,545,097**	**27.98%**
Total (A + B)	**78,393**	**23,392,055**	**100.00%**	**73,730**	**23,392,055**	**100.00%**

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million, except per share data)

17 Other equity

Particulars	As at 31 March 2025	As at 31 March 2024
Securities premium (refer sub-note (i))	4,043.94	4,043.94
Retained earnings (refer sub-note (ii))	2,935.26	2,980.94
Total	**6,979.20**	**7,024.88**

Notes:

(i) Securities premium:

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	4,043.94	2,090.26
Add: Securities premium on fresh issue of shares (31 March 2024: 1,226,993 equity shares at ₹ 1,620 per share)	-	1,987.73
Less: Share issue expenses (net of tax)	-	(34.05)
Balance at the end of the year	**4,043.94**	**4,043.94**

(ii) Retained earnings:

Particulars	As at 31 March 2025	As at 31 March 2024
a. Retained earnings:		
Balance at the beginning of the year	2,985.82	2,739.11
Changes due to round off	-	0.01
Restated balance at the beginning of the year	2,985.82	2,739.12
Add: Profit for the year	3.27	293.48
Less: Final dividend paid (refer sub-note (iii))	(46.78)	(46.78)
Balance at the end of the year (a)	2,942.31	2,985.82
b. Remeasurement of defined benefit plan, net of tax:		
Balance at the beginning of the year	(4.88)	(3.21)
Add: Other comprehensive (expense) for the year	(2.17)	(1.67)
Balance at the end of the year (b)	(7.05)	(4.88)
Balance at the end of the year (a) + (b)	**2,935.26**	**2,980.94**

(iii) Dividend:

For the year ended 31 March 2024, the Board of Directors has recommended a final dividend of ₹ 2/- per equity share of face value ₹ 10 each. The dividend was approved by the shareholders at the annual general meeting and was paid during the year ended 31 March 2025 (31 March 2023: ₹ 2/- per equity share, paid during the year ended 31 March 2024), in accordance with the provisions of section 123 of the Companies Act, 2013 and relevant rules framed thereunder.

18 Borrowings

(Secured unless otherwise stated)

Particulars	As at 31 March 2025		As at 31 March 2024	
	Non-current	Current	Non-current	Current
Vehicle loans from:				
- banks	-	-	6.39	-
Loans repayable on demand from:				
- banks in Indian rupees	-	357.49	-	100.00
Current maturities of long-term debt:				
Term loans (in foreign currency)	-	-	-	29.16
Vehicle loans	-	6.39	-	7.16
Total	**-**	**363.88**	**6.39**	**136.32**

Notes:

(i) Refer note 43 and 44 for financial instruments - fair values and risk measurement respectively.

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

18 Borrowings (*Continued*)

(ii) During the years ended 31 March 2025 and 31 March 2024, the Company has not defaulted in repayment of principal or payment of interest. Further, there have been no instances of breach of covenants, deferment, rescheduling, or any delays in meeting debt service obligations under any loan or borrowing arrangements.

(iii) The Company has utilised the borrowings for the specific purposes for which they were sanctioned.

(iv) The Company does not have any charges or satisfactions, that are pending for registration with the Registrar of Companies beyond the period prescribed under the Companies Act, 2013 and the rules framed thereunder.

(v) Refer note 50 for the additional regulatory information.

(vi) Terms of repayments are as follows:

A Non-current borrowings including current maturities:

Particulars		As at 31 March 2025	As at 31 March 2024
1)	**Foreign currency term loans (FCTL) from CITI Bank N.A.:**		
a)	FCTL-VIII of $ 0.84 million i.e. ₹ 60.00 million is repayable in 16 equal quarterly installments of $ 0.05 million starting from 05 December 2020 to 05 September 2024 commenced after moratorium period of 1 year. It carries interest rate of 6.25% p.a.	-	8.73
b)	FCTL-IX of $ 1.31 million i.e. ₹ 93.50 million is repayable in 16 equal quarterly installments of $ 0.08 million starting from 28 February 2021 to 28 November 2024 commenced after moratorium period of 1 year. It carries interest rate of 6.25% p.a.	-	20.43
2)	**Vehicle loans from Axis Bank Limited:**		
	Three vehicle loans of ₹ 11.10 million each is repayable in 60 equal monthly installments of ₹ 0.22 million starting from 01 February 2021 to 01 January 2026. It carries interest rate of 7.46% p.a.	6.39	13.55
Total non-current borrowings including current maturities		**6.39**	**42.71**

B Current borrowings:

Particulars		As at 31 March 2025	As at 31 March 2024
1)	**Loans repayable on demand from CITI Bank N.A.:**	101.34	100.00
	Facilities includes fund-based facility of ₹ 850.00 million (31 March 2024: ₹ 850.00 million). It carries interest rates ranging from 8.11% p.a. to 11.75% p.a.		
2)	**Loans repayable on demand from ICICI Bank Limited:**	112.01	-
	Facilities includes fund-based facility of ₹ 600.00 million (31 March 2024: ₹ 600.00 million) and non-fund-based facility of ₹ 55.00 million (31 March 2024: ₹ 55.00 million). It carries interest rates ranging from 8.25% p.a. to 9.05% p.a.		
3)	**Loans repayable on demand from State Bank of India:**	74.78	-
	Facilities includes fund-based facility of ₹ 400.00 million (31 March 2024: ₹ 400.00). It carries interest rates ranging from 8.91% p.a to 9.85% p.a.		
4)	**Loans repayable on demand from DBS Bank Limited:**	69.36	-
	Facilities includes fund-based facility of ₹ 350.00 million (31 March 2024: ₹ 350.00). It carries interest rate of 9.45% p.a.		
Total current borrowings		**357.49**	**100.00**

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

18 Borrowings (*Continued*)

(vii) Nature of securities are as follows:

Working capital facilities from ICICI Bank Limited have been secured by way of first pari-passu charge on immovable and movable fixed assets of Dahej SEZ unit and movable fixed assets of Ankleshwar unit of the Company. Further, secured by pari-passu charge on current assets (except Vadodara unit) of the Company.

Foreign currency term loans - VIII, IX and working capital facilities from CITI Bank N.A. have been secured by way of first pari-passu charge on immovable and movable fixed assets of Dahej SEZ unit and movable fixed assets of Ankleshwar unit and exclusive charge on immovable and movable fixed assets of Vadodara unit of the Company. Further, secured by pari-passu charge on current assets of the Company. Term Loans VIII and IX were fully repaid during the year ended 31 March 2025 and hence were not outstanding as at 31 March 2025.

Working capital facilities from State Bank of India have been secured by way of first pari-passu charge on immovable and movable fixed assets of Dahej SEZ unit and movable fixed assets of Ankleshwar unit of the Company. Further, secured by pari-passu charge on current assets of the Company.

Working capital facilities from DBS Bank Limited have been secured by way of first pari-passu charge on immovable fixed assets of Dahej SEZ unit and movable fixed assets of the Company. Further, secured by pari-passu charge on current assets of the Company.

Vehicle loans from Axis Bank Limited have been secured by way of hypothecation of respective vehicles and personal guarantees of promoters cum directors of the Company.

19 Other financial liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
	Current	Current
Payables for purchase of property, plant and equipment	53.79	82.19
Forward contract payable	-	0.62
Interest accrued on borrowings	0.87	0.23
Dividend payable	0.03	0.02
Total	**54.69**	**83.06**

Refer note 43 and 44 for financial instruments - fair values and risk measurement respectively.

20 Provisions

Particulars	As at 31 March 2025		As at 31 March 2024	
	Non-current	Current	Non-current	Current
Employee benefits:				
Compensated absences (refer note 40)	13.98	4.24	13.34	3.62
Total	**13.98**	**4.24**	**13.34**	**3.62**

21 Other liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
	Current	Current
Advances received from customers	1.88	13.76
Employee benefits payable*	45.04	43.11
Expenses payable	56.05	30.17
Statutory dues payable	10.35	8.33
Deferred contract revenue (refer note 35)	141.69	111.20
Total	**255.01**	**206.57**

**Refer note 42 for employee benefits payable to related parties*

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

22 Trade payables

Particulars	As at 31 March 2025	As at 31 March 2024
Dues of micro and small enterprises	108.21	66.73
Dues of other than micro and small enterprises	214.88	375.83
Total	**323.09**	**442.56**

Notes:

(i) The Company does not have any trade payables to any directors or other officers of the Company or any of them either severally or jointly with any other persons; or any firms or private companies respectively in which any director is a partner or a director or a member.

(ii) Refer note 43 and 44 for financial instruments - fair values and risk measurement respectively.

(iii) Trade payables are non-interest bearing and are settled as per credit terms generally ranging from 30 to 180 days.

(iv) The Company does not have any trade payables to related parties.

(v) Refer note 50 for the additional regulatory information.

(vi) The amount due to micro and small enterprises (MSME) as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" (hereinafter referred to as "MSMED Act") has been determined to the extent such parties have been identified on the basis of information available with the Company. The disclosures relating to micro enterprises and small enterprises is as below:

Particulars	As at 31 March 2025	As at 31 March 2024
Dues of micro and small enterprises less than 45 days	108.18	65.71
Dues of micro and small enterprises more than 45 days:		
- Principal amount outstanding	0.01	1.01
- Interest due on principal amount outstanding as above	0.00	-
- Interest paid under section 16 of MSMED Act	-	-
- Interest due and payable for the period of delay	0.02	0.01
- Interest due and unpaid	-	-
- Further interest due and payable in succeeding years, until the date of actual payment for disallowance under section 23 of MSMED Act.	-	-
Total outstanding dues of micro and small enterprises	**108.21**	**66.73**

(vii) Trade payables ageing schedule:

Particulars	Outstanding for following period from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2025						
Undisputed:						
MSME	93.19	15.02	-	-	-	108.21
Others	195.39	19.49	-	-	-	214.88
Disputed:						
MSME	-	-	-	-	-	-
Others	-	-	-	-	-	-
Total	**288.58**	**34.51**	**-**	**-**	**-**	**323.09**
As at 31 March 2024						
Undisputed:						
MSME	62.85	3.88	-	-	-	66.73
Others	368.86	6.97	-	-	-	375.83
Disputed:						
MSME	-	-	-	-	-	-
Others	-	-	-	-	-	-
Total	**431.71**	**10.85**	**-**	**-**	**-**	**442.56**

Notes forming part of the Standalone Financial Statements
for the year ended 31 March 2025

(Currency: ₹ in Million)

23 Tax (assets)/ liabilities (net)

A Deferred tax (assets)/ liabilities (net):

Particulars		As at 31 March 2025	As at 31 March 2024
Tax effect of items resulting in taxable temporary differences:			
Accelerated depreciation		373.45	271.41
	(i)	373.45	271.41
Tax effect of items resulting in deductible temporary differences:			
MAT credit entitlement		(318.86)	(316.46)
Disallowances under income tax (net)		(12.55)	(10.04)
Share issue expenses		(25.74)	(46.36)
Unabsorbed losses		(138.84)	(21.52)
	(ii)	(495.99)	(394.38)
Total (i+ii)		**(122.54)**	**(122.97)**

B Current tax (assets)/ liabilities (net):

Particulars	As at 31 March 2025	As at 31 March 2024
Advance income tax	(54.82)	(9.29)
Total	**(54.82)**	**(9.29)**

Notes:

(i) The Company has opted to continue under the normal provisions of the Income Tax Act, 1961 and has not availed the concessional tax regime under section 115BAA.

(ii) The Company is required to compute tax liability, based on higher of:

(a) Tax payable under the normal provisions of Income Tax Act, 1961; or

(b) Tax computed under minimum alternate tax (MAT) provisions u/s 115JB of Income Tax Act, 1961.

Any excess MAT over normal tax is recognised as a "MAT Credit Entitlement", treated as a deferred tax asset in accordance with Ind AS 12.

(iii) The Company's significant components of deferred tax include:

1. Taxable temporary differences:

(a) Accelerated tax relief for the depreciation on property, plant and equipment

2. Deductible temporary differences:

(a) Unused minimum alternate tax (MAT) credit carried forward,

(b) Net disallowances under income tax includes:

(i) Other long-term employee benefits (compensated absences),

(ii) Forward exchange contracts (not designated as hedge), and

(c) Unabsorbed business losses,

(d) Share issue expenses

Notes forming part of the Standalone Financial Statements
for the year ended 31 March 2025

(Currency: ₹ in Million)

23 Tax (assets)/ liabilities (net) (*Continued*)

(iv) Movements in deferred tax (assets)/liabilities (net):

Particulars	As at 31 March 2025	Charged/(credited) - to balance sheet	- to profit and loss	- to other comprehensive income	As at 31 March 2024
Accelerated depreciation	373.45	-	102.04	-	271.41
MAT credit entitlement	(318.86)	-	(2.40)	-	(316.46)
Disallowances under income tax (net)	(12.55)	-	(2.51)	-	(10.04)
Share issue expenses	(25.74)	-	20.62	-	(46.36)
Unabsorbed losses	(138.84)	-	(117.32)	-	(21.52)
Remeasurement of defined benefits	-	-	0.89	(0.89)	-
Net deferred tax (assets)/liabilities	**(122.54)**	**-**	**1.33**	**(0.89)**	**(122.97)**

Particulars	As at 31 March 2024	Charged/(credited) - to balance sheet	- to profit and loss	- to other comprehensive income	As at 31 March 2023
Accelerated depreciation	271.41	-	144.80	-	126.61
MAT credit entitlement	(316.46)	-	(73.35)	-	(243.11)
Disallowances under income tax (net)	(10.04)	-	(2.98)	-	(7.06)
Share issue expenses	(46.36)	(13.98)	8.10	-	(40.47)
Unabsorbed losses	(21.52)	-	(21.52)	-	-
Remeasurement of defined benefits	-	-	0.69	(0.69)	-
Net deferred tax (assets)/liabilities	**(122.97)**	**(13.98)**	**55.74**	**(0.69)**	**(164.03)**

(v) MAT credit entitlement:

The MAT credit can be utilised by the Company in the subsequent years immediately succeeding the assessment year (A.Y.) in which such credit was generated. The credit can be adjusted in the year in which the liability of the Company as per the normal provisions is more than the MAT liability. MAT credit can be carried forward only for a period of 15 years, after which it will lapse. The details of MAT credit recognised in respective A.Y., along with their expiry details are set out below:

Recognised for assessment year	Expiry assessment year	Year ended 31 March 2025	Year ended 31 March 2024
A.Y. 2020-21	A.Y. 2035-36	10.38	10.38
A.Y. 2021-22	A.Y. 2036-37	57.52	57.52
A.Y. 2022-23	A.Y. 2037-38	127.62	127.62
A.Y. 2023-24	A.Y. 2038-39	47.59	47.59
A.Y. 2024-25	A.Y. 2039-40	73.35	73.35
A.Y. 2025-26 (refer sub-note (vi))	A.Y. 2040-41	2.40	-
Balance at the end of the year		318.86	316.46

(vi) Deferred tax assets on MAT credit entitlement are recognised based on management's assessment of probable future taxable profits and the Company's ability to utilise such credits within the 15-year statutory period. MAT credit for A.Y. 2025-26 has been recognised based on provisional computations and may be subject to change upon finalisation of the income tax return.

(vii) During the year ended 31 March 2025, the Company did not recognise any deferred tax adjustment directly in other equity (31 March 2024: ₹ 13.98 million credited to securities premium on account of share issue expenses).

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

24 Revenue from operations

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Revenue from contract with customers:		
Sale of products	3,636.02	3,756.68
Other operating revenue:		
Export incentives (refer note 36)	11.23	6.14
Sale of scrap	16.90	23.95
Total	3,664.15	3,786.77

Notes:

(i) Refer note 35 for revenue from contract with customers as per Ind AS 115.

(ii) Refer note 41 for information about operating segment as per Ind AS 108.

(iii) Refer note 42 for related party transactions as per Ind AS 24.

25 Other income

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Interest income on:		
- deposits with banks	2.78	21.74
- deposits with others	2.09	1.78
- income tax refund	-	0.32
- others	-	0.12
Income from government grants or assistance (refer note 36):		
- interest subsidy under interest equalisation scheme	-	8.79
- assistance under market development assistance scheme	-	0.50
- stipend subsidy under national apprenticeship promotion scheme	0.10	0.16
- interest subsidy on technology upgradation fund scheme - Ind AS	-	0.09
- provident fund subsidy under aatmanirbhar bharat rojgar yojana	-	0.05
Net gain on foreign currency transaction and translation (refer note 37)	24.91	37.88
Liabilities no longer required written back	1.00	1.61
Net gain on sale of current investments	0.75	0.38
Fair valuation gains on current investments	-	1.51
Miscellaneous income	3.98	0.15
Total	35.61	75.08

26 Cost of materials consumed

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Inventories of raw materials at the beginning of the year	253.81	299.45
Add: Purchases of imported raw materials	574.69	736.47
Add: Purchases of indigenous raw materials	1,245.48	1,005.50
Less: Inventories of raw materials at the end of the year	336.34	253.81
Total	1,737.64	1,787.61

Notes:

(i) Refer note 7 for directly attributable 'cost of material consumed' transferred to intangible assets under development.

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

27 Changes in inventories of finished goods and work-in-progress

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Inventories at the beginning of the year:		
- Work-in-progress	718.49	589.67
- Finished goods	204.38	229.83
- Finished goods-in-transit	98.78	94.94
Subtotal (i)	1,021.65	914.44
Inventories at the end of the year:		
- Work-in-progress	554.63	718.49
- Finished goods	102.10	204.38
- Finished goods-in-transit	125.91	98.78
Subtotal (ii)	782.64	1,021.65
Total (i) - (ii)	239.01	(107.21)

28 Employee benefits expense

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Salaries and wages (refer note 42)	459.68	461.70
Contribution to provident and other funds (refer note 40)	17.84	18.18
Contribution to gratuity fund (refer note 40)	4.05	3.17
Staff welfare expenses	47.59	64.56
Total	529.16	547.61

Notes:

(i) Refer note 3, 5 and 7 for directly attributable 'employee benefits expense' capitalised as property plant and equipment or transferred to capital work-in-progress and intangible assets under development.

29 Finance costs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Interest expenses on:		
- term loans	0.70	4.81
- working capital loans	7.10	55.09
- vehicle loans	0.72	1.24
- late payment of statutory dues	0.44	0.09
- others	0.00	0.03
Other borrowing costs	3.94	3.81
Total	12.90	65.07

30 Depreciation and amortization expenses

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Depreciation on property, plant and equipment (refer note 3)	265.19	251.47
Amortization on right-of-use asset (refer note 4)	2.39	2.39
Amortization on other intangible assets (refer note 6)	8.96	2.15
Total	276.54	256.01

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

31 Other expenses

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Consumables, stores and spares	90.02	86.11
Electricity, power and fuel	344.44	347.77
Rent (refer note 38)	14.32	13.56
Repairs and maintenance of:		
- Buildings	3.01	3.96
- Plant and equipment	47.23	58.20
- Others	20.02	26.03
Packing expenses	83.79	82.49
Effluent treatment expenses	50.45	41.99
Labour and service charges	-	1.02
Laboratory expenses	15.38	20.59
Insurance	15.39	20.16
Security expenses	10.63	11.74
Safety expenses	5.67	6.62
Sitting fees (refer note 42)	0.63	0.78
Printing and stationery expenses	5.03	5.74
Legal and professional fees	31.68	30.68
Audit fees (refer note (ii) below)	3.44	3.44
Rates and taxes	5.69	2.11
Membership fees and subscription expenses	2.37	2.92
Communication expenses	1.40	1.73
Bank commission and other charges	1.61	1.49
Travelling and conveyance expenses	7.93	10.47
Selling and business promotion expenses	4.31	7.57
Freight clearing and forwarding expenses	114.37	78.60
Commission and brokerage	7.17	5.59
CSR expenditure (refer note (iii) below)	12.57	13.49
Loss/(profit) on sale of property, plant and equipment (net)	1.18	1.48
Sundry balances written-off	0.05	1.40
Miscellaneous expenses	0.13	2.36
Total	**899.90**	**890.11**

Notes:

(i) Refer note 3, 5 and 7 for directly attributable 'other expenses' capitalised as property plant and equipment or transferred to capital work-in-progress and intangible assets under development.

(ii) Payment to auditors:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Recognised in standalone statement of profit and loss:		
Payment to auditors (excluding goods and service tax):		
As auditor	2.40	2.40
For other services	1.04	1.04
Total	**3.44**	**3.44**
Recognised in standalone balance sheet:		
Other current assets:		
Qualified institutional placement (QIP) related expenses	-	0.80
Total	**-**	**0.80**

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

31 Other expenses (*Continued*)

(iii) Corporate social responsibility (CSR) expenditure:

As per provisions of section 135 of the Companies Act, 2013, the Company shall incur at least 2% of average net profits of the preceding three financial years towards corporate social responsibility ("CSR"). The Company has formed a CSR committee for carrying out CSR activities as per the schedule VII of the Companies Act, 2013. Summary of CSR expenditure is as under:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
a) Amount required to be spent by the Company during the year	12.57	13.49
b) Amount available for set-off from preceding financial years	(0.89)	(0.46)
c) Net CSR obligation for the year [a) + b)]	11.68	13.03
d) Amount of expenditure incurred:		
(i) For construction or acquisition of any assets	-	-
(ii) On purposes other than (i) above	12.10	13.93
e) Shortfall at the end of the year	Not applicable	Not applicable
f) Total of previous year's shortfall	Not applicable	Not applicable
g) Reason for shortfall	Not applicable	Not applicable
h) Nature of CSR activities*	Refer below	Refer below
i) Details of related party transactions#	Refer below	Refer below
j) Provision movement^	Refer below	Refer below
k) Excess amount spent, available for set-off in succeeding financial years	0.42	0.89

**Nature of CSR activities includes skill development, eradicating hunger, poverty and malnutrition, educational promotion, healthcare, safety, hygiene, environmental sustainability, rural development and wellness for communities.*

#The Company does not have any related party transactions in relation to corporate social responsibility.

^The Company does not carry any provisions for corporate social responsibility expenses for current year and previous year.

32 Tax expense/(benefits)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Current tax:		
-on profit for the year	0.27	73.44
-on short provision of tax relating to earlier years	(0.25)	-
Subtotal (i)	**0.02**	**73.44**
Deferred tax:		
-on decrease in deferred tax assets (net)	2.82	128.40
-on MAT credit entitlement	(2.39)	(73.36)
-on remeasurement of defined benefit liability/(assets)	0.89	0.69
Subtotal (ii)	1.32	55.73
Total (i) + (ii)	**1.34**	**129.17**

Notes:

(i) Reconciliation of effective tax rate:

The reconciliation between estimated income tax expense at statutory income tax rate and tax expense reported in the standalone statement of profit and loss is given below:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Profit before tax (a)	4.61	422.65
Tax using the statutory tax rate @ 34.94% (31 March 2024: 34.94%)	1.61	147.69
Effect of:		
Non-allowable expenses	235.86	87.68
Allowable expenses	(235.94)	(229.02)
Tax holidays	-	(5.12)

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million, except per share data)

32 Tax expense/(benefits) (*Continued*)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Other deductions	(3.65)	(1.15)
Deferred tax	3.71	129.09
Tax in respect of earlier years	(0.25)	-
Net tax expense (b)	**1.34**	**129.17**
Effective tax rate (b)/(a)	**29.03%**	**30.56%**

(ii) The Company has opted to continue under the normal provisions of the Income Tax Act, 1961 and has not availed the concessional tax regime under section 115BAA. Accordingly, current tax is computed based on enacted laws.

(iii) Refer note 23 for deferred tax and current tax (assets)/liabilities (net).

(iv) The Company has established a comprehensive system of maintenance of information and documents as required by transfer pricing legislation for its international transactions as well as specified domestic transactions with its associated enterprises. Management believes that all the above transactions are at arm's length price and the aforesaid legislations will not have any impact on the standalone financial statement, particularly on the amount of tax expense and provision for taxation.

(v) During the years ended 31 March 2025 and 31 March 2024, the Company does not have any transaction which is not recorded in the books of accounts, that has been surrendered or disclosed as income in the assessment under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

33 Other comprehensive income/(expense)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Items that will not be reclassified to profit or loss:		
Remeasurement (loss) of defined benefit plan obligations*	(3.06)	(2.36)
Income tax relating to items that will not be reclassified to profit or loss	0.89	0.69
Total	**(2.17)**	**(1.67)**

**Refer note 40 for remeasurement (loss) of defined benefit plan obligations.*

34 Earnings per equity share (EPS)

	Particulars	Year ended 31 March 2025	Year ended 31 March 2024
	Face value per equity share (in ₹)	10	10
(a)	Profit for the year attributable to equity shareholders (numerator)	3.27	293.48
(b)	Number of equity shares at the beginning of the year	23,392,055	22,165,062
(c)	Equity shares issued or allotted during the year	-	1226,993
(d)	Number of equity shares at the end of the year	23,392,055	23,392,055
(e)	Allotment date of equity shares issued or allotted during the year	Not Applicable	29 August 2023
(f)	Weighted average number of equity shares for calculating basic earnings per equity share (denominator)	23,392,055	22,889,189
(g)	Weighted average number of equity shares for calculating diluted earnings per equity share (denominator)	23,392,055	22,889,189
(h)	Earnings per equity share (in ₹):		
	- Basic	0.14	12.82
	- Diluted	0.14	12.82

Notes:

(i) In accordance with the requirements of Ind AS 33 - Earnings Per Share, basic and diluted earnings per equity share have been computed for continuing operations and presented for each reporting period. The Company has not discontinued any operations during the reporting periods.

(ii) The Company has only one class of equity shares having a par value of ₹ 10 per share. All equity shares rank pari passu with respect to entitlement to dividend and voting rights and share equally in the profits of the Company.

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million, except per share data)

(iii) The Company does not have any outstanding dilutive instruments such as convertible securities, options, or contingently issuable shares as at the end of the reporting periods. Accordingly, the basic and diluted earnings per share are the same.

(iv) The weighted average number of equity shares used for computing earnings per share has been determined in accordance with the provisions of Ind AS 33, and represents the number of equity shares outstanding at the beginning of the year, adjusted for equity shares issued during the year, weighted on a time-apportioned basis.

(v) During the year ended 31 March 2024, the Company has issued 1,226,993 equity shares of face value ₹10 each at ₹1,630 per share (including premium of ₹1,620 per share), aggregating ₹2,000 million via QIP on 29 August 2023. These shares were listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) on 30 August 2023.

35 Revenue from contract with customers

Revenue from sale of products is recognized at point in time, when the control over the goods has been transferred to the customer, which generally coincides with the date of shipment or delivery as per the terms of the contract.

Revenue from sale of services is recognised on satisfaction of performance obligation over time or at a point in time, depending upon the contractual terms.

"Specialty chemical business" has been identified as single operating segment for the purpose of making decision on allocation of resources and assessing its performance.

In line with paragraph 114 of Ind AS 115, the Company has presented disaggregated revenue disclosures which reflect the nature, amount, timing, and uncertainty of revenue and cash flows in a manner that is most representative of the Company's performance.

	Particulars	Year ended 31 March 2025	Year ended 31 March 2024
A	**Revenue from contract with customers (based on geographical location) recognised in the standalone statement of profit and loss:**		
	Sale of products:		
	Outside India	2,191.76	2,620.35
	Within India	1,444.26	1,136.33
	Total	**3,636.02**	**3,756.68**
B	**Disaggregation of revenue:**		
(i)	**Revenue based on type or nature of goods or services:**		
	Phase transfer catalysts (PTC)	1,102.59	980.30
	Structure directing agents (SDA)	1,233.27	1,624.55
	Electrolyte salts and solutions (ESS)	43.08	44.76
	Pharmaceutical and agrochemical intermediates and others (PASC)	1,257.08	1,107.07
	Total	**3,636.02**	**3,756.68**
(ii)	**Revenue based on its timing of recognition:**		
	Goods or services transferred over a point of time	3,636.02	3,756.68
	Goods or services transferred over a period of time	-	-
	Total	**3,636.02**	**3,756.68**
(iii)	**Revenue based on contract duration:**		
	Short-term contracts	3,636.02	3,756.68
	Long-term contracts	-	-
	Total	**3,636.02**	**3,756.68**
(iv)	**Revenue based on relationship with the customers:**		
	Non-related parties	2,669.98	2,861.31
	Related parties (refer note 42)	966.04	895.37
	Total	**3,636.02**	**3,756.68**

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

35 Revenue from contract with customers (*Continued*)

Particulars		Year ended 31 March 2025	Year ended 31 March 2024
C	**Reconciliation of the amount of revenue recognised in the standalone statement of profit and loss with the contracted price:**		
	Revenue as per contracted price:	3,670.48	3,776.83
	Less: Sales returns or credits or reversals	(3.97)	(10.35)
	Less: Deferment of revenue during the year	(141.69)	(111.20)
	Add: Recognised as revenue during the year	111.20	101.40
	Revenue from contract with customers	**3,636.02**	**3,756.68**
Particulars		**As at 31 March 2025**	**As at 31 March 2024**
D	**Contract assets and liabilities:**		
	Current contract assets:		
	Trade receivables (refer note 15)	761.60	679.46
	Invoiced contract asset (refer note 14)	141.69	111.20
	Contract assets	**903.29**	**790.66**
	Current contract liabilities:		
	Advances received from customers (refer note 21)	1.88	13.76
	Deferred contract revenue (refer note 21)	141.69	111.20
	Contract liabilities	**143.57**	**124.96**

Notes:

(i) There were no material changes in contract balances other than routine invoicing and receipts.

(ii) The Company has applied the practical expedient under paragraph 121 of Ind AS 115 and has not disclosed remaining performance obligations, as such contracts have an original duration of less than 12 months.

(iii) The Company has also applied the practical expedient under paragraph 63 of Ind AS 115 by not adjusting consideration for the effects of significant financing components, as the payment terms do not exceed one year.

36 Government grants

A Government grants recognised as deferred government grant in the standalone balance sheet:

Particulars	As at 31 March 2025	As at 31 March 2024
Other liabilities (current):		
Deferred government grant:		
Balance at the beginning of the year	-	0.09
Less: Credited to standalone statement of profit and loss	-	(0.09)
Balance at the end of the year	**-**	**-**

B Government grants or assistance recognised in the standalone statement of profit and loss:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Grants related to income:		
Revenue from operations:		
Other operating revenue (refer note 24):		
Export incentives:		
Duty drawback	4.18	3.73
Remission of duties or taxes on export products scheme (RODTEP)	7.05	2.41
	11.23	**6.14**

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Other income:		
Income on government grants or assistance (refer note 25):		
Grant related to assets:		
- Technology Upgradation Fund Scheme (TUFS) of State Government	-	0.09
Grants related to expenses:		
- Interest Equalisation Scheme of Central Government	-	8.79
- Market Development Assistance Scheme of State Government	-	0.50
- National Apprenticeship Promotion Scheme of Central Government	0.10	0.16
- Aatmanirbhar Bharat Rojgar Yojana of Central Government	-	0.05
	0.10	9.59
Total	**11.33**	**15.73**

Notes:

(i) The Company has not recognised any government grants or assistance where the conditions for recognition are not satisfied, or which are subject to contingencies.

