



Chemiesynth  
..... Group

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**Annual Report**  
**2024-25**

**Chemiesynth (Vapi) Ltd.**



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## **Corporate Information**

### **Board of Director:**

MR. SATISH BHOGILAL ZAVERI	- Non Independent Non Executive Director
MR. SANDIP SATISHBHAI ZAVERI	- Managing Director
MR. RUSHABH SURESH MEHTA	- Non Independent Non Executive Director
MR. PRAMOD GOPALDAS GUJARATHI	- Independent Director
MRS. JIGNA PRAJAPATI	- Woman Independent Director

### **Auditors:**

M/s. Manoj Shah & Co.,  
Chartered Accountant, Vapi.

### **Secretarial Auditors:**

M/s Nitin Sarfare,  
Company Secretaries, Mumbai.

### **Registered Office:**

CIN: L24110GJ1986PLC008634  
Plot No. 27, GIDC, Vapi  
Dist. Valsad, Gujarat – 396 195.

### **Audit Committee:**

Ms. Jigna Prajapati	- Chairman
Mr. Pramod G. Gujarathi	- Member
Mr. Sandip Zaveri	- Member

### **Registrar & Share Transfer Agent:**

Purva Sharegistry (India) Pvt. Ltd.  
Unit no. 9, Shiv Shakti Ind. Estt.  
J .R. Boricha marg,  
Opp. Kasturba Hospital Lane  
Lower Parel (E), Mumbai 400 011

### **Nomination & Remuneration Committee:**

Mr. Pramod G. Gujarathi	- Chairman
Mr. Jigna Prajapati	- Member
Mr. Sandip Zaveri	- Member

### **39th Annual General Meeting:**

Day : Tuesday  
Date : 30th September, 2025  
Venue : Plot No. 27, GIDC, Vapi  
Dist. Valsad – 396 195  
Time : 11:00 AM

### **Book Closure:**

Date: 23/09/2025 to 30/09/2025  
Both days inclusive

### **Company Secretary &**

### **Compliance Officer:**

Ms. Pranali Dholabhai

### **Chief Financial Officer:**

Mr. Parimal A. Desai

### **Website:**

[www.chemiesynth.com](http://www.chemiesynth.com)

### **CIN:**

L24110GJ1986PLC008634

### **Bankers:**

Axis Bank,  
Galaxy Hotel Branch,  
Vapi, Gujarat 396195

**CHEMIESYNTH (VAPI) LIMITED**

**Plot No. 27, GIDC, Vapi, Dist. Valsad, Gujarat - 396195**

**CIN: L24110GJ1986PLC008634**



**: Notice :**

Notice is hereby given that the 39<sup>th</sup> Annual General Meeting of the Members of **CHEMIESYNTH (VAPI) LIMITED** will be held on Tuesday, 30<sup>th</sup> September 2025 at 11:00 AM at the Registered Office of the Company at Plot No. 27, GIDC, Vapi, Dist. Valsad, Gujarat – 396195 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2025, including the audited Balance Sheet as at March 31, 2025, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon.
2. To appoint a director in place of Mr. Satish Zaveri (DIN: 00158861), liable to retire by rotation in term of section 152(6) of the Companies Act, 2013 and being eligible, seeks reappointment and to pass the following resolution as **ordinary resolution**:

**"RESOLVED THAT** pursuant to the provisions of section 152(6) and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Satish Zaveri (DIN: 00158861), be and is hereby reappointed as director of the company, liable to retire by rotation."

**SPECIAL BUSINESS:**

Explanatory Statement under Section 102 of the Companies Act, 2013 ("the Act"), is annexed to the Notice for Special business.

3. **To reappoint Mr. Sandip S Zaveri (DIN: 00158876) as a Managing Director for a tenure of five years w.e.f 1<sup>st</sup> October 2024 to 30<sup>th</sup> September 2029.**

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 196,197,203 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, SEBI (Listing Obligations and Disclosures Requirement) (Amendment) Regulation, 2018 and subject to such other approval as may be necessary, the Company hereby accords its consent and approval to the re-appointment of Mr. Sandip Zaveri (DIN 00158876) as Managing Director of the Company for a period of five years with effect from 1st October,2024 to 30th September 2029 without any remuneration and on the terms and conditions as set out in the Statement setting out material facts annexed to the notice convening this meeting with liberty and power to the Board of Directors (hereinafter referred to as 'the Board' which expression shall also include the Nomination and Remuneration Committee of the Board), in the exercise of its discretion, to provide remuneration and also to grant increments or to alter and vary from time to time the terms and conditions of the said appointment, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or desirable to give effect to this resolution and/or to make any modification as may be deemed to be in the best interest of the Company."

4. **To appoint Secretarial Auditors of the Company.**

**To consider and, if thought fit, to pass the following Resolution as an ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the provisions of Section 204(1) of the Companies Act, 2013 along with the applicable Rules thereunder, and other applicable provisions, if any, of the Companies Act, 2013 and based on the recommendation of the Audit Committee and Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for appointment of M/s. Nitin Sarfare, Company Secretaries (**Peer Review No.2128/2022**) as the

## Annual Report 2024-25

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Secretarial Auditors of the Company, to hold office for a period of 5 (five) consecutive years commencing from the conclusion of 39th Annual General Meeting till the conclusion of the 44th Annual General Meeting of the Company, who shall conduct Secretarial Audit of the Company from the Financial Year 01<sup>st</sup> April, 2025 to the financial Year ended 31<sup>st</sup> March, 2030 on such terms of remuneration, including revisions during the tenure, if any, as may be approved by the Board, based on the recommendation of Audit Committee;

**RESOLVED FURTHER THAT** Managing Director, Chief Financial Officer and Company Secretary be and are hereby severally authorised to file necessary forms with Registrar of Companies and to do all such acts, deeds and things, as may be necessary, to give effect to the above said resolution.

**For and on behalf of the Board of Directors**

Sd/-

**Mr. Sandip S. Zaveri,**

Managing Director

DIN: 00158876

**Place:** Vapi

**Date:** 12<sup>th</sup> August 2025

### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument appointing Proxy as per the format included in the Annual Report should be returned to the Registered Office of the Company not less than FORTY-EIGHT HOURS before the commencement of the meeting.
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays, between 10.00 a.m. and 4.00 p.m. up to the date of the Meeting.
5. Brief resume of all Directors including those proposed to be appointed or re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se are annexed as Annexure A.
6. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
7. The Register of Members and Share Transfer Books will remain closed from 23<sup>rd</sup> September, 2025 to 30<sup>th</sup> September, 2025 (Both days inclusive).
8. The Shareholders are requested to immediately inform the Company's registrars and share transfer agent viz. Purva Share registry P Ltd, regarding changes, if any in their registered address with the PIN Code number.

The Annual Report of the Company circulated to the Members of the Company, will be made available on the Company's website at <http://www.chemiesynth.com>.

9. Copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of Annual Report to the Meeting.

## 10. E-voting:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the Members facility of voting by electronic means in respect of businesses to be transacted at the 39th Annual General Meeting (AGM) which includes remote e-voting. The Company also proposes to provide the option of voting by means of Ballot Form at the AGM in addition to the electronic voting system mentioned above. Shareholders have also an option to indicate their manner of voting by proxy. The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting by electronic means.

Mr. Nitin Sarfare, Proprietor of Nitin Sarfare & Associates, Company Secretaries, 103, Swaroop Centre, Behind Satellite Building, J B Nagar, Andheri East, Mumbai – 400099 who had consented to act as the Scrutinizer, was appointed by the Board of Directors as the Scrutiniser to scrutinize the voting process (electronically or otherwise) for the 39th Annual General Meeting of the Company in a fair and transparent manner and submit a consolidated Scrutinizer's report of the total votes cast to the Chairman or a person authorised by him in writing.

### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on 27<sup>th</sup> September 2025 at 09:00 A.M. and ends on 29<sup>th</sup> September 2025 at 5 :00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23<sup>rd</sup> September 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23<sup>rd</sup> September 2025.

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

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





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

#### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

Type of shareholders	Login Method
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="border: 1px solid black; padding: 10px; text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;">  App Store            Google Play         </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>5. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>6. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>



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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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

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

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

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

**4. Your User ID details are given below :**

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

**5. Password details for shareholders other than Individual shareholders are given below:**

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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

Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

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

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [1234.nitin@gmail.com](mailto:1234.nitin@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Mr. Hardik Thakkar at [evoting@nsdl.com](mailto:evoting@nsdl.com).

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [support@purvashare.com](mailto:support@purvashare.com)/ [compliance@chemiesynth.com](mailto:compliance@chemiesynth.com)

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to support@purvashare.com/compliance@chemiesynth.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
  3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
  4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- 12. Members, who do not have access to e-voting facility, may cast their vote by sending duly signed ASSENT / DISSENT FORM FOR VOTING ON AGM RESOLUTIONS.**

ASSENT / DISSENT FORM FOR VOTING ON AGM RESOLUTIONS is annexed to this Annual Report.

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### **EXPLANATORY STATEMENT IN TERMS OF SECTION 102 (2) OF THE COMPANIES ACT, 2013**

#### **Item No.2**

Mr. Satish B Zaveri (DIN: 00158861) is a director liable to retire by rotation. In term of section 152(6) of the Companies Act, 2013, Mr. Satish B Zaveri (DIN: 00158861) shall retire at the forthcoming Annual General Meeting and being eligible offers himself for reappointment. Accordingly, the Board recommends his re-appointment.

He has more than 60 years of experience in chemical industry. His views and suggestions are quite helpful in the business activities and decision making in the company.

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

Mr Sandip S Zaveri was appointed as the Managing Director at the Auunal general meeting held by the Company on 30th September, 2019. The tenure of the appointment was for five years commencing from 1<sup>st</sup> October 2019 to 30<sup>th</sup> September 2024.

The term of appointment of Mr. Sandip Zaveri had expired on 30<sup>th</sup> September 2024 .Considering the significant growth achieved by the Company and the ambitious growth plan for immediate future, the responsibilities borne by the Managing Director and the industry standards, the Board of Directors of the Company at its Meeting held on 30<sup>th</sup> September 2024 has upon the recommendation of the Nomination and Remuneration Committee and subject to the approval of members, approved the re-appointment of Mr. Sandip Zaveri, as the Managing Director of the Company, for a term of 5 (five) years w.e.f. from 1st October, 2024 to 30<sup>th</sup> September, 2029 without any remuneration. The Board under its discretion and after taking approval from NRC will have the power to provide remuneration to the Managing Director subject to the compaliances of relevant provisions of the Companies Act, 2013 its rules and schedules.

Remuneration : NIL

The Managing Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company.

The Managing Director shall act in accordance with the Articles of Association, of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.

The Managing Director shall adhere to the Company's Code of Conduct for Directors and Senior Management Personnel.

Except Mr. Sandip S Zaveri, being an appointee, and Mr. Satish B Zaveri (Relative) none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board of Directors recommends the resolution for the approval of the shareholders.

#### **Item No. 4:**

The Board of Directors, based on the recommendation of the Audit Committee, at its meeting held on 12<sup>th</sup> August, 2025, has recommended the appointment of M/s. Nitin Sarfare, Company Secretaries (**Peer Review No.2128/2022**), as the Secretarial Auditors of the Company, in accordance with the provisions of Section 204 of the Companies Act, 2013 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for a term of 5 (Five) consecutive years starting from the conclusion of this 39th Annual General Meeting till the conclusion of the 44th Annual General Meeting, subject to approval of the Members at this Annual General Meeting, shall conduct Secretarial Audit of the Company from the Financial Year 1<sup>st</sup> April, 2025 to the Financial Year ended 31<sup>st</sup> March, 2030. M/s Nitin Sarfare, has provided their consent to act the as Secretarial Auditors of the Company for the proposed period of appointment. They have further confirmed their eligibility, qualifications and confirmation on non-disqualification referred to in Regulation 24A of SEBI Listing Regulations, 2015. The details required to be disclosed under provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under: It is proposed that the remuneration to be paid to the Secretarial Auditors for issuing the Secretarial Audit Report and other reports, certificates or opinions, and for other prescribed services rendered, shall be determined from time to time, by the Board based on the recommendation of the Audit Committee. In addition to the remuneration, the Secretarial Auditors shall be entitled to receive the out-of-pocket expenses as may be incurred by them during the course of the Audit or issuance of any other certificate, report, opinion, prescribed approved services. The consent and Peer Review Certificate received from M/s Nitin Sarfare, Company Secretaries and the letter of engagement inter-alia containing the terms of engagement including remuneration, shall be available for inspection by the members in electronic form up to the date of Annual General Meeting. The members

## Chemiesynth (Vapi) Limited

seeking to inspect these documents may send an email request at: [compliance@chemiesynth.com](mailto:compliance@chemiesynth.com) Information pursuant to Regulation 36(5) of SEBI Listing Regulations, is as following:

Name of Auditor	Mr. Nitin Sarfare
Firm Name	CS Nitin Sarfare
Term of Appointment	5 years (2025-2030)
Address and Contact details	103, Swaroop Centre, Behind Satellite Building, J B Nagar, Andheri East, Mumbai – 400099 Email: 1234.nitin@gmail.com
Qualification	Company Secretary
Professional experience	10 years of post-membership experience
Area of Practice	Company Law Compliances FEMA Compliances Stock Exchange Compliances Liaising with various Government and Non-Government departments.

**For and on behalf of the Board of Directors**

Sd/-

**Mr. Sandip S. Zaveri,**

Managing Director

DIN: 00158876

**Place:** Vapi

**Date:** 12<sup>th</sup> August 2025

# Annual Report 2024-25

## **BOARD'S REPORT FOR THE YEAR ENDED ON 31ST MARCH, 2025**

**Dear Shareholders,**

Your Directors present the 39<sup>th</sup> Annual Report and Audited Financial Statements of the company for the year ended 31st March, 2025.

### **FINANCIAL RESULTS**

During the year under review, the financial results on the operations of the Company are as under:

**(Amount in Rupees)**

Particulars:	<b>Current Year (2024-25)</b>	<b>Previous Year (2023-24)</b>
Gross Income	18,89,91,288	16,44,37,140
Profit / (Loss) before Depreciation	1,39,46,266	84,87,260
Less : Depreciation	(1,40,28,630)	(1,29,96,721)
Profit / (Loss) before Tax	(82,364)	(45,09,461)
Less Provision for Tax : Current Tax	2,00,000	0
: Deferred Tax	7,79,241	(6,28,092)
Profit (Loss) for the year	(10,61,605)	(38,81,369)

### **OPERATIONS/STATE OF COMPANY'S AFFAIRS**

#### **i. Total Income**

Your Company's Total Income during the year under review was Rs. **18,89,91,288/-** as compared to Rs. 16,44,37,140/- in the Previous Year.

#### **ii. Profits**

Loss (before tax) for the year 2024-25 was Rs. 82,364/- against loss before Tax at Rs. 45,09,461/- in the previous year.

Loss (after Tax) for the year 2024-25 stood at Rs. 10,61,605/- as against loss after tax at Rs. 38,81,369/- in the previous year.

Profit of the Company was adversely impacted due to increase in costs, especially, raw materials, labour charges logistics and power and fuel.