(ii) During the year ended 31 March 2025, the Company has de-recognised government grants aggregating to ₹ 0.53 million (31 March 2024: ₹ 0.04 million), comprising ₹ 0.39 million (31 March 2024: Nil) under the Duty Drawback Scheme and ₹ 0.14 million (31 March 2024: ₹ 0.04 million) under the Remission of Duties and Taxes on Exported Products (RoDTEP) Scheme. These amounts have been de-recognised, as the associated revenue from export of products has been deferred in accordance with Ind AS 115. Consiquently, the government grants linked to such transactions have also been de-recognised in accordance with Ind AS 20.

37 Foreign currency transactions and translation

(i) Foreign exchange (gain)/loss recognised in the standalone statement of profit and loss:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Realised foreign exchange (gain)	(24.24)	(31.97)
Unrealised foreign exchange (gain)	(0.67)	(5.91)
Net foreign exchange (gain)	**(24.91)**	**(37.88)**

(ii) Foreign exchange used or earned in terms of actual inflows and outflows is as follows:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Foreign exchange taken or earned (actual inflow)	2,191.00	2,875.92
Foreign exchange used or expenditures (actual outflow)	(824.07)	(721.97)
Net inflow	**1,366.93**	**2,153.95**

Notes forming part of the Standalone Financial Statements
for the year ended 31 March 2025

(Currency: ₹ in Million)

38 Leases

Company as lessee:

Short-term leases: The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases of all assets that have a lease term of 12 months or less (short-term lease), leases of low-value assets and cancellable leases. The Company recognizes the lease payments associated with these leases as an expense in the standalone statement of profit and loss.

The Company has taken "leasehold land" on long-term lease, these leases are entirely prepaid by the Company and does not have any future lease liability towards the same. (refer note 4)

Amounts recognised in the standalone statement of profit and loss:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Other expenses:		
Rent:		
Short-term or cancellable leases	14.32	13.56
Total	**14.32**	**13.56**

39 Research and development expenditure

The Company's R&D unit is recognised under section 35(2AB) of the Income-tax Act, 1961 by the Department of Scientific and Industrial Research (DSIR). Accordingly, capital and revenue expenditures incurred on eligible R&D activities are summarised below:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Capital expenditure	44.45	22.19
Revenue expenditure	83.94	79.42
Total	**128.39**	**101.61**

40 Employee benefits

Employee benefits of the Company includes all forms of consideration (directly or indirectly) given by the Company in exchange for services rendered by its employees or on termination of employment.

A Short-term employee benefits:

Measurement and recognition:

The Company measures short-term employee benefits on an undiscounted basis and it does not involve any actuarial valuation on the same.

The Company has recognised short-term employee benefits expected to be paid:

a) as employee benefits expense in the standalone statement of profit and loss, if it does not form part of the cost of an asset as per any other Ind AS (Ind AS 2 ""Inventories"" or Ind AS 16 ""Property, plant and equipment"") (refer note 28), and

Notes forming part of the Standalone Financial Statements
for the year ended 31 March 2025

(Currency: ₹ in Million)

40 Employee benefits (*Continued*)

b) as a current liability (employee benefits payable) or as a current asset (accrued expense) in the standalone balance sheet, after deducting any amount already paid. (refer note 20)

B Post-employment benefits:

1 Defined contribution plans:

a) Description of plan:

The Company makes defined contribution to the recognised employee provident fund (EPF) as per provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and to employee state insurance corporation (ESIC) as per provisions of the Employees' State Insurance Act, 1948 for qualifying employees, which are recognised as employee benefits expense in the standalone statement of profit and loss, on accrual basis when an employee renders the related service. The Company does not have any further contractual or constructive obligation, other than the contribution payable to the provident fund.

b) Measurement and recognition:

Under these contributions, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions payable to these plans by the Company are at rates specified in the provisions and rules of the related laws.

The Company has recognised defined contribution plans as follows:

(i) Amount recognised in standalone statement of profit and loss:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Employee benefits expense:		
Contribution to statutory funds:		
Employers' contribution to EPF	17.46	17.59
Employers' contribution to ESIC	0.38	0.59
Total	**17.84**	**18.18**

(ii) Amount recognised in standalone balance sheet:

Particulars	As at 31 March 2025	As at 31 March 2024
Other current liabilities:		
Statutory dues payable:		
Employers' provident fund payable	1.48	1.30
Employers' state insurance corporation payable	0.03	0.05
Total	**1.51**	**1.35**

2 Defined benefit plans:

i) Gratuity (funded):

a) Description of plan:

The Company makes annual contributions to defined benefit gratuity plan (funded) to finance the plan liability for qualifying employees. The gratuity fund is separately managed and administered by a trust (approved under the Income tax Act, 1961) and is legally separate from the Company. The plan is funded with Life Insurance Corporation of India (LIC) in the form of qualified insurance policy. The contribution towards the trust fund is done as per rule 103 of Income Tax Rules, 1962. The provisions of plan in accordance with the Payment of Gratuity Act, 1972 are as follows:

The eligible employees are entitled to post-retirement benefit at the rate of 15 days last drawn salary (monthly salary is calculated for 26 days) for each completed year of service until the retirement age of 58 years, subject to ceiling of ₹ 2 million:

(i) On termination of employment due to superannuation or early retirement or resignation: with vesting period of 5 years of service.

(ii) On death or permanent disablement in service: without any vesting period.

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

40 Employee benefits (*Continued*)

Where employees leave the Company prior to full vesting of the contributions, the contribution payable by the Company is reduced by the amount of forfeited contributions.

Governance of plan:

The fund is managed by a trust which is governed by the Board of trustees. The Board of trustees are responsible for the administration, for overall governance of the plan assets, for the definition of the investment strategy and to act in accordance with the provisions of the trust deed and rules in the best interests of the plan participants. They do periodic reviews of the solvency of the fund and play a role in the long-term investment, risk management and funding strategy.

Investment strategy:

The investment strategy in respect of its funded plans is implemented within the framework of the applicable statutory requirements. The plan exposes the Company to various actuarial risks such as:

(i) Interest rate risk: A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.

(ii) Salary inflation risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

(iii) Investment risk: The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to market yields at the end of the reporting period on government bond yields; if the return on plan asset is below this rate, it will create a plan deficit. Currently, the plan has a relatively balanced investment in government securities and other debt instruments.

(iv) Asset liability matching (ALM) risk: The plan faces the ALM risk, as to the matching cash flows. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk.

(v) Longevity (mortality) risk: The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

(vi) Concentration risk: The plan is having a concentration risk, as all the assets are invested with the insurance company and a default will wipe out all the assets. Although probability of this is very low as insurance companies have to follow stringent regulatory guidelines which mitigate risk.

b) Measurement and recognition:

The present value of the defined benefit obligation and the related current service cost and past service cost is determined based on actuarial valuation as at the reporting date and is measured using the "projected unit credit method", which recognizes each period of service as giving rise to additional units of employees benefit entitlement and measures each unit separately to build-up the final obligation.

The obligations are measured at the present value of the estimated future cash flows by applying various valuation assumptions (referred below). The discount rate used for determining the present value of the obligation is based on the market yields on Government bonds as at the date of actuarial valuation.

For the purpose of calculation, past service is rounded to the nearest integer. Suitable application of the ₹ 2 million ceiling has been considered while conducting the valuation and during the years ended 31 March 2025 and 31 March 2024, there were no plan amendments, curtailments and settlements.

The most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out at 31 March 2025 and this valuation has been done in conformity with the Actuarial Practice Standard 27 (APS 27) and the relevant guidance notes issued by Institute of Actuaries of India.

The Company has recognised actuarial gains or losses (net of tax) immediately in the other comprehensive income (OCI).

The principal assumptions used for the purposes of actuarial valuation of defined benefit plans were as follows:

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

40 Employee benefits (*Continued*)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Demographic assumptions:		
Mortality rate	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)
Retirement age	58 years	58 years
Attrition rate	For service less than 5 years 25.00% p.a. For service 5 years and above 5.00% p.a.	For service less than 5 years 25.00% p.a. For service 5 years and above 5.00% p.a.
Financial assumptions:		
Salary escalation rate	8%	8%
Discount rate and expected return on plan assets	6.72% p.a. (Indicative G.Sec referenced as on 28 March 2025) for the tenure of 8 years	7.21% p.a. (Indicative G.Sec referenced as on 28 March 2024) for the tenure of 8 years
Average expected future service	8 years	8 years

The Company has recognised defined benefits plans as follows:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
(i) Amount recognised in standalone statement of profit and loss:		
Employee benefits expense:		
Current service cost	4.55	3.60
Past service cost and (gain)/loss on settlements	-	-
Net interest (income)	(0.50)	(0.43)
Total	**4.05**	**3.17**
(ii) Amount of actuarial gains or losses recognised in other comprehensive income (OCI):		
Remeasurement of net defined benefit liability:		
Return on plan assets (excluding amounts included in net interest cost)	0.24	0.26
Actuarial losses arising from changes in financial assumptions	1.74	0.56
Actuarial losses arising from experience adjustments	1.08	1.54
Total	**3.06**	**2.36**

Particulars	As at 31 March 2025	As at 31 March 2024
(iii) Amount recognised in standalone balance sheet:		
Present value of funded defined benefit obligation (increased by 29.15%)	(35.89)	(27.79)
Fair value of plan assets	36.27	34.77
Net asset arising from defined benefit obligation	**0.38**	**6.98**
Non-current	-	-
Current	0.38	6.98
Total	**0.38**	**6.98**
(iv) Reconciliation of net (asset)/liability recognised in standalone balance sheet:		
Net (asset) at the beginning	(6.98)	(5.86)
Expenses recognised in standalone statement of profit and loss	4.05	3.17
Expenses recognised in other comprehensive income (OCI)	3.06	2.36
Benefits paid directly by employer	-	-
Employers' contribution	(0.51)	(6.65)
Net (asset) at the end	**(0.38)**	**(6.98)**

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

40 Employee benefits (*Continued*)

Particulars		As at 31 March 2025	As at 31 March 2024
(v)	**Movement in the present value of the defined benefit obligation:**		
	Defined benefit obligation at the beginning	27.79	20.92
	Current service cost	4.55	3.60
	Interest cost	2.01	1.55
	Remeasurement (gains)/losses:		
	Actuarial losses arising from changes in financial assumptions	1.74	0.56
	Actuarial losses arising from experience adjustments	1.08	1.54
	Past service cost	-	-
	Benefits paid from the fund	(1.28)	(0.38)
	Defined benefit obligation at the end	**35.89**	**27.79**
(vi)	**Movement in the fair value of the plan assets:**		
	Fair value of plan assets at the beginning	34.77	26.78
	Interest income	2.51	1.98
	Return on plan assets (excluding amounts included in interest income)	(0.24)	(0.26)
	Contributions from the employer	0.51	6.65
	Benefits paid from the fund	(1.28)	(0.38)
	Fair value of plan assets at the end	**36.27**	**34.77**
(vii)	**Composition of the plan assets:**		
	Qualified insurance policy	100%	100%
	Total	**100%**	**100%**

Particulars		Year ended 31 March 2025	Year ended 31 March 2024
(viii)	**Net interest (income)/expenses:**		
	Present value of the defined benefit obligation at the beginning	27.79	20.92
	Fair value of the plan assets at the beginning	(34.77)	(26.78)
	Net (asset) at the beginning	(6.98)	(5.86)
	Interest cost	2.01	1.55
	Interest income	(2.51)	(1.98)
	Net interest (income)	**(0.50)**	**(0.43)**

c) Sensitivity analysis:

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below has been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

Particulars	As at 31 March 2025		As at 31 March 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(3.40)	4.04	(2.63)	3.13
Employee turnover (1% movement)	(0.52)	0.58	(0.32)	0.35
Future salary growth (1% movement)	3.79	(3.37)	2.98	(2.64)

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation, as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation recognised in the standalone balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

40 Employee benefits (*Continued*)

Each year an asset liability matching study is performed in which the consequences of the strategic investment policies are analysed in terms of risk and return profiles. Investment and contribution policies are integrated within this study.

d) Past service analysis:

The distribution of liability on defined benefit plans over different ranges of past service intervals is as follows:

Particulars	As at 31 March 2025	As at 31 March 2024
Less than 5 years	14.62%	16.80%
5 years and above	85.38%	83.20%
Total	**100.00%**	**100.00%**

e) Analysis of discontinuance liability:

The liability on discontinuance basis is the amount the Company has to pay if the Company discontinues its business on the valuation date. The discontinuance liability (undiscounted accrued benefits) ignoring vesting criterion, if any on the valuation date and the distribution of the discontinuance liability for vested and non-vested employees is as follows:

Particulars	As at 31 March 2025	As at 31 March 2024
Discontinuance liability (increased by 16.16%)	34.50	29.70
Vested employees	76.86%	72.36%
Non-vested employees	23.14%	27.64%

f) Maturity analysis:

The expected effect of defined benefit payments on the Company's future cash flows will be as follows:

Particulars	As at 31 March 2025	As at 31 March 2024
Less than 1 year	3.30	1.41
Between 2 to 5 years	8.69	7.50
Over 5 years	74.21	63.30

C Other long-term employee benefits:

i) Compensated absences (non-funded):

a) Description of plan:

The plan is non-funded and non-contributory defined benefits and cover the Company's liability for privilege leave. Under the compensated absences plan, leave encashment is payable to eligible employees on separation from the Company due to death, retirement, superannuation or resignation, at the rate of daily last drawn salary (monthly salary is calculated for 26 days), as per current accumulation of leave days. Other provisions of the plan are:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Encashment on separation	Yes	Yes
Encashment while in service	Yes	Yes
Availment while in service	Yes	Yes
Maximum accumulations (in days)	30	30
Maximum encashment (in days)	30	30
Excess over maximum accumulations	Encashed	Encashed
Vesting criteria	No	No

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

40 Employee benefits (*Continued*)

Accumulating paid absences may be either vesting (in other words, employees are entitled to a cash payment for unused entitlement on superannuation or resignation or retirement) or non-vesting (when employees are not entitled to a cash payment for unused entitlement on superannuation or resignation or retirement). An obligation arises, when employees render service that increases their entitlement to future paid absences. The obligation exists and is recognised, even if the paid absences are non-vesting, although the possibility that employees may leave before they use an accumulated non-vesting entitlement affects the measurement of that obligation.

b) ***Measurement and recognition:***

The present value of the other long-term employee benefit and the related current service cost and past service cost is determined based on actuarial valuation as at the reporting date and is measured using the "projected unit credit method", which recognizes each period of service as giving rise to additional units of employees benefit entitlement and measures each unit separately to build-up the final obligation.

The obligations are measured at the present value of the estimated future cash flows by applying various valuation assumptions (referred below). The discount rate used for determining the present value of the obligation is based on the market yields on Government bonds as at the date of actuarial valuation.

Based on the Company's past experience, the leave balances are split up into three proportions; leaves for while in service availment, leaves for while in service encashment and leaves for encashment on exit. This proportion is considered to follow the last in first out (LIFO) approach as guided in the Ind AS 19. During the years ended 31 March 2025 and 31 March 2024, there were no plan amendments, curtailments and settlements.

The most recent actuarial valuation of the present value of the other long-term employee benefits were carried out at 31 March 2025 and this valuation has been done in conformity with the Actuarial Practice Standard 27 (APS 27) and the relevant guidance notes issued by Institute of Actuaries of India.

The principal assumptions used for the purposes of actuarial valuation of other long-term employee benefits are same assumptions that are used in actuarial valuation of defined benefit plan (gratuity) (referred above), except two additional demographic assumptions which were as follows:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Demographic assumptions:		
While in service availment rate (for compensated absences)	3% of the total leave (for all future years)	3% of the total leave (for all future years)
While in service encashment rate (for compensated absences)	5.00% of the leave balance (for the next year)	5.00% of the leave balance (for the next year)

The Company has recognised actuarial gains or losses on other long-term employee benefits as follows:

(i) Amount recognised in standalone statement of profit and loss:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Employee benefits expense:		
Salaries and wages:		
Compensated absences	7.76	6.81
Total	**7.76**	**6.81**

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

40 Employee benefits (*Continued*)

(ii) Amount recognised in standalone balance sheet:

Particulars	As at 31 March 2025	As at 31 March 2024
Present value of unfunded other long-term employee benefits (increased by 7.43%)	18.22	16.96
Total liability arising from other long-term employee benefits	**18.22**	**16.96**
Non-current	13.98	13.34
Current	4.24	3.62
Total	**18.22**	**16.96**

c) ***Sensitivity analysis:***

Significant actuarial assumptions for the determination of the other long-term benefits obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below has been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

Particulars	As at 31 March 2025		As at 31 March 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(1.05)	1.22	(0.98)	1.13
Employee turnover rate (1% movement)	(0.14)	0.16	(0.10)	0.11
Future salary growth rate (1% movement)	1.19	(1.05)	1.11	(0.98)

The sensitivity analysis presented above may not be representative of the actual change in the other long-term employee benefits obligation, as it is unlikely that the change in assumptions would occur in isolation of one another, as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the other long-term benefits obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation recognised in the standalone balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

d) ***Past service analysis:***

The distribution of liability on compensated absences over different ranges of past service intervals is as follows:

Particulars	As at 31 March 2025	As at 31 March 2024
Less than 9 years	79.29%	84.04%
Between 10-19 years	19.21%	14.46%
Between 20-29 years	1.50%	1.50%
Total	**100.00%**	**100.00%**

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

40 Employee benefits (*Continued*)

e) Analysis of discontinuance liability:

The liability on discontinuance basis is the amount the Company has to pay if the Company discontinues its business on the valuation date. The discontinuance (undiscounted accrued benefits) liability ignoring vesting criterion, if any on the valuation date is as follows:

Particulars	As at 31 March 2025	As at 31 March 2024
Discontinuance liability (increased by 2.55%)	16.11	15.71

During the year ended 31 March 2025, the provision for discontinuance liability and other long-term employee benefits includes ₹ 0.43 million (31 March 2024: ₹ 0.13 million) towards benefits that have accrued to employees but remain unpaid as at the reporting date.

41 Segment reporting

In accordance with the principles laid down under Ind AS 108 - Operating Segments, the Company has identified reportable segments based on the internal reports that are regularly reviewed by the Chief Operating Decision Maker (CODM) to allocate resources and assess performance. The Company has evaluated its business segments and determined that "specialty chemical business" represents the single operating and reportable segment for the Company.

A Information about geographical areas:

(i) Revenue from contract with customers by geography*:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Outside India	2,191.76	2,620.35
Within India	1,444.26	1,136.33
Total	**3,636.02**	**3,756.68**

**Revenue from contract with customers has been allocated on the basis of the location of customers.*

(ii) Non-current assets by geography*:

Particulars	As at 31 March 2025	As at 31 March 2024
Within India	5,706.18	5,207.94
Outside India:		
USA	6.66	6.66
The Netherlands	0.01	0.01
Total	**5,712.85**	**5,214.61**

**Non-current assets have been allocated on the basis of the geographic location of the respective assets.*

B Information about major customers:

(i) Customers contributing more than 10% of the total revenue from contract with customers:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Customer 1	22%	37%
Tatva Chintan Europe B.V.	14%	11%
Tatva Chintan USA Inc.	13%	13%
Customer 2	10%	11%

(ii) Customers contributing more than 10% of the outstanding trade receivables:

Particulars	As at 31 March 2025	As at 31 March 2024
Customer 1	28%	19%
Customer 2	19%	19%
Tatva Chintan Europe B.V.	11%	27%

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

42 Related party disclosures

A Related parties:

The Company does not have any holding company, fellow subsidiaries, step down subsidiaries, associates or joint ventures. In accordance with Ind AS 24, the Company has identified the following as related parties for the year ended 31 March 2025 and 31 March 2024:

1 Wholly-owned subsidiary companies:

Tatva Chintan USA Inc.

Tatva Chintan Europe B.V.

2 Key managerial personnel (KMP) and relatives of KMP:

(a) KMP

Executive directors	Designation
Mr. Chintan Nitinkumar Shah	Chairman and Managing Director
Mr. Ajaykumar Mansukhlal Patel	Whole Time Director
Mr. Shekhar Rasiklal Somani	Whole Time Director
Non-executive directors	
Dr. Manher Chimanlal Desai	Independent Director
CA Subhash Ambubhai Patel	Independent Director
Dr. Avani Rajesh Umatt	Independent Director
Other KMP	
Mr. Ashok Bothra	Chief Financial Officer
Mr. Ishwar Nayi	Company Secretary and Compliance Officer

(b) Relatives of KMP:

Ms. Darshana Nitinkumar Shah	
Ms. Shital Chintan Shah	
Ms. Priti Ajay Patel	
Ms. Kajal Shekhar Somani	
Ms. Shimoni Chintan Shah	Executive - International Sales
Mr. Aryan Shekhar Somani	Management Trainee- Business Development
Mr. Samirkumar Rasiklal Somani	
Mr. Shitalkumar Rasiklal Somani	

3 Enterprises over which KMP and their relatives are able to exercise significant influence or control:

M/s Ajay Mansukhlal Patel HUF	Shital R Somani HUF
Arete Virtue Jewels	Shree Sai Baba Petroleum
Bakia Laboratories	Star Enterprise
M/s Chintan N Shah HUF	Sardar Medical
Kirit H. Shah HUF	Unigroup Resources LLP
Marvel Indenting Private Limited	Universal Distributors
Premier Solution Private Limited	Universal House
Samir Rasiklal HUF Somani	Voltajar Technology Private Limited (up to 26 June 2024)
Shekhar Rasiklal Somani Ancestral	D. J. Shah Investment Finance Private Limited

Tatva Chintan Pharma Chem Private Limited Employees Group Gratuity Scheme

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

42 Related party disclosures (*Continued*)

B Transactions with related parties:

All transactions with related parties were entered in the ordinary course of business and on an arm's length basis. These were approved by the Audit Committee and are in compliance with section 188 of the Companies Act, 2013 and regulation 23 of SEBI (LODR) Regulations, 2015.

The aggregate value of the Company's transactions with related parties are as follows:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
1 Wholly-owned subsidiary companies:		
(i) Revenue from contract with customers:		
Sale of products:		
Tatva Chintan USA Inc.	474.30	488.23
Tatva Chintan Europe B.V.	491.74	407.14
Total wholly-owned subsidiary companies:	**966.04**	**895.37**
2 KMP and relatives of KMP:		
(i) Employee benefits expense:		
Mr. Chintan Nitinkumar Shah	17.13	13.39
Mr. Ajaykumar Mansukhlal Patel	17.13	13.39
Mr. Shekhar Rasiklal Somani	17.13	13.39
Mr. Ashok Bothra	6.52	6.54
Mr. Ishwar Nayi	1.44	1.09
Ms. Shimoni Chintan Shah	0.30	0.33
Mr. Aryan Shekhar Somani	0.10	0.25
Subtotal	59.75	48.38
(ii) Other expenses:		
Sitting fees:		
CA Subhash Ambubhai Patel	0.23	0.29
Dr. Manher Chimanlal Desai	0.21	0.27
Dr. Avani Rajesh Umatt	0.19	0.22
Subtotal	0.63	0.78
Reimbursement of expenses:		
Mr. Chintan Nitinkumar Shah	0.01	0.02
Mr. Ajaykumar Mansukhlal Patel	0.47	0.04
Mr. Shekhar Rasiklal Somani	0.29	0.47
Mr. Ashok Bothra	0.00	0.00
Mr. Ishwar Nayi	0.01	0.01
Ms. Shimoni Chintan Shah	0.07	0.00
Subtotal	0.85	0.54
(iii) Other equity:		
Dividend paid (refer note 17):		
Mr. Shekhar Rasiklal Somani	10.79	10.79
Mr. Chintan Nitinkumar Shah	9.79	9.79
Mr. Ajaykumar Mansukhlal Patel	8.00	8.00
M/s Ajay Mansukhlal Patel HUF	1.43	1.43
Ms. Priti Ajay Patel	1.80	1.80

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

42 Related party disclosures (*Continued*)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
M/s Chintan N Shah HUF	0.90	0.90
Ms. Darshana Nitinkumar Shah	0.08	0.08
Ms. Kajal Shekhar Somani	0.44	0.44
Ms. Shital Chintan Shah	0.46	0.46
Mr. Samirkumar Rasiklal Somani	0.00	0.00
Mr. Shitalkumar Rasiklal Somani	0.00	0.00
Subtotal	33.69	33.69
Total KMP and relatives of KMP	**94.92**	**83.39**

C Balances with related parties:

The aggregate value of the Company's outstanding balances with related parties are as follows:

Particulars	Maximum outstanding for the year ended 31 March 2025	Outstanding balances as at 31 March 2025	Outstanding balances as at 31 March 2024
1 Wholly-owned subsidiary companies:			
(i) Non-current financial assets:			
Investments (refer note 8):			
Tatva Chintan USA Inc.	6.66	6.66	6.66
Tatva Chintan Europe B.V.	0.01	0.01	0.01
Subtotal		6.67	6.67
(ii) Current financial assets:			
Trade receivables (refer note 15):			
Tatva Chintan USA Inc.	101.48	43.29	59.44
Tatva Chintan Europe B.V.	262.59	83.68	185.71
Subtotal		126.97	245.15
Total wholly-owned subsidiary companies:		**133.64**	**251.82**
2 KMP and relatives of KMP:			
(i) Other current liabilities:			
(a) Employee benefits payable:			
Mr. Chintan Nitinkumar Shah	0.76	0.76	-
Mr. Ajaykumar Mansukhlal Patel	0.76	0.76	-
Mr. Shekhar Rasiklal Somani	0.77	0.77	-
Mr. Ashok Bothra	0.32	0.28	0.23
Mr. Ishwar Nayi	0.11	0.09	0.09
Ms. Shimoni Chintan Shah	0.02	0.02	0.02
Mr. Aryan Shekhar Somani	0.02	0.01	0.02
Subtotal		2.69	0.36
(b) Expenses payable:			
Reimbursement of expenses:			
Mr. Shekhar Rasiklal Somani	0.05	0.02	0.02
Mr. Ishwar Nayi	0.00	0.00	-
Subtotal		0.02	0.02
Total KMP and relatives of KMP		**2.71**	**0.38**

Notes forming part of the Standalone Financial Statements
for the year ended 31 March 2025

(Currency: ₹ in Million)

42 Related party disclosures (*Continued*)

Notes:

(i) None of the directors are related to each other or to any other KMP, as per section 2(77) of the Companies Act, 2013.

(ii) The Company has not entered into any service contracts with its directors or KMP, that provide for benefits on termination other than statutory entitlements.

(iii) The Company does not have any profit-sharing, stock option plans, contingent or deferred compensation arrangements with its directors or KMP.

(iv) All the KMP's (other than executive directors) are interested in the Company only to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of their service.

(v) All the KMP's other than its executive directors, are on regular employment contracts with the Company.

(vi) The directors have not received any kind of remuneration from any subsidiary of the Company.

43 Financial instruments

A Categories of financial assets and financial liabilities:

The Company's financial assets and financial liabilities can be categorised as follows:

(i) The Company has carried its investments in equity instruments of subsidiaries at deemed cost less provision for impairment, if any as per paragraph D15 of Ind AS 101 "First-time adoption of Indian accounting standards". The Company does not have any investment in equity instruments "designated" at FVTOCI.

(ii) All financial assets and financial liabilities of the Company are measured at "amortised cost" except current investments, which have been designated to be measured at "FVTPL".

(iii) The Company does not have any financial assets measured at FVTOCI.

(iv) During the years ended 31 March 2025 and 31 March 2024, the Company has not undertaken any reclassification or offsetting of financial assets and financial liabilities.

(v) Refer note 15 for movement in loss allowance for expected credit losses on trade receivables.

(vi) The Company does not have any type of compound financial instruments.

(vii) Refer note 18 for details on security provided against financial assets and confirmation of no defaults or breaches in relation to borrowings.

(viii) The Company has disclosed carried amount, net gains or losses if any, interests' income and interest expenses of all the categories of financial assets and liabilities in respective notes forming part of standalone financial statements.

B Hedge accounting:

Derivatives not designated as hedging instruments: The Company uses foreign currency denominated borrowings and foreign exchange forward contract to manage its transaction exposures. The foreign exchange forward contracts are not designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions, generally from 4 to 6 months.

The Company does not use cash flow hedges, fair value hedges, hedging of net investment in foreign operations and embedded derivatives.

C Fair values:

The Company's management have assessed that the "carrying amounts" of financial assets and liabilities other than those valued at Level 1 and Level 2 are considered to be reasonable approximation of their "fair values" due to their current and short-term nature.Accordingly, the Company has not separately disclosed fair values as per paragraph 29 of Ind AS 107 " Financial instruments: disclosures".

D Fair value hierarchy:

The fair value of financial instruments has been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

Notes forming part of the Standalone Financial Statements
for the year ended 31 March 2025

(Currency: ₹ in Million)

43 Financial instruments (*Continued*)

Level 1 quoted prices in an active market: This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of investment in quoted equity shares and mutual funds. It has been valued using the closing price as at the reporting period on the stock exchanges.

Level 2 valuation techniques with observable inputs: This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices). The fair value of these instruments is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 valuation techniques with significant unobservable inputs: This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair value is determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor based on available market data.

E Measurement of fair values:

The Company's management have used its best judgement in estimating the fair value of its financial instruments. When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Company could have realised or paid in transactions as of respective dates. As such, fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.

F Recognition and classification of financial assets and financial liabilities (non-current and current):

Particulars	FVTPL	FVTOCI	Amortised cost	Total	Fair value hierarchy		
					Level 1	Level 2	Level 3
As at 31 March 2025							
Financial assets:							
Investments	-	-	6.67	6.67	-	-	-
Trade receivables	-	-	761.60	761.60	-	-	-
Cash and cash equivalents	-	-	92.05	92.05	-	-	-
Other bank balances	-	-	27.22	27.22	-	-	-
Loans	-	-	2.37	2.37	-	-	-
Other financial assets	2.72	-	51.11	53.83	-	2.72	-
Total	**2.72**	**-**	**941.02**	**943.74**	**-**	**2.72**	**-**
Financial liabilities:							
Borrowings	-	-	363.88	363.88	-	-	-
Trade payables	-	-	323.09	323.09	-	-	-
Other financial liabilities	-	-	54.69	54.69	-	-	-
Total	**-**	**-**	**741.66**	**741.66**	**-**	**-**	**-**
As at 31 March 2024							
Financial assets:							
Investments	100.51	-	6.67	107.18	100.51	-	-
Trade receivables	-	-	679.46	679.46	-	-	-
Cash and cash equivalents	-	-	339.86	339.86	-	-	-
Other bank balances	-	-	29.88	29.88	-	-	-
Loans	-	-	2.41	2.41	-	-	-
Other financial assets	-	-	49.62	49.62	-	-	-
Total	**100.51**	**-**	**1,107.90**	**1,208.41**	**100.51**	**-**	**-**
Financial liabilities:							
Borrowings	-	-	142.71	142.71	-	-	-
Trade payables	-	-	442.56	442.56	-	-	-
Other financial liabilities	0.62	-	82.44	83.06	-	0.62	-
Total	**0.62**	**-**	**667.71**	**668.33**	**-**	**0.62**	**-**

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

44 Financial instruments-risk management

The Board of Directors has the overall responsibility for establishing and governing the Company's risk management framework. The Company has constituted a risk management committee, which is responsible for developing and monitoring the Company's risk management policies. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy accordingly. The key risks and mitigating actions have also been placed before the Audit Committee of the Company. This note explains the nature, extent and sources of risks arising from financial instruments to which the Company is exposed at the end of the reporting years and how the entity manages the risk and the related impact in the standalone financial statements.

The Company's financial liabilities comprise mainly of borrowings, trade payables and other payables. The Company's financial assets comprise mainly of investments, cash and cash equivalents, other bank balances, loans, trade receivables and other receivables. The Company's business activities are exposed to a variety of financial risks namely:

A. Credit risk,

B. Liquidity risk and

C. Market risk

A Credit risk:

Credit risk refers to the risk that a counterparty will default on its contractual and performance obligations resulting in financial loss to the Company. Credit risk encompasses both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. Company's credit risks principally arise from trade receivables and other receivables, from investments, from cash and cash equivalents, from forward exchange contracts and from security deposits or other deposits. The maximum credit exposure associated with financial assets is equal to the carrying amount. Details of the credit risk specific to the Company along with relevant mitigation procedures adopted have been enumerated below:

Trade and other receivables:

Customer credit risk has been managed by the Company and is subject to established policy, procedures and controls relating to customer credit risk management by establishing credit limits, credit approvals and monitoring the credit worthiness of the customers to which the Company extends the credit in the normal course of the business. The Company uses publicly available financial information and its own trading records to rate its major customers. The Company's exposure and the credit ratings (if available) of its counterparties are continuously monitored. The outstanding trade receivables are regularly monitored and appropriate action has been taken for collection of overdue receivables.

Refer note 15, 35 and 41 for other disclosures related to trade receivables.

Other financial assets:

Other financial assets include investments, security deposits, forward exchange contracts, cash and cash equivalents, loans, other bank balance and other receivables.

- Investments in mutual funds are made only in large fund houses of good repute and credit worthiness.
- Security deposits have been given to various government authorities including other counterparties. Being government authorities, the Company believe that it does not has any exposure to credit risk. Security deposits to others are subject to established policy, procedures and controls relating to counterparty credit risk management by monitoring their credit worthiness, etc.
- Foreign exchange forward contracts (not designated as hedging instruments) have been taken with the intention of reducing foreign exchange risk of expected transactions. The Company attempts to limit the credit risk by only dealing with reputable banks having high credit-ratings assigned by credit-rating agencies.
- Cash and cash equivalents and fixed deposits are placed with banks having good reputation and having high credit-ratings assigned by international credit-rating agencies.

Refer note 8 to 12 for other disclosures related to other financial assets.

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

44 Financial instruments-risk management (*Continued*)

B Liquidity risk:

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions.

The Company has maintained a cautious liquidity strategy, with a positive cash balance throughout the years reported. Cash flow from operating activities provides the funds to service the financial liabilities on a day-to-day basis.

The Company regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short-term surplus cash generated, over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required) and any excess is invested in interest bearing term deposits with appropriate maturities to optimise the cash returns on investments while ensuring sufficient liquidity to meet its liabilities.

The Company also manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Exposure to liquidity risk:

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows, along with its carrying value as at the balance sheet date. It includes principal, estimated interest payments and exclude the impact of netting agreements. The contractual maturity is based on the earliest date on which the Company may be required to pay.

Particulars	Carrying amount	Contractual maturities		Total
		Less than 1 year	More than 1 year	
Non-derivative financial liabilities:				
As at 31 March 2025				
Borrowings	363.88	363.88	-	363.88
Trade payables	323.09	323.09	-	323.09
Other financial liabilities	54.69	54.69	-	54.69
Total	**741.66**	**741.66**	**-**	**741.66**
As at 31 March 2024				
Borrowings	142.71	136.32	6.39	142.71
Trade payables	442.56	442.56	-	442.56
Other financial liabilities	82.44	82.44	-	82.44
Total	**667.71**	**661.32**	**6.39**	**667.71**

C Market risk:

Market risk is the risk, that the fair value or future cash flows of a financial instrument will fluctuate because of changes in the market prices. The Company is exposed in the ordinary course of its business to risks related to changes in foreign currency exchange rates and interest rates.

(i) Currency risk:

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's functional currency is Indian Rupees (₹). The Company has exposure to foreign currency mainly by way of trade receivables, cash and cash equivalents, borrowings and trade payables (primarily $ and €) and is therefore exposed to foreign exchange risk. Volatility in exchange rates affects the Company's revenue from exports markets and the costs of imports, primarily in relation to exports with respect to the US-dollar. Adverse movements in the exchange rate between the Rupee and the relevant foreign currency results in increase in the Company's overall debt position in Rupee terms without the Company having incurred additional debt.

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

44 Financial instruments-risk management (*Continued*)

In order to minimize adverse effects on the financial performance, the Company has entered into foreign exchange forward contracts (not designated as hedging instruments) to hedge foreign currency exchange risk. All hedging activities are carried out in accordance with the Company's internal risk management policy, as approved by the Board, and in accordance with the applicable regulations where the Company operates. Such decisions are taken after considering many factors such as upside potential, cost of structure and the downside risks etc. Weekly reports are submitted to management on the covered and open positions and mark to market (MTM valuation).

Exposure to currency risk:

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities (Unhedged foreign currency exposure) at the end of the reporting period are as follows:

Particulars	As at 31 March 2025			As at 31 March 2024		
	$	€	Total	$	€	Total
Financial assets:						
Investments	6.66	0.01	6.67	6.66	0.01	6.67
Trade receivables	402.82	-	402.82	418.59	-	418.59
Cash and cash equivalents	80.35	-	80.35	187.88	-	187.88
Total Financial assets	**489.83**	**0.01**	**489.84**	**613.13**	**0.01**	**613.14**
Financial liabilities:						
Borrowings	-	-	-	29.16	-	29.16
Trade payables	57.94	0.00	57.94	196.68	7.92	204.60
Other financial liabilities	-	-	-	0.05	-	0.05
Total Financial liabilities	**57.94**	**0.00**	**57.94**	**225.89**	**7.92**	**233.81**

At the end of the reporting years the total notional amount of outstanding foreign currency contracts that the Company has committed to are as below:

Particulars	As at 31 March 2025		As at 31 March 2024	
	in $	in ₹	in $	in ₹
Foreign currency forwards-sell	9.25	791.92	7.66	638.91
Foreign currency forwards-buy	(0.04)	(3.83)	-	-

The following significant exchange rates have been applied during the reporting years:

Particulars	Year ended 31 March 2025		Year ended 31 March 2024	
	1 $	1 €	1 $	1 €
Opening rate as at 01 April	83.37	90.22	82.22	89.61
Average rate	84.55	90.76	82.79	89.81
Closing rate as at 31 March	85.58	92.32	83.37	90.22

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

44 Financial instruments-risk management (*Continued*)

Foreign currency sensitivity analysis:

The following tables demonstrate the sensitivity of "profit before tax" to a reasonably possible change of 2% in $ and € rates to the functional currency of the Company, with all other variables held constant:

Particulars	Year ended 31 March 2025		Year ended 31 March 2024	
	$	€	$	€
Impact on profit before tax if exchange rates:				
- increase by 2% (₹ weakens)	8.64	0.00	7.74	(0.16)
- decrease by 2% (₹ strengthens)	(8.64)	(0.00)	(7.74)	0.16

(ii) Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. The Company's fixed rate borrowings are carried at amortised cost. Therefore, they are not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The Company has exposure to variable interest rate risk, arising principally on changes in repo rate, MCLR, LIBOR and SOFR rates. The Company uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day-to-day operations like short-term loans. The Company manages this risk by maintaining an appropriate mix between fixed and floating rate borrowings. Hedging activities are evaluated regularly to align with interest rate views and defined risk appetite, ensuring the most cost-effective hedging strategies are applied. The Company also has financial assets i.e. fixed deposits with fix rate of interest, therefore, they are not subject to interest rate risk.

Exposure to interest rate risk:

The interest rate profile of the Company's interest-bearing financial instrument is as follows:

Particulars	As at 31 March 2025		As at 31 March 2024	
	Fix rate	Variable rate	Fix rate	Variable rate
Financial assets	31.76	-	177.84	-
Financial liabilities	6.39	357.49	42.71	100.00

Interest rate sensitivity analysis:

The following tables demonstrate the sensitivity of "profit before tax" to a reasonably possible change of 100 basis points in variable interest rates for borrowings of the Company, assuming the amount of the liability outstanding at the end of the reporting year was outstanding for the whole year with all other variables held constant:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Impact on profit before tax if interest rates:		
- increase by 100 basis points	(3.57)	(1.00)
- decrease by 100 basis points	3.57	1.00

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

45 Capital management

The primary objective of the Company's capital management is to ensure that it maintains a strong capital base so as to maintain investor, creditor and market confidence, to sustain future development of the business and to be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. For the purpose of the Company's capital management, capital includes paid-up equity capital and all other equity reserves attributable to the equity holders of the Company. The Company determines the amount of capital required on the basis of annual business plan coupled with long-term and short-term strategic investment and expansion plans. The funding needs are met through equity, cash generated from operations, long-term and short-term bank borrowings. The Company monitors the capital structure on the basis of net debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

The table below summaries the capital, net debt and net debt to equity ratio of the Company:

Particulars	As at 31 March 2025	As at 31 March 2024
Equity:		
Equity share capital	233.92	233.92
Other equity:		
Securities premium	4,043.94	4,043.94
Retained earnings	2,935.26	2,980.94
Total equity (a)	**7,213.12**	**7,258.80**
Liabilities:		
Non-current borrowings	-	6.39
Current borrowings	363.88	136.32
Gross debt	**363.88**	**142.71**
Less: Cash and cash equivalents	(92.05)	(339.86)
Less: Other bank balances (including deposit with banks with original maturity of more than 12 month)	(27.23)	(29.88)
Adjusted net debt (b)	**244.60**	**(227.04)**
Adjusted net debt to equity ratio (b)/(a)	**0.03**	**-**

Notes:

(i) During the years ended 31 March 2025 and 31 March 2024, no changes were made in the objectives, policies or processes for managing capital.

(ii) Net debt includes interest bearing borrowings less cash and cash equivalents and other bank balances.

46 Contingent liabilities and commitments

(to the extent not provided for)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
A Claims against the Company not acknowledged as debts for:		
- Indirect tax matters (refer note(iii) below)	11.99	12.15
- Direct tax (refer note (iv) below)	11.20	1.00
- Outstanding letter of credit	29.16	47.13
B Capital and other commitments:		
- Estimated amount of capital contracts remaining to be executed	118.66	273.03
- Export obligation under advance license scheme	0.64	13.28
Total	**171.65**	**346.59**

Notes:

(i) The Company does not have any contingent liabilities that qualify as provisions under Ind AS 37, except those already covered under Ind AS 109, Ind AS 12, and Ind AS 19.

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million, except per share data)

46 Contingent liabilities and commitments (*Continued*)

(ii) The timing and outcome of contingent liabilities are uncertain and dependent upon future events. Accordingly, no reliable estimate of future cash outflows can be made. All such matters are regularly reviewed and appropriate accounting treatments are made. The management believes that these matters will not have a material adverse effect on the Company's financial position.

(iii) Indirect tax matters:

(a) The Company has received a show cause-cum-demand notice dated 29 March 2022 from the DGGI (GST Intelligence) for erroneous IGST refund of ₹ 11.38 million (FY 2017–18 and 2018–19), including interest and penalties under section 74(1) of the CGST Act, 2017. The matter is being contested by the Company and it expects a favorable outcome.

(b) An order dated 03 March 2021 was received from CGST authorities for recovery of erroneous refund of ₹ 0.56 million plus interest of ₹ 0.05 million (FY 2017–18). The Company has preferred an appeal and expects a favorable outcome.

(iv) Direct tax matters:

(a) The Company has received show cause notice dated 22 September 2022 under section 274 read with section 270A of the Income Tax Act, 1961 for disallowances of ₹ 1.00 million (AY 2020–21). Further, the Company has received an order dated 24 March 2025 under section 147 read with section 144B for disallowance of ₹ 10.20 million for AY 2020–21. The Company has filed appeals and expects a favorable outcome.

47 Other disputed matters

The Company has initiated criminal proceedings under sections 138 and 141 of the Negotiable Instruments Act, 1881 against M/s Kaveri Engineering Works before the Chief Judicial Magistrate. The dispute pertains to dishonour of cheques aggregating ₹ 0.78 million issued against advance payments made to the said party. The matter is pending adjudication and the Company is confident of a favorable resolution.

48 Subsequent events

In accordance with Ind AS 10 – Events after the Reporting Period, the Company has evaluated subsequent events occurring up to 02 May 2025, the date of authorisation of these financial statements. Except as disclosed below, no event requiring recognition or further disclosure has occurred.

The Board of Directors has recommended a final dividend of ₹ 1.00 per equity share (i.e., 10% on face value of ₹ 10 each), aggregating to ₹ 23.39 million, for the year ended 31 March 2025. The dividend is subject to approval of the shareholders in the ensuing Annual General Meeting.

49 Statement of utilization of qualified institutional placement (QIP) proceeds during the year ended 31 March 2024

A In compliance with rule 19A of the Securities Contracts (Regulation) Rules, 1957, requiring minimum public shareholding of 25% within three years of listing, during the year ended 31 March 2024, the Company has issued 1,226,993 equity shares of face value ₹10 each at ₹1,630 per share (including premium of ₹1,620 per share), aggregating ₹2,000 million via QIP on 29 August 2023. These shares were listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) on 30 August 2023 (refer note 16).

B Pursuant to regulation 32(1) and 32(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, statement of utilization of QIP proceeds as at 31 March 2024 is as follows:

Particulars	Amount as per "Offer document" 29 August 2023	Utilised amount during year ended 31 March 2024	Unutilised amount as at 31 March 2024
Repayment / pre-payment, in full or in part, of certain outstanding borrowings availed by the Company	1,550.00	1,550.00	-
General corporate purposes	393.45	393.45	-
Net proceeds	**1,943.45**	**1,943.45**	**-**

Notes:

(i) The Company has appointed Crisil Ratings Limited as the "Monitoring agency" in terms of regulation 41(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, to monitor the utilization of QIP proceeds.

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million, except per share data)

49 Statement of utilization of qualified institutional placement (QIP) proceeds during the year ended 31 March 2024 (*Continued*)

(ii) The Company has obtained a monitoring agency report on quarterly basis from the "Monitoring agency" and filed the same with both BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) where equity shares of the Company are listed and uploaded the same on Company's website.

(iii) The above statement of utilization of QIP proceeds has been reviewed by the Audit Committee and approved by the Board of directors at their respective meetings held during the year ended 31 March 2024.

(iv) During the year ended 31 March 2024, the Company has utilised full amount of QIP proceeds as per "objects of the offer".

(v) In accordance with section 27 of the Companies Act, 2013, the Company has not used the net proceeds for buying, trading or otherwise dealing in shares of any other listed company.

(vi) The Company has not entered in any proposal whereby any portion of the net proceeds will be paid to the promoters, promoter group, directors, key managerial personnel, or senior management personnel, except in the ordinary course of business. Further, there are no existing or anticipated transactions in relation to the utilisation of the net proceeds entered into or to be entered into by the Company with the promoters, promoter group, directors, key managerial personnel and/or senior management personnel.

(vii) Net proceeds have been revised from ₹ 1,942.50 million to ₹ 1,943.45 million. The actual cost incurred by the Company towards offer related expenses was less than the estimated cost disclosed in the offer document. Accordingly, the amount of ₹ 0.95 million, has been reallocated to "general corporate purposes".

(viii) The Company has deployed net proceeds towards general corporate purposes, in accordance with regulation 7(2) of the SEBI ICDR Regulations, to drive business growth, including, amongst other things, meeting any expenses incurred in the ordinary course of business, including salaries and wages, rent, administration expenses, insurance related expenses, and the payment of taxes and duties, servicing of borrowings including payment of interest and any other purpose as permitted by applicable laws and as approved by the Board.

50 Additional regulatory information

(a) During the years ended 31 March 2025 and 31 March 2024, the Company has not made any investment or provided any loans, guarantees, or securities to any person or body corporate exceeding the prescribed limits under section 186(2) of the Companies Act, 2013. Accordingly, no disclosure is required in terms of regulation 34(3) read with part A of schedule V of SEBI (LODR) Regulations, 2015.

(b) The Company has not entered into any material contracts or agreements (including with strategic, joint venture or financial partners), other than those entered into in the ordinary course of business.

(c) During the years ended 31 March 2025 and 31 March 2024, the Company has not been a party to any scheme of merger or amalgamation. Further, there were no material acquisitions or disposals of businesses or undertakings.

(d) Neither the promoters, nor any of the key managerial personnel, senior management personnel, directors or employees of the Company has entered into an agreement, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with the dealings of the securities of the Company.

(e) None of the director is or was a director of any listed company, whose shares are or were suspended from being traded on any stock exchanges, during the term of their directorship in such company. Further, none of the directors is, or was, a director of any listed company, which has been or was delisted from any stock exchange during the term of their directorship in such company.

(f) None of the director has been nominated, appointed or selected pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others of the Company.

(g) The Company, its promoters, its directors, persons in control of the Company and the members of the promoter group have not been prohibited from accessing the capital markets and have not been debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any other authority or court.

(h) The Company has not entered into any transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

50 Additional regulatory information (*Continued*)

(i) Borrowings secured against current and non-current assets:

The Company has been availing borrowings facilities from ICICI Bank Limited, CITI Bank N.A, State Bank of India and DBS Bank Limited on the basis of security of current and fixed assets. The Company has filed monthly stock statements with all the banks referred above, which are in agreement with the books of accounts.

(j) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the company shall:

(i) 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

(ii) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

(k) The Company has disclosed other additional regulatory information in respective notes forming part of standalone financial statements.

(l) Ratio analysis and reasons of variance:

Name of ratio	Numerator	Denominator	As at 31 March 2025	As at 31 March 2024	Variance
Current ratio (times)	Current assets	Current liabilities	2.51	3.37	-25%
Debt-equity ratio (times)	Non-current and current borrowing	Total equity	0.05	0.02	157%
Debt service coverage ratio (times)	Earnings before interest, depreciation and taxes (excluding other income) (EBIDTA)	Interest expense on total borrowings plus principal repayments of non-current borrowings	6.35	4.84	31%
Return on equity ratio (%)	Net profit after tax	Average shareholder's equity	0.05%	4.77%	-99%
Inventory turnover ratio (times)	Cost of goods sold	Average inventory	1.65	1.35	22%
Trade receivables turnover ratio (times)	Revenue from operations	Average trade receivables	5.09	4.79	6%
Trade payables turnover ratio (times)	Purchases	Average trade payables	4.75	4.59	4%
Net capital turnover ratio (times)	Revenue from operations	Working capital (current assets minus current liabilities)	2.42	1.83	32%
Net profit ratio (%)	Net profit after tax	Revenue from operations	0.09%	7.75%	-99%
Return on capital employed (%)	Earnings before interest and taxes (excluding other income) (EBIT)	Capital employed (total equity + total debt + deferred tax liability)	-0.24%	5.58%	-104%
Return on equity investments in wholly owned subsidiaries (WOS) (%)	Net profit after tax of WOS	Average shareholder's equity of WOS	27.55%	4.41%	525%

Explanation for variance in ratios by more than 25%:

i. Current ratio has been decreased primarily due to increase in current borrowings and a reduction in cash and cash equivalents, inventories, current investments and trade receivables during the year ended 31 March 2025.

ii. Debt equity ratio has been increased primarily due to increase in current borrowings during the year ended 31 March 2025.

iii. Debt service coverage ratio has improved due to repayment of long-term borrowings and finance cost during the year ended 31 March 2025.

iv. Return on equity ratio has been decreased primarily due to decrease in net profit after tax during the year ended 31 March 2025.

v. Net capital turnover ratio has been increased due to a combination of decrease in current assets and increase in current liabilities (mainly borrowings) during the year ended 31 March 2025.

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

50 Additional regulatory information (*Continued*)

vi. Net profit ratio has been decreased primarily due to increase in raw material costs during the year ended 31 March 2025 and thereby impacted the profitability.

vii. Return on capital employed has been declined primarily due to decrease in profitability during the year ended 31 March 2025.

viii. Return on equity investments in wholly owned subsidiaries has been increased due to increase in profitability of wholly owned subsidiaries during the year ended 31 March 2025 .

51 Indirect taxes

The Company has duly complied with the applicable provisions of Goods and Service Tax Act, 2017, the Customs Acts, 1962 and any other indirect taxes as applicable. Any variances between figures reported in the books of account and returns filed have been appropriately reconciled. Such differences, if any, are not material and will be addressed in subsequent periodic and annual returns, without any material impact on the standalone financial statements.

52 Code on social security

The Code on Social Security, 2020, which consolidates laws relating to social security and employee benefits, has received the assent of the President of India and has been published in the Gazette. However, the effective date for implementation and the final rules under the code have not yet been notified. The Company will evaluate and give appropriate accounting treatment for the impact of the code once it becomes effective.

53 Cost audit records

In accordance with the section 148 of the Companies Act, 2013 and the provisions of the Companies (Cost Records and Audit) Rules, 2014, as amended, the Company has duly maintained cost records as prescribed.

54 Approval of financial statements

In accordance with the provisions of regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the standalone financial statements for the year ended 31 March 2025 have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 02 May 2025.

55 General

(a) All amounts disclosed have been rounded off to the nearest million with two decimal places, unless otherwise stated.

(b) All figures less than ₹ 4,999 have been presented as ₹ 0.00 million.

(c) Comparative figures for the previous year/s have been re-classified, re-grouped or re-arranged, wherever necessary, to conform with the presentation and classification of the current year.

Notes forming part of the standalone financial statements 1-55

As per our report of even date attached
For **NDJ & Co.**
Chartered Accountants
Firm's Registration Number: 136345W

CA Basant Chandak
Partner
Membership Number: 434585

Date : 02 May 2025
Place : Vadodara, Gujarat, India

For and on behalf of the Board of Directors of
Tatva Chintan Pharma Chem Limited
CIN: L24232GJ1996PLC029894

Chintan N. Shah
Chairman and Managing Director
DIN: 00183618

Shekhar R. Somani
Whole Time Director
DIN: 00183665

Ashok Bothra
Chief Financial Officer

Ishwar Nayi
Company Secretary and Compliance Officer
M. No.: A37444

Date : 02 May 2025
Place : Vadodara, Gujarat, India

Independent Auditor's Report

To the Members of
Tatva Chintan Pharma Chem Limited

Report on the audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **Tatva Chintan Pharma Chem Limited ("TCPCL" or "the Company"** or **"Holding Company"** or **"Parent Company")** and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") which comprises the consolidated balance sheet as at 31 March 2025 and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of change in equity and consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, including summary of material accounting policies and other explanatory information. (hereinafter referred as "consolidated financial statements")

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

Basis for Opinion

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

Key Audit Matters

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

S. No.	Key Audit Matters	Audit procedures
1.	**Cut off risk in Revenue Recognition** Due to the sales being under various contractual terms and across geographies, delivery to customers in different regions might take different time periods and may result in undelivered goods at the period end. We consider there to be a risk of misstatement of the financial statements related to transactions occurring close to the year end, as transactions could be recorded in the wrong financial period. Accordingly, cut-off risk in revenue recognition is a key audit matter.	• We have assessed the revenue recognition policies of the Group including accounting for sales returns and discounts for compliance with Ind AS. • The Group has manual and automated (information technology – IT) controls on recording revenue and accruals for sales returns and discounts. We tested the design, implementation and operating effectiveness of these controls. In respect of cut-off, we focused on controls around the timely and accurate recording of year-end sales transactions. • We have performed substantive testing on sample check basis on revenue transactions recorded during the year end. • We verified contractual terms of the invoice and tested the transit time to deliver the goods.

2.	**Capital Expenditure in respect of property, plant and equipment and capital work in progress** The Group has incurred significant expenditure on capital projects, as reflected by the total value of additions in property plant and equipment and capital work in progress in notes 3 and 5 of the consolidated financial statements. We considered Capital expenditure as a Key audit matter due to: • Significance of amount incurred on such items during the year ended 31 March 2025. • Judgement and estimate required by management in assessing assets meeting the capitalization criteria set out in Ind AS 16 Property, Plant and Equipment. • Judgement involved in determining the eligibility of costs including borrowing cost and other directly attributable costs for capitalization as per the criteria set out in Ind AS 16 Property, Plant and Equipment.	• We have obtained an understanding of the Group's capitalization policy and assessed for compliance with the relevant accounting standards. • We have obtained understanding, evaluated the design and tested the operating effectiveness of controls related to capital expenditure and capitalization of assets. • We have performed substantive testing on a sample check basis for each element of capitalized costs including inventory issued to contractors for the purpose of these projects and physical verification performed by management along with reconciliation and directly attributable cost, including verification of underlying supporting evidence and understanding nature of the costs capitalized. • We have obtained understanding on management assessment relating to progress of projects and their intention to bring the asset to its intended use.
3.	**Valuation, Accuracy, Completeness and disclosures pertaining to Inventories with reference to Ind AS 2** Inventories constitutes material component of consolidated financial statement. Correctness, Completeness and Valuation are critical for reflecting true and fair financial results of operations. Further due to continuous nature of plan operations and the raw materials which are basically chemicals, management has to exercise judgement in assessing stage of the product and its valuation. Also refer note 13 to the consolidated financial statement.	Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows: • We have assessed the Group's process regarding maintenance of records, Valuation and accounting of transactions relating to Inventory as per the Indian Accounting Standard 2. • We have evaluated the design of Internal Controls relating to recording and valuation of Inventory. • We have carried out substantive audit procedures to verify the allocation of overheads to Inventory. • We have attended the physical verification of Inventories performed by the Management and also performed stock count on sample check basis. We have also checked reconciliation of inventories as per physical inventory verification and book records on a sample check basis. • For sample selected, we have also obtained confirmation of Inventories held with third parties. • We have verified the consistency in respect of valuation process and methodology followed by the Group.

Other Information

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Management Discussion and Analysis, Report on Corporate Governance, Business Responsibility and Sustainability Report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting standards) Rules, 2015 as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection of the appropriate accounting software for ensuring compliance with applicable laws and regulations including those related to retention of audit logs; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group is responsible for overseeing the financial reporting process of the companies included in the Group.

Auditor's Responsibility for the Audit of Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

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

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

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

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the consolidated financial statements of which we are the independent auditors.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by paragraph 3(xxi) of the Companies (Auditor's Report) Order, 2020 ("CARO 2020"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we report that there are no qualifications or adverse remarks included by the respective auditors in their CARO 2020 reports issued in respect of the standalone financial statements of the companies which are included in these Consolidated Financial Statements.

2. As required by section 143(3) of the Act, Based on our audit and consideration of the reports, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   b) In our opinion, proper books of account as required by law have been kept by the Group so far as it appears from our examination of those books.

   c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of change in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements.

   d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under section 133 of the Act.

   e) On the basis of the written representations received from the directors as on 31 March 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 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 with reference to consolidated financial statements of the Group and the operating effectiveness of such controls, refer to our separate Report in **"Annexure A"**.

   g) The Holding Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to 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 Group has disclosed the impact of pending litigations on its financial position in its consolidated financial statements – Refer Note 46 to the consolidated financial statements.

      ii. The Group does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

      iii. There were no amounts which were required to be transferred to Investor Education and protection fund by the Group.

      iv. (a) The respective Managements of the Company and its subsidiaries whose financial statements have been audited under the Act have represented to us that, to the best of their knowledge and belief, as disclosed in the notes to the accounts, 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 or any of such subsidiaries to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

      iv. (b) The respective Managements of the Company and its subsidiaries whose financial statements have been audited under the Act have represented to us that, to the best of their knowledge and belief, as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries and associate company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

      iv. (c) Based on audit procedures, that has been considered reasonable and appropriate in the circumstances, performed by us, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) above contain any material misstatement.

      iv. (d) The dividend declared and paid, during the year by the Holding Company is in compliance with section 123 of the Act.

      v. Based on our examination which included test checks, the Holding Company, in respect of financial year commencing on 1 April 2024, have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with. Furthermore, the audit trail has been preserved by the Holding Company as per the statutory requirements for record retention from the date the audit trail was enabled for the accounting software.

For **NDJ & Co.**,
Chartered Accountants
Firm's Registration Number: 136345W

CA Basant Chandak
Partner
Membership No.: 434585
UDIN No: 25434585BMISWS8678

Date: 2 May 2025
Place: Vadodara

Annexure A to the Independent Auditor's Report

(Referred to in paragraph 2 (f) under the "Report on Other Legal and Regulatory Requirements" of our report to the Members of Tatva Chintan Pharma Chem Limited of even date)

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

We have audited the internal financial controls with reference to consolidated financial statements of Tatva Chintan Pharma Chem Limited ("the Holding Company") as of 31 March 2025 in conjunction with our audit of consolidated financial statements of the Group for the year ended on that date. Reporting on internal financial controls over financial reporting is not applicable to the subsidiaries as per the standalone financial statements of the said subsidiaries.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company and its subsidiaries which are incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Holding company and its subsidiaries, which are incorporated in India, considering the essential components of internal control stated in the Guidance Note on Audit of Internal financial controls over financial reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective entity'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 internal financial controls with reference to financial statements of the Holding Company and its subsidiaries which are incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to 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 with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 judgements, 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 internal financial control system with reference to financial statements of the Holding Company and its subsidiaries which are incorporated in India.