However, internally, we will be concentrating on increased operational efficiency, tighter credit control, focus on retaining our share with existing customers, increased focus on increasing sales of high value-added products and widening customer base.

No material changes have occurred from the end of the financial year till the date of this report affecting the financial position of the Company.

No significant and material orders have been passed by the regulators or Courts or Tribunals impacting the going concern status and the company's operations in future during the year under review.

There has been no change in the nature of Business of the Company during the year.

### **SHARE CAPITAL**

The paid-up Equity Share Capital of the Company as on March 31, 2025 was Rs. 3.07 crore comprising of 30,70,000 equity shares of 10 each. During the year under review, your Company has neither issued any shares with differential voting rights nor has granted any stock options or sweat equity. The Company has paid Listing Fees for the Financial Year 2024-25, to Bombay Stock Exchange, where its equity shares are listed.

### **MATERIAL CHANGES AND COMMITMENT- IF ANY, AFFECTING FINANCIAL POSITION OF THE COMPANY FROM THE END OF THE FINANCIAL YEAR TILL DATE OF THIS REPORT:**

There has been no material change and commitment, affecting the financial performance of the Company which occurred between the end of the Financial Year of the Company to which the financial statements relate and the date of this Report.

### **DIVIDEND**

In absence of profits, the Board of Directors has not recommended any dividend for the year.

### **CAPITAL EXPENDITURE**

During the Financial Year 2024-25, Rs. 2,16,09,497/- was incurred towards capital expenditure primarily on account of replacement and upgradation of the plant and equipment.

### **DEPOSITS**

During the year under review, your Company has neither accepted nor renewed any deposits from the public within the meaning of Section 73 of the Act and the Companies (Acceptance of Deposits) Rules, 2014.

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

The company accords high priority to control environment and for conservation of energy, which is an ongoing process. The Company has planted trees to control and maintain environment surrounding of the factory. As required by the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, the details are given in separate statement attached here to and forming part of the report (Annexure B).

### **SAFETY AND HEALTH**

The Company gives highest priority to safety and occupational health. The workers, officers and other staff members of the Company are given training, from time to time, to deal with any safety and health related emergency situations. The factory buildings, machineries and intellectual information properties are maintained in safe condition. Process operations and handling of chemicals at the factory are reviewed frequently for safety. Adequate safety equipment are given to workers for safeguard.

### **PARTICULARS OF EMPLOYEES**

Pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, statement of particulars of employees is annexed. (Annexure C).

### **DISCLOSURE AS PER SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under. During the financial year 24-25, the Company has not received any complaints on sexual harassment.

### **LISTING WITH STOCK EXCHANGE:**

The Company confirms that it has paid the Annual Listing Fees for the year 2024-25 to BSE where the Company's Shares are listed.

### **INSIDER TRADING REGULATIONS AND CODE OF DISCLOSURE**

The Board of Directors has adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015 and is available on our website <http://www.chemiesynth.com/>.

### **AUDITORS**

M/s. Manoj Shah & Co., Chartered Accountants, statutory auditors were appointed at the 36<sup>th</sup> Annual General Meeting for a term of 5 years till the conclusion of 41<sup>st</sup> Annual General Meeting.

### **COST AUDITORS**

The provisions of section 148(2) for appointment of Cost Auditors are not applicable to the Company. The Company has maintained the cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

### **STATUTORY AUDITORS' OBSERVATION:**

The Report given by the Auditors on the financial statements of your Company is part of the Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

## Annual Report 2024-25

### SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Act and the rules made there under, the Company had appointed M/s. Nitin Sarfare, Company Secretaries, to undertake the Secretarial Audit of the Company for the year ended March 31, 2025. A Secretarial Audit Report for the year ended 31<sup>st</sup> March, 2025 in prescribed form duly audited by the Practising Company Secretary, Mr. Nitin Sarfare, Proprietor of M/S. Nitin Sarfare, Company Secretaries, is annexed herewith and forming part of the report.

In compliance with the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, the Board of Directors has, based on the recommendation of the Audit Committee, proposed the appointment of M/s. Nitin Sarfare, Practising Company Secretaries, as the Secretarial Auditors of the Company for a term of five consecutive financial years commencing from 1st April 2025 to 31st March 2030. The said appointment is subject to the approval of the shareholders at the forthcoming AGM. M/s. Nitin Sarfare have provided their consent for the proposed appointment and confirmed their eligibility in accordance with the applicable provisions, along with a valid peer review certificate.

### COMMENTS ON SECRETARIAL AUDIT REPORT

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

### ANNUAL EVALUATION BY THE BOARD OF ITS OWN PERFORMANCE, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Sr. No.	Performance evaluation of	Performance evaluation performed by	Criteria
1	Each Individual director	Nomination and Remuneration Committee	Attendance, Contribution to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and guidance provided, key performance aspects in case of executive directors etc.
2	Independent directors;	Entire Board of Directors excluding the director who is being evaluated	Attendance, Contribution to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution, and guidance provided etc.
3	Board, and its committees	All directors	Board composition and structure; effectiveness of Board processes, information and functioning, fulfillment of key responsibilities, performance of specific duties and obligations, timely flow of information etc. The assessment of committees based on the terms of reference of the committees and effectiveness of the meetings.

### PARTICULARS OF LOANS, INVESTMENTS AND GUARANTEES UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The details of Loans and Investments and guarantees covered under the provisions of Section 186 of the Act are given in the Notes to the Financial Statements forming part of Annual Report.

### DECLARATION OF INDEPENDENCE BY THE INDEPENDENT DIRECTORS

Pursuant to Section 149(6) of the Companies Act, 2013, Independent Directors of the Company have made a declaration confirming the compliance of the conditions of the independence stipulated in the aforesaid section.

### RISK MANAGEMENT POLICY/ COMMITTEE

The Management evaluated various risks and that there is no element of risk identified that may threaten the existence of the Company.

### ANNUAL RETURN

As per the requirements of Section 92(3) of the Act and Rules framed there under, the annual return is uploaded in the website of the Company. The same is available on <https://www.chemiesynth.com/investor.html>

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements of Section 134(3) (c) of the Companies Act, 2013 and also on the basis of discussions with the Statutory Auditors of the Company from time to time, the Board of Directors, to the best of its knowledge and ability confirm that:

- (a) in the preparation of the annual accounts for the Financial Year ended March 31, 2025, the applicable accounting standards have been followed and there are no material departures;



- (b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the loss of the Company for that period;
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) they have prepared the Annual Accounts for the Financial Year ended March 31, 2025 on a going concern basis;
- (e) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- (f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

The Company has a proper and adequate system of internal financial controls commensurate with its nature and size of business and meets the following objectives:

- (a) Providing assurance regarding the effectiveness and efficiency of operations;
- (b) Efficient use and safeguarding of resources;
- (c) Compliance with policies, procedures and applicable laws and regulations; and
- (d) Transactions being accurately recorded and reported timely.
- (e) The Company has a budgetary control system to monitor expenditures and operations against budgets on an ongoing basis.

**REPORTING OF FRAUDS**

There were no instances of frauds during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or the Board under Section 143(12) of the Act and the rules made thereunder.

**NUMBER OF MEETINGS OF BOARD OF DIRECTORS**

The Board of directors have met 9 times and Independent Directors have met once during the year ended 31<sup>st</sup> March, 2025.

Meetings of Board of Directors were held during financial year 2024-25 are as follows:

1	08 <sup>th</sup> May, 2024
2	12 <sup>th</sup> August, 2024
3	31 <sup>st</sup> August, 2024
4	28 <sup>th</sup> September, 2024
5	30 <sup>th</sup> September, 2024
6	14 <sup>th</sup> November, 2024
7	12 <sup>th</sup> December, 2024
8	13 <sup>th</sup> February, 2025
9	19 <sup>th</sup> March, 2025

The Board as on 31<sup>st</sup> March, 2025 comprises of 5 (five) Directors out of which two Directors are Non-Executive Independent Directors and two directors are Non-Executive Directors and one Director is Managing Director who is responsible for the day-to-day management of the Company subject to the supervision, direction and control of the Board of Directors. The Company satisfies the criteria of having minimum no of independent directors in the board as per the provisions of Companies Act 2013. Further, the Company is not required to satisfy the criteria of minimum of Independent Directors as per SEBI (LODR) 2015 regulations, as the corporate governance clauses are not applicable to the company.

## Annual Report 2024-25

Detail of attendance at Board Meeting is as follows

Name of Director	No. of Board Meetings held during financial year 2024-25	No. of Board Meetings attended	Number of Membership in Boards of Other Companies*	NO. of Membership/ Chairmanship in Other Companies*
Mr. Satish B Zaveri	9	9	NIL	NIL
Mr. Sandip S Zaveri	9	7	NIL	NIL
Mr. Bhanuraj N Mehta (since deceased)	9	3	NIL	NIL
Mr. Rushabh S Mehta	9	9	NIL	NIL
Mr. Pramod G Gujarathi	9	9	1	NIL
Ms. Jigna Prajapati	9	9	NIL	NIL

\*Excludes directorships in Private Limited Companies, Section 25 Companies, Foreign Companies. Membership/Chairmanship in Committee of Directors includes Audit Committee and Stakeholders' Relationship/Grievance Committee of Directors only. This does not include Membership/Chairmanship in Committee of Directors of Chemiesynth (Vapi) Limited.

### DETAILS OF COMMITTEE OF DIRECTORS (AS ON 31<sup>ST</sup> MARCH, 2025)

#### A. AUDIT COMMITTEE

The composition of Audit Committee consists of two independent directors and a Managing Director.

The terms of reference stipulated by the Board to the Audit Committee are as per the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Attendance of Committee members during 2024-25 is as follows:

Name	Chairman/ Member	No. of Audit committee meetings	No. of Audit Committee meetings attended
Ms. Jigna Prajapati (Independent Director)	Chairman	4	4
Mr. Pramod Gujarathi (Independent Director)	Member	4	4
Mr. Sandip Zaveri (Managing Director)	Member	4	4

Audit Committee meeting were held 4 times on the following dates during the year 2024-25

1) 08<sup>th</sup> May 2024, 2.) 12<sup>th</sup> August 2024, 3.) 14<sup>th</sup> November 2024, 4.) 13<sup>th</sup> February 2025

The recommendation by the Audit committee as and whenever made to Board has been accepted by it.

#### B. NOMINATION AND REMUNERATION COMMITTEE

Composition of Nomination and Remuneration Committee:

Mr. Pramod G Gujarathi - Chairman

Mrs. Jigna Shah - Member

Mr. Sandip Zaveri - Member

During the financial year 2024-25, Nomination and Remuneration Committee met three times. The meeting was held on 12<sup>th</sup> August, 2024, 31<sup>st</sup> August, 2024 and 30<sup>th</sup> September, 2024. All committee members were present at the meeting.

#### C. SHAREHOLDER/INVESTORS GRIEVANCE COMMITTEE :

Your Company is not required to constitute a Shareholder/Investors Grievance committee under section 178 (5) of Companies Act, 2013 and under regulation 20 of SEBI (LODR) Regulations, 2015

### PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTY

Particulars of Contracts or Arrangements with Related Parties referred to in Section 188 (1) in Form AOC-2 are annexed as "Annexure D" to this Report.

### CORPORATE SOCIAL RESPONSIBILITY POLICY

The company is not falling within the criteria of Section 135 of the Companies Act, 2013. Board of Directors will formulate the policy once it comes within the provisions of Section 135 of the Companies Act, 2013.

### KEY MANAGERIAL PERSONNEL :

Changes has been made in the key managerial personnel of the company during the year.

Mr. Jay Pansuria resigned from the post of Company Secretary cum Compliance Officer on 31<sup>st</sup> May, 2024. and Ms. Pranali Dholabhai was appointed as a Company Secretary and compliance officer on 31<sup>st</sup> August, 2024.

The following is list of Key Managerial Personnel of the company as on 31<sup>st</sup> March, 2025.

Mr. Sandip Satish Zaveri - Managing Director

Mr. Parimal A. Desai - Chief Financial Officer

Ms. Pranali Dholabhai - Company Secretary

### DIRECTORS

Mr. Satish Zaveri (DIN: 00158861) Director of the Company, would retire by rotation, at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. The Board recommends his re-appointment.

### POLICY ON DIRECTORS' APPOINTMENT

Policy on Directors' appointment is to follow the criteria as laid down under the Companies Act, 2013 and the Listing Agreement with Stock Exchanges and good corporate practices. Emphasis is given to persons from diverse fields or professions.

### POLICY ON REMUNERATION

Guiding Policy on remuneration of Directors, Key Managerial Personnel and employees of the Company is that –

- Remuneration to unionised workmen is based on the periodical settlement with the workmen union.
- Remuneration to Key Managerial Personnel, Senior Executives, Managers, Staff and Workmen (Non-Unionised) is industry driven in which it is operating, taking into account the performance leverage and factors such as to attract and retain quality talent.
- For Directors, it is based on the shareholders resolutions, provisions of the Companies Act, 2013 and Rules framed therein, circulars and guidelines issued by Central Government and other authorities from time to time.

### VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has put in place a Whistle Blower Policy to provide an open and transparent working environment and to promote responsible and secure whistle blowing system for directors and employees of the Company to raise concern. The Policy provides adequate safeguard against victimisation of director(s) / employee(s) who raise the concern and have access to Chairman of Audit Committee who is entrusted to oversee the whistle blower mechanism. The Policy is available on the website of the Company <http://www.chemiesynth.com>

### POLICIES OF THE COMPANY

The Board of Directors has formulated the following policies which are available on web site of the company <http://www.chemiesynth.com>

1. Code Of Business Conduct for Directors and Senior Executives
2. Nomination and Remuneration Policy
3. Vigil Mechanism / Whistle Blower Policy
4. Insider Trading - Code of Conduct

## Annual Report 2024-25

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5. Code of Fair Disclosure CSL
6. Preservation of Documents and Archival Policy
7. Policy on Determination of Materiality of Events/Information

### **SUBSIDIARIES AND ASSOCIATE COMPANY'S**

As on 31st March, 2025, Company has no subsidiaries and associate companies.

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management's Discussion and Analysis Report for the year under review is annexed to this report (Annexure E).

### **SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There are no significant or material orders which were passed by the Regulators or Courts or Tribunals which impact the going concern status and the Company's Operations in future.

### **SECRETARIAL STANDARDS**

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

### **CORPORATE GOVERNANCE**

The company does not fall under the criteria 15(2) (a) of the Listing Obligations & Disclosure requirements (LODR) Regulations, 2015 as the Paid-up capital of the company is below Rs. 10 Crores and net worth is below Rs. 25 Crores as on the last day of the previous financial year. Hence compliance with Corporate Governance provisions as per Listing Obligations & Disclosure requirements (LODR) Regulations, 2015 are not applicable to company.

### **COMPLIANCE WITH THE MATERNITY BENEFIT ACT, 1961**

The Company hereby confirms its full compliance with the provisions of the Maternity Benefit Act, 1961, and all rules and regulations framed thereunder. The Company is committed to providing all benefits and facilities as mandated by the Act to its eligible employees

### **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company is committed to providing a safe, inclusive, and respectful workplace where employees can perform their duties free from prejudice, gender bias, and any form of harassment. Management consistently strives to maintain a work environment that upholds dignity and equality, free from discrimination and sexual harassment. In compliance with the provisions of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has implemented a comprehensive Policy on Prevention of Sexual Harassment at the Workplace. An Internal Complaints Committee (ICC) has been duly constituted to address complaints related to sexual harassment. The policy outlines the procedures for complaint redressal and the inquiry process to be followed by the ICC. It is applicable to all women employees, including those who are permanent, temporary, contractual, or trainees. The policy also incorporates safeguards to prevent any form of retaliation or victimization against individuals who report incidents in good faith. During the year under review, the Company did not receive any complaints pertaining to sexual harassment.

### **ACKNOWLEDGEMENT**

Your directors wish to place on record the immense contribution to the company, made by Late Bhanuraj Mehta, Director, who passed away during the year

Your Directors wish to place on record their appreciation for the whole hearted and sincere co-operation the Company has received from its banker, Bank of Baroda and various Government agencies. Your Directors also wish to thank all the employees for their co-operation.

**For and on behalf of the Board of Directors**

**Place:** Vapi  
**Date:** 12<sup>th</sup> August 2025

**Mr. Sandip S. Zaveri,**  
Managing Director  
DIN: 00158876

**Mr. Satish B. Zaveri**  
Director  
DIN: 00158861

**Annexure A**

**Detail of All Directors including those seeking Re-appointment at the Annual General Meeting.**

**1. Mr. Satish Bhogilal Zaveri.**

Date of Birth	Date of Appointment	Qualification	DIN	Number of Shares held in the Company
25/04/1938	24/04/1986	B.E. (Chemical Engineering)	00158861	11,91,760
<b>Directorship Held in other companies (excluding foreign companies)</b>			<b>Membership/Chairmanship of committees of other company</b>	
1. CS Specialty Chemicals Private Limited 2. CS Performance Chemicals Private Limited 3. CS Fine Interchem Private Limited			<b>NIL</b>	

**Expertise in specific functional areas:**

He has more than 60 years experience in chemical industry as a technocrat entrepreneur. With the experience earned in the varied areas of business activities and strategic planning, Mr. Satish Bhogilal Zaveri, developed using commercially viable business models to stimulate and sustain the social change in the Company.

**2. Mr. Sandip Satishbhai Zaveri**

Date of Birth	Date of Appointment	Qualification	DIN	Number of Shares held in the Company
07/11/1969	30/06/2001	BE, MS Chemical Engineering	00158876	4,88,000
<b>Directorship Held in other companies (excluding foreign companies)</b>			<b>Membership/Chairmanship of committees of other company</b>	
1. CS Bio - Sciences Private Limited 2. CS Specialty Chemicals Private Limited 3. CS Performance Chemicals Private Limited 4. CS Fine Interchem Private Limited 5. Star Performance Chemicals Private Limited				

**Expertise in specific functional areas:**

He has more than 30 years experience in chemical industry as a technocrat entrepreneur. With his experience in the business activities and strategic planning, he is helpful in decision making in the business of the Company and for overseeing the smooth running of day to day operations of the Company.

**3. Mr. Rushabh Mehta**

Date of Birth	Date of Appointment	Qualification	DIN	Number of Shares held in the Company
18/11/1968	28/09/2018	B.Com	00784327	<b>NIL</b>
<b>Directorship Held in other companies (excluding foreign companies)</b>			<b>Membership/Chairmanship of committees of other company</b>	
1. Felicity Exports Private Limited 2. Royal House Agency Private Limited 3. Quantinum Jets Private Limited			<b>NIL</b>	

**Expertise in specific functional areas:**

He has expert knowledge in Current market affairs of Real Estate.

## Annual Report 2024-25

### 4. Ms. Jigna Prajapati

Date of Birth	Date of Appointment	Qualification	DIN	Number of Shares held in the Company
28/03/1992	01/02/2024	Company Secretary	07729752	NIL
<b>Directorship Held in other companies (excluding foreign companies)</b>		<b>Membership/Chairmanship of committees of other company</b>		
NIL		NIL		

#### Expertise in specific functional areas:

She has a Law Degree with specialization in Corporate and Financial Laws and over 7 years experience in the field. Her area of expertise includes business analysis, strategy development and compliance of corporate laws.

### 5. Mr. Pramod Gopaldas Gujarathi

Date of Birth	Date of Appointment	Qualification	DIN	Number of Shares held in the Company
25/06/1952	30/05/2018	Chemical Engineer	00418958	NIL
<b>Directorship Held in other companies (excluding foreign companies)</b>		<b>Membership/Chairmanship of committees of other company</b>		
SRF Limited		NIL		

#### Qualification:

B. Tech. (Chemical Engineering) IIT, Bombay (1976).

Post Graduate Diploma in Management Studies, Bombay University (1984).

Consistent high academic record in school and college and National Scholarship Holder.

#### Work Experience :

Over 43 Years of work experience in Chemical Industry which includes :

1. Director of Safety and Environment with SRF Limited
2. Director and Site Manager – Technical in Bayer Vapi Pvt Ltd.

During his tenure in Bayer, he was made incharge of Site Management, Production, Maintenance, Safety, Environment and other related functions like R&D, QA etc.

3. Chief Manager in Lubrizol (I) Ltd.

**ANNEXURE B**

**Information on conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo pursuant to section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014.**

**(A) Conservation of energy-**

- (i) Steps taken or impact on conservation of energy:
  - a. Improving Natural Light by opening Windows, studying illumination of tube lights by CFL lamps etc.
  - b. Maintaining old machinery in good condition, retrofitting or replacing with energy efficient ones.
  - c. Minimising idle running of machinery.
- (ii) The above measures undertaken have resulted in savings in the cost of production.
- (iii) Utilising alternate sources of energy: NIL
- (iv) Capital investment on energy conservation equipment: NIL

**(B) Technology absorption-**

- (i) Efforts made towards technology absorption: NIL
- (ii) Benefits derived like product improvement, cost reduction, product development or import substitution: NIL
- (iii) Imported technology (imported during the last three years reckoned from the beginning of the financial year)- NIL
- (iv) The expenditure incurred on Research and Development: NIL

**(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Foreign Exchange Earning	NIL
Foreign Exchange Outgo	NIL

**Annexure. C**

**DISCLOSURE IN THE BOARD'S REPORT UNDER RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

1	The Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2024-25	Director's Name	Ratio to mean remuneration
		No remuneration paid to any director	Not Applicable
2	The Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager if any in the financial year 2024-25 compared to 2023-24	Directors/CFO/CEO/CS/ Manager name	% age increase in remuneration
		Mr. Sandip Zaveri (Managing Director)	No Remuneration Paid in the 2024-25
		Mr. Parimal Desai (CFO)	13.50
		Mr. Jay Pansuria (CS)	Salary for the period April, 2024 to May 2024 as he resigned wef 31 <sup>st</sup> May, 2024 NIL
		Ms. Pranali Dholabhai (CS)	Salary for the period September 2024 to March 2025 as she was appointed on 31 <sup>st</sup> August, 2024

## Annual Report 2024-25

3	Percentage increase in the median remuneration of employees in the financial year 2024-25 compared to 2023-24.	14.50%			
4	Number of permanent employees on the rolls of the company	As on 31.03.2025		As on 31.03.2024	
		36		44	
5	Explanation on the relationship between average increase in remuneration and the company performance	Though company is making efforts for better performance, Increment to employees are given as per industry trends.			
6	Comparison of the remuneration of the Key Managerial Personnel against the performance of the company	Total Remuneration of KMP: Rs. 19,17,864/- Turnover: Rs. 18,89,91,288/- Remuneration of KMP as % of Turnover : 1.01%			
7	Variation in	31.03.2025		31.03.2024	
	Market Capitalization	Not available. As shares are not frequentlytraded.		Not available. As shares are not frequentlytraded.	
	Price Earning Ratio				
	Percentage Increase/decrease of market quotations				
	Net worth of the Company	10,98,06,099/-		11,34,04,652/-	
8	Average percentile increase in salaries of Employees other than managerial personnel	5.24%			
	Average Increase in Managerial Remuneration	Not Applicable : Directors are not taking any remuneration from the Company.			
9	Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company				
		Mr. Sandip S Zaveri (Managing Director)	Mr. Parimal Desai (CFO)	Mr. Jay Pansuria (Company Secretary)	Ms. Pranali Dholabhai (Company Secretary)
	Remunertion	Not Paid	14,36,846/-	1,32,718	3,48,300/-
	Turnover	18,89,91,288/-			
	Remuneration as % of Turnover	Not Applicable	0.76%	0.00%	0.18%
10	Key parameter for any variable component of remuneration availed by the Directors	NO			
11	Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess the highest paid director during the year(except KMP)	None of the directors has been paid remuneration. Hence it is not comparable.			
12	Affirmation that the remuneration is as per the remuneration policy of the Company :				
	<b>The directors hereby confirm that the Company is paying remuneration to employees as per the remuneration policy of the Company. And none of the directors has been paid remuneration in the F Y 2024-25</b>				
13	Statement showing details of employees of the Company who is drawing remuneration more than 1 crore 2 lakhs per annum or 8.5 lakhs per month.				
	<b>No employee is drawing remuneration more than Rs. 1 crore 2 lakhs per annum or Rs. 8.5 lakhs per month</b>				

The Board of Directors of the Company affirms that the remuneration is as per the remuneration policy of the Company.

No Employee is in receipt of remuneration which requires disclosure as per Rules 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Above all information related to remuneration of employees are based on net salary (excluding all deductions including employers Contribution to PF, ESIC, Professional tax etc.) earned by them.



**Annexure D**

**Related Party Transactions**

**Form No. AOC-2**

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

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

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

The Company has not entered into contracts or arrangements or transactions with Related Party which are not at arm's length basis hence not required to make any disclosure under this heading.

**2. Details of material contracts or arrangements or transactions at arm's length basis during financial year 2024-25:**

The details of transactions at arm's length basis for the year ended March 31, 2025, are as follows –

<b>Name of Related Party</b>	<b>Nature of relationship</b>	<b>Type of Transaction</b>	<b>Duration of Contract</b>	<b>Amount (Rs. in lakh)</b>
Cs Fine Interchem Private Limited	Company in which the Key Managerial Personnel exercise the control.	Sale of goods or services	April 1, 2024 to March 31, 2025	13.23
Cs Fine Interchem Private Limited	Company in which the Key Managerial Personnel exercise the control.	Purchase of fixed assets	April 1, 2024 to March 31, 2025	2.48
Cs Speciality Chemicals Private Limited	Company in which the Key Managerial Personnel exercise the control.	Sale of goods or services	April 1, 2024 to March 31, 2025	161.40
Cs Speciality Chemicals Private Limited	Company in which the Key Managerial Personnel exercise the control.	Purchase of fixed assets	April 1, 2024 to March 31, 2025	2.49

**Other Transaction entered into by the company with related parties**

<b>Name of Related Party</b>	<b>Nature of relationship</b>	<b>Type of Transaction</b>	<b>Amount (Rs.)</b>
CS Speciality Chemicals Private Limited	Company in which the Key Managerial Personnel exercise the control.	Inter corporate deposit taken - Balance as at the beginning of the year	-
		Inter corporate Deposit taken (Interest @ 9%pa)	3,50,00,000
		Interest on Deposit	15,44,795
		Repayment of Inter Corporate Deposit	3,50,00,000
		Balance as at the year end	-
		Advance against sale of goods - balance as at the year end	58,95,113
CS Fine Interchem Private Limited	Company in which the Key Managerial Personnel exercise the control.	Inter corporate deposit taken - Balance as at the beginning of the year	3,00,00,000
		Inter corporate Deposit taken (Interest @ 9%pa)	6,75,00,000
		Interest on Deposit	22,54,931

## Annual Report 2024-25

Name of Related Party	Nature of relationship	Type of Transaction	Amount (Rs.)
		Repayment of Inter Corporate Deposit	5,50,00,000
		Balance as at the year end	4,25,00,000
CS Performance Chemicals Pvt Ltd	Company in which the Key Managerial Personnel exercise the control.	Inter corporate deposit taken - Balance as at the beginning of the year	50,00,000
		Inter corporate Deposit taken	-
		Interest on Deposit	75,000
		Repayment of Inter Corporate Deposit	50,00,000
		Balance as at the year end	-
Star Performance Chemicals Pvt Ltd	Company in which the Key Managerial Personnel exercise the control.	Inter corporate deposit taken - Balance as at the beginning of the year	35,00,000
		Inter corporate Deposit taken	-
		Interest on Deposit	3,15,000
		Balance as at the year end	35,00,000

**For and on behalf of the Board of Directors**

**Place:** Vapi  
**Date:** 12<sup>th</sup> August 2025

**Mr. Sandip S. Zaveri,**  
Managing Director  
DIN: 00158876

**Mr. Satish B. Zaveri**  
Director  
DIN: 00158861

## **Annexure E**

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**The key areas of Management Discussion and Analysis are given below:**

The company is into manufacturing of chemical dyes and specialty intermediates for leading agrochemical and specialty chemical companies in India.

#### **Industry Overview**

Last year saw a considerable increase in macroeconomic volatility due to geopolitical tensions, currency fluctuations, inflationary conditions and other global factors, which impacted overall trade conditions.

Despite this the Indian agrochemicals market is projected to register a CAGR of 8.5% during the forecast period (2022-2027). Various disruptions in 2022 have now receded in second half of 2024 and business volumes are stabilizing. The likely reshaping of supply chain will happen over next one year on account of tariffs and protectionist measures adopted by various countries. The long term outlook still remains intact and will result in better and stable business volumes.

The last two decades have seen a significant shift in the global specialty chemicals industry with developed countries losing their production supremacy (particularly the US) to emerging market nations in Asia. Key facilitators for this shift include stricter environmental norms in western countries and cost advantages enjoyed by emerging markets in terms of logistics and labour.

#### **Outlook**

The chemicals industry supports India's agricultural and industrial development. It provides raw materials, intermediates and process chemicals for dyes and chemicals, agrochemicals, detergents and soaps, textiles, paper, paints, pharmaceuticals, varnish, etc. Specialty chemicals segment has grown rapidly in last few years, driven by an increase in domestic consumption from various end-user industries and rising exports. It is expected that this segment to clock 10-12% CAGR during fiscals 2021 to 2026 driven by rising domestic consumption and exports.

### Opportunities and Threats

Market for agrochemicals is rising rapidly in India and has shown considerable resilience despite global volatility. Innovation led growth will sustain the growth rate of agrochemicals and will lead to better market conditions.

Consolidation of vendor ecosystems is an emerging theme across global chemicals supply chains, with many products being sourced from countries with robust ecosystems. These trends stem from cutting the need to cut costs, drive volumes and adhere with global environmental regulations. India is well-positioned with a scalable, compliant ecosystem for manufacturing chemicals. This is being accentuated by realignment of geopolitical equations, in turn driving foreign trade and creating favourable diversification in global manufacturing from China to countries like India.

### Risks & Concerns

#### Regulatory Risks:

The Company remained cognisant of the importance of adopting Safety, Health and Environment (SH&E) norms. It also judiciously follows reduce-reuse-recover principles across sites. Stricter regulatory norms may result in higher compliance costs.