Meaning of Internal Financial Controls over Financial Reporting

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

(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 consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to further 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 Holding Company and its subsidiaries which are incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31 March 2025, based on the internal control with reference to financial statements criteria established by the Holding Company and its subsidiaries which are incorporated in India, considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **NDJ & Co.**,
Chartered Accountants
Firm's Registration Number: 136345W

CA Basant Chandak
Partner
Membership No.: 434585
UDIN No: 25434585BMISWS8678

Date: 2 May 2025
Place: Vadodara

Consolidated Balance Sheet
as at 31 March 2025

(Currency: ₹ in Million)

Particulars	Notes	As at 31 March 2025	As at 31 March 2024
Assets			
Non-current assets			
Property, plant and equipment	3	4,959.96	3,965.36
Right-of-use assets	4	295.56	299.99
Capital work-in-progress	5	215.35	729.27
Other intangible assets	6	31.24	3.51
Intangible assets under development	7	27.75	36.10
Financial assets			
(i) Other financial assets	9	42.82	42.60
Deferred tax assets (net)	23A	126.24	122.97
Other non-current assets	14	11.12	8.32
Total non-current assets		5,710.04	5,208.12
Current assets			
Inventories	13	1,339.54	1,527.66
Financial assets			
(i) Investments	8	-	100.51
(ii) Trade receivables	15	825.27	698.52
(iii) Cash and cash equivalents	10	113.74	353.04
(iv) Bank balances other than (iii) above	11	27.22	29.88
(v) Loans	12	2.37	2.41
(vi) Other financial assets	9	11.01	7.02
Current tax assets (net)	23B	69.70	21.10
Other current assets	14	263.60	238.92
Total current assets		2,652.45	2,979.06
Total assets		8,362.49	8,187.18
Equity and liabilities			
Equity			
Equity share capital	16	233.92	233.92
Other equity	17	7,154.32	7,136.90
Equity attributable to owners		7,388.24	7,370.82
Non-controlling interests		-	-
Total equity		7,388.24	7,370.82
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	18	-	6.39
Provisions	20	13.98	13.34
Total non-current liabilities		13.98	19.73
Current liabilities			
Financial liabilities			
(i) Borrowings	18	363.88	136.32
(ii) Trade payables	22		
(a) Total outstanding dues of micro and small enterprises		108.21	66.73
(b) Total outstanding dues of creditors other than (ii)(a) above		218.68	383.58
(iii) Other financial liabilities	19	54.69	83.06
Other current liabilities	21	190.41	122.56
Provisions	20	4.24	3.62
Current tax liabilities (net)	23C	20.16	0.76
Total current liabilities		960.27	796.63
Total equity and liabilities		8,362.49	8,187.18
Notes forming part of the consolidated financial statements	1- 55		

As per our report of even date attached
For **NDJ & Co.**
Chartered Accountants
Firm's Registration Number: 136345W

CA Basant Chandak
Partner
Membership Number: 434585

For and on behalf of the Board of Directors of
Tatva Chintan Pharma Chem Limited
CIN: L24232GJ1996PLC029894

Chintan N. Shah
Chairman and Managing Director
DIN: 00183618

Shekhar R. Somani
Whole Time Director
DIN: 00183665

Ashok Bothra
Chief Financial Officer

Ishwar Nayi
Company Secretary and Compliance Officer
M. No.: A37444

Date : 02 May 2025
Place : Vadodara, Gujarat, India

Date : 02 May 2025
Place : Vadodara, Gujarat, India

Consolidated Statement of Profit and Loss
for the year ended 31 March 2025

(Currency: ₹ in Million, except per share data)

Particulars	Notes	Year ended 31 March 2025	Year ended 31 March 2024
Income			
Revenue from operations	24	3,827.14	3,935.04
Other income	25	23.15	75.09
Total Income		3,850.29	4,010.13
Expenses			
Cost of materials consumed	26	1,737.64	1,787.61
Purchases of stock-in-trade	27	29.80	36.03
Changes in inventories of finished goods, work-in-progress and stock-in-trade	28	221.97	(81.82)
Employee benefits expense	29	529.16	547.61
Finance costs	30	12.90	65.32
Depreciation and amortization expenses	31	276.59	256.05
Other expenses	32	966.44	963.65
Total expenses		3,774.50	3,574.45
Profit before tax		75.79	435.68
Tax expense/(benefits)	33		
Current tax		15.47	76.41
Deferred tax		3.19	55.73
Total tax expense/(benefits)		18.66	132.14
Profit for the year		57.13	303.54
Other comprehensive income/(expense)	34		
Items that will not be reclassified to profit or loss		(3.06)	(2.36)
Income tax relating to items that will not be reclassified to profit or loss		0.89	0.69
Items that will be reclassified to profit or loss		9.24	1.88
Income tax relating to items that will be reclassified to profit or loss		-	-
Total other comprehensive income		7.07	0.21
Total comprehensive income		64.20	303.75
Profit attributable to:			
Owners of the parent		57.13	303.54
Non-controlling interests		-	-
		57.13	303.54
Other comprehensive income attributable to:			
Owners of the parent		7.07	0.21
Non-controlling interests		-	-
		7.07	0.21
Total comprehensive income attributable to:			
Owners of the parent		64.20	303.75
Non-controlling interests		-	-
		64.20	303.75
Earnings per equity share	35		
(Face value of ₹ 10/- each)			
Basic		2.44	13.26
Diluted		2.44	13.26
Notes forming part of the consolidated financial statements	1- 55		

As per our report of even date attached
For **NDJ & Co.**
Chartered Accountants
Firm's Registration Number: 136345W

CA Basant Chandak
Partner
Membership Number: 434585

For and on behalf of the Board of Directors of
Tatva Chintan Pharma Chem Limited
CIN: L24232GJ1996PLC029894

Chintan N. Shah
Chairman and Managing Director
DIN: 00183618

Shekhar R. Somani
Whole Time Director
DIN: 00183665

Ashok Bothra
Chief Financial Officer

Ishwar Nayi
Company Secretary and Compliance Officer
M. No.: A37444

Date : 02 May 2025
Place : Vadodara, Gujarat, India

Date : 02 May 2025
Place : Vadodara, Gujarat, India

Consolidated Statement of Changes in Equity

for the year ended 31 March 2025

(Currency: ₹ in Million, except per share data)

A Equity share capital

Particulars	Number of shares	Amount
Authorised capital (Equity shares of ₹ 10 each)		
As at 01 April 2023	40,000,000	400
Changes during the year	-	-
As at 31 March 2024	**40,000,000**	**400**
Changes during the year	-	-
As at 31 March 2025	**40,000,000**	**400**
Issued, subscribed and fully paid up capital (Equity shares of ₹ 10 each)		
As at 01 April 2023	22,165,062	221.65
Changes during the year		
Issued pursuant to fresh issue in qualified institutional placement	1,226,993	12.27
As at 31 March 2024	**23,392,055**	**233.92**
Changes during the year	-	-
As at 31 March 2025	**23,392,055**	**233.92**

B Other equity

Particulars	Attributable to owners of the parent			Total attributable to owners of the parent	Total
	Reserves and surplus		Items of other comprehensive income (OCI)		
	Securities premium	Retained earnings	Foreign currency translation reserve		
As at 01 April 2023	2,090.26	2,822.04	13.96	4,926.26	4,926.26
Profit for the year	-	303.54	-	303.54	303.54
Other comprehensive income for the year	-	(1.67)	1.88	0.21	0.21
Total comprehensive income	2,090.26	3,123.91	15.84	5,230.01	5,230.01
Other changes:					
Securities premium on fresh issue of shares	1,987.73	-	-	1,987.73	1,987.73
Share issue expenses (net of tax)	(34.05)	-	-	(34.05)	(34.05)
Final dividend paid	-	(46.78)	-	(46.78)	(46.78)
Changes due to round off	-	(0.01)	-	(0.01)	(0.01)
Total other changes	1,953.68	(46.79)	-	1,906.89	1,906.89
As at 31 March 2024	**4,043.94**	**3,077.12**	**15.84**	**7,136.90**	**7,136.90**
Profit for the year	-	57.13	-	57.13	57.13
Other comprehensive income for the year	-	(2.17)	9.24	7.07	7.07
Total comprehensive income	4,043.94	3,132.08	25.08	7,201.10	7,201.10
Other changes:					
Final dividend paid	-	(46.78)	-	(46.78)	(46.78)
Total other changes	-	(46.78)	-	(46.78)	(46.78)
As at 31 March 2025	**4,043.94**	**3,085.30**	**25.08**	**7,154.32**	**7,154.32**

Consolidated Statement of Changes in Equity

for the year ended 31 March 2025

(Currency: ₹ in Million, except per share data)

Notes:

Nature and purpose of other equity

(i) Securities premium:

The securities premium account represents the amount received in excess of the face value of equity shares issued by the Holding Company. This reserve is utilised in accordance with the provisions of the Companies Act, 2013. During the year ended 31 March 2024, the Holding Company has utilised a portion of the securities premium balance to offset share issue expenses incurred in connection with the fresh issue of equity shares through a qualified institutional placement (QIP).

(ii) Retained earnings:

Retained earnings comprise the cumulative net profits retained by the Group after payment of dividends, appropriations to reserves, and other distributions to shareholders.

This also includes remeasurements of the defined benefit plans, which comprise actuarial gains and losses and the return on plan assets (excluding net interest income). These components are recognised in other comprehensive income and are not subsequently reclassified to profit or loss.

(iii) Foreign currency translation reserve:

The foreign currency translation reserve represents exchange differences arising on the translation of the financial statements of the Group's foreign operations in accordance with the requirements of Ind AS 21 - The Effects of Changes in Foreign Exchange Rates.

In line with Ind AS 21, the assets and liabilities of foreign operations are translated into the Group’s functional currency at the exchange rates, prevailing at the reporting date. Income and expenses are translated at the average exchange rate for the period, unless such rate does not approximate the actual rate at the dates of the transactions, in which case the actual transaction rate is used. The resultant foreign exchange differences are recognised in other comprehensive income (OCI) and accumulated under equity in the “foreign currency translation reserve. (FCTR)” This reserve is not available for distribution as dividends.

On the disposal or partial disposal of a foreign operation, the cumulative amount recognised in this reserve relating to that foreign operation is reclassified to the consolidated statement of profit and loss as part of the gain or loss on disposal.

Notes forming part of the consolidated financial statements 1-55

As per our report of even date attached
For **NDJ & Co.**
Chartered Accountants
Firm's Registration Number: 136345W

CA Basant Chandak
Partner
Membership Number: 434585

Date : 02 May 2025
Place : Vadodara, Gujarat, India

For and on behalf of the Board of Directors of
Tatva Chintan Pharma Chem Limited
CIN: L24232GJ1996PLC029894

Chintan N. Shah
Chairman and Managing Director
DIN: 00183618

Shekhar R. Somani
Whole Time Director
DIN: 00183665

Ashok Bothra
Chief Financial Officer

Ishwar Nayi
Company Secretary and Compliance Officer
M. No.: A37444

Date : 02 May 2025
Place : Vadodara, Gujarat, India

Consolidated Statement of Cash flows
for the year ended 31 March 2025

(Currency: ₹ in Million)

Particulars		Year ended 31 March 2025	Year ended 31 March 2024
A. Cash flows from operating activities:			
Profit before tax	(i)	75.79	435.68
Adjustments to reconcile profit:			
Finance costs		12.90	65.32
Depreciation and amortisation expenses		276.59	256.05
Unrealised foreign exchange (gain) (net)		(0.24)	(3.76)
Interest income		(4.87)	(32.74)
Net gain on sale of current investments		(0.75)	(0.38)
Fair value (gain)		-	(1.51)
Other non-cash items		9.47	3.05
Total adjustments to reconcile profit	(ii)	**293.10**	**286.03**
Operating profit before working capital changes	(iii) = (i) + (ii)	**368.89**	**721.71**
Changes in working capital:			
Decrease in inventories		188.11	97.32
Decrease/(increase) in trade receivables		(151.62)	153.85
(Increase) in other non-current financial assets		(0.22)	(15.98)
(Increase)/decrease in other current financial assets		(0.66)	21.53
(Increase) in other non-current assets		(2.80)	(2.81)
(Increase) in other current assets		(61.74)	(33.72)
(Decrease)/increase in trade payables		(131.05)	112.48
Increase/(decrease) in other current financial liabilities		0.04	(2.18)
Increase in other non-current liabilities		-	0.09
Increase in other current liabilities		81.48	11.58
Increase in non-current provisions		0.64	1.89
Increase in current provisions		0.62	0.30
Total changes in working capital	(iv)	**(77.20)**	**344.35**
Cash generated from operating activities	(v) = (iii) + (iv)	**291.69**	**1,066.06**
Less: Taxes paid	(vi)	**(44.98)**	**(85.62)**
Net cash generated from operating activities	(A) = (v) + (vi)	**246.71**	**980.44**
B. Cash flows from investing activities:			
Purchase of property, plant and equipment		(762.72)	(1,285.15)
Proceeds from sale of property, plant and equipment		1.39	1.55
Decrease in deposits with banks		2.65	144.08
Purchase of current investment		-	(207.20)
Proceeds from sale of current investments		101.27	108.58
Interest income		4.87	32.74
Cash (used in) investing activities	(B)	**(652.54)**	**(1,205.40)**
C. Cash flows from financing activities:			
Proceeds from issue of equity share capital		-	12.27
Proceeds from securities premium (net of issue expenses)		-	1,953.69
Dividend paid		(46.78)	(46.78)
Repayment of long-term borrowings		(32.19)	(85.89)
Net proceeds from/(repayment) of short-term borrowings		257.49	(1,462.09)
Decrease/(increase) in loans to employees		0.04	(0.69)
Finance costs		(12.90)	(65.32)
Cash generated from financing activities	(C)	**165.66**	**305.19**
Net (decrease)/increase in cash and cash equivalents	D=(A+B+C)	**(240.17)**	**80.23**
Cash and cash equivalents at the beginning of the year	(E)	353.04	273.65
Effect of exchange rate changes on cash and cash equivalents	(F)	0.87	(0.84)
Cash and cash equivalents at the end of the year	(D+E+F)	**113.74**	**353.04**

Consolidated Statement of Cash flows
for the year ended 31 March 2025

(Currency: ₹ in Million)

Notes:

(i) Components of cash and cash equivalents:

Particulars	As at 31 March 2025	As at 31 March 2024
Cash on hand	0.82	0.82
Balances with banks:		
- in current accounts	6.30	2.38
- in current accounts (foreign currency)	21.69	13.18
- in cash credit accounts (surplus)	0.01	0.80
- in EEFC current accounts	80.35	187.88
- in deposits with original maturity of less than 3 months	4.57	147.98
Balance as per statement of cash flows	**113.74**	**353.04**

(ii) The consolidated statement of cash flows has been prepared using the indirect method, as prescribed in the Ind AS 7 - Statement of Cash Flows.

(iii) Purchase of property, plant and equipment includes movements in right of use assets, capital work-in-progress, other intangible assets and intangible assets under development.

(iv) Reconciliation of changes in liabilities arising from financing (borowings) activities:

Particulars	Non-current borrowings	Current borrowings	Total
As at 01 April 2023	140.48	1,562.09	1,702.57
Repayment of non-current borrowings	(97.77)	-	(97.77)
Repayment of short-term borrowings	-	(1,462.09)	(1,462.09)
Liability related other changes:			
Finance costs	(6.05)	(55.09)	(61.14)
Other borrowing costs*	-	(3.81)	(3.81)
Other interest cost#	-	(0.36)	(0.36)
Interest subvention income	-	8.79	8.79
Foreign exchange movement	11.89	-	11.89
Total cash flows from financing activities	(91.93)	(1,512.56)	(1,604.49)
Liability related other changes	(5.84)	50.47	44.63
As at 31 March 2024	**42.71**	**100.00**	**142.71**
Repayment of non-current borrowings	(36.32)	-	(36.32)
Net proceeds from short-term borrowings	-	257.49	257.49
Liability related other changes:			
Finance costs	(1.43)	(7.10)	(8.53)
Other borrowing costs*	-	(3.94)	(3.94)
Other interest cost#	-	(0.44)	(0.44)
Foreign exchange movement	4.13	-	4.13
Total cash flows from financing activities	(33.61)	246.01	212.40
Liability related other changes	(2.71)	11.48	8.77
As at 31 March 2025	**6.39**	**357.49**	**363.88**

** includes borrowing costs related to non-fund based credit facilities.*

 # includes interest on statutory liabilities and other dues.

Consolidated Statement of Cash flows

for the year ended 31 March 2025

(Currency: ₹ in Million)

Notes:

(v) Disclosure of undrawn borrowing facilities (excluding non-fund based facilities):

Particulars	As at 31 March 2025	As at 31 March 2024
Undrawn borrowing facilities	1,842.51	2,100.00

(vi) Surplus balances in cash credit accounts have been included in cash and cash equivalents in accordance with Ind AS 7. Accordingly, the movement in such balances have been excluded from cash flows from financing activities.

(vii) Short-term deposits are made for durations not exceeding 3 months, depending on the liquidity needs and yield considerations.

(viii) Foreign currency cash flows have been translated in accordance with Ind AS 21 - The Effects of Changes in Foreign Exchange Rates.

(ix) During the years ended 31 March 2025 and 31 March 2024, the Group did not enter into any non-cash investing or non-cash financing activities.

(x) Refer note 36 for government grants or assistance recognised in the consolidated statement of profit and loss.

(xi) The Group did not have any lease liabilities as at 31 March 2025 and 31 March 2024 (refer note 39).

Notes forming part of the consolidated financial statements 1-55

As per our report of even date attached
For **NDJ & Co.**
Chartered Accountants
Firm's Registration Number: 136345W

CA Basant Chandak
Partner
Membership Number: 434585

Date : 02 May 2025
Place : Vadodara, Gujarat, India

For and on behalf of the Board of Directors of
Tatva Chintan Pharma Chem Limited
CIN: L24232GJ1996PLC029894

Chintan N. Shah
Chairman and Managing Director
DIN: 00183618

Shekhar R. Somani
Whole Time Director
DIN: 00183665

Ashok Bothra
Chief Financial Officer

Ishwar Nayi
Company Secretary and Compliance Officer
M. No.: A37444

Date : 02 May 2025
Place : Vadodara, Gujarat, India

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

1 Corporate information

The consolidated financial statements comprise financial statements of **Tatva Chintan Pharma Chem Limited** ("the Company" or "the Holding Company" or "the Parent") and its subsidiaries (the Company and its subsidiaries together referred to as "the Group") for the year ended 31 March 2025.

The Holding Company is a public limited company domiciled in India, and incorporated under the Companies Act, 2013 (erstwhile Companies Act, 1956) in year 1996, having its registered office at Plot no. 502/17, GIDC Estate, Ankleshwar, Bharuch, Gujarat, India - 393002.

The equity shares of the Holding Company are listed on the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") in India.

The Group is primarily engaged in manufacturing, sale and distribution of specialty chemicals viz., phase transfer catalysts (PTC), structure directing agents (SDA), electrolyte salts and solutions (ESS), pharmaceutical and agrochemical intermediates and other specialty chemicals (PASC). Information on the Group's structure has been provided in note 8 forming part of the consolidated financial statements.

These consolidated financial statements have been approved by the Board of Directors of the Holding Company and authorised for issue on 02 May 2025.

2 Material accounting policies

a) Statement of compliance, basis of preparation and presentation

Statement of compliance:

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under section 133 of the Companies Act, 2013 and presentation requirements of Division II of Schedule III to the Companies Act, 2013.

Basis of preparation and presentation:

These consolidated financial statements are prepared under the historical cost convention on the accrual basis except for certain financial instruments, which are measured at fair values.

The classification of assets and liabilities of the Group have been done into current and non-current based on the operating cycle of the business of the Group. The Group has ascertained its operating cycle of the business as twelve months and therefore all current and non-current classifications are done based on the status of reliability and expected settlement of the respective asset and liability within a period of twelve months from the reporting date as required by Schedule III to the Companies Act, 2013.

The financial statements are presented in Indian Rupees ('₹'), which is Group's functional currency and all values are rounded to the nearest "million" with two decimal places, except otherwise indicated.

Principles of consolidation:

The consolidated financial statements incorporate the financial statements of the Group. Control is achieved when the Group:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to affect those returns through its power over the investee.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above. When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally.

The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the contractual arrangement with the other vote holders of the investee;
- rights arising from other contractual arrangements;
- voting rights and potential voting rights held by the Group;
- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other voting right holders;
- Any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the group obtains control over the subsidiary and ceases when the group loses control of the subsidiary. Specifically, assets, liabilities, income

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

2 Material accounting policies *(Continued)*

(Currency: ₹ in Million)

and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all the entities used for the purpose of consolidation are drawn up to same reporting date as that of the Parent Company, i.e., year ended on 31 March 2025. When the end of reporting period of Parent is different from that of subsidiary, the subsidiary prepares, for consolidation purposes, additional information as of the same date as the financial statements of the Parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

In preparing the consolidated financial statements, the Group has used the following key consolidation procedures:

- Combination of like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of assets and liabilities recognised in consolidated financial statements at acquisition date.
- Elimination of the carrying amount of the Parent's investment in each subsidiary and the Parent's portion of equity of each subsidiary.
- Elimination of intragroup assets and liabilities, equity, income and expenses and cash flows relating to transactions between entities of the Group.
- Elimination of unrealised gain or losses resulting from intra-group transactions that are recognised in assets, such as inventory and fixed assets.
- the excess of the aggregate cost of the Parent's investment in the group entities over its portion of equity in the group entities is recognized in the financial statements as 'goodwill'. The excess of Parent's portion of equity in group entities over the aggregate cost of the Parent's investment in the group entities is recognized in the financial statements as 'capital reserve'.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Group and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Group and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Foreign currency transactions and translation:

The Group's consolidated financial statements are prepared in Indian Rupee (₹), which is also Parent Company's functional currency. For each entity the Group determines the functional currency and the items included in the financial statements of each entity are measured using that functional currency. The Group uses the direct method of consolidation and on disposal of a foreign operation the gain or loss that is reclassified to profit or loss reflects the amount that arise from using this method.

- **Transactions and balances:** Transactions in foreign currencies are initially recorded by the Group entities at their respective functional currency spot rates at the date of transaction first qualifies for recognition. However, for practical reasons, the Group uses an average rate of the functional currency spot rates prevailing during the reporting periods.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange prevailing at the reporting date. Differences arising on settlement or translation of monetary items are recognized in the statement of profit and loss.

Non-monetary items that are measured at historical costs in a foreign currency are translated using the exchange rates at the dates of initial transactions. Non-monetary items that are measured at fair value in foreign currency are translated using the exchange rates at the date when the fair value was determined.

Translation differences on non-monetary items measured at fair value is to be reported in line with the recognition of the gain or loss on the change in the fair value of the item (i.e., FVTOCI or FVTPL). Any profit or loss arising on cancellation, maturity or renewal of forward exchange contracts is recognized as income or expenses in the statement of profit and loss and included in exchange difference.

In determining the spot exchange rate to use on initial recognition of the related assets, expense or income (or part of it) on the derecognition of non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which the Group initially

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

2 Material accounting policies (Continued)

(Currency: ₹ in Million)

recognises the non-monetary assets or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of advance consideration.

The Group has elected to continue the policy adopted for accounting for exchange differences arising from translation of long-term foreign currency monetary items as described in Para D13AA of Ind AS 101 "First-Time Adoption of Ind AS". Accordingly, exchange loss/ (gain) arising on all long-term monetary items financed or re-financed relating to acquisition of property, plant and equipment are added to/adjusted from the cost of such assets/ capital work-in-progress and will be depreciated over the balance useful life of such assets.

- **Group companies:** On consolidation, the assets and liabilities of foreign operations are translated into ₹ at the rate of exchange prevailing at the reporting date and their statement of profit and loss are translated at the average rate of exchange prevailing during the reporting periods. The exchange difference arising on translation for consolidation are recognised in other comprehensive income (OCI). On disposal of a foreign operation, the same is recognised in statement of profit and loss.

b) Use of significant accounting estimates and judgements

The preparation of the consolidated financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of consolidated financial statements and reported amounts of revenues and expenses for the years presented. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from those estimates.

The estimates and underlying assumptions are reviewed on ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period or in the period of revision and future period, if the revision affects current and future periods.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

i. Recoverability of deferred tax and other income tax assets

The Group has unabsorbed depreciation and MAT credit that are available for offset against future taxable profit. Deferred tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the unused tax credits can be utilised.

This involves an assessment of when those assets are likely to reverse, and a judgement as to whether or not there will be sufficient taxable profits available to offset the assets.

This requires assumptions regarding future profitability, which is inherently uncertain. To the extent assumptions regarding future profitability change, there can be an increase or decrease in the amounts recognised in respect of deferred tax assets and consequential impact in the statement of profit and loss.

ii. Useful lives of property, plant and equipment

The Group reviews the useful life of property, plant and equipment at the end of each reporting period. This re-assessment may result in change in depreciation expense in future periods.

iii. Defined benefit plans (gratuity benefits)

The obligation arising from defined benefit plans is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. Any change in these assumptions would have a significant impact on the balance sheet and the statement of profit and loss.

iv. Impairment of property, plant and equipment and intangible assets

For property, plant and equipment and intangible assets, an assessment is made at each reporting date to determine whether there is an indication that the carrying amount may not be recoverable or previously recognised impairment losses no longer exist or have decreased. If such indication exists, then Group estimates recoverable amount of the assets or cash generating unit (CGU). A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised.

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

2 Material accounting policies *(Continued)*

(Currency: ₹ in Million)

v. **Provisions and contingencies**

A provision is recognised when the Group has a present obligation as result of a past event and it is probable that the outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Contingent liabilities are disclosed in notes but not recognised in the financial statements.

Contingent assets are not recognised, but disclosed in the financial statements when an inflow of economic benefit is probable. The actual outflow or inflow of resources at a future date may therefore, vary from the amount included in provisions and contingencies.

c) Fair value measurement

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

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

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

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

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

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

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

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

The Group's management determines the appropriate valuation techniques and inputs for fair value measurements. In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available.

Where level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation. Any change in the fair value of each asset and liability is also compared with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

d) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation. Cost includes all expenses and financing costs related to acquisition and construction of the concerned assets and any attributable cost of bringing the asset to the condition of its intended use.

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

2 Material accounting policies *(Continued)*

(Currency: ₹ in Million)

The Group has elected to continue the policy adopted for accounting for exchange differences arising from translation of long-term foreign currency monetary items as described in Para D13AA of Ind AS 101 "First-Time Adoption of Ind AS". Accordingly, exchange loss/ (gain) arising on all long-term monetary items financed or re-financed relating to acquisition of property, plant and equipment are added to/ adjusted from the cost of such assets/ capital work-in-progress and will be depreciated over the balance useful life of such assets.

Subsequent expenditures relating to property, plant and equipment are capitalized only when it is probable that future economic benefits associated with these will flow to the Group and the cost of the item can be measured reliably.

Repair and maintenance cost are recognized in the statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the statement of profit and loss.

Gains or losses arising from the retirement or disposal of an asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognized as income or expense in the statement of profit and loss.

Capital work-in-progress: Capital work-in-progress comprises of property, plant and equipment under development that are not ready for their intended use at the end of reporting period and are carried at cost comprising direct costs, related incidental expenses, other directly attributable costs and borrowing costs, less impairment losses if any.

e) Depreciation and amortization

Depreciation on tangible property, plant and equipment has been provided on the basis of useful life as stated in Schedule II of the Companies Act, 2013 using the straight-line method. Lease hold land is amortized over the period of lease. Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end. The following are the estimated useful lives:

Class of assets	Useful lives (years)
Right-of-use assets	95-99 years
Buildings	Factory building and Building (other than RCC frame structure) - 30 years Building (RCC frame structure) - 60 years Building (temporary structure) - 3 years
Roads	Carpeted roads-RCC - 10 years Carpeted roads-other than RCC - 5 years Non-carpeted roads - 3 years
Plant and equipment	Special plant and machinery - 20 years Plant and machinery other than continuous process plant - 15 years Laboratory equipment - 10 years Continuous process plant - 8 years
Computers and Data processing units	3/6 years
Motor Vehicles	8/10 years
Office equipment	5 years
Electrical installations	10 years
Furniture and fixtures	10 years

f) Intangible assets

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortization and cumulative impairment.

Administrative and other general overhead expenses that are specifically attributable to acquisition of intangible assets are allocated and capitalized as a part of the cost of the intangible assets.

Computer software that is expected to provide future enduring economic benefits is capitalized. The capitalized cost includes license fees and cost of implementation/ system integration services. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognized as income or expense in the statement of profit and loss.

The intangible assets with a finite useful life are amortised using straight line method over their estimated useful lives. The management's estimates of the useful lives for various class of intangibles are as given below:

Class of assets	Useful lives estimated by the management (years)
Computer software	3 years
Technical know-how	10 years
Product development	5 years

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

2 Material accounting policies *(Continued)*

(Currency: ₹ in Million)

Intangible assets under development: Research is original and planned investigation undertaken with the prospect of gaining new scientific or technical knowledge and understanding. Expenditure pertaining to research activities is charged to the statement of profit and loss, when incurred.

Development is the application of research findings or other knowledge activities to a plan or design for the production of new or substantially improved material, devices, products, processes systems or services before the start of commercial production or use.

Development expenditure is capitalised as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Group intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in statement of profit and loss as incurred.

Subsequent to initial recognition, development expenditure is measured at cost less accumulated amortisation and any accumulated impairment losses.

g) Impairment of tangible assets and intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit (CGU) to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified. Recoverable amount is the higher of fair value less costs of disposal and value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the assets is considered impaired and is written down to its recoverable amount and impairment loss is recognized in statement of profit and loss. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the assets recoverable amount since the last impairment loss was recognised.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years. Such reversal is recognised in statement of profit and loss unless the assets is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

h) Investments and other financial assets:

i) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income or through statement of profit and loss); and
- those measured at amortized cost.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

ii) Initial measurement

Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of financial assets (other than financial assets at fair value through profit or loss) are added to the fair value of the financial assets, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are recognised immediately in statement of profit and loss.

iii) Subsequent measurement – debt instruments

Subsequent measurement of the debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset.

The Group classifies its debt instruments in the following three categories:

Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost and is not a part of the hedging relationship is recognized in the statement of profit and loss when the asset is derecognized or impaired. Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through other comprehensive income (FVTOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets where the assets cash flows represent solely payments of principal and interest are measured at fair value through other comprehensive income (OCI). Movements in the carrying amount are taken through OCI, except for recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in the statement of profit and loss.

When financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains / losses. Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss (FTVPL): Assets that do not meet the criteria for amortized cost or FVTOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not a part of hedging relationship is recognized in the statement of profit and loss. Interest income from these financial assets is included in other income.

iv) Subsequent measurement – equity instruments

The Group subsequently measures all equity instruments at fair value. When the management has elected to present fair value gains and losses on equity instruments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to statement of profit and loss.

Dividends from such investments are recognized in the statement of profit and loss as other income when the Group's right to receive payment is established.

Changes in the fair value of financial assets at FVTPL are recognized in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVTOCI are not reported separately from other changes in fair value.

v) Impairment of financial assets

Expected credit losses are recognised for all financial assets subsequent to initial recognition other than financials assets in FVTPL category.

Expected credit losses is the weighted-average of difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the Group is required to consider:

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

In respect of trade receivables, the Group applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

For financial assets other than trade receivables, the Group recognises 12 month expected credit losses as per Ind AS 109 for all originated or acquired financial assets, if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses, if the credit risk on financial asset increases significantly since its initial recognition.

The Group assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

vi) De-recognition of financial assets

A financial asset is de-recognized when the Group has transferred the rights to receive cash flows from the financial asset or retains the contractual rights to receive the cash flows of the financial asset, but assumes a

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

2 Material accounting policies *(Continued)*

(Currency: ₹ in Million)

contractual obligation to pay the cash flows to one or more recipients.

When the Group has transferred an asset, it evaluates whether it has transferred substantially all the risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized.

When the Group has neither transferred a financial asset nor retains substantially all the risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Group has not retained control of the financial asset.

i) Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial liabilities

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost, using the effective interest rate method. Interest-bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortized cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognized over the term of the borrowings in accordance with the Group's accounting policy for borrowing costs.

Fair value measurement of financial instruments

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price) regardless of whether that price is directly observable or estimated using another valuation technique.

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of valuation models.

The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. Judgements and estimates include considerations of liquidity and model inputs related to items such as credit risk (both own and counterparty), correlation and volatility.

Derivative financial instrument

The Group holds derivative financial instruments such as foreign exchange forward contracts (not designated as cash flow hedges) to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank.