#### Innovation Risk

Risk of redundancy and losing out to competition on account of poor R&D is a major overhang.

The Company has been focused on strengthening its technical skill-set around niche application and has always emphasised product innovation and improvement in process engineering.

#### Raw Material Risk

The Company runs the risk of ready availability of raw materials and fluctuation in raw material prices.

The Company has fostered long-standing relationships with its suppliers to ensure steady availability of raw materials at competitive prices. The Company follows a RM-plus pricing mechanism for its various speciality chemicals. This reduces margin/ topline pressures in the event of rising input costs.

#### Internal Control System and Adequacy

The Company has suitable and adequate internal control system and adequacy system for safeguarding the assets. Board of Directors is reviewing the system from time to time for benefits of the company. Reviews are conducted on an on-going basis, based on a comprehensive risk based audit plan, which is approved by the Audit Committee at the beginning of each year. The Audit Committee meets on a quarterly basis to review and discuss the various Internal Audit reports and follow up action plans of past significant audit issues and compliance to the audit plan.

#### Human Resources

The company is providing sufficient motivation for better performance of human resources. Company's main emphasis is on developing skill and expertise in employees. Steps are taken for reskilling and upskilling Company's talent pool with future-ready and future-engaged competencies. This includes functional capability, behavioural or managerial capability and leadership capability.

#### Financial Performance

The financial Performance of the Company for the year under review is discussed in detail in the Directors Report.

#### For and on behalf of the Board of Directors

**Place:** Vapi  
**Date:** 12<sup>th</sup> August 2025

**Mr. Sandip S. Zaveri,**  
Managing Director  
DIN: 00158876

**Mr. Satish B. Zaveri**  
Director  
DIN: 00158861

# Annual Report 2024-25

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## **Note1 : Notes to the financial statements**

### **General Information**

The main business activities of Chemiesynth (Vapi) Limited is manufacturing of Dye Intermediates and Chemicals. Company's manufacturing unit is situated at its registered office at Plot No 27, GIDC, Vapi, Dist : Valsad, Gujarat 396195. Company is a Public Limited Company and listed on Bombay Stock Exchange Limited, Mumbai. The company operates in a single segment i.e manufacturing of chemicals.

The Standalone Financial Statements for the year ended 31st March, 2025 have been reviewed by and approved by the Board of Directors at their meetings held on May 23, 2025.

### **Preparation and Presentation of Financial Statements**

#### **Basis of Preparation & Measurement**

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standard) Rules, 2015. The Presentation of the Financial statement is based on Ind AS Schedule III of the Companies Act, 2013.

The financial statements have been prepared on an accrual basis and in accordance with the historical cost convention, unless otherwise stated. All assets and liabilities are classified into current and non-current generally based on the criteria of realisation/settlement within a twelve-month period from the balance sheet date.

#### **Current/Non- Current Classification**

Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- (i) Expected to be realised or intended to be sold or consumed in normal operating cycle
- (ii) Held primarily for the purpose of trading
- (iii) Expected to be realised within twelve months after the reporting period, or
- (iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- (i) It is expected to be settled in normal operating cycle
- (ii) It is held primarily for the purpose of trading
- (iii) It is due to be settled within twelve months after the reporting period, or
- (iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

Company classifies all other liabilities as non-current. Company has identified twelve months as its operating cycle.

#### **Use of Estimates**

The preparation of the financial statements in conformity with accounting principles generally accepted in India requires the management to make estimates and assumptions that affect the reported amount of assets and liabilities as of the Balance Sheet date, reported amount of revenues and expenses for the year and disclosure of contingent liabilities as of the Balance Sheet date.

Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about the assumptions and estimates may result in outcomes requiring a material adjustment to the carrying amount of assets or liabilities in future periods. Difference between actual results and estimates are recognized in the Profit and Loss Statement in the year in which the results are known/ materialized.

#### **Property, Plant and Equipment**

Items of Property, Plant and Equipment are valued at cost, namely, cost of acquisition and other incidental expenses directly related to their installation/erection less accumulated depreciation and impairment, if any. Capital work-in-progress comprises of the cost of fixed assets that are not yet ready for their intended use at the reporting date. Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefit from the existing asset beyond its previously assessed standard of performance.

On transition to Ind AS, the Company has elected to continue with the carrying value of all its property, plant and equipment recognized as at April 1, 2016 measured as per the previous Indian GAAP and use that carrying value as the deemed cost of property, plant and equipment.

Depreciation on tangible assets (other than Leasehold Land) is generally computed on a pro-rata basis on the basis of the estimated life specified in Schedule II of the Companies Act, 2013 under Straight line method. The useful life of assets prescribed in Schedule II to the Companies Act, 2013 are considered for the purpose of Computation of Depreciation. Depreciation charge on additions / deletions is restricted to the period of use.

No depreciation is provided for leasehold land since as per the lease agreements; the leases are renewable at the option of the Company for a further period of 99 years at the end of the lease period of 99 years, without / with marginal payment of further premium.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

### **Impairment**

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset / cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased.

### **Borrowing Cost**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

### **Inventories**

Inventories include raw materials, work-in-progress, finished goods. Inventories are valued at the lower of cost and net realizable value. Cost of inventories comprises of purchase cost, cost of conversion and other cost including manufacturing overheads incurred in bringing the inventory to present location and condition. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

### **Foreign Currency Transactions**

#### **Initial Recognition**

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

#### **Subsequent Recognition**

As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All monetary assets and liabilities in foreign currency are reinstated at the end of accounting period.

#### **Exchange Difference**

Exchange difference arising on the settlement of monetary items or on reporting company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or expenses in the year in which they arise.

#### **Revenue Recognition**

Revenue from sale of goods is recognized when the company satisfies performance obligation by transferring promised goods and services to the customer as per the terms of the contract and are recognized net of trade discounts, rebates and indirect taxes. Revenue is recognized to the extent that it is probable that the economic benefits will flow to company and

## Annual Report 2024-25

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the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company continues to account for the export incentives in the year in which such claims are sanctioned by the relevant government authorities as per Generally Accepted Accounting Principles and the accounting method consistently followed by the company.

### Interest income

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Interest income is included under the head Other Income in the Statement of Profit and Loss.

### Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and recognized in the period in which the employee renders the related service. Contribution towards provident fund for employees is made to the regulatory authorities, where company has no further obligations. Such benefits are classified as Defined Contribution Schemes as company does not carry any further obligations, apart from the contributions made on a monthly basis

As regard Post Employment Benefits, the cost of providing for Benefits for Define Benefit Plans (Gratuity) is determined on Independent External Actuarial Valuation Basis in accordance with the provisions of Payment of Gratuity Act, 1972.

### Taxes on Income

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the relevant prevailing tax laws. Tax expenses relating to the items in profit and loss shall be treated as current tax as part of profit and loss and those relating outside Profit and loss, other comprehensive income (OCI) shall be recognized as part of the part of OCI.

Deferred tax is recognized for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, company re-assesses unrecognized deferred tax assets, and only accounts for the same if there is certainty of realising the same.

Minimum Alternate Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that company will pay normal income tax during the specified period. As per transition provisions MAT shall be treated as part of deferred tax assets.

### Provisions and Contingent Liabilities

Provisions: Provisions are recognized when there is a present obligation as result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value.

Contingent Liabilities: 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 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 or a reliable estimate of the amount cannot be made.

### Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

### Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

**SECRETARIAL AUDIT REPORT**

**Form No. MR-3**

**For the financial year ended on 31st March, 2025.**

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

To,  
The Members,  
**CHEMIESYNTH (VAPI) LIMITED**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Chemiesynth (Vapi) Limited** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Chemiesynth (Vapi) Limited, books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period ended on 31st March, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers and minute books, Forms and returns filed and other records maintained by the Company, for the year ended on 31<sup>st</sup> March, 2025 according to the applicable provisions, if any, of:

- I. The Companies Act, 2013 (**the Act**) and the Rules made there under, as applicable.
- II. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made there under.
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
- 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"**) to the extent applicable to the Company:
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - d. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the Company during the Audit Period**);
  - e. 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;
  - f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – (**Not applicable for the period under audit.**)
  - g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not applicable to the Company during the Audit Period**).
- VI. The Management has identified and confirmed the applicable Acts, Laws and Regulations specifically applicable to the Company as mentioned belows:
  - i) The Environment Protection Act, 1986; and
  - ii) Air (Prevention and Control of Pollution) Act 1981 and Rules issued by State Pollution Control Board; and
  - iii) Customs Act, 1962
  - iv) Central Motor Vehicles Act, 1988 and Central Motor Vehicles Rules, 1989.

## Annual Report 2024-25

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

- i) Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India from time to time.
- ii) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards and Listing Agreement/Obligations mentioned above.

**I further report that:**

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

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

Decisions at the Board Meeting were taken unanimously.

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

**I further report that** during the audit period;

- a) The Company has Appointed M/s. Purvi Gandhi & Associates Chartered Accountant (Registration No 145052W) as an Internal Auditor and Mr. Nitin Sarfare, Company Secretary as Secretarial Auditor.
- b) The Company has Appointed Mrs. Pranali Yogeshkumar Dholabhai as Company Secretary and Compliance officer with effect from 31<sup>st</sup> August, 2024 and Mr. Jay Pansuria resigned as Company Secretary with effect from 31<sup>st</sup> May, 2024.
- c) The Company has appointed Mr. Sandip S Zaveri as Managing Director in the Board Meeting held on 30<sup>th</sup> September, 2024 for the period of five years.
- d) During the period under review, Mr. Bhanuraj Mehta, Director of the Company, passed away on 20<sup>th</sup> September, 2024.

### Company Secretaries

#### Nitin Sarfare

Proprietor

DIN: 00158876

ACS No.: 36769 CP No.: 13729

UDIN:A036769G00099796

Peer Review No.2128/2022

**Place:** Vapi

**Date:** 12<sup>th</sup> August 2025

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



**Annexure A**

To,  
The Members,  
**CHEMIESYNTH (VAPI) LIMITED**  
Mumbai

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

Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. I believe that processes and practices, I followed provide a reasonable basis for my opinion.

I have not verified the correctness and appropriateness of financial records and Books of Accounts, and related documents of the Company.

Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulation and happening of events, etc.

The Compliance of the provisions of Corporate and the other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verification of procedures on test basis.

The Secretarial Audit report 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.

**Company Secretaries**

**Nitin Sarfare**

Proprietor

DIN: 00158876

ACS No.: 36769 CP No.: 13729

UDIN: A036769G00099796

Peer Review No.2128/2022

**Place:** Vapi

**Date:** 12<sup>th</sup> August 2025

## INDEPENDENT AUDITOR'S REPORT

### To The Members of CHEMIESYNTH (VAPI) LIMITED

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

##### Opinion

We have audited the accompanying Standalone IND AS Financial Statements of Chemiesynth (Vapi) Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2024, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flow for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone IND AS Financial Statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its loss, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

##### Basis for Opinion

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

##### Key Audit Matters

Key Audit Matters are those matters that, in our professional judgment are of most significance in our audit of the Standalone IND AS Financial Statements for the financial year ended March 31, 2024. However during our Audit we have determined that there are no such Key Audit Matters that required significant Auditor's attention having regard to the size of the Company's business and nature of its operations.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the Standalone Ind AS Financial Statements and our Auditor's Report thereon.

Our opinion on the Standalone Ind AS 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 Ind AS Financial Statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

##### Responsibilities of the Management and Those Charged with Governance for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Ind AS Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian 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 the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements 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 Ind As 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 Ind AS Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

### **Auditor's Responsibility for the Audit of the Standalone Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS 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 Ind AS Financial Statements.

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

- Identify and assess the risks of material misstatement of the Standalone Ind AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Ind AS Financial Statements, including the disclosures, and whether the Standalone Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 Ind AS Financial Statements for the financial year ended March 31, 2024 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.

# Annual Report 2024-25

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## 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 Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit 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 Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid Standalone Ind AS Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
  - e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Standalone Ind AS Financial Statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) read with Schedule V of the Act, as amended:

The Company has not paid any managerial remuneration during the year, hence provisions of section 197 read with schedule V to the Companies Act, 2013 are not applicable to the Company.

- 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 does not have any pending litigations which would impact its financial position in its Standalone Ind AS Financial Statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company in accordance with the relevant provisions of the Act and the Rules made thereunder.
  - iv.
    - a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly  
  
lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"),

with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 1 (e) as prescribed under (a) and (b) above contain any material misstatement.
- v. The Company has neither declared any dividend nor paid any dividend during the year. Hence the Compliance of Section 123 of Companies Act 2013 is Not Applicable to the Company.
- vi. On verification of the Company's accounting software system as informed to us, during the year under review, the Company is in process of doing trial of implementation of Tally Accounting Software having the feature of recording Audit Trail of each and every transaction creating an audit log of each change made in the Books of Accounts along with the date when such changes were made ensuring that such Audit Trail cannot be disabled.

Consequently, we are unable to comment on audit trail feature of the said software.

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

**For MANOJ SHAH & CO**  
CHARTERED ACCOUNTANTS  
(Firm's Registration No. 106036W)

Sd/-  
**CA. MANOJ T. SHAH**  
PARTNER  
(Membership No. 043777)  
UDIN: 25043777BMKTSH7442  
Vapi, May 23<sup>rd</sup> 2025.

### ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

**(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date on the standalone Ind AS financial statements of Chemiesynth (Vapi) Limited)**

- (i) In respect of the Company's Property, Plant and Equipment and Intangible Assets:
  - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipments and relevant details of right-of-use assets.
  - (B) The Company has maintained proper records showing full particulars of intangible assets.
  - (b) The Company has a program of verification of Property, Plant and Equipments to cover all the items in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipments were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us and the records examined by us, in respect of immovable properties of land that have been taken on lease and disclosed as Property, Plant and Equipments in the Standalone Ind AS Financial Statements, the lease deed is in the name of the Company.
  - (d) The Company has not Revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
  - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any Benami Property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) a) The inventory, except goods-in-transit and stocks lying with third parties, has been physically verified by the management during the year. For stocks lying with third parties at the year-end, written confirmations have been obtained and for inward goods-in-transit subsequent evidence of receipts has been linked with inventory records to the extent of goods received. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.
- b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii) 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 made investments in, provided any guarantee or security or granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties, except to its Employees. Hence reporting under clause 3(iii)(a) to clause 3(iii)(f) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not granted any loan, has not made any investment, has not provided any guarantees or securities, hence provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, are not applicable to the Company.
- (v) The Company has not accepted any deposits or amount which are deemed to be deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable to the Company and hence not commented upon.
- (vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) According to the information and explanations given to us, in respect of statutory dues:

- (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it to the appropriate authorities.

There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Goods and Service Tax, Customs Duty, cess and other material statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.

- (b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2024 on account of disputes is stated as NIL.

(viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

- (ix) a) 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 defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender during the year.

- 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 been declared a wilful defaulter by any bank or financial institution or government or government authority.

- c) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that the Company has not obtained any Term Loan during the year.

- d) According to the information and explanations given to us and on an overall examination of the balance sheet 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 subsidiaries, associates or joint ventures as defined under Companies Act, 2013.