Financial assets or financial liabilities, at fair value through profit or loss

This category has derivative financial assets or liabilities which are not designated as hedges. Although the Group believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109 Financial Instruments.

Any derivative that is either not designated as hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss. Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in net profit in the statement of profit and loss when incurred.

Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income. Assets/liabilities in this category are presented as current assets/current liabilities if they are either held for trading or are expected to be realized within 12 months after the balance sheet date.

Derecognition of financial liabilities

The Group derecognizes financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire.

j) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank, cash on hand and short term highly liquid investments with original maturities of three months or less, that is readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

k) Inventories

Inventories are valued at lower of cost or net realisable value. The basis of determining costs for each class of inventories are as follows:

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

2 Material accounting policies *(Continued)*

(Currency: ₹ in Million)

- **Raw materials, packing materials, consumables, stores and spares:** Cost includes cost of purchase and other costs incurred in bringing inventories to their present location and condition. Costs are determined on first in, first out basis. However, these items are considered to be realisable at cost if the finished products, in which they will be used, are expected to be sold at or above cost.
- **Finished goods and work-in-progress:** Cost includes cost of direct materials, direct labour and a proportion of manufacturing overheads based on normal operating capacity but excluding borrowing costs. Cost is determined on first in, first out basis.
- **Stock-in-trade:** Cost includes cost of purchase and other costs incurred in bringing inventories to their present location and condition. Costs are determined on first in, first out basis.

Net realisable 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.

l) Revenue recognition

Revenue from contracts with customers

Ind AS 115 "Revenue from contracts with customers" provides a control-based revenue recognition model and provides a five-step application approach to be followed for revenue recognition i.e.:

a) Identify the contract(s) with a customer;

b) Identify the performance obligations;

c) Determine the transaction price;

d) Allocate the transaction price to the performance obligations;

e) Recognize revenue when or as an entity satisfies performance obligation.

Revenue is measured based on the transaction price as specified in the contract with the customer, after the deduction of any trade discounts, volume rebates, sales return on transfer of control in respect of ownership to the buyer which is generally on dispatch of goods and any other taxes or duties collected on behalf of the Government which are levied on sales such as Goods and Services Tax (GST), where applicable. Discounts given include rebates, price reductions and other incentives given to customers.

As per the terms of the contract with customers, the Group expects, at the contract inception, that the period between transfers of a promised goods or services to customer and related payments for the goods or services will be less than one year or less. Accordingly, the Group has availed the practical expedient available as per paragraph 63 of Ind AS 115 and has not adjusted the promised amount of consideration for the effects of significant financing component, if any.

Revenue from sale of products is recognized when the control on the goods or services has been transferred to the customers and Revenue from sale of services is recognised on satisfaction of performance obligation towards rendering of such services. The performance obligation in case of sale of product is satisfied at a point in time i.e., when the material is shipped to the customer or on delivery to the customer, as may be specified in the contract. The majority of the Group's revenue arrangements generally consist of a single performance obligation to transfer promised goods or services.

Revenue is recognised in an amount that reflects the consideration, which the Group expects to receive in exchange for those products or services. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. None of the Group's contracts contain variable consideration and contract modifications are generally minimal.

Contract balances

Contract assets: A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Trade receivable: A receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract liabilities: A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

Other incomes

- Claims and rebates receivables are accounted as and when settled.

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

2 Material accounting policies *(Continued)*

(Currency: ₹ in Million)

- Interest income from a financial asset is recognized using the effective interest rate method when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.
- Dividends are recognized in statement of profit and loss when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be measured reliably.
- Incomes in respect of duty drawback or other export promotion schemes in respect of exports made during the year are accounted on accrual basis

m) Employee benefits

Employee benefits of the Group includes all forms of consideration (directly or indirectly) given by the Group in exchange for services rendered by employees or termination of employment. Where employees include their dependents and their beneficiaries and includes all categories i.e., full time, part time, casual, temporary and permanent etc.

Employee benefits includes four types of benefits:

A. Short-term employee benefits,

B. Post-employment benefits,

C. Other long-term employee benefits, and

D. Termination benefits

A. Short-term employee benefits

Employee benefits (other than termination benefits) that are expected to be settled wholly before 12 months after the end of reporting period. e.g.: salary and wages, social security contributions, paid leaves, maternity leave, bonus and other non-monetary benefits such as medical checkup, group insurance and subsidised services.

The Group measures short-term employee benefits on an undiscounted basis and they do not involve any actuarial valuation.

The Group recognises short-term employee benefits expected to be paid:

a) as employee benefits expense in the statement of profit and loss, if it does not form part of the cost of an asset as per any other Ind AS (Ind AS 2 "Inventories" or Ind AS 16 "Property, plant and equipment"), and

b) as a current liability (employee benefits payable) or as a current asset (accrued expense) in the balance sheet, after deducting any amount already paid.

B. Post-employment benefits

Employee benefits (other than short-term employee benefits and termination benefits) that are payable after the completion of employment. e.g.: gratuity.

These benefits are of two types:

i) Defined contribution plans, and

ii) Defined benefits plans.

Defined contribution plans: Contribution to retirement benefit plans in the form of provident fund, employee state insurance scheme, pension scheme and superannuation schemes as per regulations are charged as an expense on an accrual basis when employees have rendered the service. The Group has no further payment obligations once the contributions have been paid.

Defined benefit plans: Defined benefit plan in the form of gratuity, are recognized on the basis of actuarial valuation performed by an independent actuary at each balance sheet date using the projected unit credit method or in compliance with the requirements of the domestic laws. Gratuity is included in employees' benefit expense in the statement of profit and loss. The gratuity plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Group.

The Group recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through remeasurement of the net defined benefit liability/ (asset) are recognized in other comprehensive income and are not reclassified to profit or loss in subsequent periods. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognized in other comprehensive income. The effects of any plan amendments are recognized on net basis in the statement of profit and loss.

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

2 Material accounting policies *(Continued)*

(Currency: ₹ in Million)

C. Other long-term employee benefits

Employee benefits (other than short-term employee benefits, post-employment benefits and termination benefits) that are not expected to be settled wholly before 12 months after the end of reporting period. e.g.: long-term paid absences (compensated absences). They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method.

The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognized in profit or loss. The said obligations are presented as current liabilities in the balance sheet, if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

D. Termination benefits

Employee benefits that are provided in exchange for termination of an employee's employment as a result of either:

a) the Group's decision to terminate an employee's employment before the normal retirement date; or

b) an employee's decision to accept an offer of benefits in exchange for the termination of the employment. E.g.: Retrenchment compensation etc.

The Group recognises termination benefits expected to be paid:

a) as employee benefits expense in the statement of profit and loss, and

b) as a current liability (employee benefits payable) or as a current asset (accrued expense) in the balance sheet, after deducting any amount already paid.

n) Leases

As a lessee:

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use assets are subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at amortised cost at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using the incremental borrowing rate.

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases of all assets that have a lease term of 12 months or less, leases of low-value assets and cancellable leases.

The Group recognises the lease payments associated with these leases as an expense in statement of profit and loss.

As a lessor:

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases.

The respective leased assets are included in the balance sheet based on their nature.

The Group did not need to make any adjustments to the accounting for assets held as lessor as a result of adopting the new leasing standard.

o) Borrowing costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets.

A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use or where out of general borrowings, funds may have been used, the borrowing cost is calculated by applying weighted average cost of borrowing applicable to such general borrowing which

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

2 Material accounting policies *(Continued)*

(Currency: ₹ in Million)

is outstanding during the year, are capitalized up to the date by which qualifying assets are ready for its intended use and included in the carrying amount of such assets.

All other borrowing costs are charged to statement of profit and loss.

Borrowing costs includes exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the finance cost.

p) Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current tax: The tax currently payable is based on estimated taxable income for the year in accordance with the provisions of the Income Tax Act, 1961. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expenses that are taxable or deductible in other years and items that are never taxable or deductible.

Management periodically evaluates positions taken in the tax returns with respect to situations for which applicable tax regulations are subject to interpretation and revises the provisions, if so required where consider necessary.

The Group's current tax is calculated using tax rates that have been enacted by the end of the reporting period. Current tax assets and current tax liabilities are offset where the Group has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax: Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in computation of taxable profit and quantified using the tax rates and laws enacted or substantively enacted as on the balance sheet date.

Deferred tax assets are generally recognized for all taxable temporary differences to the extent that is probable that taxable profit will be available against which those deductible temporary differences can be utilized.

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

Deferred tax assets relating to unabsorbed depreciation/ business losses/losses under the head capital gains if any are recognized and carried forward to the extent of available taxable temporary differences or where there is convincing other evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of reporting period, to recover or settle the carrying amount of its assets and liabilities. Transaction or event which is recognized outside profit or loss, either in other comprehensive income or in equity, is recorded along with the tax as applicable.

Minimum alternate tax (MAT): Deferred tax assets include minimum alternate tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognized as deferred tax asset in the balance sheet when the asset can be measured reliably, and it is probable that the future economic benefit associated with asset will be realized.

Current and deferred tax expense is recognized in the statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

q) Provisions, contingent liabilities and contingent assets

A provision is made when there is a present obligation (legal or constructive) as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. Provisions are determined based on the present value of the management's best estimate of the amount required to settle the present obligation at the end of the reporting period. The discount rate used to determine present value is a pre-tax rate that reflects current market assessment of time value of money and the risks specific to the liability.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

2 Material accounting policies *(Continued)*

(Currency: ₹ in Million)

there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are not recognized but disclosed in the financial statements.

r) Operating segments

"Operating segments" are components of the Group whose operating results are regularly reviewed by the "chief operating decision maker" (CODM) to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available. "Specialty chemical business" is identified as single operating segment for the purpose of making decision on allocation of resources and assessing its performance.

s) Earnings per share

Earnings per share are calculated by dividing the net profit or loss attributable to equity shareholders of the Group by the weighted average number of equity shares outstanding during the period.

Diluted earnings per share is computed by adjusting the figures used in the determination of basic EPS to take into account:

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

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

t) Cash flows statement

Statement of cash flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flows are reported using the indirect method, whereby net profit for the period is adjusted for the effects of transactions of non-cash nature, working capital changes, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash on hand, cash at banks, other short-term deposits and highly liquid investments with original maturity of three months or less that are readily convertible into cash.

u) Cost recognition

Costs and expenses are recognised in statement of profit and loss when incurred and are classified according to their nature.

v) Government grants

The Group recognizes government grants only when there is reasonable assurance that the conditions attached to them will be complied with and the grants will be received.

When the grant relates to an expense item, it is recognized as income in statement of profit and loss on a systematic basis over the periods, to match with the related costs, for which it is intended to compensate.

When the grant relates to an asset, it is recognized as deferred government grant in the balance sheet and then subsequently transferred to statement of profit or loss on a systematic basis over the expected useful life of the related asset.

w) Exceptional items

Exceptional items refer to items of income or expense, including tax items, within the statement of profit and loss from ordinary activities which are non-recurring and are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance of the Group.

x) Events after the reporting period

Adjusting events (that provides evidence of condition that existed at the balance sheet date) occurring after the balance sheet date are recognized in the financial statements. Material non-adjusting events (that are inductive of conditions that arose subsequent to the balance sheet date) occurring after the balance sheet date that represents material change and commitment affecting the financial position are disclosed in the Directors' report.

Dividend: The Group recognises a liability to make distributions of dividend to equity holders, when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. After approval, a corresponding amount is recognised directly in equity.

y) Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31 March 2025, MCA has notified Ind AS 117 - Insurance Contracts and amendments to Ind AS 116 - Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. 01 April 2024. The Group has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its standalone financial statements.

Notes forming part of the Consolidated Financial Statements
for the year ended 31 March 2025

(Currency: ₹ in Million)

3 Property, plant and equipment

Particulars	Buildings and Roads	Plant and equipment	Electrical installations	Office equipment	Furniture and fixtures	Vehicles	Computers and Data processing units	Total
At cost:								
As at 01 April 2023	504.80	1,125.15	169.01	26.74	73.83	55.05	28.11	1,982.69
Additions	1,040.59	1,165.26	293.68	15.95	43.80	1.80	10.55	2,571.63
Disposals	(1.40)	(3.06)	(0.61)	-	-	-	-	(5.07)
Translation differences	-	-	-	0.00	-	-	(0.00)	(0.00)
As at 31 March 2024	1,543.99	2,287.35	462.08	42.69	117.63	56.85	38.66	4,549.25
Additions	153.72	967.10	89.49	13.85	34.39	-	4.29	1,262.84
Disposals	-	(7.12)	(0.03)	(0.14)	-	(0.39)	-	(7.68)
Translation differences	-	-	-	0.01	-	-	0.00	0.01
As at 31 March 2025	1,697.71	3,247.33	551.54	56.41	152.02	56.46	42.95	5,804.42
Accumulated depreciation:								
As at 01 April 2023	51.80	182.62	41.03	12.23	10.82	24.52	11.38	334.40
Additions	55.04	124.37	42.83	6.76	10.72	5.33	6.46	251.51
Disposals	(0.43)	(1.16)	(0.44)	-	-	-	-	(2.03)
Translation differences	-	-	-	0.01	-	-	0.00	0.01
As at 31 March 2024	106.41	305.83	83.42	19.00	21.54	29.85	17.84	583.89
Additions	55.44	134.56	45.10	7.39	12.00	4.73	6.02	265.24
Disposals	(0.38)	(4.37)	(0.01)	0.32	-	(0.22)	-	(4.66)
Translation differences	-	-	-	(0.01)	-	-	0.00	(0.01)
As at 31 March 2025	161.47	436.02	128.51	26.70	33.54	34.36	23.86	844.46
Carrying amounts (net):								
As at 01 April 2023	453.00	942.53	127.98	14.51	63.01	30.53	16.73	1,648.29
As at 31 March 2024	1,437.58	1,981.52	378.66	23.69	96.09	27.00	20.82	3,965.36
As at 31 March 2025	1,536.24	2,811.31	423.03	29.71	118.48	22.10	19.09	4,959.96

Notes:

(i) Security: Refer note 18 for the property, plant and equipment which have been mortgaged or hypothecated as security against borrowings.

(ii) Commitments: Refer note 46 for capital commitments which are not recognised as liabilities as at the reporting date.

(iii) Impairment: The Group has assessed the carrying amount of property, plant and equipment for any indicators of impairment in accordance with the principles laid down under Ind AS 36 - Impairment of Assets. Based on the evaluation, no indication of impairment was identified as at the reporting date and hence, no impairment loss has been recognised during the years ended 31 March 2025 and 31 March 2024.

(iv) In accordance with Ind AS 16 - Property, Plant and Equipment, the following directly attributable costs have been capitalised to the cost of assets:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Employee benefits expense	5.85	24.43
Other expenses	-	1.94
Total	**5.85**	**26.37**

(v) During the years ended 31 March 2025 and 31 March 2024, the Group has not revalued its property, plant and equipment.

Notes forming part of the Consolidated Financial Statements
for the year ended 31 March 2025

(Currency: ₹ in Million)

4 Right-of-use assets

Particulars	Leasehold land
At cost:	
As at 01 April 2023	325.54
Additions	-
Disposals	-
Other adjustments	(5.01)
As at 31 March 2024	320.53
Additions	-
Disposals	-
As at 31 March 2025	320.53
Accumulated amortisation:	
As at 01 April 2023	16.12
Additions	4.42
Disposals	-
As at 31 March 2024	20.54
Additions	4.43
Disposals	-
As at 31 March 2025	24.97
Carrying amounts (net):	
As at 01 April 2023	309.42
As at 31 March 2024	299.99
As at 31 March 2025	295.56

Notes:

(i) Security: Refer note 18 for the right-of-use assets (leasehold land) which have been mortgaged or hypothecated as security against borrowings.

(ii) The Group has duly executed lease agreements in its name for all leasehold lands wherein it is the lessee.

(iii) The Group does not hold any property classified as investment property as defined under Ind AS 40 - Investment Property

(iv) During the years ended 31 March 2025 and 31 March 2024, the Group has not revalued its right-of-use assets.

v) The Group does not hold any benami property within the meaning of the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the rules made thereunder.

(vi) The Group has capitalised right-of-use asset in respect of leasehold land located at Jolva, Dahej GIDC, Gujarat, India, in accordance with Ind AS 116 - Leases. Until the commencement of operations of the greenfield project at this location, the amortisation charge on the right-of-use asset amounting to ₹ 2.04 million (31 March 2024: ₹ 2.09 million) has been transferred as part of the cost of the qualifying asset and presented under capital work-in-progress, in accordance with the recognition criteria specified in Ind AS 16 - Property, Plant and Equipment

5 Capital work-in-progress

Particulars	Capital work-in-progress
As at 01 April 2023	2,307.44
Additions	994.36
Transfer to assets or other adjustments	(2,572.53)
As at 31 March 2024	729.27
Additions	3,468.64
Transfer to assets or other adjustments	(3,982.56)
As at 31 March 2025	215.35

Notes:

(i) Commitments: Refer note 46 for capital commitments which are not recognised as liabilities as at the reporting date.

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

5 Capital work-in-progress *(Continued)*

(ii) The ageing of capital work-in-progress (CWIP) as at 31 March 2025 and 31 March 2024 is provided below, classified by the duration for which projects have been in progress:

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2025					
Projects in progress	160.35	49.47	5.53	-	215.35
Projects temporarily suspended*	-	-	-	-	-
Total	**160.35**	**49.47**	**5.53**	**-**	**215.35**
As at 31 March 2024					
Projects in progress	698.95	27.14	3.18	-	729.27
Projects temporarily suspended*	-	-	-	-	-
Total	**698.95**	**27.14**	**3.18**	**-**	**729.27**

** The Group does not have any project classified as temporarily suspended.*

(iii) As at 31 March 2025 and 31 March 2024, the Group does not have any capital work-in-progress projects, where the completion is overdue or the cost incurred has exceeded the originally planned cost.

(iv) In accordance with Ind AS 16 - Property, Plant and Equipment, the following directly attributable costs have been transferred to CWIP:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Employee benefits expense	8.72	5.85
Finance cost	2.50	-
Other expenses	0.91	-
Total	**12.13**	**5.85**

6 Other intangible assets

Particulars	Computer software	Technical knowhow	Intangible assets under development	Total
At cost:				
As at 01 April 2023	9.49	0.07	-	9.56
Additions	0.90	-	-	0.90
Disposals	-	-	-	-
As at 31 March 2024	**10.39**	**0.07**	**-**	**10.46**
Additions	0.59	-	36.10	36.69
Disposals	-	-	-	-
As at 31 March 2025	**10.98**	**0.07**	**36.10**	**47.15**
Accumulated amortisation:				
As at 01 April 2023	4.73	0.07	-	4.80
Additions	2.15	-	-	2.15
Disposals	-	-	-	-
As at 31 March 2024	**6.88**	**0.07**	**-**	**6.95**
Additions	2.10	-	6.86	8.96
Disposals	-	-	-	-
As at 31 March 2025	**8.98**	**0.07**	**6.86**	**15.90**
Carrying amounts (net):				
As at 01 April 2023	4.76	-	-	4.76
As at 31 March 2024	**3.51**	**-**	**-**	**3.51**
As at 31 March 2025	**2.00**	**-**	**29.24**	**31.24**

Notes:

(i) Impairment: The Group has assessed the carrying amount of intangible assets for any indicators of impairment in accordance with the principles laid down under Ind AS 36 - Impairment of Assets. Based on the evaluation, no indication of impairment was identified as at the reporting date and hence, no impairment loss has been recognised during the years ended 31 March 2025 and 31 March 2024.

(ii) During the years ended 31 March 2025 and 31 March 2024, the Group has not revalued its intangible assets.

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

7 Intangible assets under development

Particulars	Capital work-in-progress
As at 01 April 2023	-
Additions	36.10
Transfer to assets or other adjustments	-
As at 31 March 2024	**36.10**
Additions	27.75
Transfer to assets or other adjustments	(36.10)
As at 31 March 2025	**27.75**

Notes:

(i) The ageing of Intangible assets under development (IAUD) as at 31 March 2025 and 31 March 2024 is provided below, classified by the duration for which projects have been in progress:

Particulars	Amount in IAUD for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2025					
Projects in progress	27.75	-	-	-	27.75
Projects temporarily suspended*	-	-	-	-	-
Total	**27.75**	**-**	**-**	**-**	**27.75**
As at 31 March 2024					
Projects in progress	36.10	-	-	-	36.10
Projects temporarily suspended*	-	-	-	-	-
Total	**36.10**	**-**	**-**	**-**	**36.10**

** The Group does not have any project classified as temporarily suspended.*

(ii) As at 31 March 2025 and 31 March 2024, the Group does not have any intangible assets under development projects, where the completion is overdue or the cost incurred has exceeded the originally planned cost.

(iii) The Group has recognised certain internally generated intangible assets under development, primarily related to new product development and process design activities. These are recognised in accordance with the recognition criteria prescribed in Ind AS 38 - Intangible Assets, i.e., after the completion of the research phase, specifically relating to development phase expenditures. These activities include costs that are directly attributable to the design, construction, and testing of a prototype not yet capable of commercial production. The following directly attributable costs have been transferred to intangible assets under development:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Cost of materials consumed	5.11	7.09
Employee benefits expense	12.51	13.75
Other expenses	10.13	15.26
Total	**27.75**	**36.10**

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million, except per share data)

8 Investments

Particulars	As at 31 March 2025	As at 31 March 2024
	Current	Current
Quoted:		
Investments measured at FVTPL:		
- in mutual funds		
ICICI prudential-overnight growth	-	100.51
(Nil (31 March 2024: 78,255 units having NAV of ₹1,284.44 each)		
Total	**-**	**100.51**
Aggregate cost of quoted investments	-	99.00
Aggregate market value of quoted investments	-	100.51
Aggregate amount of impairment in value of investments	-	-

Notes:

(i) Refer note 43 and 44 for financial instruments - fair values and risk measurement respectively.

(ii) The Parent Company's interests in its subsidiaries, as included in the consolidated financial statements, have been disclosed below in accordance with Ind AS 112 - Disclosure of Interests in Other Entities:

Name of entity, Place of incorporation and Principal activity	Proportion of ownership interest and voing power held	
	As at 31 March 2025	As at 31 March 2024
Parent or Holding Company:		
Tatva Chintan Pharma Chem Limited		
Gujarat, India		
Manufacturing, sale and distribution of specialty chemicals		
Subsidiary Companies:		
1. Tatva Chintan USA Inc.	100%	100%
Michigan, USA		
Wholesale trade and distribution of specialty chemicals		
2. Tatva Chintan Europe B.V.	100%	100%
Amsterdam, The Netherlands		
Wholesale trade and distribution of specialty chemicals		

(iii) The Group has not designated any equity investments as measured at fair value through other comprehensive income (FVTOCI) in accordance with Ind AS 109 - Financial Instruments.

(iv) The Group has assessed for any indicators of impairment in accordance with the principles laid down under Ind AS 109 and Ind AS 36. Based on the evaluation, no indication of significant increases in credit risk nor has any objective evidence of impairment of investments been identified as at the reporting date and hence, no impairment loss has been recognised during the years ended 31 March 2025 and 31 March 2024.

(v) The Holding Company has complied with the permitted number of subsidiary layers, prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.

(vi) The Group does not have any step down subsidiaries, associates or joint ventures.

(vii) During the years ended 31 March 2025 and 31 March 2024, no subsidiaries were incorporated, liquidated, merged, demerged, or otherwise restructured.

(viii) Refer note 50 for the additional regulatory information.

(ix) All subsidiaries of the Group have been fully consolidated in the consolidated financial statements in accordance with the requirements of Ind AS 110 - Consolidated Financial Statements.

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

9 Other financial assets

Particulars	As at 31 March 2025		As at 31 March 2024	
	Non-current	Current	Non-current	Current
(Unsecured, considered good unless otherwise stated)				
Deposits with banks	0.01	-	-	-
Security deposits	42.81	3.60	42.60	3.62
Forward exchange contracts (refer sub note (iv))	-	2.72	-	-
Interest accrued on deposits	-	4.69	-	3.40
Total	**42.82**	**11.01**	**42.60**	**7.02**

Notes:

(i) Refer note 43 and 44 for financial instruments - fair values and risk measurement respectively.

(ii) In accordance with Ind AS 109 - Financial Instruments, the Group has assessed the credit risk associated with its financial assets. Based on the evaluation, no financial asset has shown a significant increase in credit risk since initial recognition. Consequently, no loss allowance under the expected credit loss (ECL) model has been recognised during the years ended 31 March 2025 and 31 March 2024.

(iii) Security deposits are primarily in respect of statutory and contractual deposits given to public utility service providers (e.g., electricity, water, gas) and include deposits for other commercial services. These are measured at amortised cost unless otherwise stated, in compliance with Ind AS 109.

(iv) The Group enters into foreign exchange forward contracts to mitigate the risk of fluctuation in foreign exchange rates in respect of its forecasted transactions and highly probable realisations from trade receivables. These forward contracts are not designated as hedging instruments under Ind AS 109, and hence are classified as financial instruments at fair value through profit or loss (FVTPL). (refer note 44)

10 Cash and cash equivalents

Particulars	As at 31 March 2025	As at 31 March 2024
Cash on hand	0.82	0.82
Balances with banks:		
- in current accounts	6.30	2.38
- in current accounts (foreign currency)	21.69	13.18
- in cash credit accounts (surplus)	0.01	0.80
- in EEFC current accounts	80.35	187.88
- in deposits with original maturity of less than 3 months	4.57	147.98
Total	113.74	353.04

Notes:

(i) Refer note 18 for security details of loans repayable on demand.

(ii) Refer note 43 and 44 for financial instruments - fair values and risk measurement respectively.

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

11 Bank balances other than cash and cash equivalents

Particulars	As at 31 March 2025	As at 31 March 2024
Deposits with original maturity over 3 months but less than 12 months	3.27	3.13
Unclaimed dividend accounts	0.03	0.02
Margin money deposits for:		
-bank guarantee	21.70	21.20
-letter of credit	1.97	5.28
-other liens	0.25	0.25
Total	**27.22**	**29.88**

Notes:

(i) Refer note 43 and 44 for financial instruments - fair values and risk measurement respectively.

12 Loans

(Carried at amortised cost unless otherwise stated)

Particulars	As at 31 March 2025 Current	As at 31 March 2024 Current
(Unsecured, considered good unless otherwise stated)		
Loan to employees (Interest free and repayable on demand)	2.37	2.41
Total	**2.37**	**2.41**

Notes:

(i) The Group does not have loan receivables from directors or other officers of the Group Companies or any of them either severally or jointly with any other persons and from firms or private companies respectively in which any director is a partner or a director or a member in accordance with section 186 and schedule V of the Companies Act, 2013.

(ii) Refer note 43 and 44 for financial instruments - fair values and risk measurement respectively.

(iii) The Group has not granted any loans or advances (in the nature of loans) to promoters, directors, key managerial personnel and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are: (a) repayable on demand; or (b) without specifying any terms or period of repayment

(iv) The Group has not advanced or given loan or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group Companies (ultimate beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

(vi) Refer note 50 for the additional regulatory information.

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

13 Inventories

Particulars	As at 31 March 2025	As at 31 March 2024
Raw materials	336.34	253.81
Work-in-progress	554.63	718.49
Finished goods	102.10	204.38
Finished goods-in-transit	125.91	98.78
Traded goods	62.79	81.07
Traded goods-in-transit	43.74	5.50
Packing materials	12.37	11.14
Consumables, stores and spares	101.66	154.49
Total	**1,339.54**	**1,527.66**

Notes:

(i) Refer note 18 for the inventories that have been pledged as security against loans repayable on demand.

(ii) Refer note 2 (k) for the mode of valuation for each class of inventories.

(iii) Refer note 50 for the additional regulatory information.

14 Other assets

Particulars	As at 31 March 2025		As at 31 March 2024	
	Non-current	Current	Non-current	Current
(Unsecured, considered good unless otherwise stated)				
Prepaid expenses	11.12	49.29	8.32	55.84
Capital advances	-	43.60	-	84.05
Advance to creditors	-	29.83	-	20.24
Balance with Revenue Authorities	-	63.07	-	48.31
Export incentives receivable	-	5.66	-	1.00
Invoiced contract asset (refer note 36)	-	70.22	-	21.72
Gratuity fund (net) (refer note 40)	-	0.38	-	6.98
Other receivables (refer note 47)	-	1.55	-	0.78
Total	**11.12**	**263.60**	**8.32**	**238.92**

Notes:

(i) Balance with revenue authorities primarily relate to input credit entitlements in respect of Goods and Service Tax from regulatory authorities. It includes ₹ 0.06 million of duty paid under protest for appeal referred in note 46 for recovery of excess refund on zero rated supplies under Goods and Service Tax Act 2017.

(ii) In accordance with Paragraph 107 of Ind AS 115 - Revenue from Contracts with Customers "Invoiced contract asset" represents the Group's right to receive consideration under customer contracts, where an invoice has been issued, but the associated revenue recognition has been deferred, as the performance obligation, being the transfer of control of goods, has not yet been fulfilled.

(iii) Refer note 50 for the additional regulatory information.

Notes forming part of the Consolidated Financial Statements
for the year ended 31 March 2025

(Currency: ₹ in Million)

15 Trade receivables

Particulars	As at 31 March 2025	As at 31 March 2024
Considered good - unsecured	825.27	698.52
Trade receivables - credit impaired	-	-
	825.27	**698.52**
Less: Loss allowance	-	-
Total	825.27	698.52

Notes:

(i) The Group does not have any trade receivables from any directors or other officers of the Group Companies or any of them either severally or jointly with any other persons, from any firms or private companies respectively in which any director is a partner or a director or a member in compliance with schedule V and section 186(4) of the Companies Act, 2013.

(ii) Refer note 43 and 44 for financial instruments - fair values and risk measurement respectively.

(iii) Refer note 18 for details of security, if any, held against trade receivables.

(iv) Trade receivables are non-interest bearing and generally have credit terms ranging from 30 to 180 days.

(v) Refer note 41 for segment reporting under Ind AS 108 - Operating Segments.

(vi) Refer note 36 for reconciliation of contract assets and contract liabilities arising under Ind AS 115.

(vii) Refer note 50 for the additional regulatory information

(viii) In determining the allowances for credit losses of trade receivables, the Group has used a practical expedient by computing the expected credit loss (ECL) allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and the rates used in the provision matrix.

Since the Group calculates impairment under the "Simplified approach" for trade receivables containing significant financing component and for trade receivables that do not contain significant financing component, then it is not required to separately track changes in credit risk of trade receivables, as the impairment amount represents "lifetime" expected credit loss.

Accordingly, based on a harmonious reading of Ind AS 109 and the disclosure requirements under schedule III to the Companies Act, 2013, trade receivables have been presented in aggregate, as no impairment allowance is required to be recognised as at 31 March 2025 and 31 March 2024, irrespective of whether they contain a significant financing component or not.

(ix) Trade receivables ageing schedule is as follows:

Particulars	Outstanding for following period from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2025							
Undisputed:							
Considered good- unsecured	746.35	78.43	0.09	0.40	-	-	825.27
Trade receivables- credit impaired	-	-	-	-	-	-	-
Disputed:							
Considered good- unsecured	-	-	-	-	-	-	-
Trade receivables- credit impaired	-	-	-	-	-	-	-
Gross total	**746.35**	**78.43**	**0.09**	**0.40**	**-**	**-**	**825.27**
Less: Loss allowance	-	-	-	-	-	-	-
Net trade receivables	**746.35**	**78.43**	**0.09**	**0.40**	**-**	**-**	**825.27**

Notes forming part of the Consolidated Financial Statements
for the year ended 31 March 2025

(Currency: ₹ in Million, except per share data)

15 Trade receivables *(Continued)*

Particulars	Outstanding for following period from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2024							
Undisputed:							
Considered good- unsecured	579.68	114.36	4.48	-	-	-	698.52
Trade receivables- credit impaired	-	-	-	-	-	-	-
Disputed:							
Considered good- unsecured	-	-	-	-	-	-	-
Trade receivables- credit impaired	-	-	-	-	-	-	-
Gross total	**579.68**	**114.36**	**4.48**	**-**	**-**	**-**	**698.52**
Less: Loss allowance	-	-	-	-	-	-	-
Net trade receivables	**579.68**	**114.36**	**4.48**	**-**	**-**	**-**	**698.52**

16 Equity share capital

Particulars	Number of shares	Amount
Authorised capital *(Equity shares of ₹ 10 each)*		
As at 01 April 2023	40,000,000	400.00
Changes during the year	-	-
As at 31 March 2024	**40,000,000**	**400.00**
Changes during the year	-	-
As at 31 March 2025	**40,000,000**	**400.00**
Issued, subscribed and fully paid up capital *(Equity shares of ₹ 10 each)*		
As at 01 April 2023	22,165,062	221.65
Changes during the year:		
Issued pursuant to fresh issue in QIP (refer sub-note (ii))	1,226,993	12.27
As at 31 March 2024	**23,392,055**	**233.92**
Changes during the year	-	-
As at 31 March 2025	**23,392,055**	**233.92**

Notes:

(i) Rights, preferences and restrictions attached to equity shares:

The Holding Company has only one class of equity shares having a par value of ₹ 10 per share. Each shareholder is entitled to one vote per share held. Equity shareholders rank pari passu with respect to dividend and repayment of capital in the event of winding up. Dividends are declared and paid as approved by the shareholders in general meetings.

(ii) Fresh issue of equity shares in qualified institutional placement (QIP):

In compliance with rule 19A of the Securities Contracts (Regulation) Rules, 1957, requiring minimum public shareholding of 25% within three years of listing, during the year ended 31 March 2024, the Holding Company has issued 1,226,993 equity shares of face value ₹ 10 each at ₹ 1,630 per share (including premium of ₹ 1,620 per share), aggregating ₹ 2,000 million via QIP on 29 August 2023. These shares were listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) on 30 August 2023 (refer note 49).

(iii) Aggregate number and class of shares allotted as fully paid-up pursuant to any contract(s) without payment being received in cash or by way of bonus share or shares bought back during the period of five years immediately preceding the reporting date:

(a) The Holding Company has not issued and not allotted any fully paid-up equity shares pursuant to any contract, without payment being received in cash.

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million, except per share data)

16 Equity share capital *(Continued)*

(b) During the year ended 31 March 2021, the Holding Company has allotted 12,052,500 numbers of equity shares of the face value of ₹ 10 each by way of bonus share in the ratio of 1.5:1 The same was approved by the shareholders on 27 January 2021.

(c) The Holding Company has not bought back any fully paid-up equity shares.

(iv) Detailed disclosure of shareholders holding more than 5% of equity shares, along with the promoter group shareholding is provided in the table below:

Name of shareholders	Shareholder category	Number of equity shares held	% of total equity shares	% change during the year
As at 31 March 2025				
Mr. Shekhar Rasiklal Somani	Promoter	5,396,861	23.07%	0.00%
Mr. Chintan Nitinkumar Shah	Promoter	4,897,219	20.94%	0.00%
Mr. Ajaykumar Mansukhlal Patel	Promoter	4,000,000	17.10%	0.00%
M/s Ajay Mansukhlal Patel HUF	Promoter group	715,345	3.06%	0.00%
Ms. Priti Ajay Patel	Promoter group	900,000	3.85%	0.00%
M/s Chintan N Shah HUF	Promoter group	447,500	1.91%	0.00%
Ms. Darshana Nitinkumar Shah	Promoter group	39,628	0.17%	0.00%
Ms. Shital Chintan Shah	Promoter group	231,000	0.99%	0.00%
Ms. Kajal Shekhar Somani	Promoter group	218,080	0.93%	0.00%
Mr. Shitalkumar Rasiklal Somani	Promoter group	843	0.00%	0.00%
Mr. Samirkumar Rasiklal Somani	Promoter group	482	0.00%	0.00%
Total		**16,846,958**	**72.02%**	**0.00%**
As at 31 March 2024				
Mr. Shekhar Rasiklal Somani	Promoter	5,396,861	23.07%	(4.15%)
Mr. Chintan Nitinkumar Shah	Promoter	4,897,219	20.94%	0.00%
Mr. Ajaykumar Mansukhlal Patel	Promoter	4,000,000	17.10%	(0.18%)
M/s Ajay Mansukhlal Patel HUF	Promoter group	715,345	3.06%	(22.39%)
Ms. Priti Ajay Patel	Promoter group	900,000	3.85%	(2.20%)
M/s Chintan N Shah HUF	Promoter group	447,500	1.91%	0.00%
Ms. Darshana Nitinkumar Shah	Promoter group	39,628	0.17%	(85.51%)
Ms. Shital Chintan Shah	Promoter group	231,000	0.99%	0.00%
Ms. Kajal Shekhar Somani	Promoter group	218,080	0.93%	0.00%
Mr. Shitalkumar Rasiklal Somani	Promoter group	843	0.00%	0.00%
Mr. Samirkumar Rasiklal Somani	Promoter group	482	0.00%	0.00%
Total		**16,846,958**	**72.02%**	**(4.00%)**

(v) None of the shares held by the promoters or promoter group were pledged or encumbered as at 31 March 2025 and as at 31 March 2024.

(vi) All equity shares of the Holding Company are held in dematerialised form at depositories registered with SEBI.

(vii) The Group does not have any employee stock option plan (ESOP) or share-based payment scheme in place.

(viii) Except for the 'three promoter-cum-executive directors' disclosed above in sub note (iv), no other director or key managerial personnel holds equity shares in the Holding Company.

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million, except per share data)

16 Equity share capital *(Continued)*

(ix) Statement of shareholding pattern of the equity shares:

The shareholding pattern of equity shares of the Company as at the end of the reporting periods is provided below:

Shareholder category	As at 31 March 2025			As at 31 March 2024		
	Numbers	Number of equity shares held	% of total	Numbers	Number of equity shares held	% of total
A Promoter and promoter group (refer sub-note (iv) above)	11	16,846,958	72.02%	11	16,846,958	72.02%
B Public:						
1 Institutions:						
a Mutual funds	2	1,249,741	5.34%	5	3,002,583	12.84%
b Alternate investment funds	2	27,919	0.12%	-	-	-
c Foreign portfolio investors	15	771,793	3.30%	30	853,691	3.65%
Sub-total (B)(1)	19	2,049,453	8.76%	35	3,856,274	16.49%
2 Non-institutions:						
a Individuals holding:						
i - up to ₹ 0.20 million	75,486	3,480,084	14.88%	71,145	2,103,240	8.99%
ii - more than ₹ 0.20 million	7	478,300	2.04%	5	351,300	1.50%
Sub-total (B)(2)(a)	75,493	3,958,384	16.92%	71,150	2,454,540	10.49%
b Others :						
i Trusts	1	63	0.00%	-	-	-
ii Hindu undivided families	1,687	151,990	0.65%	1,579	89,845	0.38%
iii Non resident Indians	990	180,687	0.77%	807	75,427	0.32%
iv Bodies corporate	178	196,845	0.84%	139	67,539	0.29%
v Body corporate-limited liability partnerships	13	5,850	0.03%	8	1,468	0.01%
vi Clearing members	1	1,825	0.01%	1	4	0.00%
Sub-total (B)(2)(b)	2,870	537,260	2.30%	2,534	234,283	1.00%
Sub-total (B)(2)	78,363	4,495,644	19.22%	73,684	2,688,823	11.49%
Total B	**78,382**	**6,545,097**	**27.98%**	**73,719**	**6,545,097**	**27.98%**
Total (A + B)	**78,393**	**23,392,055**	**100.00%**	**73,730**	**23,392,055**	**100.00%**

17 Other equity

Particulars	As at 31 March 2025	As at 31 March 2024
Securities premium (refer sub-note (i))	4,043.94	4,043.94
Retained earnings (refer sub-note (ii))	3,085.30	3,077.12
Foreign currency translation reserve (refer sub-note (iii))	25.08	15.84
Total	**7,154.32**	**7,136.90**

Notes:

(i) Securities premium:

Particulars	As at 31 March 2025	As at 31March2024
Balance at the beginning of the year	4,043.94	2,090.26
Add : Securities premium on fresh issue of shares (31 March 2024: 1,226,993 equity shares at ₹ 1,620 per share)	-	1,987.73
Less: Share issue expenses (net of tax)	-	(34.05)
Balance at the end of the year	**4,043.94**	**4,043.94**

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million, except per share data)

17 Other equity *(Continued)*

(ii) Retained earnings:

Particulars	As at 31 March 2025	As at 31 March 2024
a. Retained earnings:		
Balance at the beginning of the year	3,082.00	2,825.25
Add : Profit for the year	57.13	303.54
Less: Changes due to round off	-	(0.01)
Less: Final dividend paid (refer sub-note (iv))	(46.78)	(46.78)
Balance at the end of the year (a)	**3,092.35**	**3,082.00**
b. Remeasurement of defined benefit plan, net of tax:		
Balance at the beginning of the year	(4.88)	(3.21)
Add : Other comprehensive (expense) for the year	(2.17)	(1.67)
Balance at the end of the year (b)	**(7.05)**	**(4.88)**
Balance at the end of the year (a) + (b)	**3,085.30**	**3,077.12**

(iii) Exchange differences in translating the financial statements of foreign operations:

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	15.84	13.96
Add: Exchange differences in translating the financial statements of foreign operations	9.24	1.88
Balance at the end of the year	**25.08**	**15.84**

(iv) Dividend:

For the year ended 31 March 2024, the Board of Directors has recommended a final dividend of ₹ 2/- per equity share of face value ₹ 10 each. The dividend was approved by the shareholders at the annual general meeting and was paid during the year ended 31 March 2025 (31 March 2023: ₹ 2/- per equity share, paid during the year ended 31 March 2024), in accordance with the provisions of section 123 of the Companies Act, 2013 and relevant rules framed thereunder.

18 Borrowings

(Secured unless otherwise stated)

Particulars	As at 31 March 2025		As at 31 March 2024	
	Non-current	Current	Non-current	Current
Vehicle loans from:				
- banks	-	-	6.39	-
Loans repayable on demand from:				
- banks in Indian rupees	-	357.49	-	100.00
Current maturities of long-term debt:				
Term loans (in foreign currency)	-	-	-	29.16
Vehicle loans	-	6.39	-	7.16
Total	**-**	**363.88**	**6.39**	**136.32**

Notes:

(i) Refer note 43 and 44 for financial instruments - fair values and risk measurement respectively.

(ii) During the years ended 31 March 2025 and 31 March 2024, the Group has not defaulted in repayment of principal or payment of interest. Further, there have been no instances of breach of covenants, deferment, rescheduling, or any delays in meeting debt service obligations under any loan or borrowing arrangements.

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

18 Borrowings *(Continued)*

(iii) The Group has utilised the borrowings for the specific purposes for which they were sanctioned.

(iv) The Group does not have any charges or satisfactions, that are pending for registration with the Registrar of Companies beyond the period prescribed under the Companies Act, 2013 and the rules framed thereunder.

(v) Refer note 50 for the additional regulatory information.

(vi) Terms of repayments are as follows:

A Non-current borrowings including current maturities:

Particulars	As at 31 March 2025	As at 31 March 2024
1) Foreign currency term loans (FCTL) from CITI Bank N.A.:		
a) FCTL-VIII of $ 0.84 million i.e. ₹ 60.00 million is repayable in 16 equal quarterly installments of $ 0.05 million starting from 05 December 2020 to 05 September 2024 commenced after moratorium period of 1 year. It carries interest rate of 6.25% p.a.	-	8.73
b) FCTL-IX of $ 1.31 million i.e. ₹ 93.50 million is repayable in 16 equal quarterly installments of $ 0.08 million starting from 28 February 2021 to 28 November 2024 commenced after moratorium period of 1 year. It carries interest rate of 6.25% p.a.	-	20.43
2) Vehicle loans from Axis Bank Limited:		
Three vehicle loans of ₹ 11.10 million each is repayable in 60 equal monthly installments of ₹ 0.22 million starting from 01 February 2021 to 01 January 2026. It carries interest rate of 7.46% p.a.	6.39	13.55
Total non-current borrowings including current maturities	**6.39**	**42.71**

B Current borrowings:

Particulars	As at 31 March 2025	As at 31 March 2024
1) Loans repayable on demand from CITI Bank N.A.:	101.34	100.00
Facilities includes fund-based facility of ₹ 850.00 million (31 March 2024: ₹ 850.00 million). It carries interest rates ranging from 8.40% p.a. to 11.75% p.a.		
2) Loans repayable on demand from ICICI Bank Limited:	112.01	-
Facilities includes fund-based facility of ₹ 600.00 million (31 March 2024: ₹ 600.00 million) and non-fund-based facility of ₹ 55.00 million (31 March 2024: ₹ 55.00 million). It carries interest rates ranging from 8.25% p.a. to 9.05% p.a.		
3) Loans repayable on demand from State Bank of India:	74.78	-
Facilities includes fund-based facility of ₹ 400.00 million (31 March 2024: ₹ 400.00). It carries interest rates ranging from 8.91% p.a to 9.85% p.a.		
4) Loans repayable on demand from DBS Bank Limited:	69.36	-
Facilities includes fund-based facility of ₹ 350.00 million (31 March 2024: ₹ 350.00). It carries interest rate of 9.45% p.a.		
Total current borrowings	**357.49**	**100.00**

(vii) Nature of securities are as follows:

Working capital facilities from ICICI Bank Limited have been secured by way of first pari-passu charge on immovable and movable fixed assets of Dahej SEZ unit and movable fixed assets of Ankleshwar unit of the Holding Company. Further, secured by pari-passu charge on current assets (except Vadodara unit) of the Holding Company.

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

18 Borrowings *(Continued)*

Foreign currency term loans - VIII, IX and working capital facilities from CITI Bank N.A. have been secured by way of first pari-passu charge on immovable and movable fixed assets of Dahej SEZ unit and movable fixed assets of Ankleshwar unit and exclusive charge on immovable and movable fixed assets of Vadodara unit of the Holding Company. Further, secured by pari-passu charge on current assets of the Holding Company. Term Loans VIII and IX were fully repaid during the year ended 31 March 2025 and hence were not outstanding as at 31 March 2025.

Working capital facilities from State Bank of India have been secured by way of first pari-passu charge on immovable and movable fixed assets of Dahej SEZ unit and movable fixed assets of Ankleshwar unit of the Holding Company. Further, secured by pari-passu charge on current assets of the Holding Company.

Working capital facilities from DBS Bank Limited have been secured by way of first pari-passu charge on immovable fixed assets of Dahej SEZ unit and movable fixed assets of the Holding Company. Further, secured by pari-passu charge on current assets of the Holding Company.

Vehicle loans from Axis Bank Limited have been secured by way of hypothecation of respective vehicles and personal guarantees of promoters cum directors of the Holding Company.

19 Other financial liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
	Current	Current
Payables for purchase of property, plant and equipment	53.79	82.19
Forward contract payable	-	0.62
Interest accrued on borrowings	0.87	0.23
Dividend payable	0.03	0.02
Total	**54.69**	**83.06**

Refer note 43 and 44 for financial instruments - fair values and risk measurement respectively.

20 Provisions

Particulars	As at 31 March 2025		As at 31 March 2024	
	Non-current	Current	Non-current	Current
Employee benefits:				
Compensated absences (refer note 40)	13.98	4.24	13.34	3.62
Total	**13.98**	**4.24**	**13.34**	**3.62**

21 Other liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Advances received from customers	1.91	16.72
Employee benefits payable*	45.04	43.11
Expenses payable	62.78	32.68
Statutory dues payable	10.46	8.33
Deferred contract revenue (refer note 36)	70.22	21.72
Total	**190.41**	**122.56**

**Refer note 42 for employee benefits payable to related parties*

22 Trade payables

Particulars	As at 31 March 2025	As at 31 March 2024
Dues of micro and small enterprises	108.21	66.73
Dues of other than micro and small enterprises	218.68	383.58
Total	**326.89**	**450.31**

Notes:

(i) The Group does not have any trade payables to any directors or other officers of the Group Companies or any of them either severally or jointly with any other persons; or any firms or private companies respectively in which any director is a partner or a director or a member.

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

22 Trade payables *(Continued)*

(ii) Refer note 43 and 44 for financial instruments - fair values and risk measurement respectively.

(iii) Trade payables are non-interest bearing and are settled as per credit terms generally ranging from 30 to 180 days.

(iv) The Group does not have any trade payables to related parties.

(v) Refer note 50 for the additional regulatory information.

(vi) Trade payables ageing schedule:

Particulars	Outstanding for following period from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3years	More than 3 years	
As at 31 March 2025						
Undisputed:						
MSME	93.19	15.02	-	-	-	108.21
Others	199.15	19.53	-	-	-	218.68
Disputed:						
MSME	-	-	-	-	-	-
Others	-	-	-	-	-	-
Total	292.34	34.55	-	-	-	326.89
As at 31 March 2024						
Undisputed:						
MSME	62.85	3.88	-	-	-	66.73
Others	376.60	6.98	-	-	-	383.58
Disputed:						
MSME	-	-	-	-	-	-
Others	-	-	-	-	-	-
Total	439.45	10.86	-	-	-	450.31

23 Tax (assets)/liabilities (net)

	Particulars		As at 31 March 2025	As at 31 March 2024
A	**Deferred tax (assets)/ liabilities (net):**			
	Tax effect of items resulting in taxable temporary differences:			
	Accelerated depreciation		373.45	271.41
		(i)	373.45	271.41
	Tax effect of items resulting in deductible temporary differences:			
	MAT credit entitlement		(318.86)	(316.46)
	Disallowances under income tax (net)		(16.26)	(10.04)
	Share issue expenses		(25.74)	(46.36)
	Unabsorbed losses		(138.84)	(21.52)
		(ii)	(499.70)	(394.38)
	Total (i+ii)		(126.24)	(122.97)
B	**Current tax (assets) (net):**			
	Advance income tax		(70.60)	(22.30)
	Provision for income tax		0.90	1.20
	Total		(69.70)	(21.10)
C	**Current tax liabilities (net):**			
	Provision for income tax		20.16	0.76
	Total		20.16	0.76

Notes:

(i) The Holding Company has opted to continue under the normal provisions of the Income Tax Act, 1961 and has not availed the concessional tax regime under section 115BAA. Accordingly, deferred tax is measured at the rates expected to apply at the time of reversal based on enacted tax laws.

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

23 Tax (assets)/liabilities (net) *(Continued)*

(ii) The Holding Company is required to compute tax liability, based on higher of:

(a) Tax payable under the normal provisions of Income Tax Act, 1961; or

(b) Tax computed under minimum alternate tax (MAT) provisions u/s 115JB of Income Tax Act, 1961.
Any excess MAT over normal tax is recognised as a "MAT Credit Entitlement", treated as a deferred tax asset in accordance with Ind AS 12

(iii) The Group's significant components of deferred tax include

1. Taxable temporary differences

(a) Accelerated tax relief for the depreciation on property, plant and equipment

2. Deductible temporary differences:

(a) Unused minimum alternate tax (MAT) credit carried forward,

(b) Net disallowances under income tax includes:

(i) Other long-term employee benefits (compensated absences),

(ii) Forward exchange contracts (not designated as hedge), and

(c) Unabsorbed business losses,

(d) Share issue expenses

(iv) Movements in deferred tax (assets)/liabilities (net):

Particulars	As at 31 March 2025	Charged/(credited) - to balance sheet	Charged/(credited) - to profit and loss	Charged/(credited) - to other comprehensive income	As at 31 March 2024
Accelerated depreciation	373.45	-	102.04	-	271.41
MAT credit entitlement	(318.86)	-	(2.40)	-	(316.46)
Disallowances under income tax (net)	(16.26)	-	(6.22)	-	(10.04)
Share issue expenses	(25.74)	-	20.62	-	(46.36)
Unabsorbed losses	(138.84)	-	(117.32)	-	(21.52)
Remeasurement of defined benefits	-	-	0.89	(0.89)	-
Net deferred tax (assets)/liabilities	**(126.24)**	**-**	**(2.38)**	**(0.89)**	**(122.97)**

Particulars	As at 31 March 2024	Charged/(credited) - to balance sheet	Charged/(credited) - to profit and loss	Charged/(credited) - to other comprehensive income	As at 31 March 2023
Accelerated depreciation	271.41	-	144.80	-	126.61
MAT credit entitlement	(316.46)	-	(73.35)	-	(243.11)
Disallowances under income tax (net)	(10.04)	-	(2.98)	-	(7.06)
Share issue expenses	(46.36)	(13.98)	8.10	-	(40.47)
Unabsorbed losses	(21.52)	-	(21.52)		-
Remeasurement of defined benefits	-	-	0.69	(0.69)	-
Net deferred tax (assets)/liabilities	**(122.97)**	**(13.98)**	**55.74**	**(0.69)**	**(164.03)**

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

23 Tax (assets)/liabilities (net) *(Continued)*

(v) MAT credit entitlement:

The MAT credit can be utilised by the Holding Company in the subsequent years immediately succeeding the assessment year (A.Y.) in which such credit was generated. The credit can be adjusted in the year in which the liability of the Holding Company as per the normal provisions is more than the MAT liability. MAT credit can be carried forward only for a period of 15 years, after which it will lapse. The details of MAT credit recognised in respective A.Y., along with their expiry details are set out below:

Recognised for assessment year	Expiry assessment year	Year ended 31 March 2025	Year ended 31 March 2024
A.Y. 2020-21	A.Y. 2035-36	10.38	10.38
A.Y. 2021-22	A.Y. 2036-37	57.52	57.52
A.Y. 2022-23	A.Y. 2037-38	127.62	127.62
A.Y. 2023-24	A.Y. 2038-39	47.59	47.59
A.Y. 2024-25	A.Y. 2039-40	73.35	73.35
A.Y. 2025-26 (refer sub-note (vi))	A.Y. 2040-41	2.40	-
Balance at the end of the year		**318.86**	**316.46**

(vi) Deferred tax assets on MAT credit entitlement are recognised based on management's assessment of probable future taxable profits and the Group's ability to utilise such credits within the 15-year statutory period. MAT credit for A.Y. 2025-26 has been recognised based on provisional computations and may be subject to change upon finalisation of the income tax return.

(vii) During the year ended 31 March 2025, the Group did not recognise any deferred tax adjustment directly in other equity (31 March 2024: ₹ 13.98 million credited to securities premium on account of share issue expenses).

24 Revenue from operations

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Revenue from contract with customers:		
Sale of products	3,797.91	3,902.25
Sale of services	1.10	2.70
	3,799.01	**3,904.95**
Other operating revenue:		
Export incentives (refer note 37)	11.23	6.14
Sale of scrap	16.90	23.95
	28.13	**30.09**
Total	**3,827.14**	**3,935.04**

Notes:

(i) Refer note 36 for revenue from contract with customers as per Ind AS 115.

(ii) Refer note 41 for information about operating segment as per Ind AS 108.

(iii) Refer note 42 for related party transactions as per Ind AS 24.

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

25 Other income

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Interest income on:		
- deposits with banks	2.78	21.74
- deposits with others	2.09	1.78
- income tax refund	-	0.32
- others	-	0.12
Income from government grants or assistance (refer note 37):		
- interest subsidy under interest equalisation scheme	-	8.79
- assistance under market development assistance scheme	-	0.50
- stipend subsidy under national apprenticeship promotion scheme	0.10	0.16
- interest subsidy on technology upgradation fund scheme - Ind AS	-	0.09
- provident fund subsidy under aatmanirbhar bharat rojgar yojana	-	0.05
Net gain on foreign currency transaction and translation (refer note 38)	12.45	37.88
Liabilities no longer required written back	1.00	1.62
Net gain on sale of current investments	0.75	0.38
Fair valuation gains on current investments	-	1.51
Miscellaneous income	3.98	0.15
Total	**23.15**	**75.09**

26 Cost of materials consumed

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Inventories of raw materials at the beginning of the year	253.81	299.45
Add: Purchases of imported raw materials	574.69	736.47
Add: Purchases of indigenous raw materials	1,245.48	1,005.50
Less: Inventories of raw materials at the end of the year	336.34	253.81
Total	**1,737.64**	**1,787.61**

Notes:

(i) Refer note 7 for directly attributable 'cost of material consumed' transferred to intangible assets under development.

27 Purchases of stock-in-trade

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Chemical purchases*	29.80	36.03
Total	**29.80**	**36.03**

**Chemical purchases include other directly attributable costs incurred in bringing inventories to their present location and condition, in accordance with Ind AS - 2. Intercompany purchases of traded goods by the wholly owned foreign subsidiaries from Group companies have been eliminated in the consolidated financial statements in accordance with Ind AS 110 – Consolidated Financial Statements.*

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

28 Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Inventories at the beginning of the year:		
- Work-in-progress		
- Finished goods	718.49	589.67
- Finished goods-in-transit	204.38	229.83
- Traded goods	98.78	94.94
- Traded goods-in-transit	81.07	105.46
- Foreign currency fluctuation reserve	5.50	5.04
	(11.88)	(10.43)
Subtotal (i)	**1,096.34**	**1,014.52**
Inventories at the end of the year:		
- Work-in-progress	554.63	718.49
- Finished goods	102.10	204.38
- Finished goods-in-transit	125.91	98.78
- Traded goods	62.79	81.07
- Traded goods-in-transit	43.74	5.50
- Foreign currency fluctuation reserve	(14.80)	(11.88)
Subtotal (ii)	**874.37**	**1,096.34**
Total (i) - (ii)	**221.97**	**(81.82)**

29 Employee benefits expense

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Salaries and wages (refer note 42)	459.68	461.70
Contribution to provident and other funds (refer note 40)	17.84	18.18
Contribution to gratuity fund (refer note 40)	4.05	3.17
Staff welfare expenses	47.59	64.56
Total	**529.16**	**547.61**

Notes:

(i) Refer note 3, 5 and 7 for directly attributable 'employee benefits expense' capitalised as property plant and equipment or transferred to capital work-in-progress and intangible assets under development.

30 Finance costs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Interest expenses on:		
- term loans	0.70	4.81
- working capital loans	7.10	55.09
- vehicle loans	0.72	1.24
- late payment of statutory dues	0.44	0.34
- others	0.00	0.03
Other borrowing costs	3.94	3.81
Total	**12.90**	**65.32**

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

31 Depreciation and amortization expense

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Depreciation on property, plant and equipment (refer note 3)	265.24	251.51
Amortization on right-of-use asset (refer note 4)	2.39	2.39
Amortization on other intangible assets (refer note 6)	8.96	2.15
Total	**276.59**	**256.05**

32 Other expenses

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Consumables, stores and spares	90.02	86.11
Electricity, power and fuel	344.44	347.77
Rent (refer note 39)	16.11	15.44
Repairs and maintenance of:		
- Buildings	3.01	3.96
- Plant and equipment	47.23	58.20
- Others	20.03	26.03
Packing expenses	83.79	82.49
Effluent treatment expenses	50.45	41.99
Labour and service charges	-	1.02
Laboratory expenses	15.38	20.59
Insurance	17.14	21.60
Security expenses	10.63	11.74
Safety expenses	5.67	6.62
Sitting fees (refer note 42)	0.63	0.78
Printing and stationery expenses	5.06	5.79
Legal and professional fees	32.66	31.75
Audit fees	3.44	3.44
Rates and taxes	5.96	2.38
Membership fees and subscription expenses	2.37	2.92
Communication expenses	1.83	2.11
Bank commission and other charges	2.22	1.98
Travelling and conveyance expenses	10.00	13.59
Selling and business promotion expenses	49.01	54.18
Freight clearing and forwarding expenses	128.19	86.91
Commission and brokerage	7.17	5.59
CSR expenditure	12.57	13.49
Net loss on foreign currency transaction and translation (refer note 38)	-	9.73
Loss/(profit) on sale of property, plant and equipment (net)	1.18	1.48
Sundry balances written-off	0.05	1.40
Miscellaneous expenses	0.20	2.56
Total	**966.44**	**963.65**

Notes:

(i) Refer note 3, 5 and 7 for directly attributable 'other expenses' capitalised as property plant and equipment or transferred to capital work-in-progress and intangible assets under development

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

32 Other expenses *(Continued)*

(ii) Research and development expenditure: The Holding Company's R&D unit is recognised under section 35(2AB) of the Income-tax Act, 1961 by the Department of Scientific and Industrial Research (DSIR). Accordingly, capital and revenue expenditures incurred on eligible R&D activities are summarised below:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Capital expenditure	44.45	22.19
Revenue expenditure	83.94	79.42
Total	**128.39**	**101.61**

33 Tax expense/(benefits)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Current tax:		
-on profit for the year	15.80	75.62
-on short provision of tax relating to earlier years	(0.33)	0.79
Subtotal (i)	**15.47**	**76.41**
Deferred tax:		
-on decrease in deferred tax assets (net)	4.69	128.40
-on MAT credit entitlement	(2.39)	(73.36)
-on remeasurement of defined benefit liability/(assets)	0.89	0.69
Subtotal (ii)	**3.19**	**55.73**
Total (i) + (ii)	**18.66**	**132.14**

Notes:

(i) Reconciliation of effective tax rate:

The reconciliation between estimated income tax expense at statutory income tax rate and tax expense reported in the consolidated statement of profit and loss is given below:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Profit before tax (a)	75.79	435.68
Tax using the statutory tax rate @ 34.94% (31 March 2024: 34.94%)	26.49	152.24
Effect of :		
Non-allowable expenses	235.86	87.68
Allowable expenses	(235.94)	(229.02)
Tax holidays	-	(5.12)
Other deductions	(3.65)	(1.15)
Deferred tax	5.59	129.09
Tax in respect of earlier years	(0.33)	0.79
Tax rates differences of subsidiaries	(9.36)	(2.36)
Net tax expense (b)	**18.66**	**132.14**
Effective tax rate (b)/(a)	**24.62%**	**30.33%**

(ii) The Holding Company has opted to continue under the normal provisions of the Income Tax Act, 1961 and has not availed the concessional tax regime under section 115BAA. Accordingly, current tax is computed based on enacted laws. The wholly-owned subsidiaries have been paying income tax under respective Acts or Laws prevailing in the countries where subsidiaries are located. The Group is computing current tax on the basis of tax laws that have been enacted.

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million, except per share data)

33 Tax expense/(benefits) *(Continued)*

(iii) Refer note 23 for deferred tax and current tax (assets)/liabilities (net).