- 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 subsidiaries, joint ventures or associate companies (as defined under Companies Act, 2013).

- x) a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(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 has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

- (xi) a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

- b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

- c) We have taken into consideration the whistle blower complaints, if any, received by the Company during the year while determining the nature, timing and extent of our audit procedures.

- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

## Annual Report 2024-25

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- (xiii) In our opinion and according to the information and explanations given to us, transaction with related parties are in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable Indian accounting standards.
- (xiv) a) Based on the information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- (xvi) a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) Based on the information and explanations given to us and our audit procedures, in our opinion, Section 135 of Companies Act, 2013 regarding CSR Activities is not applicable to the Company. Hence reporting under rule 3(xx) (a) and (b) is not required.
- (xxi) This Report is on Standalone Ind AS Financial Statements. Accordingly clause 3 (xxi) of the order is Not Applicable.

**For MANOJ SHAH & CO**

CHARTERED ACCOUNTANTS

(Firm's Registration No. 106036W)

Sd/-

**CA. MANOJ T. SHAH**

PARTNER

(Membership No. 043777)

UDIN: 25043777BMKTSH7442

Vapi, May 23<sup>rd</sup> 2025.



**ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date on the standalone Ind AS financial statements of Chemiesynth (Vapi) Limited)

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

We have audited the internal financial controls over financial reporting of Chemiesynth (Vapi) Limited (the "Company") as of March 31, 2024 in conjunction with our audit of the Standalone Ind AS Financial Statements of the Company for the year ended on that date.

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

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these Standalone Ind AS Financial Statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI) and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these Standalone Ind AS 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 over financial reporting with reference to these Standalone Ind AS Financial Statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these Standalone Ind AS 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 judgement, 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 controls system over financial reporting with reference to these Standalone Ind AS Financial Statements.

Meaning of Internal Financial Controls Over Financial Reporting with reference to these Standalone Ind AS Financial Statements

A company's internal financial control over financial reporting with reference to these Standalone Ind AS 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 over financial reporting with reference to these Standalone Ind AS Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## Annual Report 2024-25

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Inherent Limitations of Internal Financial Controls Over Financial Reporting with reference to these Standalone Ind AS Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these Standalone Ind AS 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 over financial reporting with reference to these Standalone Ind AS Financial Statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these Standalone Ind AS 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting with reference to these Standalone Ind AS Financial Statements and such internal financial controls over financial reporting with reference to these Standalone Ind AS Financial Statements were operating effectively as at March 31, 2024, 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 MANOJ SHAH & CO**

CHARTERED ACCOUNTANTS

(Firm's Registration No. 106036W)

Sd/-

**CA. MANOJ T. SHAH**

PARTNER

(Membership No. 043777)

UDIN: 25043777BMKTSH7442

Vapi, May 23<sup>rd</sup> 2025.

**BALANCE SHEET AS AT MARCH 31, 2025**

(Amount in Rs.)

S. No	Particulars	Note No.	As at March 31, 2025	As at March 31, 2024
<b>I</b>	<b>A. ASSETS</b>			
	<b>Non-Current Assets</b>			
	(a) Property, Plant and Equipment	2	25,82,82,787	25,08,06,368
	(b) Financial Assets			
	i) Investments	3	35,000	35,000
	ii) Loans	4	21,83,309	23,21,898
	iii) Other Financial Assets	5	60,26,227	59,23,139
	<b>Total non-current assets</b>		<b>26,65,27,323</b>	<b>25,90,86,405</b>
<b>II</b>	<b>Current Assets</b>			
	(a) Inventories	6	1,96,60,802	3,28,12,819
	(b) Financial Assets			
	(i) Trade Receivables	7	2,85,10,286	2,12,09,007
	(ii) Cash and Cash Equivalents	8	2,49,405	3,74,402
	(c) Other Current Assets	9	69,86,375	2,02,148
	<b>Total current assets</b>		<b>5,54,06,867</b>	<b>5,45,98,376</b>
<b>III</b>	<b>TOTAL ASSETS</b>		<b>32,19,34,190</b>	<b>31,36,84,781</b>
	<b>B. EQUITY AND LIABILITIES</b>			
<b>IV</b>	<b>Equity</b>			
	(a) Equity Share Capital	10	3,07,00,000	3,07,00,000
	(b) Other Equity	11	7,91,06,099	8,27,04,652
	<b>Total equity</b>		<b>10,98,06,099</b>	<b>11,34,04,652</b>
<b>V</b>	<b>Liabilities</b>			
	<b>Non-Current Liabilities</b>			
	(a) Deferred Tax Liabilities (net)	12	44,00,034	36,20,792
	(b) Financial Liabilities			
	i. Borrowings	13	8,04,22,855	8,56,04,355
	(c) Long Term Provision	14	89,33,957	95,84,127
	<b>Total non-current liabilities</b>		<b>9,37,56,846</b>	<b>9,88,09,274</b>
	<b>Current Liabilities</b>			
	(a) Financial Liabilities			
	i. Borrowings	15	6,97,59,152	6,97,79,025
	ii. Trade Payables	16		
	a. Total Outstanding dues of micro enterprises and small enterprises		54,72,176	16,01,279
	b. Total Outstanding dues of creditors other than micro enterprises and small enterprises		1,82,62,777	79,01,626
	iii. Other financial Liabilities	17	68,51,900	65,91,748
	(b) Other Current Liabilities	18	91,68,433	88,61,172
	(c) Short Term Provisions	19	88,56,807	67,36,011
	<b>Total current liabilities</b>		<b>11,83,71,245</b>	<b>10,14,70,861</b>
<b>VI</b>	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>32,19,34,190</b>	<b>31,36,84,781</b>
	<b>Significant Accounting Policies</b>	1	1	(0)

The accompanying notes are an integral part of the financial statements.

**As per our report of even date**

For and on behalf of the Board of Directors

Sd/-  
**For Manoj Shah & Co.**  
Chartered Accountants  
Firm Reg. No: 106036W

Sd/-  
**Satish Zaveri**  
Director  
(DIN : 00158861)

Sd/-  
**Sandip Zaveri**  
Director  
DIN : 00158876)

Sd/-  
**Manoj T. Shah**  
Partner  
M.No.043777  
UDIN: 25043777BMKTS7442

Sd/-  
**Pranali Dholabhai**  
Company Secretary

Sd/-  
**Parimal Desai**  
Chief Financial Officer

Place : Vapi  
Date : 23.05.2025

Place : Vapi  
Date : 23.05.2025

## Annual Report 2024-25

### STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025

(Amount in Rs.)

S. No	Particulars	Note No.	Year ended March 31, 2025	Year ended March 31, 2024
<b>I</b>	Revenues from Operations	20	18,88,71,377	16,43,35,084
<b>II</b>	Other Income	21	1,19,911	1,02,056
<b>III</b>	<b>Total Income (I+II)</b>		<b>18,89,91,288</b>	<b>16,44,37,140</b>
<b>IV</b>	<b>Expenses:</b>			
	Cost of materials consumed	22	2,83,01,413	3,41,90,012
	Changes in Inventories of finished goods, work-in-progress and stock in trade	23	1,46,38,981	(32,48,238)
	Employee benefits expense	24	3,38,97,062	3,34,53,849
	Finance costs	25	79,79,531	69,84,394
	Depreciation and amortisation expense	2	1,40,28,630	1,29,96,721
	Other expenses	26	9,02,28,035	8,45,69,863
	<b>Total Expenses (IV)</b>		<b>18,90,73,652</b>	<b>16,89,46,601</b>
<b>V</b>	<b>Exceptional Items (Net)</b>	29	-	-
<b>V</b>	<b>Profit before tax (III-IV)</b>		<b>(82,364)</b>	<b>(45,09,461)</b>
<b>VI</b>	<b>Tax Expense:</b>			
	(1) Current Tax		2,00,000	-
	(2) Deferred Tax charge / (credit)		7,79,241	(6,28,092)
			<b>9,79,241</b>	<b>(6,28,092)</b>
<b>VII</b>	<b>Profit for the year from continuing operations(V-VI)</b>		<b>(10,61,605)</b>	<b>(38,81,369)</b>
<b>VIII</b>	<b>Profit for the year</b>		<b>(10,61,605)</b>	<b>(38,81,369)</b>
<b>IX</b>	<b>Other Comprehensive Income</b>			
	A. Items that will not be reclassified to profit or loss		(25,36,948)	-
	B. Items that will be reclassified to profit or loss		-	-
			(25,36,948)	-
<b>X</b>	<b>Total Comprehensive Income net of tax</b>		<b>(35,98,553)</b>	<b>(38,81,369)</b>
<b>XI</b>	<b>Earnings Per Equity Share</b>	27		
	(a) Basic (In Rs.)		(0.35)	(1.26)
	(b) Diluted (In Rs.)		(0.35)	(1.26)
	<b>Significant Accounting Policies</b>	1		

The accompanying notes are an integral part of the financial statements.

**As per our report of even date**

For and on behalf of the Board of Directors

Sd/-  
**For Manoj Shah & Co.**  
Chartered Accountants  
Firm Reg. No: 106036W

Sd/-  
**Satish Zaveri**  
Director  
(DIN :00158861)

Sd/-  
**Sandip Zaveri**  
Director  
DIN : 00158876)

Sd/-  
**Manoj T. Shah**  
Partner  
M.No.043777  
UDIN: 25043777BMKTSH7442

Sd/-  
**Pranali Dholabhai**  
Company Secretary

Sd/-  
**Parimal Desai**  
Chief Financial Officer

Place : Vapi  
Date : 23.05.2025

Place : Vapi  
Date : 23.05.2025

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2025**

(Amount in Rs.)

	<b>Particulars</b>	<b>Year ended March 31, 2025</b>	<b>Year ended March 31, 2024</b>
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>		
	Net Profit/(Loss) before tax	(82,364)	(45,09,461)
	Adjustments for:		
	Depreciation	1,40,28,630	1,29,96,721
	Interest expenses	79,79,531	69,84,394
	Interest income	(1,19,911)	(35,727)
	Loss on sale of fixed assets	14,454	-
	Operating Profit before Working Capital Changes	2,18,20,340	1,54,35,927
	Changes in:		
	Trade Receivables and other current assets	(1,40,85,506)	74,84,311
	Inventories	1,31,52,017	(38,26,552)
	Long term loans and advances and other financial assets	1,38,589	1,09,000
	Trade Payables and other current liabilities and Provisions	1,37,33,139	(1,09,39,518)
	CASH GENERATED FROM OPERATIONS	3,47,58,580	82,63,168
	Interest and Finance Charges	(79,79,531)	(69,84,394)
	Taxes Paid net of refund	(3,03,088)	(15,35,126)
	NET CASH FROM OPERATING ACTIVITIES (A)	2,64,75,962	(2,56,352)
<b>B</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES:</b>		
	Purchase of Fixed Assets	(2,16,09,497)	(1,87,00,170)
	Interest income	1,19,911	35,727
	Sale of Fixed Assets	90,000	-
	NET CASH USED IN INVESTING ACTIVITIES (B)	(2,13,99,586)	(1,86,64,443)
<b>C</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES:</b>		
	Short term borrowings availed / (repaid)	(19,873)	1,75,90,851
	Long term borrowings availed / (repaid)	(51,81,500)	14,58,235
	Advance from customer received/(repaid)	-	-
	NET CASH FROM FINANCING ACTIVITIES (C)	(52,01,373)	1,90,49,086
	NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A) + (B) + ( C)	<b>(1,24,997)</b>	<b>1,28,291</b>
	CASH & CASH EQUIVALENTS AS AT THE COMMENCEMENT OF THE YEAR	3,74,402	2,46,111
	CASH & CASH EQUIVALENTS AS AT THE END OF THE YEAR	2,49,405	3,74,402
	NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A) + (B) + ( C)	<b>(1,24,997)</b>	<b>1,28,291</b>

**As per our report of even date**

For and on behalf of the Board of Directors

Sd/-  
**For Manoj Shah & Co.**  
Chartered Accountants  
Firm Reg. No: 106036W

Sd/-  
**Satish Zaveri**  
Director  
(DIN :00158861)

Sd/-  
**Sandip Zaveri**  
Director  
DIN : 00158876)

Sd/-  
**Manoj T. Shah**  
Partner  
M.No.043777  
UDIN: 25043777BMKTS7442

Sd/-  
**Pranali Dholabhai**  
Company Secretary

Sd/-  
**Parimal Desai**  
Chief Financial Officer

Place : Vapi  
Date : 23.05.2025

Place : Vapi  
Date : 23.05.2025

## Annual Report 2024-25

### STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2025.

#### a. Equity Share Capital

##### (1) Current Reporting Period

(Amount in Rs.)

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated Balance at the beginning of the current reporting period	Changes in Equity Share Capital during the current year	Balance at the end of the current reporting period
3,07,00,000	-	-	-	3,07,00,000

##### (2) Previous Reporting Period

(Amount in Rs.)

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated Balance at the beginning of the current reporting period	Changes in Equity Share Capital during the current year	Balance at the end of the current reporting period
3,07,00,000	-	-	-	3,07,00,000

#### b. Other Equity

##### 1. Current Reporting Period

(Amount in Rs.)

Particulars	Reserves & Surplus				Other Items of Comprehensive Income (OCI)	Total
	Securities Premium Account	Capital Reserve	Other Reserves	Retained Earnings		
<b>Balance as at 01st April, 2024</b>	1,26,50,000	11,56,929	-	6,88,97,723	-	<b>8,27,04,652</b>
Changes in accounting policy or prior period errors	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-
Total Comprehensive Income for the Current Year	-	-	-	-	(25,36,948)	(25,36,948)
Dividends	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	(10,61,605)	-	(10,61,605)
Any other changes	-	-	-	-	-	-
<b>As at 31ST March, 2025</b>	<b>1,26,50,000</b>	<b>11,56,929</b>	<b>-</b>	<b>6,78,36,118</b>	<b>(25,36,948)</b>	<b>7,91,06,099</b>

##### 2. Previous Reporting Period

(Amount in Rs.)

Particulars	Reserves & Surplus				Other Items of Comprehensive Income (OCI)	Total
	Securities Premium Account	Capital Reserve	Other Reserves	Retained Earnings		
<b>Balance as at 01st April, 2023</b>	1,26,50,000	11,56,929	-	7,27,79,092	-	<b>8,65,86,021</b>
Changes in accounting policy or prior period errors	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-
Total Comprehensive Income for the Current Year	-	-	-	-	-	-
Dividends	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-
Any other changes	-	-	-	(38,81,369)	-	(38,81,369)
<b>As at 31st March, 2024</b>	<b>1,26,50,000</b>	<b>11,56,929</b>	<b>-</b>	<b>6,88,97,724</b>	<b>-</b>	<b>8,27,04,652</b>

The accompanying notes are an integral part of the financial statements.

#### As per our report of even date

Sd/-  
**For Manoj Shah & Co.**  
Chartered Accountants  
Firm Reg. No: 106036W

Sd/-  
**Manoj T. Shah**  
Partner  
M.No.043777  
UDIN: 25043777BMKTS7442

Place : Vapi  
Date : 23.05.2025

For and on behalf of the Board of Directors

Sd/-  
**Satish Zaveri**  
Director  
(DIN :00158861)

Sd/-  
**Pranali Dholabhai**  
Company Secretary

Place : Vapi  
Date : 23.05.2025

Sd/-  
**Sandip Zaveri**  
Director  
DIN : 00158876)

Sd/-  
**Parimal Desai**  
Chief Financial Officer

**Note 2: Property, Plant and Equipment and Capital Work-in-progress**

(Amount in Rs.)