(iv) The Group has established a comprehensive system of maintenance of information and documents as required by transfer pricing legislation for its international transactions as well as specified domestic transactions with its associated enterprises. Management believes that all the above transactions are at arm's length price and the aforesaid legislations will not have any impact on the consolidated financial statement, particularly on the amount of tax expense and provision for taxation.

(v) During the years ended 31 March 2025 and 31 March 2024, the Group Companies does not have any transaction which is not recorded in the books of accounts, that has been surrendered or disclosed as income in the assessment under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961) or any other Tax Acts or Laws prevailing in countries where subsidiaries are located.

34 Other comprehensive income/(expense)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Items that will not be reclassified to profit or loss:		
Remeasurement (loss) of defined benefit plan obligations*	(3.06)	(2.36)
Income tax relating to items that will not be reclassified to profit or loss	0.89	0.69
Items that will be reclassified to profit or loss:		
Exchange differences in translating the financial statements of foreign operations	9.24	1.88
Total	**7.07**	**0.21**

**Refer note 40 for remeasurement (loss) of defined benefit plan obligations.*

35 Earnings per equity share (EPS)

	Particulars	Year ended 31 March 2025	Year ended 31 March 2024
	Face value per equity share (in ₹)	10	10
(a)	Profit for the year attributable to equity shareholders (numerator)	57.13	303.54
(b)	Number of equity shares at the beginning of the year	23,392,055	22,165,062
(c)	Equity shares issued or allotted during the year	-	1,226,993
(d)	Number of equity shares at the end of the year	23,392,055	23,392,055
(e)	Allotment date of equity shares issued or allotted during the year	Not Applicable	29 August 2023
(f)	Weighted average number of equity shares for calculating basic earnings per equity share (denominator)	23,392,055	22,889,189
(g)	Weighted average number of equity shares for calculating diluted earnings per equity share (denominator)	23,392,055	22,889,189
(h)	Earnings per equity share (in ₹):		
	- Basic	2.44	13.26
	- Diluted	2.44	13.26

Notes:

(i) In accordance with the requirements of Ind AS 33 - Earnings Per Share, basic and diluted earnings per equity share have been computed for continuing operations and presented for each reporting period. The Group has not discontinued any operations during the reporting periods.

(ii) The Group has only one class of equity shares having a par value of ₹ 10 per share. All equity shares rank pari passu with respect to entitlement to dividend and voting rights and share equally in the profits of the Group.

(iii) The Group does not have any outstanding dilutive instruments such as convertible securities, options, or contingently issuable shares as at the end of the reporting periods. Accordingly, the basic and diluted earnings per share are the same.

(iv) The weighted average number of equity shares used for computing earnings per share has been determined in accordance with the provisions of Ind AS 33, and represents the number of equity shares outstanding at the beginning of the year, adjusted for equity shares issued during the year, weighted on a time-apportioned basis.

(v) During the year ended 31 March 2024, the Holding Company has issued 1,226,993 equity shares of face value ₹ 10 each at ₹ 1,630 per share (including premium of ₹ 1,620 per share), aggregating ₹ 2,000 million via QIP on 29 August 2023. These shares were listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) on 30 August 2023.

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

36 Revenue from contract with customers

Revenue from sale of products is recognized at point in time, when the control over the goods has been transferred to the customer, which generally coincides with the date of shipment or delivery as per the terms of the contract. Revenue from sale of services is recognised on satisfaction of performance obligation over time or at a point in time, depending upon the contractual terms.

Specialty chemical business" has been identified as single operating segment for the purpose of making decision on allocation of resources and assessing its performance.

In line with paragraph 114 of Ind AS 115, the Group has presented disaggregated revenue disclosures which reflect the nature, amount, timing, and uncertainty of revenue and cash flows in a manner that is most representative of the Group's performance.

	Particulars	Year ended 31 March 2025	Year ended 31 March 2024
A	**Revenue from contract with customers (based on geographical location) recognised in the consolidated statement of profit and loss:**		
	Sale of products:		
	Outside India	2,353.64	2,765.92
	Within India	1,444.27	1,136.33
	Sale of services:		
	Outside India	1.10	2.70
	Total	3,799.01	3,904.95
B	**Disaggregation of revenue:**		
(i)	**Revenue based on type or nature of goods or services:**		
	Phase transfer catalysts (PTC)	1,254.98	1,067.15
	Structure directing agents (SDA)	1,197.21	1,655.01
	Electrolyte salts and solutions (ESS)	60.22	50.35
	Pharmaceutical and agrochemical intermediates and others (PASC)	1,285.50	1,129.74
	Other services	1.10	2.70
	Total	**3,799.01**	**3,904.95**
(ii)	**Revenue based on its timing of recognition:**		
	Goods or services transferred over a point of time	3,799.01	3,904.95
	Goods or services transferred over a period of time	-	-
	Total	**3,799.01**	**3,904.95**
(iii)	**Revenue based on contract duration:**		
	Short-term contracts	3,799.01	3,904.95
	Long-term contracts	-	-
	Total	**3,799.01**	**3,904.95**
(iv)	**Revenue based on relationship with the customers:**		
	Non-related parties	3,799.01	3,904.95
	Related parties (refer note 42)	-	-
	Total	**3,799.01**	**3,904.95**
C	**Reconciliation of the amount of revenue recognised in the consolidated statement of profit and loss with the contracted price:**		
	Revenue as per contracted price:	3,851.48	3,907.01
	Less: Sales returns or credits or reversals	(3.97)	(11.34)
	Less: Deferment of revenue during the year	(70.22)	(21.72)
	Add: Recognised as revenue during the year	21.72	31.00
	Revenue from contract with customers	**3,799.01**	**3,904.95**

Notes forming part of the Consolidated Financial Statements
for the year ended 31 March 2025

(Currency: ₹ in Million)

36 Revenue from contract with customers *(Continued)*

Particulars	As at 31 March 2025	As at 31 March 2024
D Current contract assets:		
Trade receivables (refer note 15)	825.27	698.52
Invoiced contract asset (refer note 14)	70.22	21.72
Contract assets	**895.49**	**720.24**
Current contract liabilities:		
Advances received from customers (refer note 21)	1.91	16.72
Deferred contract revenue (refer note 21)	70.22	21.72
Contract liabilities	**72.13**	**38.44**

Notes:

(i) There were no material changes in contract balances other than routine invoicing and receipts.

(ii) The Group has applied the practical expedient under paragraph 121 of Ind AS 115 and has not disclosed remaining performance obligations, as such contracts have an original duration of less than 12 months.

(iii) The Group has also applied the practical expedient under paragraph 63 of Ind AS 115 by not adjusting consideration for the effects of significant financing components, as the payment terms do not exceed one year.

37 Government grants

A Government grants recognised as deferred government grant in the consolidated balance sheet:

Particulars	As at 31 March 2025	As at 31 March 2024
Other liabilities (current):		
Deferred government grant		
Balance at the beginning of the year	-	0.09
Less: Credited to consolidated statement of profit and loss	-	(0.09)
Balance at the end of the year	**-**	**-**

B Government grants or assistance recognised in the consolidated statement of profit and loss:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Grants related to income:		
Revenue from operations:		
Other operating revenue (refer note 24):		
Export incentives:		
Duty drawback	4.18	3.73
Remission of duties or taxes on export products scheme (RODTEP)	7.05	2.41
	11.23	**6.14**
Other income:		
Income on government grants or assistance (refer note 25):		
Grant related to assets:		
- Technology upgradation fund scheme (TUFS) of State Government	-	0.09
Grants related to expenses:		
- Interest Equalisation Scheme of Central Government	-	8.79
- Market Development Assistance Scheme of State Government	-	0.50
- National Apprenticeship Promotion Scheme of Central Government	0.10	0.16
- Aatmanirbhar Bharat Rojgar Yojana of Central Government	-	0.05
	0.10	**9.59**
Total	**11.33**	**15.73**

Notes:

(i) The Group has not recognised any government grants or assistance where the conditions for recognition are not satisfied, or which are subject to contingencies.

Notes forming part of the Consolidated Financial Statements
for the year ended 31 March 2025

(Currency: ₹ in Million)

37 Government grants *(Continued)*

(ii) During the year ended 31 March 2025, the Group has de-recognised government grants aggregating to ₹ 0.53 million (31 March 2024: ₹ 0.04 million), comprising ₹ 0.39 million (31 March 2024: Nil) under the Duty Drawback Scheme and ₹ 0.14 million (31 March 2024: ₹ 0.04 million) under the Remission of Duties and Taxes on Exported Products (RoDTEP) Scheme. These amounts have been de-recognised, as the associated revenue from export of products has been deferred in accordance with Ind AS 115. Consiquently, the government grants linked to such transactions have also been de-recognised in accordance with Ind AS 20.

38 Foreign currency transactions and translation

Foreign exchange (gain)/loss recognised in the consolidated statement of profit and loss:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Realised foreign exchange (gain)	(12.21)	(24.39)
Unrealised foreign exchange (gain)	(0.24)	(3.76)
Net foreign exchange (gain)	**(12.45)**	**(28.15)**

39 Leases

Group as lessee:

Short-term leases: The Group has elected not to recognize right-of-use assets and lease liabilities for short-term leases of all assets that have a lease term of 12 months or less (short-term lease), leases of low-value assets and cancellable leases. The Group recognizes the lease payments associated with these leases as an expense in the consolidated statement of profit and loss.

The Group has taken leasehold land on long-term lease, these leases are entirely prepaid by the Group and does not have any future lease liability towards the same. (refer note 4)

Amounts recognised in the consolidated statement of profit and loss:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Other expenses:		
Rent:		
Short-term or cancellable leases	16.11	15.44
Total	**16.11**	**15.44**

40 Employee benefits

Employee benefits of the Group includes all forms of consideration (directly or indirectly) given by the Group in exchange for services rendered by its employees or on termination of employment.

A Short-term employee benefits:

Measurement and recognition:

The Group measures short-term employee benefits on an undiscounted basis and it does not involve any actuarial valuation on the same.

The Group has recognised short-term employee benefits expected to be paid:

a) as employee benefits expense in the consolidated statement of profit and loss, if it does not form part of the cost of an asset as per any other Ind AS (Ind AS 2 nventories or Ind AS 16 ""Property, plant and equipment) (refer note 29), and

b) as a current liability (employee benefits payable) or as a current asset (accrued expense) in the consolidated balance sheet, after deducting any amount already paid. (refer note 21)

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

40 Employee benefits *(Continued)*

B Post-employment benefits:

1 Defined contribution plans:

a) Description of plan:

The Group makes defined contribution to the recognised employee provident fund (EPF) as per provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and to employee state insurance corporation (ESIC) as per provisions of the Employees' State Insurance Act, 1948 for qualifying employees, which are recognised as employee benefits expense in the consolidated statement of profit and loss, on accrual basis when an employee renders the related service. The Group does not have any further contractual or constructive obligation, other than the contribution payable to the provident fund.

b) Measurement and recognition:

Under these contributions, the Group is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions payable to these plans by the Group are at rates specified in the provisions and rules of the related laws.

The Group has recognised defined contribution plans as follows:

(i) Amount recognised in consolidated statement of profit and loss:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Employee benefits expense:		
Contribution to statutory funds:		
Employers' contribution to EPF	17.46	17.59
Employers' contribution to ESIC	0.38	0.59
Total	**17.84**	**18.18**

(ii) Amount recognised in consolidated balance sheet:

Particulars	As at 31 March 2025	As at 31 March 2024
Other current liabilities:		
Statutory dues payable:		
Employers' provident fund payable	1.48	1.30
Employers' state insurance corporation payable	0.03	0.05
Total	**1.51**	**1.35**

2 Defined benefit plans:

i) Gratuity (funded):

a) Description of plan:

The Group makes annual contributions to defined benefit gratuity plan (funded) to finance the plan liability for qualifying employees. The gratuity fund is separately managed and administered by a trust (approved under the Income tax Act, 1961) and is legally separate from the Group. The plan is funded with Life Insurance Corporation of India (LIC) in the form of qualified insurance policy. The contribution towards the trust fund is done as per rule 103 of Income Tax Rules, 1962. The provisions of plan in accordance with the Payment of Gratuity Act, 1972 are as follows:

The eligible employees are entitled to post-retirement benefit at the rate of 15 days last drawn salary (monthly salary is calculated for 26 days) for each completed year of service until the retirement age of 58 years, subject to ceiling of ₹ 2 million:

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

40 Employee benefits *(Continued)*

(i) On termination of employment due to superannuation or early retirement or resignation: with vesting period of 5 years of service.

(ii) On death or permanent disablement in service: without any vesting period.

Where employees leave the Group prior to full vesting of the contributions, the contribution payable by the Group is reduced by the amount of forfeited contributions.

Governance of plan:

The fund is managed by a trust which is governed by the Board of trustees. The Board of trustees are responsible for the administration, for overall governance of the plan assets, for the definition of the investment strategy and to act in accordance with the provisions of the trust deed and rules in the best interests of the plan participants. They do periodic reviews of the solvency of the fund and play a role in the long-term investment, risk management and funding strategy.

Investment strategy:

The investment strategy in respect of its funded plans is implemented within the framework of the applicable statutory requirements. The plan exposes the Group to various actuarial risks such as:

(i) Interest rate risk: A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.

(ii) Salary inflation risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

(iii) Investment risk: The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to market yields at the end of the reporting period on government bond yields; if the return on plan asset is below this rate, it will create a plan deficit. Currently, the plan has a relatively balanced investment in government securities and other debt instruments.

(iv) Asset liability matching (ALM) risk: The plan faces the ALM risk, as to the matching cash flows. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk.

(v) Longevity (mortality) risk: The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

(vi) Concentration risk: The plan is having a concentration risk, as all the assets are invested with the insurance company and a default will wipe out all the assets. Although probability of this is very low as insurance companies have to follow stringent regulatory guidelines which mitigate risk.

b) Measurement and recognition:

The present value of the defined benefit obligation and the related current service cost and past service cost is determined based on actuarial valuation as at the reporting date and is measured using the "projected unit credit method", which recognizes each period of service as giving rise to additional units of employees benefit entitlement and measures each unit separately to build-up the final obligation.

The obligations are measured at the present value of the estimated future cash flows by applying various valuation assumptions (referred below). The discount rate used for determining the present value of the obligation is based on the market yields on Government bonds as at the date of actuarial valuation.

For the purpose of calculation, past service is rounded to the nearest integer. Suitable application of the ₹ 2 million ceiling has been considered while conducting the valuation and during the years ended 31 March 2025 and 31 March 2024, there were no plan amendments, curtailments and settlements.

The most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out at 31 March 2025 and this valuation has been done in conformity with the Actuarial Practice Standard 27 (APS 27) and the relevant guidance notes issued by Institute of Actuaries of India.

The Group has recognised actuarial gains or losses (net of tax) immediately in the other comprehensive income (OCI)

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

40 Employee benefits *(Continued)*

The principal assumptions used for the purposes of actuarial valuation of defined benefit plans were as follows:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Demographic assumptions:		
Mortality rate	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)
Retirement age	58 years	58 years
Attrition rate	For service less than 5 years 25.00% p.a. For service 5 years and above 5.00% p.a.	For service less than 5 years 25.00% p.a. For service 5 years and above 5.00% p.a.
Financial assumptions:		
Salary escalation rate	8%	8%
Discount rate and expected return on plan assets	6.72% p.a. (Indicative G.Sec referenced as on 28 March 2025) for the tenure of 8 years	7.21% p.a. (Indicative G.Sec referenced as on 28 March 2024) for the tenure of 8 years
Average expected future service	8 years	8 years

The Group has recognised defined benefits plans as follows:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
(i) Amount recognised in consolidated statement of profit and loss:		
Employee benefits expense:		
Current service cost	4.55	3.60
Past service cost and (gain)/loss on settlements	-	-
Net interest (income)	(0.50)	(0.43)
Total	**4.05**	**3.17**
(ii) Amount of actuarial gains or losses recognised in other comprehensive income (OCI):		
Remeasurement of net defined benefit liability:		
Return on plan assets (excluding amounts included in net interest cost)	0.24	0.26
Actuarial losses arising from changes in financial assumptions	1.74	0.56
Actuarial losses arising from experience adjustments	1.08	1.54
Total	**3.06**	**2.36**

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

40 Employee benefits *(Continued)*

Particulars	As at 31 March 2025	As at 31 March 2024
(iii) Amount recognised in consolidated balance sheet:		
Present value of funded defined benefit obligation (increased by 29.15%)	(35.89)	(27.79)
Fair value of plan assets	36.27	34.77
Net asset arising from defined benefit obligation	**0.38**	**6.98**
Non-current	-	-
Current	0.38	6.98
Total	**0.38**	**6.98**
(iv) Reconciliation of net (asset)/liability recognised in consolidated balance sheet:		
Net (asset) at the beginning	(6.98)	(5.86)
Expenses recognised in consolidated statement of profit and loss	4.05	3.17
Expenses recognised in other comprehensive income (OCI)	3.06	2.36
Benefits paid directly by employer	-	-
Employers' contribution	(0.51)	(6.65)
Net (asset) at the end	**(0.38)**	**(6.98)**
(v) Movement in the present value of the defined benefit obligation:		
Defined benefit obligation at the beginning	27.79	20.92
Current service cost	4.55	3.60
Interest cost	2.01	1.55
Remeasurement (gains)/losses:		
Actuarial losses arising from changes in financial assumptions	1.74	0.56
Actuarial losses arising from experience adjustments	1.08	1.54
Past service cost	-	-
Benefits paid from the fund	(1.28)	(0.38)
Defined benefit obligation at the end	**35.89**	**27.79**
(vi) Movement in the fair value of the plan assets:		
Fair value of plan assets at the beginning	34.77	26.78
Interest income	2.51	1.98
Return on plan assets (excluding amounts included in interest income)	(0.24)	(0.26)
Contributions from the employer	0.51	6.65
Benefits paid from the fund	(1.28)	(0.38)
Fair value of plan assets at the end	**36.27**	**34.77**
(vii) Composition of the plan assets:		
Qualified insurance policy	100%	100%
Total	**100%**	**100%**

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
(viii) Net interest (income)/expenses:		
Present value of the defined benefit obligation at the beginning	27.79	20.92
Fair value of the plan assets at the beginning	(34.77)	(26.78)
Net (asset) at the beginning	(6.98)	(5.86)
Interest cost	2.01	1.55
Interest income	(2.51)	(1.98)
Net interest (income)	(0.50)	(0.43)

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

40 Employee benefits *(Continued)*

c) Sensitivity analysis:

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below has been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

Particulars	As at 31 March 2025		As at 31 March 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(3.40)	4.04	(2.63)	3.13
Employee turnover (1% movement)	(0.52)	0.58	(0.32)	0.35
Future salary growth (1% movement)	3.79	(3.37)	2.98	(2.64)

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation, as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation recognised in the consolidated balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

Each year an asset liability matching study is performed in which the consequences of the strategic investment policies are analysed in terms of risk and return profiles. Investment and contribution policies are integrated within this study.

d) Past service analysis:

The distribution of liability on defined benefit plans over different ranges of past service intervals is as follows:

Particulars	As at 31 March 2025	As at 31 March 2024
Less than 5 years	14.62%	16.80%
5 years and above	85.38%	83.20%
Total	**100.00%**	**100.00%**

e) Analysis of discontinuance liability:

The liability on discontinuance basis is the amount the Group has to pay if the Group discontinues its business on the valuation date. The discontinuance liability (undiscounted accrued benefits) ignoring vesting criterion, if any on the valuation date and the distribution of the discontinuance liability for vested and non-vested employees is as follows:

Particulars	As at 31 March 2025	As at 31 March 2024
Discontinuance liability (increased by 16.16%)	34.50	29.70
Vested employees	76.86%	72.36%
Non-vested employees	23.14%	27.64%

f) Maturity analysis:

The expected effect of defined benefit payments on the Group's future cash flows will be as follows:

Particulars	As at 31 March 2025	As at 31 March 2024
Less than 1 year	3.30	1.41
Between 2 to 5 years	8.69	7.50
Over 5 years	74.21	63.30

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

40 Employee benefits *(Continued)*

C Other long-term employee benefits:

i) Compensated absences (non-funded):

a) Description of plan:

The plan is non-funded and non-contributory defined benefits and cover the Group's liability for privilege leave. Under the compensated absences plan, leave encashment is payable to eligible employees on separation from the Group due to death, retirement, superannuation or resignation, at the rate of daily last drawn salary (monthly salary is calculated for 26 days), as per current accumulation of leave days. Other provisions of the plan are:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Encashment on separation	Yes	Yes
Encashment while in service	Yes	Yes
Availment while in service	Yes	Yes
Maximum accumulations (in days)	30	30
Maximum encashment (in days)	30	30
Excess over maximum accumulations	Encashed	Encashed
Vesting criteria	No	No

Accumulating paid absences may be either vesting (in other words, employees are entitled to a cash payment for unused entitlement on superannuation or resignation or retirement) or non-vesting (when employees are not entitled to a cash payment for unused entitlement on superannuation or resignation or retirement). An obligation arises, when employees render service that increases their entitlement to future paid absences. The obligation exists and is recognised, even if the paid absences are non-vesting, although the possibility that employees may leave before they use an accumulated non-vesting entitlement affects the measurement of that obligation.

b) Measurement and recognition:

The present value of the other long-term employee benefit and the related current service cost and past service cost is determined based on actuarial valuation as at the reporting date and is measured using the "projected unit credit method", which recognizes each period of service as giving rise to additional units of employees benefit entitlement and measures each unit separately to build-up the final obligation.

The obligations are measured at the present value of the estimated future cash flows by applying various valuation assumptions (referred below). The discount rate used for determining the present value of the obligation is based on the market yields on Government bonds as at the date of actuarial valuation.

Based on the Group's past experience, the leave balances are split up into three proportions; leaves for while in service availment, leaves for while in service encashment and leaves for encashment on exit. This proportion is considered to follow the last in first out (LIFO) approach as guided in the Ind AS 19. During the years ended 31 March 2025 and 31 March 2024, there were no plan amendments, curtailments and settlements.

The most recent actuarial valuation of the present value of the other long-term employee benefits were carried out at 31 March 2025 and this valuation has been done in conformity with the Actuarial Practice Standard 27 (APS 27) and the relevant guidance notes issued by Institute of Actuaries of India.

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

40 Employee benefits *(Continued)*

The principal assumptions used for the purposes of actuarial valuation of other long-term employee benefits are same assumptions that are used in actuarial valuation of defined benefit plan (gratuity) (referred above), except two additional demographic assumptions which were as follows:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Demographic assumptions:		
While in service availment rate (for compensated absences)	3% of the total leave (for all future years)	3% of the total leave (for all future years)
While in service encashment rate (for compensated absences)	5.00% of the leave balance (for the next year)	5.00% of the leave balance (for the next year)

The Group has recognised actuarial gains or losses on other long-term employee benefits as follows:

(i) Amount recognised in consolidated statement of profit and loss:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Employee benefits expense:		
Salaries and wages:		
Compensated absences	7.76	6.81
Total	**7.76**	**6.81**

(ii) Amount recognised in consolidated balance sheet:

Particulars	As at 31 March 2025	As at 31 March 2024
Present value of unfunded other long-term employee benefits (increased by 7.43%)	18.22	16.96
Total liability arising from other long-term employee benefits	**18.22**	**16.96**
Non-current	13.98	13.34
Current	4.24	3.62
Total	**18.22**	**16.96**

c) Sensitivity analysis :

Significant actuarial assumptions for the determination of the other long-term benefits obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below has been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

Particulars	As at 31 March 2025		As at 31 March 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(1.05)	1.22	(0.98)	1.13
Employee turnover rate (1% movement)	(0.14)	0.16	(0.10)	0.11
Future salary growth rate (1% movement)	1.19	(1.05)	1.11	(0.98)

The sensitivity analysis presented above may not be representative of the actual change in the other long-term employee benefits obligation, as it is unlikely that the change in assumptions would occur in isolation of one another, as some of the assumptions may be correlated.

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

40 Employee benefits *(Continued)*

Furthermore, in presenting the above sensitivity analysis, the present value of the other long-term benefits obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation recognised in the consolidated balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

d) Past service analysis:

The distribution of liability on compensated absences over different ranges of past service intervals is as follows:

Particulars	As at 31 March 2025	As at 31 March 2024
Less than 9 years	79.29%	84.04%
Between 10-19 years	19.21%	14.46%
Between 20-29 years	1.50%	1.50%
Total	**100.00%**	**100.00%**

e) Analysis of discontinuance liability:

The liability on discontinuance basis is the amount the Group has to pay if the Group discontinues its business on the valuation date. The discontinuance (undiscounted accrued benefits) liability ignoring vesting criterion, if any on the valuation date is as follows:

Particulars	As at 31 March 2025	As at 31 March 2024
Discontinuance liability (increased by 2.55%)	16.11	15.71

During the year ended 31 March 2025, the provision for discontinuance liability and other long-term employee benefits includes ₹ 0.43 million (31 March 2024: ₹ 0.13 million) towards benefits that have accrued to employees but remain unpaid as at the reporting date.

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

41 Segment reporting

In accordance with the principles laid down under Ind AS 108 - Operating Segments, the Group has identified reportable segments based on the internal reports that are regularly reviewed by the Chief Operating Decision Maker (CODM) to allocate resources and assess performance. The Group has evaluated its business segments and determined that "specialty chemical business" represents the single operating and reportable segment for the Group.

A Information about geographical areas:

(i) Revenue from contract with customers by geography*:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Outside India	2,354.74	2,768.62
Within India	1,444.27	1,136.33
Total	**3,799.01**	**3,904.95**

**Revenue from contract with customers has been allocated based on the location of customers.*

(ii) Non-current assets by geography*:

Particulars	As at 31 March 2025	As at 31 March 2024
Within India	5,709.89	5,207.94
Outside India	0.15	0.18
Total	**5,710.04**	**5,208.12**

**Non-current assets have been allocated based on the geographic location of the respective assets.*

B Information about major customers:

(i) Customers contributing more than 10% of the total revenue from contract with customers:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Customer 1	21%	36%
Customer 2	15%	17%
Customer 3	14%	7%

(ii) Customers contributing more than 10% of the outstanding trade receivables:

Particulars	As at 31 March 2025	As at 31 March 2024
Customer 1	26%	19%
Customer 2	24%	32%
Customer 3	11%	10%

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

42 Related party disclosures

A Related parties:

The Group does not have any step down subsidiaries, associates or joint ventures. In accordance with Ind AS 24, the Group has identified the following as related parties for the year ended 31 March 2025 and 31 March 2024:

1 Key managerial personnel (KMP) and relatives of KMP:

(a) KMP:

Executive directors	Designation
Mr. Chintan Nitinkumar Shah	Chairman and Managing Director
Mr. Ajaykumar Mansukhlal Patel	Whole Time Director
Mr. Shekhar Rasiklal Somani	Whole Time Director
Non-executive directors	
Dr. Manher Chimanlal Desai	Independent Director
CA Subhash Ambubhai Patel	Independent Director
Dr. Avani Rajesh Umatt	Independent Director
Other KMP	
Mr. Ashok Bothra	Chief Financial Officer
Mr. IshwarNayi	Company Secretary and Compliance Officer

(b) Relatives of KMP:

Ms. Darshana Nitinkumar Shah	
Ms. Shital Chintan Shah	
Ms. Priti Ajay Patel	
Ms. Kajal Shekhar Somani	
Ms. Shimoni Chintan Shah	Executive - International Sales
Mr. Aryan Shekhar Somani	Management Trainee- Business Development
Mr. Samirkumar Rasiklal Somani	
Mr. Shitalkumar Rasiklal Somani	

2 Enterprises over which KMP and their relatives are able to exercise significant influence or control:

M/s Ajay Mansukhlal Patel HUF	Shital R Somani HUF
Arete Virtue Jewels	Shree Sai Baba Petroleum
Bakia Laboratories	Star Enterprise
M/s Chintan N Shah HUF	Sardar Medical
Kirit H. Shah HUF	Unigroup Resources LLP
Marvel Indenting Private Limited	Universal Distributors
Premier Solution Private Limited	Universal House
Samir Rasiklal HUF Somani	Voltajar Technology Private Limited (up to 26 June 2024)
Shekhar Rasiklal Somani Ancestral	D. J. Shah Investment Finance Private Limited

Tatva Chintan Pharma Chem Private Limited Employees Group Gratuity Scheme

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

42 Related party disclosures *(Continued)*

B Transactions with related parties:

All transactions with related parties were entered in the ordinary course of business and on an arm's length basis. These were approved by the Audit Committee and are in compliance with section 188 of the Companies Act, 2013 and regulation 23 of SEBI (LODR) Regulations, 2015.

The aggregate value of the Group's transactions with related parties are as follows:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
1 KMP and relatives of KMP:		
(i) Employee benefits expense:		
Mr. Chintan Nitinkumar Shah	17.13	13.39
Mr. Ajaykumar Mansukhlal Patel	17.13	13.39
Mr. Shekhar Rasiklal Somani	17.13	13.39
Mr. Ashok Bothra	6.52	6.54
Mr. Ishwar Nayi	1.44	1.09
Ms. Shimoni Chintan Shah	0.30	0.33
Mr. Aryan Shekhar Somani	0.10	0.25
Subtotal	**59.75**	**48.38**
(ii) Other expenses:		
Sitting fees:		
CA Subhash Ambubhai Patel	0.23	0.29
Dr. Manher Chimanlal Desai	0.21	0.27
Dr. Avani Rajesh Umatt	0.19	0.22
Subtotal	**0.63**	**0.78**
Reimbursement of expenses:		
Mr. Chintan Nitinkumar Shah	0.01	0.02
Mr. Ajaykumar Mansukhlal Patel	0.47	0.04
Mr. Shekhar Rasiklal Somani	0.29	0.47
Mr. Ashok Bothra	0.00	0.00
Mr. Ishwar Nayi	0.01	0.01
Ms. Shimoni Chintan Shah	0.07	0.00
Subtotal	**0.85**	**0.54**
(iii) Other equity:		
Dividend paid (refer note 17):		
Mr. Shekhar Rasiklal Somani	10.79	10.79
Mr. Chintan Nitinkumar Shah	9.79	9.79
Mr. Ajaykumar Mansukhlal Patel	8.00	8.00
M/s Ajay Mansukhlal Patel HUF	1.43	1.43
Ms. Priti Ajay Patel	1.80	1.80
M/s Chintan N Shah HUF	0.90	0.90
Ms. Darshana Nitinkumar Shah	0.08	0.08
Ms. Kajal Shekhar Somani	0.44	0.44
Ms. Shital Chintan Shah	0.46	0.46
Mr. Samirkumar Rasiklal Somani	0.00	0.00
Mr. Shitalkumar Rasiklal Somani	0.00	0.00
Subtotal	**33.69**	**33.69**
Total KMP and relatives of KMP	**94.92**	**83.39**

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

42 Related party disclosures *(Continued)*

C Balances with related parties:

The aggregate value of the Group's outstanding balances with related parties are as follows:

Particulars	Maximum outstanding for the year ended 31 March 2025	Outstanding balances as at 31 March 2025	Outstanding balances as at 31 March 2024
1 KMP and relatives of KMP:			
(i) Other current liabilities:			
(a) Employee benefits payable:			
Mr. Chintan Nitinkumar Shah	0.76	0.76	-
Mr. Ajaykumar Mansukhlal Patel	0.76	0.76	-
Mr. Shekhar Rasiklal Somani	0.77	0.77	-
Mr. Ashok Bothra	0.32	0.28	0.23
Mr. Ishwar Nayi	0.11	0.09	0.09
Ms. Shimoni Chintan Shah	0.02	0.02	0.02
Mr. Aryan Shekhar Somani	0.02	0.01	0.02
Subtotal		**2.69**	**0.36**
(b) Expenses payable:			
Reimbursement of expenses:			
Mr. Shekhar Rasiklal Somani	0.05	0.02	0.02
Mr. Ishwar Nayi	0.00	0.00	-
Subtotal		**0.02**	**0.02**
Total KMP and relatives of KMP		**2.71**	**0.38**

Notes:

(i) None of the directors are related to each other or to any other KMP, as per section 2(77) of the Companies Act, 2013.

(ii) The Group has not entered into any service contracts with its directors or KMP, that provide for benefits on termination other than statutory entitlements.

(iii) The Group does not have any profit-sharing, stock option plans, contingent or deferred compensation arrangements with its directors or KMP.

(iv) All the KMP's (other than executive directors) are interested in the Group Companies only to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of their service.

(v) All the KMP's other than its executive directors, are on regular employment contracts with the Group.

(vi) The directors have not received any kind of remuneration from any subsidiary.

Notes forming part of the Consolidated Financial Statements
for the year ended 31 March 2025

(Currency: ₹ in Million)

43 Financial instruments

A Categories of financial assets and financial liabilities:

The Group's financial assets and financial liabilities can be categorised as follows:

(i) The Group has carried its investments in equity instruments of subsidiaries at deemed cost less provision for impairment, if any as per paragraph D15 of Ind AS 101 "First-time adoption of Indian accounting standards". The Group does not have any investment in equity instruments "designated" at FVTOCI.

(ii) All financial assets and financial liabilities of the Group are measured at "amortised cost" except current investments, which have been designated to be measured at FVTPL

(iii) The Group does not have any financial assets measured at FVTOCI.

(iv) During the years ended 31 March 2025 and 31 March 2024, the Group has not undertaken any reclassification or offsetting of financial assets and financial liabilities.

(v) Refer note 15 for movement in loss allowance for expected credit losses on trade receivables.

(vi) The Group does not have any type of compound financial instruments.

(vii) Refer note 18 for details on security provided against financial assets and confirmation of no defaults or breaches in relation to borrowings.

(viii) The Group has disclosed carried amount, net gains or losses if any, interests' income and interest expenses of all the categories of financial assets and liabilities in respective notes forming part of consolidated financial statements.

B Hedge accounting:

Derivatives not designated as hedging instruments: The Group uses foreign currency denominated borrowings and foreign exchange forward contract to manage its transaction exposures. The foreign exchange forward contracts are not designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions, generally from 4 to 6 months.

The Group does not use cash flow hedges, fair value hedges, hedging of net investment in foreign operations and embedded derivatives.

C Fair values:

The Group's management have assessed that the "carrying amounts" of financial assets and liabilities other than those valued at Level 1 and Level 2 are considered to be reasonable approximation of their "fair values" due to their current and short-term nature. Accordingly, the Group has not separately disclosed fair values as per paragraph 29 of Ind AS 107 " Financial instruments: disclosures

D Fair value hierarchy:

The fair value of financial instruments has been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

Level 1 quoted prices in an active market: This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of investment in quoted equity shares and mutual funds. It has been valued using the closing price as at the reporting period on the stock exchanges.

Level 2 valuation techniques with observable inputs: This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices). The fair value of these instruments is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2

Level 3 valuation techniques with significant unobservable inputs: This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair value is determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor based on available market data.

Notes forming part of the Consolidated Financial Statements
for the year ended 31 March 2025

(Currency: ₹ in Million)

43 Financial instruments *(Continued)*

E Measurement of fair values:

The Group's management have used its best judgement in estimating the fair value of its financial instruments. When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Group could have realised or paid in transactions as of respective dates. As such, fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.

F Recognition and classification of financial assets and financial liabilities (non-current and current):

Particulars	FVTPL	FVTOCI	Amortised cost	Total	Fair value hierarchy		
					Level 1	Level 2	Level 3
As at 31 March 2025							
Financial assets:							
Investments	-	-	-	-	-	-	-
Trade receivables	-	-	825.27	825.27	-	-	-
Cash and cash equivalents	-	-	113.74	113.74	-	-	-
Other bank balance	-	-	27.22	27.22	-	-	-
Loans	-	-	2.37	2.37	-	-	-
Other financial assets	2.72	-	51.11	53.83	-	2.72	-
Total	**2.72**	**-**	**1,019.71**	**1,022.43**	**-**	**2.72**	**-**
Financial liabilities:							
Borrowings	-	-	363.88	363.88	-	-	-
Trade payable	-	-	326.89	326.89	-	-	-
Other financial liabilities	-	-	54.69	54.69	-	-	-
Total	**-**	**-**	**745.46**	**745.46**	**-**	**-**	**-**
As at 31 March 2024							
Financial assets:							
Investments	100.51	-	-	100.51	100.51	-	-
Trade receivables	-	-	698.52	698.52	-	-	-
Cash and cash equivalents	-	-	353.04	353.04	-	-	-
Other bank balance	-	-	29.88	29.88	-	-	-
Loans	-	-	2.41	2.41	-	-	-
Other financial assets	-	-	49.62	49.62	-	-	-
Total	**100.51**	**-**	**1,133.47**	**1,233.98**	**100.51**	**-**	**-**
Financial liabilities:							
Borrowings	-	-	142.71	142.71	-	-	-
Trade payable	-	-	450.31	450.31	-	-	-
Other financial liabilities	0.62	-	82.44	83.06	-	0.62	-
Total	**0.62**	**-**	**675.46**	**676.08**	**-**	**0.62**	**-**

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

44 Financial instruments-risk management

The Board of Directors has the overall responsibility for establishing and governing the Group's risk management framework. The Group has constituted a risk management committee, which is responsible for developing and monitoring the Group's risk management policies. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy accordingly. The key risks and mitigating actions have also been placed before the Audit Committee. This note explains the nature, extent and sources of risks arising from financial instruments to which the Group is exposed at the end of the reporting years and how the entity manages the risk and the related impact in the consolidated financial statements.

The Group's financial liabilities comprise mainly of borrowings, trade payables and other payables. The Group's financial assets comprise mainly of investments, cash and cash equivalents, other bank balances, loans, trade receivables and other receivables. The Group's business activities are exposed to a variety of financial risks namely:

A. Credit risk

B. Liquidity risk and

C. Market risk

A. Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual and performance obligations resulting in financial loss to the Group. Credit risk encompasses both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks.

Group's credit risks principally arise from trade receivables and other receivables, from investments, from cash and cash equivalents, from forward exchange contracts and from security deposits or other deposits. The maximum credit exposure associated with financial assets is equal to the carrying amount. Details of the credit risk specific to the Group along with relevant mitigation procedures adopted have been enumerated below:

Trade and other receivables:

Customer credit risk has been managed by the Group and is subject to established policy, procedures and controls relating to customer credit risk management by establishing credit limits, credit approvals and monitoring the credit worthiness of the customers to which the Group extends the credit in the normal course of the business. The Group uses publicly available financial information and its own trading records to rate its major customers. The Group's exposure and the credit ratings (if available) of its counterparties are continuously monitored. The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables.

Refer note 15, 36 and 41 for other disclosures related to trade receivables.

Other financial assets:

Other financial assets include investments, security deposits, forward exchange contracts, cash and cash equivalents, loans, other bank balance and other receivables.

- Investments in mutual funds are made only in large fund houses of good repute and credit worthiness.
- Security deposits have been given to various government authorities including other counterparties. Being government authorities, the Group believe that it does not has any exposure to credit risk. Security deposits to others are subject to established policy, procedures and controls relating to counterparty credit risk management by monitoring their credit worthiness, etc.
- Foreign exchange forward contracts (not designated as hedging instruments) have been taken with the intention of reducing foreign exchange risk of expected transactions. The Group attempts to limit the credit risk by only dealing with reputable banks having high credit-ratings assigned by credit-rating agencies.
- Cash and cash equivalents and fixed deposits are placed with banks having good reputation and having high credit-ratings assigned by international credit-rating agencies.

Refer note 8 to 12 for other disclosures related to other financial assets.

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

44 Financial instruments-risk management *(Continued)*

B Liquidity risk:

Liquidity risk is the risk that the Group will face in meeting its obligations associated with its financial liabilities. The Group's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions. The Group has maintained a cautious liquidity strategy, with a positive cash balance throughout the years reported. Cash flow from operating activities provides the funds to service the financial liabilities on a day-to-day basis. The Group regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short-term surplus cash generated, over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required) and any excess is invested in interest bearing term deposits with appropriate maturities to optimise the cash returns on investments while ensuring sufficient liquidity to meet its liabilities. The Group also manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Exposure to liquidity risk:

The following table shows the maturity analysis of the Group's financial liabilities based on contractually agreed undiscounted cash flows, along with its carrying value as at the balance sheet date. It includes principal, estimated interest payments and exclude the impact of netting agreements. The contractual maturity is based on the earliest date on which the Group may be required to pay.

Particulars	Carrying amount	Contractual maturities		Total
		Less than 1 year	More than 1 year	
Non-derivative financial liabilities:				
As at 31 March 2025				
Borrowings	363.88	363.88	-	363.88
Trade payables	326.89	326.89	-	326.89
Other financial liabilities	54.69	54.69	-	54.69
Total	**745.46**	**745.46**	**-**	**745.46**
As at 31 March 2024				
Borrowings	142.71	136.32	6.39	142.71
Trade payables	450.31	450.31	-	450.31
Other financial liabilities	82.44	82.44	-	82.44
Total	**675.46**	**669.07**	**6.39**	**675.46**

C Market risk:

Market risk is the risk, that the fair value or future cash flows of a financial instrument will fluctuate because of changes in the market prices. The Group is exposed in the ordinary course of its business to risks related to changes in foreign currency exchange rates and interest rates.

(i) Currency risk:

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's functional currency is Indian Rupees (₹). The Group has exposure to foreign currency mainly by way of trade receivables, cash and cash equivalents, borrowings and trade payables (primarily $ and €) and is therefore exposed to foreign exchange risk. Volatility in exchange rates affects the Group's revenue from exports markets and the costs of imports, primarily in relation to exports with respect to the US-dollar. Adverse movements in the exchange rate between the Rupee and the relevant foreign currency results in increase in the Group's overall debt position in Rupee terms without the Group having incurred additional debt.

In order to minimize adverse effects on the financial performance, the Group has entered into foreign exchange forward contracts (not designated as hedging instruments) to hedge foreign currency exchange risk. All hedging activities are carried out in accordance with the Group's internal risk management policy, as approved by the Board, and in accordance with the applicable regulations where the Group operates. Such decisions are taken after considering many factors such as upside potential, cost of structure and the downside risks etc. Weekly reports are submitted to management on the covered and open positions and mark to market (MTM valuation).

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

44 Financial instruments-risk management *(Continued)*

Exposure to currency risk:

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities (Unhedged foreign currency exposure) at the end of the reporting period are as follows:

Particulars	As at 31 March 2025			As at 31 March 2024		
	$	€	Total	$	€	Total
Financial assets:						
Trade receivables	466.49	-	466.49	437.64	-	437.64
Cash and cash equivalents	100.50	1.54	102.04	198.56	2.50	201.06
Other financial assets	2.72	-	2.72	-	-	-
Total Financial assets	**569.71**	**1.54**	**571.25**	**636.20**	**2.50**	**638.70**
Financial liabilities:						
Borrowings	-	-	-	29.16	-	29.16
Trade payables	60.16	1.58	61.74	199.02	13.33	212.35
Other financial liabilities	-	-	-	0.05	-	0.05
Total Financial liabilities	**60.16**	**1.58**	**61.74**	**228.23**	**13.33**	**241.56**

At the end of the reporting years the total notional amount of outstanding foreign currency contracts that the Group has committed to are as below:

Particulars	As at 31 March 2025		As at 31 March 2024	
	in $	in ₹	in $	in ₹
Foreign currency forwards-sell	9.25	791.92	7.66	638.91
Foreign currency forwards-buy	(0.04)	(3.83)	-	-

The following significant exchange rates have been applied during the reporting years:

Particulars	Year ended 31 March 2025		Year ended 31 March 2024	
	1 $	1 €	1 $	1 €
Opening rate as at 01 April	83.37	90.22	82.22	89.61
Average rate	84.55	90.76	82.79	89.81
Closing rate as at 31 March	85.58	92.32	83.37	90.22

Foreign currency sensitivity analysis:

The following tables demonstrate the sensitivity of "profit before tax" to a reasonably possible change of 2% in $ and € rates to the functional currency of the Group, with all other variables held constant:

Particulars	Year ended 31 March 2025		Year ended 31 March 2024	
	$	€	$	€
Impact on profit before tax if exchange rates:				
- increase by 2% (₹ weakens)	10.19	(0.00)	8.16	(0.22)
- decrease by 2% (₹ strengthens)	(10.19)	0.00	(8.16)	0.22

(ii) Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. The Group's fixed rate borrowings are carried at amortised cost. Therefore, they are not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate.

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

44 Financial instruments-risk management *(Continued)*

The Group has exposure to variable interest rate risk, arising principally on changes in repo rate, MCLR, LIBOR and SOFR rates. The Group uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day-to-day operations like short-term loans. The Group manages this risk by maintaining an appropriate mix between fixed and floating rate borrowings. Hedging activities are evaluated regularly to align with interest rate views and defined risk appetite, ensuring the most cost-effective hedging strategies are applied. The Group also has financial assets i.e. fixed deposits with fix rate of interest, therefore, they are not subject to interest rate risk.

Exposure to interest rate risk:

The interest rate profile of the Group's interest-bearing financial instrument is as follows:

Particulars	As at 31 March 2025		As at 31 March 2024	
	Fix rate	Variable rate	Fix rate	Variable rate
Financial assets	31.76	-	177.84	-
Financial liabilities	6.39	357.49	42.71	100.00

Interest rate sensitivity analysis:

The following tables demonstrate the sensitivity of "profit before tax" to a reasonably possible change of 100 basis points in variable interest rates for borrowings of the Group, assuming the amount of the liability outstanding at the end of the reporting year was outstanding for the whole year with all other variables held constant:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Impact on profit before tax if interest rates:		
- increase by 100 basis points	(3.57)	(1.00)
- decrease by 100 basis points	3.57	1.00

45 Capital management

The primary objective of the Group's capital management is to ensure that it maintains a strong capital base so as to maintain investor, creditor and market confidence, to sustain future development of the business and to be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. For the purpose of the Group's capital management, capital includes paid-up equity capital and all other equity reserves attributable to the equity holders of the Group. The Group determines the amount of capital required on the basis of annual business plan coupled with long-term and short-term strategic investment and expansion plans. The funding needs are met through equity, cash generated from operations, long-term and short-term bank borrowings. The Group monitors the capital structure on the basis of net debt to equity ratio and maturity profile of the overall debt portfolio of the Group.

The table below summarises the capital, net debt and net debt to equity ratio of the Group:

Particulars	As at 31 March 2025	As at 31 March 2024
Equity:		
Equity share capital	233.92	233.92
Other equity:		
Securities premium	4,043.94	4,043.94
Retained earnings	3,110.38	3,092.96
Total equity (a)	**7,388.24**	**7,370.82**
Liabilities:		
Non-current borrowings	-	6.39
Current borrowings	363.88	136.32
Gross debt	**363.88**	**142.71**
Less: Cash and cash equivalents	(113.74)	(353.04)
Less: Other bank balances (including deposit with banks with original maturity of more than 12 month)	(27.23)	(29.88)
Adjusted net debt (b)	**222.91**	**(240.21)**
Adjusted net debt to equity ratio (b)/(a)	**0.03**	**-**

Notes:

(i) During the years ended 31 March 2025 and 31 March 2024, no changes were made in the objectives, policies or processes for managing capital.

(ii) Net debt includes interest bearing borrowings less cash and cash equivalents and other bank balances

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

46 Contingent liabilities and commitments

(to the extent not provided for)

	Particulars	As at 31 March 2025	As at 31 March 2024
A	Claims against the Group not acknowledged as debts for:		
	- Indirect tax matters (refer note (iii) below)	11.99	12.15
	- Direct tax (refer note (iv) below)	11.20	1.00
	- Outstanding letter of credit	29.16	47.13
B	Capital and other commitments:		
	- Estimated amount of capital contracts remaining to be executed	118.66	273.03
	- Export obligation under advance license scheme	0.64	13.28
	Total	**171.65**	**346.59**

Notes:

(i) The Group does not have any contingent liabilities that qualify as provisions under Ind AS 37, except those already covered under Ind AS 109, Ind AS 12, and Ind AS 19.

(ii) The timing and outcome of contingent liabilities are uncertain and dependent upon future events. Accordingly, no reliable estimate of future cash outflows can be made. All such matters are regularly reviewed and appropriate accounting treatments are made. The management believes that these matters will not have a material adverse effect on the Group's financial position.

(iii) **Indirect tax matters:**

(a) The Holding Company has received a show cause-cum-demand notice dated 29 March 2022 from the DGGI (GST Intelligence) for erroneous IGST refund of ₹ 11.38 million (FY 2017–18 and 2018–19), including interest and penalties under section 74(1) of the CGST Act, 2017. The matter is being contested by the Group and it expects a favorable outcome.

(b) An order dated 03 March 2021 was received from CGST authorities for recovery of erroneous refund of ₹ 0.56 million plus interest of ₹ 0.05 million (FY 2017–18). The Group has preferred an appeal and expects a favorable outcome.

(iv) **Direct tax matters:**

The Holding Company has received show cause notice dated 22 September 2022 under section 274 read with section 270A of the Income Tax Act, 1961 for disallowances of ₹ 1.00 million (AY 2020–21). Further, the Holding Company has received an order dated 24 March 2025 under section 147 read with section 144B for disallowance of ₹ 10.20 million for AY 2020–21. The Group has filed appeals and expects a favorable outcome.

47 Other disputed matters

The Holding Company has initiated criminal proceedings under sections 138 and 141 of the Negotiable Instruments Act, 1881 against M/s Kaveri Engineering Works before the Chief Judicial Magistrate. The dispute pertains to dishonour of cheques aggregating ₹ 0.78 million issued against advance payments made to the said party. The matter is pending adjudication and the Group is confident of a favorable resolution.

48 Subsequent events

In accordance with Ind AS 10 – Events after the Reporting Period, the Group has evaluated subsequent events occurring up to 02 May 2025, the date of authorisation of these financial statements. Except as disclosed below, no event requiring recognition or further disclosure has occurred.

The Board of Directors has recommended a final dividend of ₹ 1.00 per equity share (i.e., 10% on face value of ₹ 10 each), aggregating to ₹ 23.39 million, for the year ended 31 March 2025. The dividend is subject to approval of the shareholders in the ensuing Annual General Meeting.

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million, except per share data)

49 Statement of utilization of qualified institutional placement (QIP) proceeds during the year ended 31 March 2024

A In compliance with rule 19A of the Securities Contracts (Regulation) Rules, 1957, requiring minimum public shareholding of 25% within three years of listing, during the year ended 31 March 2024, the Holding Company has issued 1,226,993 equity shares of face value ₹ 10 each at ₹ 1,630 per share (including premium of ₹ 1,620 per share), aggregating ₹ 2,000 million via QIP on 29 August 2023. These shares were listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) on 30 August 2023 (refer note 16).

B Pursuant to regulation 32(1) and 32(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, statement of utilization of QIP proceeds as at 31 March 2024 is as follows:

Objects of the offer	Amount as per Offer document 29 August 2023	Utilised amount during year ended 31 March 2024	Unutilised amount as at 31 March 2024
Repayment/pre-payment of borrowings (in full or in part)	1,550.00	1,550.00	-
General corporate purposes	393.45	393.45	-
Net proceeds	**1,943.45**	**1,943.45**	**-**

Notes:

(i) The Holding Company has appointed Crisil Ratings Limited as the "Monitoring agency" in terms of regulation 41(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, to monitor the utilization of QIP proceeds.

(ii) The Holding Company has obtained a monitoring agency report on quarterly basis from the "Monitoring agency" and filed the same with both BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) where equity shares of the Holding Company are listed and uploaded the same on Holding Company's website.

(iii) The above statement of utilization of QIP proceeds has been reviewed by the Audit Committee and approved by the Board of directors of the Holding Company at their respective meetings held during the year ended 31 March 2024.

(iv) During the year ended 31 March 2024, the Holding Company has utilised full amount of QIP proceeds as per "objects of the offer

(v) In accordance with section 27 of the Companies Act, 2013, the Holding Company has not used the net proceeds for buying, trading or otherwise dealing in shares of any other listed company.

(vi) The Holding Company has not entered in any proposal whereby any portion of the net proceeds will be paid to the promoters, promoter group, directors, key managerial personnel, or senior management personnel, except in the ordinary course of business. Further, there are no existing or anticipated transactions in relation to the utilisation of the net proceeds entered into or to be entered into by the Holding Company with the promoters, promoter group, directors, key managerial personnel and/or senior management personnel.

(vii) Net proceeds have been revised from ₹ 1,942.50 million to ₹ 1,943.45 million. The actual cost incurred by the Holding Company towards offer related expenses was less than the estimated cost disclosed in the offer document. Accordingly, the amount of ₹ 0.95 million, has been reallocated to general corporate purposes

(viii) The Holding Company has deployed net proceeds towards general corporate purposes, in accordance with Regulation 7(2) of the SEBI ICDR Regulations, to drive business growth, including, amongst other things, meeting any expenses incurred in the ordinary course of business, including salaries and wages, rent, administration expenses, insurance related expenses, and the payment of taxes and duties, servicing of borrowings including payment of interest and any other purpose as permitted by applicable laws and as approved by the Board.

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

50 Additional regulatory information

(a) Information required for the consolidated financial statements pursuant to Schedule III of the Companies Act, 2013:

Sr. no.	Name of the entity	Net assets i.e. total assets minus total liabilities				Share in profit or loss			
		As at 31 March 2025		As at 31 March 2024		Year ended 31 March 2025		Year ended 31 March 2024	
		%	Amount	%	Amount	%	Amount	%	Amount
1	**Parent or Holding Company:**								
	Tatva Chintan Pharma Chem Limited	97	7,213.12	98	7,258.80	6	3.27	97	293.48
2	**Foreign subsidiaries:**								
	Tatva Chintan USA Inc.	2	126.84	2	109.46	25	14.31	0	0.91
	Tatva Chintan Europe B.V.	1	66.70	0	33.35	56	32.02	2	5.21
3	**Eliminations:**								
	Elimination of intra group transactions including consolidation adjustments	(0)	(18.42)	(0)	(30.79)	13	7.53	1	3.94
	Total	**100**	**7,388.24**	**100**	**7,370.82**	**100**	**57.13**	**100**	**303.54**

Sr. no.	Name of the entity	Share in other comprehensive income (OCI)				Share in total comprehensive income (TCI)			
		Year ended 31 March 2025		Year ended 31 March 2024		Year ended 31 March 2025		Year ended 31 March 2024	
		%	Amount	%	Amount	%	Amount	%	Amount
1	**Parent or Holding Company:**								
	Tatva Chintan Pharma Chem Limited	(31)	(2.17)	(797)	(1.67)	2	1.10	96	291.81
2	**Foreign subsidiaries:**								
	Tatva Chintan USA Inc.	-	-	-	-	22	14.31	0	0.91
	Tatva Chintan Europe B.V.	-	-	-	-	50	32.02	2	5.21
3	**Eliminations:**								
	Elimination of intra group transactions including consolidation adjustments	131	9.24	897	1.88	26	16.77	2	5.82
	Total	**100**	**7.07**	**100**	**0.21**	**100**	**64.20**	**100**	**303.75**

Notes:

(i) Percentage have been calculated, based on the consolidated financial figures.

(ii) The Holding Company does not have any subsidiary in India.

(b) During the years ended 31 March 2025 and 31 March 2024, the Holding Company has not made any investment or provided any loans, guarantees, or securities to any person or body corporate exceeding the prescribed limits under section 186(2) of the Companies Act, 2013. Accordingly, no disclosure is required in terms of regulation 34(3) read with part A of schedule V of SEBI (LODR) Regulations, 2015.

(c) The Group Companies has not entered into any material contracts or agreements (including with strategic, joint venture or financial partners), other than those entered into in the ordinary course of business.

(d) During the years ended 31 March 2025 and 31 March 2024, the Group Companies has not been a party to any scheme of merger or amalgamation. Further, there were no material acquisitions or disposals of businesses or undertakings.

(e) Neither the promoters, nor any of the key managerial personnel, senior management personnel, directors or employees of the Group Companies has entered into an agreement, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with the dealings of the securities of the Holding Company.

(f) None of the Group Companies director is or was a director of any listed company, whose shares are or were suspended from being traded on any stock exchanges, during the term of their directorship in such company. Further, none of the directors is, or was, a director of any listed company, which has been or was delisted from any stock exchange during the term of their directorship in such company.

(g) None of the Group Companies director have been nominated, appointed or selected pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others of the Group.

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

(Currency: ₹ in Million)

50 Additional regulatory information *(Continued)*

(h) The Holding Company, its promoters, its directors, persons in control of the Group Companies and the members of the promoter group have not been prohibited from accessing the capital markets and have not been debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any other authority / court.

(i) The Holding Company has not entered into any transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

(j) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (fundingparty) with the understanding (whether recorded in writing or otherwise) that the company shall:

(i) 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

(ii) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

(k) The Group has disclosed other additional regulatory information in respective notes forming part of consolidated financial statements.

51 Indirect taxes

The Group has duly complied with the applicable provisions of Goods and Service Tax Act, 2017, the Customs Acts, 1962 and any other indirect taxes as applicable. Any variances between figures reported in the books of account and returns filed have been appropriately reconciled. Such differences, if any, are not material and will be addressed in subsequent periodic and annual returns, without any material impact on the consolidated financial statements.

52 Code on social security

The Code on Social Security, 2020, which consolidates laws relating to social security and employee benefits, has received the assent of the President of India and has been published in the Gazette. However, the effective date for implementation and the final rules under the code have not yet been notified. The Group will evaluate and give appropriate accounting treatment for the impact of the code once it becomes effective.

53 Cost audit records

In accordance with the section 148 of the Companies Act, 2013 and the provisions of the Companies (Cost Records and Audit) Rules, 2014, as amended, the Group has duly maintained cost records as prescribed.

54 Approval of financial statements

In accordance with the provisions of regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the consolidated financial statements for the year ended 31 March 2025 have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 02 May 2025.

55 General

(a) All amounts disclosed have been rounded off to the nearest million with two decimal places, unless otherwise stated.

(b) All figures less than ₹ 4,999 have been presented as ₹ 0.00 million.

(c) Comparative figures for the previous year/s have been re-classified, re-grouped or re-arranged, wherever necessary, to conform with the presentation and classification of the current year.

Notes forming part of the consolidated financial statements 1-55

As per our report of even date attached
For **NDJ & Co.**
Chartered Accountants
Firm's Registration Number: 136345W

CA Basant Chandak
Partner
Membership Number: 434585

Date : 02 May 2025
Place : Vadodara, Gujarat, India

For and on behalf of the Board of Directors of
Tatva Chintan Pharma Chem Limited
CIN: L24232GJ1996PLC029894

Chintan N. Shah
Chairman and Managing Director
DIN: 00183618

Shekhar R. Somani
Whole Time Director
DIN: 00183665

Ashok Bothra
Chief Financial Officer

Ishwar Nayi
Company Secretary and Compliance Officer
M. No.: A37444

Date : 02 May 2025
Place : Vadodara, Gujarat, India

Form AOC-1

for the year ended 31 March 2025

(Currency: ₹ in Million)

Statement containing salient features of the financial statement of subsidiaries/~~associate companies/joint ventures~~
(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part "A": Subsidiaries

Particulars	Year ended 31 March 2025		Year ended 31 March 2024	
Sr. no.	**1**	**2**	**1**	**2**
Name of the subsidiary	Tatva Chintan USA Inc.	Tatva Chintan Europe B.V.	Tatva Chintan USA Inc.	Tatva Chintan Europe B.V.
Country	USA	The Netherlands	USA	The Netherlands
Date of incorporation	16 March 2015	01 March 2019	16 March 2015	01 March 2019
Provisions pursuant to which the company has become a subsidiary		Section 2(87)(ii)		Section 2(87)(ii)
Reporting period for the subsidiary concerned, if different from the Holding Company's reporting period	01 April 2024 to 31 March 2025	01 April 2024 to 31 March 2025	01 April 2023 to 31 March 2024	01 April 2023 to 31 March 2024
Reporting currency#	$	€	$	€
Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries		Refer subnote (i) below		Refer subnote (i) below
Share capital	6.66	0.01	6.66	0.01
Other equity (reserves and surplus)	120.18	66.69	102.80	33.34
Total assets	182.27	219.44	175.82	233.17
Total liabilities	55.43	152.74	66.37	199.82
Investments other than investments in subsidiaries	Not applicable	Not applicable	Not applicable	Not applicable
Revenue from operation (turnover)	567.49	561.53	611.59	433.11
Profit before taxation	20.02	41.76	3.22	5.87
Provision for taxation	5.71	9.74	2.31	0.67
Profit after taxation	14.31	32.02	0.91	5.21
Proposed dividend	-	-	-	-
% of shareholding	100%	100%	100%	100%

Notes:

(i) # The Indian rupee equivalents have been translated at average exchange rates for income and expenses and at closing rate for assets and liabilities, and at historical rate for equity items

Particulars	Year ended 31 March 2025		Year ended 31 March 2024	
	1 $	**1 €**	**1 $**	**1 €**
Opening rate as at 01 April	83.37	90.22	82.22	89.61
Average rate	84.55	90.76	82.79	89.81
Closing rate as at 31 March	85.58	92.32	83.37	90.22

(ii) Names of subsidiaries which are incorporated during the year and yet to commence operations : Not applicable

(iii) Names of subsidiaries which have been liquidated or sold during the year: Not applicable

(iv) Part B :Associates and Joint Ventures- Statement pursuant to section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures: Not applicable

(v) Names of associates or joint ventures which are incorporated during the year and yet to commence operations : Not applicable

(vi) Names of associates or joint ventures which have been liquidated or sold during the year: Not applicable

For and on behalf of the Board of Directors of
Tatva Chintan Pharma Chem Limited
CIN: L24232GJ1996PLC029894

Chintan N. Shah
Chairman and Managing Director
DIN: 00183618

Shekhar R. Somani
Whole Time Director
DIN: 00183665

Ashok Bothra
Chief Financial Officer

Ishwar Nayi
Company Secretary and Compliance Officer
M. No.: A37444

Date : 02 May 2025
Place : Vadodara, Gujarat, India

TATVA CHINTAN

Tatva Chintan Pharma Chem Limited

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Dist. Bharuch, Gujarat - 393 002, India
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