	As at MARCH 31, 2025	As at March 31, 2024	As at March 31, 2023
<b>Carrying amounts of:</b>			
Leasehold land	15,28,000	15,28,000	15,28,000
Buildings	5,80,11,880	5,86,24,174	6,01,65,009
Plant and equipment	19,01,39,783	18,16,94,956	17,37,76,204
Furniture and Fixtures & Other Equipment	72,52,514	73,91,094	79,18,578
Vehicles	11,69,545	13,59,053	15,70,470
Computer and Accessories	1,81,064	2,09,097	1,44,664
	<b>25,82,82,787</b>	<b>25,08,06,374</b>	<b>24,51,02,925</b>
Capital Work-in-progress			
<b>Total</b>	<b>25,82,82,787</b>	<b>25,08,06,374</b>	<b>24,51,02,925</b>

Particulars	Leasehold land	Buildings	Plant and equipment	Furniture fixtures & Other Equipments	Vehicles	Computer & Accessories	Total
<b>Gross carrying amount at March 31, 2023</b>	<b>15,28,000</b>	<b>8,62,08,382</b>	<b>24,04,73,724</b>	<b>1,76,57,406</b>	<b>50,51,803</b>	<b>13,30,096</b>	<b>35,22,49,411</b>
Additions	-	10,35,164	1,69,28,415	5,17,302	59,136	1,60,153	1,87,00,170
Disposals	-	-	-	-	-	-	-
<b>Gross carrying amount at March 31, 2024</b>	<b>15,28,000</b>	<b>8,72,43,546</b>	<b>25,74,02,139</b>	<b>1,81,74,708</b>	<b>51,10,939</b>	<b>14,90,249</b>	<b>37,09,49,581</b>
Additions	-	20,13,730	1,83,84,595	10,41,718	87,954	81,500	2,16,09,497
Disposals	-	-	1,17,800	-	-	-	1,17,800
<b>Gross carrying amount at March 31, 2025</b>	<b>15,28,000</b>	<b>8,92,57,276</b>	<b>27,56,68,934</b>	<b>1,92,16,426</b>	<b>51,98,893</b>	<b>15,71,749</b>	<b>39,24,41,278</b>

Particulars	Leasehold land	Buildings	Plant and equipment	Furniture fixtures & Other Equip	Vehicles	Computer & Accessories	Total
<b>Accumulated depreciation and impairment at March 31, 2023</b>		<b>2,60,43,373</b>	<b>6,66,97,520</b>	<b>97,38,828</b>	<b>34,81,333</b>	<b>11,85,431</b>	<b>10,71,46,484</b>
Depreciation expense		25,75,999	90,09,663	10,44,786	2,70,553	95,720	1,29,96,721
Deductions/Adjustments		-	-	-	-	-	-
<b>Accumulated depreciation and impairment at March 31, 2024</b>		<b>2,86,19,372</b>	<b>7,57,07,183</b>	<b>1,07,83,614</b>	<b>37,51,886</b>	<b>12,81,151</b>	<b>12,01,43,206</b>
Depreciation expense		26,26,024	98,35,313	11,80,298	2,77,462	1,09,533	1,40,28,630
Deductions/Adjustments			13,346				13,346
<b>Accumulated depreciation and impairment at March 31, 2025</b>		<b>3,12,45,396</b>	<b>8,55,29,151</b>	<b>1,19,63,912</b>	<b>40,29,348</b>	<b>13,90,684</b>	<b>13,41,58,491</b>
<b>Net carrying amount as on March 31, 2023</b>	<b>15,28,000</b>	<b>5,80,11,880</b>	<b>19,01,39,783</b>	<b>72,52,514</b>	<b>11,69,545</b>	<b>1,81,064</b>	<b>25,82,82,787</b>
<b>Net carrying amount as on March 31, 2024</b>	<b>15,28,000</b>	<b>5,86,24,174</b>	<b>18,16,94,956</b>	<b>73,91,094</b>	<b>13,59,053</b>	<b>2,09,097</b>	<b>25,08,06,374</b>
<b>Net carrying amount as on March 31, 2023</b>	<b>15,28,000</b>	<b>6,01,65,009</b>	<b>17,37,76,204</b>	<b>79,18,578</b>	<b>15,70,470</b>	<b>1,44,664</b>	<b>24,51,02,926</b>

## Annual Report 2024-25

### Note 3 Investments

(Amount in Rs.)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>I. Unquoted Investments</b>		
(a) Other Investments at cost - National Savings Certificates	35,000	35,000
<b>Total Unquoted Investments</b>	<b>35,000</b>	<b>35,000</b>
<b>Total Investments</b>	<b>35,000</b>	<b>35,000</b>
<b>Current</b>	-	-
<b>Non-current</b>	<b>35,000</b>	<b>35,000</b>

### 3.1. Category-wise other investments - as per Ind AS 109 classification

(Amount in Rs.)

Particulars	As at March 31, 2025	As at March 31, 2024
National Savings Certificates	35,000	35,000
	<b>35,000</b>	<b>35,000</b>

### NOTE 4 Loans

(Amount in Rs.)

Particulars	As at March 31, 2025	As at March 31, 2024
Loans and advances to employees		
Unsecured, considered good	21,83,309	23,21,898
	<b>21,83,309</b>	<b>23,21,898</b>

### NOTE 5 Other Financial assets

(Amount in Rs.)

Particulars	As at March 31, 2025	As at March 31, 2024
a. Security Deposits		
- Unsecured, considered good	31,76,742	31,76,742
b. Excise Claim Refund Receivable	2,28,544	2,28,544
c. Advance Income Tax	26,20,941	25,17,853
	<b>60,26,227</b>	<b>59,23,139</b>

### Note 6 Inventories

(Amount in Rs.)

Particulars	As at March 31, 2025	As at March 31, 2024
(At lower of cost and net realisable value)		
(a) Raw materials	57,26,952	50,27,233
(b) Work-in-progress	1,17,92,820	2,64,31,801
(c) Finished goods(Other than those acquired for trading)	-	-
(d) Stores and spares	21,41,030	13,53,785
	<b>1,96,60,802</b>	<b>3,28,12,819</b>

### Note 7 Trade Receivables

(Amount in Rs.)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>Trade Receivables</b>		
(a) Trade receivables outstanding for a period exceeding six months from the date they were due for payment	-	-
(b) Others - Unsecured, considered good	2,85,10,286	2,12,09,007
	<b>2,85,10,286</b>	<b>2,12,09,007</b>
	<b>2,85,10,286</b>	<b>2,12,09,007</b>



**Trade Receivables ageing schedule as on March 31, 2025**

Particulars	Outstanding for following periods from due date of payment					
	6 Months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years	Total
i) Undisputed Trade Receivables – considered good	2,85,10,286	-	-	-	-	<b>2,85,10,286</b>
ii) Undisputed Trade Receivables – significant increase in credit risk	-	-	-	-	-	-
iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
iii) Disputed Trade Receivables – considered good	-	-	-	-	-	-
iv) Disputed Trade Receivables – significant increase in credit risk	-	-	-	-	-	-
iv) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

**Trade Receivables ageing schedule as on March 31, 2024**

Particulars	Outstanding for following periods from date of transaction					
	6 Months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years	Total
i) Undisputed Trade Receivables – considered good	2,12,09,007	-	-	-	-	<b>2,12,09,007</b>
ii) Undisputed Trade Receivables – significant increase in credit risk	-	-	-	-	-	-
iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
iii) Disputed Trade Receivables – considered good	-	-	-	-	-	-
iv) Disputed Trade Receivables – significant increase in credit risk	-	-	-	-	-	-
iv) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

**Note 8 Cash and Cash Equivalents**

(Amount in Rs.)

For the purposes of the statement of cash flows, cash and cash equivalents include cash on hand and in banks, cheques and drafts on hand. Cash and cash equivalents at the end of the reporting period as shown in the statement of cash flows can be reconciled to the related items in the balance sheet as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
<b>Trade Receivables</b>		
(a) Balances with banks		
(i) In Current account	1,63,527	2,90,054
(b) Cash in hand	85,878	84,348
	<b>2,49,405</b>	<b>3,74,402</b>

## Annual Report 2024-25

### NOTE 9 Other Current Assets

(Amount in Rs.)

Particulars	As at March 31, 2025	As at March 31, 2024
a. Balances with government authorities		
- Unsecured, considered good		
(i) SGST Receivable	17,405	3,686
(ii) CGST Receivable	17,405	3,686
(ii) IGST Receivable	-	47,563
b. Advance to Suppliers	69,51,565	1,47,213
	<b>69,86,375</b>	<b>2,02,148</b>

### Note 10 Equity Share Capital

(Amount in Rs.)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>AUTHORISED :</b>		
Equity Shares:		
32,50,000 Equity Shares of Rs.10 each with voting rights	3,25,00,000	3,25,00,000
<b>ISSUED, SUBSCRIBED AND FULLY PAID UP</b>		
30,70,000 Equity Shares of Rs.10 each fully paid-up with voting rights	3,07,00,000	3,07,00,000
	<b>3,07,00,000</b>	<b>3,07,00,000</b>

Reconciliation of number of shares	2025		2024	
	No of Shares	Amount (Rs.)	No of Shares	Amount (Rs.)
Equity Shares of Re.10 each fully paid up	30,70,000	3,07,00,000	30,70,000	3,07,00,000
At the beginning of the period	-	-	-	-
Allotment of shares on exercise of Employee Stock Option	30,70,000	3,07,00,000	30,70,000	3,07,00,000
At the end of the period	<b>69,86,375</b>	<b>69,86,375</b>	<b>69,86,375</b>	<b>2,02,148</b>

The Company has only one class of equity shares having par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

During the year there are no Changes in Number of Shares outstanding at the end of the reporting period in compairson to number of shares outstanding at the beginning of the reporting period.

#### 10.1 Details of shares held by each shareholder holding more than 5 percent of equity shares in the company:

Name of the Share holder	As at March 31, 2025		As at March 31, 2024	
	No of Shares	Amount (Rs.)	No of Shares	Amount (Rs.)
Satish B Zaveri	11,91,760	38.82%	11,91,760	38.82%
Sandip S Zaveri	4,88,000	15.89%	4,88,000	15.89%
United Phosphorous Ltd	9,21,000	30.00%	9,21,000	30.00%
Estate of B.N Mehta	1,95,520	6.37%	-	0.00%
Bhanurai N Mehta	-	0.00%	1,95,520	6.37%

**10.2 Shareholding of Promoters**

Name of the Promoters	As at March 31, 2025		As at March 31, 2024		% Change during the year
	Nos.	%	Nos.	%	
SATISH BHOGILAL ZAVERI	11,91,760	38.82%	11,91,760	38.82%	0.00%
SANDIP SATISH ZAVERI	4,88,000	15.89%	4,88,000	15.89%	0.00%
Estate of B.N Mehta	1,95,520	6.37%	-	-	-
Bhanuraj N Mehta	-	0.00%	1,95,520	6.37%	-
Other Shareholders of Promoters Group	30,920	1.01%	38,920	1.27%	-0.26%
<b>Total</b>	<b>19,06,200</b>	<b>62.35%</b>	<b>19,14,200</b>	<b>62.35%</b>	

**As per our report of even date**

For and on behalf of the Board of Directors

Sd/-  
**For Manoj Shah & Co.**  
Chartered Accountants  
Firm Reg. No: 106036W

Sd/-  
**Satish Zaveri**  
Director  
(DIN :00158861)

Sd/-  
**Sandip Zaveri**  
Director  
DIN : 00158876)

Sd/-  
**Manoj T. Shah**  
Partner  
M.No.043777  
UDIN: 25043777BMKTS7442

Sd/-  
**Pranali Dholabhai**  
Company Secretary

Sd/-  
**Parimal Desai**  
Chief Financial Officer

Place : Vapi  
Date : 23.05.2025

Place : Vapi  
Date : 23.05.2025

**Note 11 Other equity**

(Amount in Rs.)

Particulars	As at March 31, 2025	As at March 31, 2024
Securities Premium	1,26,50,000	1,26,50,000
Capital reserve	11,56,929	11,56,929
Retained Earnings	6,78,36,118	6,88,97,723
Other Comprehensive Income	(25,36,948)	-
	<b>7,91,06,099</b>	<b>8,27,04,652</b>

(Amount in Rs.)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>(a) Securities Premium Account</b>		
Opening balance	1,26,50,000	1,26,50,000
Closing balance	1,26,50,000	1,26,50,000
<b>(b) Capital reserve</b>		
Opening balance	11,56,929	11,56,929
Closing balance	11,56,929	11,56,929
<b>(c) Retained Earnings</b>		
Balance at the beginning of the year	6,88,97,723	7,27,79,092
Profit attributable to the owners of the company	-10,61,605	-38,81,369
Closing balance	6,78,36,118	6,88,97,723
<b>(d) Other Comprehensive Income</b>		
Balance at the beginning of the year	-	-
Remesurement gains / (loss) on defined benefit plans	(25,36,948)	-
Closing balance	(25,36,948)	-
<b>Total Other Equity</b>	<b>7,91,06,099</b>	<b>8,27,04,652</b>

## Annual Report 2024-25

### Nature and Purpose of Reserve

- i) Capital Reserve : Capital Reserve was created at the time of setting up of unit out of the amount received
- ii) Securities Premium Account : Securities Premium Account was created on issue of shares at premium.

### As per our report of even date

For and on behalf of the Board of Directors

Sd/-  
**For Manoj Shah & Co.**  
Chartered Accountants  
Firm Reg. No: 106036W

Sd/-  
**Satish Zaveri**  
Director  
(DIN :00158861)

Sd/-  
**Sandip Zaveri**  
Director  
DIN : 00158876)

Sd/-  
**Manoj T. Shah**  
Partner  
M.No.043777  
UDIN: 25043777BMKTS7442

Sd/-  
**Pranali Dholabhai**  
Company Secretary

Sd/-  
**Parimal Desai**  
Chief Financial Officer

Place : Vapi  
Date : 23.05.2025

Place : Vapi  
Date : 23.05.2025

### Note 12 Deferred Tax Liabilities (Net)

(Amount in Rs.)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>Deferred Tax Liabilities</b>		
Property Plant & Equipment	3,55,54,477	3,33,51,834
<b>(a)</b>	<b>3,55,54,477</b>	<b>3,33,51,834</b>
<b>Deferred Tax Liabilities</b>		
Provision for gratuity	40,18,187	36,24,657
Provision for leave encashment	6,07,411	6,18,579
MAT Credit entitlement	2,18,84,002	2,16,87,556
Depreciation AY 2024-25	46,44,843	38,00,250
<b>(b)</b>	<b>3,11,54,443</b>	<b>2,97,31,043</b>
<b>Net deferred tax liabilities (a-b)</b>	<b>44,00,034</b>	<b>36,20,792</b>

### Note 13 Non-Current Borrowings

(Amount in Rs.)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>Unsecured - at amortised cost</b>		
i) Loans from Directors and their relatives	5,57,79,355	8,01,04,355
<b>Secured</b>		
i) Term Loan from Bank	2,46,43,500	55,00,000
	<b>8,04,22,855</b>	<b>8,56,04,355</b>

### Note :

1. The Term Loan is secured by:
  - a. Equitable Mortgage of Factory Land and Building and hypothecation of plant & machinery and other fixed assets of the company
  - b. Personal guarantee of directors of the company
  - c. The proceeds of term loan are utilised for the purpose for which the same is obtained
  - d. The amount of borrowings repayable in next 12 months has been disclosed under the heading "Short Term Borrowings" in Current Liabilities

## Chemiesynth (Vapi) Limited

### Note 14 Long Term Provision

(Amount in Rs.)

Particulars	As at March 31, 2025	As at March 31, 2024
(a) Provision for Gratuity	73,03,899	79,78,426
(b) Provision for Leave Encashment	16,30,058	16,05,701
	<b>89,33,957</b>	<b>95,84,127</b>

### Note 15 Current Borrowings

(Amount in Rs.)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>Secured - at amortised cost</b>		
a) Loan repayable on demand		
- from banks		
- Overdraft	1,39,73,952	2,52,79,025
b) Current Maturities of Long Term Borrowings	97,85,200	60,00,000
<b>From others Unsecured</b>		
a) Intercompany Deposits (Refer Note below)	4,60,00,000	3,85,00,000
	<b>6,97,59,152</b>	<b>6,97,79,025</b>

#### Note :

(i) Intercompany deposit is repayable on demand at an interest rate of 10%pa on Rs. 35,00,000 and 9% pa on Rs. 3,50,00,000

(ii) Details of security for the secured short-term borrowings:

Loans repayable on demand from Axis Bank Limited, Vapi is secured by first and exclusive hypothecation charge on all current assets and equitable mortgage on the Land and buildings of the Company.

### Note 16 Trade Payables

(Amount in Rs.)

Particulars	As at March 31, 2025	As at March 31, 2024
Trade payables (other than dues of Micro and Small enterprises)	1,82,62,777	79,01,626
Trade payables (dues of Micro and Small enterprises)	54,72,176	16,01,279
	<b>2,37,34,953</b>	<b>95,02,905</b>
(i) Principal amount due remaining unpaid to Micro and Small Enterprise	54,72,176	16,01,279
(ii) Interest due remaining unpaid to Micro and Small Enterprise	54,72,176	16,01,279
(iii) Interest due and payable to Micro & Small Enterprise	54,72,176	16,01,279
The information regarding Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the company.	54,72,176	16,01,279

### Trade Payables ageing schedule as on March 31, 2025

(Amount in Rs.)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	54,72,176	-	-	-	<b>54,72,176</b>
ii) Others	1,82,62,777	-	-	-	<b>1,82,62,777</b>
iii) Disputed dues - MSME	-	-	-	-	-
iv) Disputed dues - others	-	-	-	-	-

## Annual Report 2024-25

### Trade Payables ageing schedule as on March 31, 2024

(Amount in Rs.)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	16,01,279	-	-	-	<b>16,01,279</b>
ii) Others	79,01,626	-	-	-	<b>79,01,626</b>
iii) Disputed dues - MSME	-	-	-	-	-
iv) Disputed dues - others	-	-	-	-	-

### Note 17 Other Financial Liabilities

(Amount in Rs.)

Particulars	As at March 31, 2025	As at March 31, 2024
a. Employee dues payable	13,18,638	14,59,026
b. Other Expenses payable	55,33,262	51,32,722
	<b>68,51,900</b>	<b>65,91,748</b>

### Note 18 Other Current Liabilities

(Amount in Rs.)

Particulars	As at March 31, 2025	As at March 31, 2024
a. Statutory Liabilities	32,73,320	21,37,599
b. Advance from Customers	58,95,113	67,23,573
	<b>91,68,433</b>	<b>88,61,172</b>

### Note 19 Short Term Provision

(Amount in Rs.)

Particulars	As at March 31, 2025	As at March 31, 2024
b. Provision for Employee Benefits	88,56,807	67,36,011
	<b>88,56,807</b>	<b>67,36,011</b>

### NOTE 20 Revenue from operations

(Amount in Rs.)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
(a) Sales of Products	18,76,78,235	16,26,84,424
(b) Other operating revenues		
- Sale of Scrap	11,93,142	16,50,660
	<b>18,88,71,377</b>	<b>16,43,35,084</b>

### Note 21 Other Income

(Amount in Rs.)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
(a) Interest income earned on financial assets that are not designated as at fair value through profit or loss		
- On Interest on income tax refund	1,19,911	35,727
	1,19,911	35,727
(b) Other non-operating income comprises:		
Income Tax refund	-	66,329
	-	66,329
	<b>1,19,911</b>	<b>1,02,056</b>

## Chemiesynth (Vapi) Limited

### Note 22 Cost of materials consumed

(Amount in Rs.)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Opening stock	50,27,233	37,45,269
Add: Purchases	2,90,01,132	3,54,71,976
	3,40,28,365	3,92,17,245
Less: Closing stock	(57,26,952)	(50,27,233)
<b>Cost of material consumed</b>	<b>2,83,01,413</b>	<b>3,41,90,012</b>

### Note 23 Changes in Inventories of finished goods, work in progress and stock in trade

(Amount in Rs.)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
<b>Inventories at the end of the year</b>		
Finished goods		
Work in progress	1,17,92,820	2,64,31,801
	1,17,92,820	2,64,31,801
<b>Inventories at the beginning of the year</b>		
Finished goods	-	-
Work in progress	2,64,31,801	2,31,83,563
	2,64,31,801	2,31,83,563
<b>(Increase)/Decrease in Stocks</b>	<b>1,46,38,981</b>	<b>(32,48,238)</b>

### Note 24 Employee Benefit expense

(Amount in Rs.)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
(a) Salaries, Wages and Bonus	2,77,08,083	2,69,95,963
(b) Contribution to Provident and Other Funds	33,31,904	34,31,993
(c) Staff Welfare Expenses	14,85,854	11,73,383
(d) Gratuity	13,71,221	18,52,510
	<b>3,38,97,062</b>	<b>3,34,53,849</b>

Note : Contribution to provident and other funds includes such contribution in respect of payments made to contractors.

### Note 25 Finance Cost

(Amount in Rs.)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Interest costs:		
a) Interest Paid to Bank	34,89,805	41,63,607
b) Interest paid to Others (Refer Note	44,89,726	28,20,787
	<b>79,79,531</b>	<b>69,84,394</b>

## Annual Report 2024-25

### Note 26 Other Expenses

(Amount in Rs.)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Consumption of stores and spare parts	52,56,194	62,13,134
Consumption of packing materials	8,23,604	10,88,852
Job work charges	-	-
Power and fuel	2,97,59,774	3,04,03,507
Water charges	18,86,223	18,84,445
Repairs and maintenance - Buildings	1,32,858	2,01,419
Repairs and maintenance - Machinery	17,66,229	16,35,798
Repairs and maintenance - Others	68,495	19,750
Insurance	8,28,315	6,02,146
Rates and taxes	5,78,398	8,03,244
Communication	3,81,631	3,52,044
Travelling and conveyance	11,52,630	11,36,067
Printing and stationery	2,63,929	2,45,133
Freight and forwarding	-	38,025
Legal and professional fees	46,25,809	17,87,297
Payments to auditors (Refer Note (i) below)	1,00,000	1,00,000
Service charges	6,20,585	7,49,550
Contract labour charges	1,90,79,273	1,76,97,824
Bank charges	2,88,041	89,806
Effluent treatment and disposal charges	1,05,60,614	93,83,526
Miscellaneous expenses	1,20,55,433	1,01,38,295
	<b>9,02,28,035</b>	<b>8,45,69,863</b>

(Amount in Rs.)

Payment to Auditors	Year ended March 31, 2025	Year ended March 31, 2024
a) For Statutory Audit Fees	80,000	80,000
b) For Tax Audit Fees	20,000	20,000
	<b>1,00,000</b>	<b>1,00,000</b>

### Note 27 Earnings per Share

(Amount in Rs.)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Basic Earnings per share		
From continuing operations	(0.35)	(1.26)
<b>Total basic earnings per share</b>	<b>(0.35)</b>	<b>(1.26)</b>
Diluted Earnings per share		
From continuing operations	(0.35)	(1.26)
<b>Total diluted earnings per share</b>	<b>(0.35)</b>	<b>(1.26)</b>



**Note 28 Related party transactions**
**Names of related parties, description of relationship and details of transactions**

(Amount in Rs.)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
A) CS Speciality Chemicals Pvt Ltd (Company in which the key management personnel exercise control)		
Purchase of assets	2,49,083	-
Purchase of Goods	-	2,89,831
Sale of goods	1,61,39,600	70,72,500
Sales of assets	-	-
Intercompany Deposit taken (Interest @ 9%pa)	3,50,00,000	
Interest on Loan	15,44,795	
Repayment of Inter Corporate Deposit	3,50,00,000	
Outstanding balance as at the year end (Advance against sale of goods)	58,95,113	67,23,573
Outstanding balance as at the year end receivable (Net)	-	-
B) CS Fine Interchem Private Limited (Company in which the key management personnel exercise control)		
Sales of Goods	13,23,076	20,08,338
Sale of assets	-	2,47,999
Sale of Technical Know How	-	-
Purchase of Raw Materials/Packing Materials	-	25,572
Purchase of assets	2,47,800	82,600
Intercompany Deposit (Interest @ 9%pa)	6,75,00,000	3,00,00,000
Interest on Loan	22,54,931	8,21,096
Repayment of Inter Corporate Deposit	5,00,00,000	-
Outstanding balance as at the year end payable (Net)	-	-
Outstanding balance as at the year end (Incorporate Deposit)	4,25,00,000	3,00,00,000
C) CS Performance Chemicals Pvt Ltd (Company in which the key management personnel exercise control)		
Sale of Assets	-	-
Purchase of Assets	-	-
Outstanding Balance as at the year end (payable)	-	-
Intercompany Deposit (Interest @ 9%pa)	-	1,75,00,000
Interest on Loan	75,000	13,49,691
Repayment of Inter Corporate Deposit	50,00,000	3,00,00,000
Outstanding balance as at the year end (Incorporate Deposit)	-	50,00,000
D) Star Performance Chemicals Pvt Ltd (Company in which the key management personnel exercise control)		
Intercompany Deposit (Interest @ 10%pa)	-	-
Interest on Deposit	3,15,000	3,50,000
Outstanding Balance at the year end	35,00,000	35,00,000

## Annual Report 2024-25

(Amount in Rs.)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
E) Key Management Personnel and their relatives		
Mr. Satish B Zaveri (Director)		
Loan received	-	75,00,000
Repayment of Loan	2,70,00,000	41,765
Outstanding Balance at the year end	2,91,77,081	5,61,77,081
Mr. Sandip S. Zaveri (Managing Director)		
Loan received	35,00,000	-
Repayment of Loan	8,25,000	-
Outstanding Balance at the year end	2,20,17,370	1,93,42,370
Mr. Bhanuraj N Mehta (Director)		
Interest on Loan	2,25,000	3,00,000
Repayment of Loan	25,00,000	
Outstanding Balance at the year end	-	25,00,000
Mrs. Kamal S Zaveri (Relative of Director)		
Loan received	-	-
Repayment of Loan	-	-
Outstanding Balance at the year end	20,84,904	20,84,904

### Note 29 Authorisation of financial statements

The Financial Statements were authorized for issue in accordance with a resolution of the Board of Directors in its meeting held on 23rd May 2025.

**Additional Regulatory Information**

**i) Note 30 : Disclosure in respect of ratios is as follows:**

Sr. No	Ratio	Numerator	Denominator	Current period	Previous period	% Variance
a)	Current ratio	Current Asset	Current Liabilities	0.47	0.54	-13.01%
b)	Debt-Equity ratio	Total Debt	Total Equity	1.24	1.15	8.12%
c)	Debt Service Coverage ratio	EBITDA	Principal + Interest	1.23	1.19	3.58%
d)	Return on Equity ratio	Net Income	Shareholder's Equity	-0.97%	-3.42%	-71.75%
e)	Inventory turnover ratio	Sales	Inventories	9.55	4.96	92.54%
f)	Trade receivables turnover ratio	Sales	Trade receivables	6.58	7.67	-14.18%
g)	Trade payables turnover ratio	Sales	Trade payables	7.91	17.12	-53.81%
h)	Net capital turnover ratio	Sales	Working Capital	-2.98	-3.47	-14.12%
i)	Net profit ratio	Net Profit	Sales	-0.57%	-2.39%	-76.29%
j)	Return on capital employed	EBIT	Capital Employed	3.97%	1.19%	234.19%
k)	Return on investment	Net income	Total investment	NA	NA	NA

**As per our report of even date**

Sd/-  
**For Manoj Shah & Co.**  
Chartered Accountants  
Firm Reg. No: 106036W

Sd/-  
**Manoj T. Shah**  
Partner  
M.No.043777  
UDIN: 25043777BMKTSH7442

Place : Vapi  
Date : 23.05.2025

For and on behalf of the Board of Directors

Sd/-  
**Satish Zaveri**  
Director  
(DIN :00158861)

Sd/-  
**Pranali Dholabhai**  
Company Secretary

Place : Vapi  
Date : 23.05.2025

Sd/-  
**Sandip Zaveri**  
Director  
DIN : 00158876)

Sd/-  
**Parimal Desai**  
Chief Financial Officer

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**CHEMIESYNTH (VAPI) LIMITED****Reg. Off.:** Plot No 27, GIDC Vapi, Dist. Valsad, Gujarat, India.**Phone No.** +91 260 2432885 **Fax No.** +91 260 2432036**Web:** www.chemiesynth.com **Email:** corporate@chemiesynth.com**CIN:** L24110GJ1986PLC008634**ASSENT / DISSENT FORM FOR VOTING ON 39th AGM RESOLUTIONS****1. Name(s) & Registered Address of the sole / first named Member:****2. Name(s) of the Joint-Holder(s), if any:****3. i) Registered Folio No.:** .....**ii) DP ID No. & Client ID No. :** .....**(Applicable for Members holding shares in dematerialized form)****4. Number of Shares held:**

**I/We hereby exercise my / our vote in respect of the following resolutions to be passed for the business stated in the Notice of the 39<sup>th</sup> Annual General Meeting dated September 30, 2025, by conveying my / our assent / dissent to the resolutions by placing (√) mark in the appropriate box below:**

Sr. No.	Resolution	No. of Shares	I/We assent to the Resolution (FOR)	No. of Shares	I/We dissent to the Resolution (Against)
<b>ORDINARY BUSINESS:</b>					
1.	To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2025, including the audited Balance Sheet as at March 31, 2025, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon.				
2.	To appoint a director in place of Mr. Satish Zaveri (DIN: 00158861), liable to retire by rotation in term of section 152(6) of the Companies Act, 2013 and being eligible, seeks reappointment and to pass the following resolution as <b>ordinary resolution</b> :  "RESOLVED THAT pursuant to the provisions of section 152(6) and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Satish Zaveri (DIN: 00158861), be and is hereby appointed as director of the company, liable to retire by rotation				
3.	To reappoint Mr. Sandip S Zaveri (DIN:00158876) as Managing Director for a tenure of five years w.e.f 1st October 2024 to 30th September 2029				
4.	To appoint M/s. Nitin surfare, Company Secretaries (Peer Review No.2128/2022) as the Secretarial Auditors of the Company, for a period of 5 (five) consecutive years commencing from the conclusion of 39th Annual General Meeting till the conclusion of the 44th Annual General Meeting				

**Date:****Place:****Signature of Shareholder/  
Authorised Representative****Note:** Please read the instructions carefully before completing this Assent / Dissent Form.

# Annual Report 2024-25

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## **Instructions for Assent / Dissent Form:**

### **General Instructions:**

1. This Ballot Form (i.e. Assent/Dissent Form) is provided for the benefit of Members who do not have access to e-voting facility, to enable them to send their assent or dissent by post.
2. A Member can opt for only one mode of voting i.e. either by post or through e-voting. If a Member casts votes by both modes, then voting done through a valid physical ballot form shall prevail and e-voting of that Member shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the 39th Annual General Meeting Notice.
4. The Scrutiniser will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Annual General Meeting Notice.

### **Process and Manner for Members opting to vote by using the Physical Ballot Form:**

1. Please complete and sign the Ballot Form (Cut the form from this annual report) and send it so as to reach the Scrutiniser appointed by the Board of Directors of the Company, Mr. Nitin Sarfare, Proprietor of Nitin Sarfare Company Secretaries, 103, Swaroop Centre, Behind Satellite Building, J B Nagar, Andheri East, Mumbai – 400099,, not later than the close of the working hours (5.00 pm) on 29<sup>th</sup> September, 2025. Ballot Forms received after 29<sup>th</sup> September, 2025 will be strictly treated as if the reply from the members has not been received.
2. The form should be signed by the Member as per the specimen signature registered with the Company / Depository Participants. In case of joint holding, the form should be completed and signed by the first named member and in his / her absence, by the next named joint holder. There will be one Form for every Folio / Client ID irrespective of the number of joint holders. A Power of Attorney (POA) holder may vote on behalf of a member, mentioning the registration number of the POA or enclosing an attested copy of the POA. Exercise of vote is not permitted through proxy.
3. For shares held by Companies, Bodies Corporate, Trusts, Societies, etc the duly completed Form should be accompanied by a certified true copy of the board Resolution / authorization together with attested specimen signature(s) of the duly authorized signatory (ies).
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided for assent / dissent. Members may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed the member's total shareholding. If the shareholders does not indicate either "FOR" or "AGAINST" in case of any resolution, it will be treated as "ABSTAIN" for that resolution and the shares held will not be counted under either head.
5. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 23rd September, 2025 ("Cut-off Date") as per the Register of Members of the Company and as informed to the Company by the Depositories in case of Beneficial owners.
6. A Member may request for a duplicate Ballot form, if so required. However, the duly filled in and signed duplicate form should reach the Scrutiniser not later than the date specified at Sr. No.1 above.
7. Unsigned, incomplete, improperly or incorrectly tick marked Ballot forms will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutiniser to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature cannot be verified. The Scrutiniser's decision on the validity of a Ballot will be final.
8. Members are requested not to send any other paper along with the Ballot Form in the envelope containing the ballot form as all such envelopes will be sent to the Scrutiniser and any other paper found in such envelope would be destroyed by him. They are also requested not to write anything on the ballot form except giving their assent or dissent and putting their signature.
9. Members may address any query Company Secretary, at the Registered office of the Company, Tel. No. 0260-2401327 or by email at [compliance@chemiesynth.com](mailto:compliance@chemiesynth.com)



**CHEMIESYNTH (VAPI) LIMITED**

**Reg. Off.:** Plot No 27, GIDC Vapi, Dist. Valsad, Gujarat, India.  
**Phone No.** +91 260 2432885 **Fax No.** +91 260 2432036  
**Web:** www.chemiesynth.com **Email:** corporate@chemiesynth.com  
**CIN:** L24110GJ1986PLC008634

**(Pursuant to Section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies  
(Management and Administration) Rules, 2014).**

**Proxy Form for 39<sup>th</sup> Annual General Meeting dated 30/09/2025**

I/We..... being a Member/Members of the  
above named Company holding ..... Shares Folio No/Client ID: ..... DP ID:....., hereby  
appoint

1. Mr. /Ms .....	Failing person at No.1.	Failing person at No.2.
Address: .....	2. Mr. /Ms .....	3. Mr. /Ms .....
Mail ID: .....	Address: .....	Address: .....
Signature: .....	Mail ID: .....	Mail ID: .....
	Signature: .....	Signature: .....

as my/our Proxy to attend and vote for me/us on my/our behalf at the 39th Annual General Meeting of the Company, to be held on 30th day of September, 2025 at 11:00 A.M. and at any adjournment thereof.

\* I wish my above Proxy to vote in the manner as indicated in the box below:

Sno.	Resolution	For	Against
1.	To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2025, including the audited Balance Sheet as at March 31, 2025, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon.		
2.	To appoint a director in place of Mr. Satish Zaveri(DIN: 00158861), liable to retire by rotation in term of section 152(6) of the Companies Act, 2013 and being eligible, seeks reappointment and to pass the following resolution as <b>ordinary resolution</b> : <b>"RESOLVED THAT</b> pursuant to the provisions of section 152(6) and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Satish Zaveri (DIN: 00158861), be and is hereby appointed as director of the company, liable to retire by rotation."		
3.	To reappoint Mr. Sandip S Zaveri (DIN:00158876) as Managing Director for a tenure of five years w.e.f 1st October 2024 to 30th September 2029		
4.	To appoint M/s. Nitin surfare, Company Secretaries (Peer Review No.2128/2022) as the Secretarial Auditors of the Company,for a period of 5 (five) consecutive years commencing from the conclusion of 39th Annual General Meeting till the conclusion of the 44th Annual General Meeting		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2025.

Name: .....  
Address: ..... Folio No./ DPID. ....  
..... Client ID No. ....  
..... No. of Shares. ....

Signature

Affix  
Revenue  
Stamp not  
less  
than Re.1/-

**Notes:** 1. The Proxy, to be effective, should be deposited at the Registered Office of the Company at Plot No. 27, GIDC, Vapi 396 195. not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting. 2. A Proxy need not be a Member of the Company. (\*3.) This is only optional. Please put a 'X' in the appropriate box against the resolutions. If you leave the 'FOR' or 'AGAINST' box blank against the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate. Should you so desire, you may also appoint the Chairman of the Company as your Proxy, who shall carry out your mandate as indicated above. 4. Attendance for the Annual General Meeting can be recorded using the attendance slip of Annual General Meeting.

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**CHEMIESYNTH (VAPI) LIMITED**

**Reg. Off.:** Plot No 27, GIDC Vapi, Dist. Valsad, Gujarat, India.

**Phone No.** +91 260 2432885 **Fax No.** +91 260 2432036

**Web:** www.chemiesynth.com **Email:** corporate@chemiesynth.com

**CIN:** L24110GJ1986PLC008634

Dear Shareholder(s),

This is to inform you that the company is in process of updation of records of the shareholders to reduce the physical documentation as far as possible. In this regard, we request you to kindly dematerialize your shares if you are still holding it in the physical form.

Further, we also request you to provide your PAN No, phone no, and e-mail id along with your current signature so that company can update the register of members.

To achieve this, we solicit your co-operation in providing the following details to us:

1. If you are holding the shares in dematerialized form, you may update all your records with your Depository Participant (DP).
2. If you are holding shares in physical form, you may provide the following to the company at its registered office:

Folio No. :

Pan No. :

E-mail ID :

Telephone No. :

Name and Signatures : i.

ii.

3. If you have changed your address, you are requested to kindly update your current address with us.
4. If you have lost / misplaced your share certificate(s), you may apply for duplicate share certificates.
5. Kindly enclose:-
  - a. Copy of Self attested Pan Cards of all the shareholder(s)
  - b. Copy of address proof of First Holder (Preferably Aadhar Card). If you have changed your address, kindly send a request letter for change of address along with the other documents.
  - c. Copy of cancelled cheque of First Holder
  - d. In case of updation / change of signature, please provide the signature attested by bank manager with his name, employee code no., address of the bank and bank round seal.

Note: SEBI with their Press Release No.: 12/2019 dated 27/03/2019, has stopped the physical transfer of shares. You may dematerialise your shares with your Depository Participant at any time after updating your KYC information with us and subsequently transfer the shares.

Thanking you,

**For Chemiesynth (Vapi) Limited**

Sd/-

**Sandip Satish Zaveri**

Managing Director

DIN: 00158876

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**ATTENDANCE SLIP**

**CHEMIESYNTH (VAPI) LTD**

**Regd. Office :**

Plot No. 27, GIDC Vapi,  
Dist : Valsad, Gujarat, India.  
CIN : L24110GJ1986PLC008634  
Tel : 0260-2432885  
Email : corporate@chemiesynth.com  
Website : www.chemiesynth.com

**Attendance Slip**

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I hereby record my presence at the THIRTY NINE ANNUAL GENERAL MEETING of the Company at Plot No. 27, GIDC Vapi, Dist : Valsad, Gujarat, India on Tuesday, 30<sup>th</sup> September 2025 at 11:00 AM.

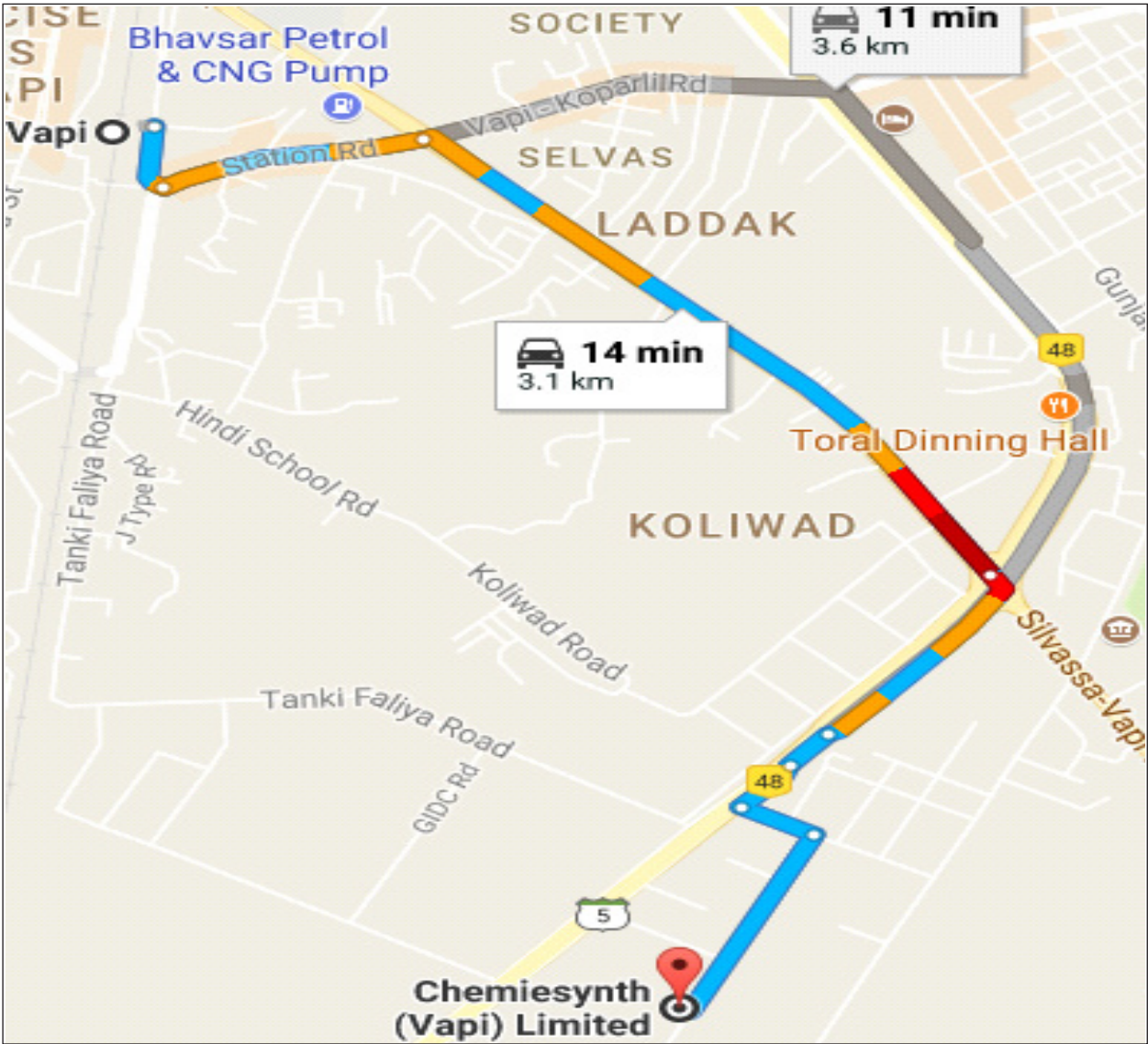
<b>SIGNATURE OF THE ATTENDING MEMBER/PROXY</b>

**Notes :**

1. Shareholder/Proxyholder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand it over at the entrance duly signed.
2. Shareholder/Proxyholder desiring to attend the meeting should bring his/her copy of the Annual Report for reference at the meeting.

Route Map of Venue of AGM Meeting

**Add:** Chemiesynth (Vapi) Limited  
Plot no. 27, 1st Phase, GIDC, Vapi, Gujarat 396 195.  
Nearest Railway station: Vapi  
Landmark: Opposite to Unimark Remedies Limited.



**CHEMIESYNTH (VAPI) LIMITED****Reg. Off.:** Plot No 27, GIDC Vapi, Dist. Valsad, Gujarat, India.**Phone No.** +91 260 2432885 **Fax No.** +91 260 2432036**Web:** www.chemiesynth.com **Email:** corporate@chemiesynth.com**CIN:** L24110GJ1986PLC008634

Name of the sole / first named member

Address of sole / first named member:

Joint Holders

Registered folio no.

DP ID no. / Client ID no.\*

Number of shares held :

Dear member,

Subject : Process and manner for availing E-voting facility

Pursuant to provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the Company is pleased to offer e-voting facility to the members to cast their votes electronically as an alternative to participation at the Annual General Meeting to be held on Tuesday, September 30, 2025, at 11:00 a.m. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facilities. The e-voting facility is available at the link <https://www.evoting.nsdl.com>

The electronic voting particulars are set out below:

<b>EVEN (E-voting Event number)</b>	<b>User ID</b>	<b>Password / PAN</b>
135352		

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
<b>27th September 2025 (i.e. 09:00 A.M. IST)</b>	<b>29th September 2025 (i.e. 5:00 P.M. IST)</b>

Please read the instructions printed in the Annual Report before exercising the e-vote.

These details and instructions form integral part of the Notice for the Annual General Meeting to be held on September 30<sup>th</sup>, 2025.

