

# SHBA & CO LLP

Chartered Accountants

## INDEPENDENT AUDITOR'S REPORT

To the Members of

**Chembond Distribution Limited**

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

#### Opinion

We have audited the financial statements of Chembond Distribution Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2025, the statement of Profit and Loss (including other comprehensive income), the statement of changes in equity, the statement of cash flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report.

We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### SHBA & CO LLP

##### Registered Office:

912, Solaris One,  
N. S. Phadke Road, Near East-West Flyover  
Andheri (E), Mumbai - 400069

T: 022 6133 8000  
E: info@shba.in  
shba.in

##### Branch office:

G-2A, Dosti Pinnacle, Next to new Passport office, T: 022 40101995 / 2995  
Road No. 22, Wagle Industrial Estate E: info@shba.in  
Thane (W) - 400604 shba.in

SHBA & CO LLP (LLPIN: AAD-4885) [formerly known as Bathiya & Associates LLP] is a Limited Liability Partnership registered in India with limited liability under Limited Liability Partnership Act, 2008.



## **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, Board's Report including Annexures to Board's Report, but does not include the financial statements and our auditor's reports thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact to those charged with governance. We have nothing to report in this regard.

## **Responsibilities of management and Those Charged with Governance for the Financial Statements**

The accompanying financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian accounting Standards (Ind AS) specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is





sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal 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 management.

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

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

- Obtain sufficient appropriate audit evidence regarding the financial statements of the Company to express an opinion on the financial statements.

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

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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



## Report on Other Legal and Regulatory Requirements

1. As required by Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the **Annexure A**, a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. Further to our comments in Annexure A, as required by Section 143 (3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b. In our opinion proper books of account as required by law relating to preparation of the financial statements have been kept by the Company so far as it appears from our examination of those books *except for the matters stated in 3(vi) below*
  - c. The Balance Sheet, the statement of Profit and Loss (including Other Comprehensive Income), the statement of changes in equity and the cash flow statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of these financial statements;
  - d. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
  - e. On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2025, taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2025, from being appointed as a director in terms of Section 164 (2) of the Act;
  - f. The modifications relating to the maintenance of accounts and other matters connected therewith in respect of audit trail are as stated in paragraph 2(b) above on reporting under section 143(3)(b) of the Act and paragraph 3(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014;
  - g. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**".
3. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. There were no pending litigations which would impact the financial position of the Company;
  - ii. the Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amount required to be transferred to Investor Education and Protection Fund by the Company in accordance to the provision of the Act, and rules made there under.
  - iv. a) The management has represented that, to the best of its knowledge and belief as disclosed in note no. 33(D), no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(entities), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner





whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or like on behalf of the Ultimate Beneficiaries.

b) The management has represented that to the best of its knowledge and belief as disclosed in note no. 33(E), no funds have been received by the Company from any person(s) or entity(entities), including foreign entities ("Funding Parties"), with the Understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

c) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us believe that management representations under sub-clause (a) and (b) above contain any material misstatement.

v. The Company has not declared or paid dividend during the year ended 31<sup>st</sup> March 2025.

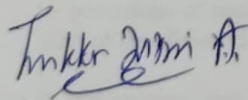
vi. Based on our examination which included test checks, the Company has used accounting software, a payroll application and employee reimbursement for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software / application. However, audit trail feature is not enabled at the database level for accounting software to log any direct data changes as described in note no. 37 to the financial statements.

Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved in accordance with the requirements of section 128(5) of the Companies Act, 2013 for record retention.

4. With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the Company has not paid and / or provided remuneration to its directors during the year ended 31<sup>st</sup> March, 2025 and hence the provisions of Section 197 of the Act are not applicable to the company.

For **SHBA & CO LLP**  
(Formerly Bathiya & Associates LLP)  
Chartered Accountants  
Firm Registration No. 101046W / W100063



**Jatin A. Thakkar**

Partner

Membership No.: 134767

Place : Mumbai

Date : 14<sup>th</sup> May, 2025

UDIN:25134767BMJEVJ5401



## Annexure - A to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date for the year ended 31<sup>st</sup> March, 2025)

**Report on Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Companies Act, 2013 ("the Act") of the Company.**

- (i)
- (a) [A] The company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- [B] The Company has maintained proper records showing full particulars of Intangible assets.
- (b) During the year under consideration, the Company carried out physical verification of its Property, Plant and Equipment and we have been informed that no material discrepancies were noticed on such verification as compared to the available records.
- (c) The Company does not hold any immovable property. Accordingly, reporting under clause 3(i)(c) of the Order is not applicable to the Company.
- (d) The Company has not revalued its property, plant and equipment and intangible assets during the year.
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, reporting under clause 3(i)(e) of the Order is not applicable to the Company.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed.
- (b) The Company does not have a working capital limit in excess of Rs. 500.00 lakhs sanctioned by a bank based on the security of current assets. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) 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 investments, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, reporting under clauses 3(iii)(a) to 3(iii)(f) of the Order is not applicable to the Company.
- (iv) The Company has not given loans, made investments, given guarantees and provided securities covered by provisions of section 185 and 186 of the Companies Act, 2013. Accordingly, reporting under clause 3(iv) of the aforesaid Order is not applicable to the Company.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there is no amount which has been considered as deemed deposit within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- (vi) According to the information given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013, in case of the Company. Accordingly, reporting under clause (vi) of the aforesaid Order is not applicable to the company.





(vii)

- (a) As per information and explanations given to us, undisputed statutory dues including provident fund, employees' state insurance, income tax, profession tax, Goods and Service Tax, custom duty, cess and other statutory dues applicable to the Company have generally been regularly deposited with the appropriate authorities though there has been delays in deposit in a few cases which are not serious. Further, there are no undisputed amounts payable in respect of above-mentioned statutory dues which were in arrears, as at 31<sup>st</sup> March, 2025 for a period of more than six months from the date they became payable.
- (b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, Goods and Service Tax, custom duty, excise duty and cess, which have not been deposited on account of any dispute except in the case of the following disputes which are pending:

| Name of statute                | Nature of the Dues | Amount (Rs. In lakhs) | Period to which the amount relates | Forum where dispute is pending                    |
|--------------------------------|--------------------|-----------------------|------------------------------------|---|
| Income Tax Act, 1961           | Income Tax (TDS)   | 0.06                  | FY 2023-24                         | Assistant commissioner of Income Tax, CPC-TDS     |
| Goods & Services Tax Act, 2017 | GST                | 23.31                 | FY 2021-22                         | Deputy commissioner of State tax, GST Department. |
| Goods & Services Tax Act, 2017 | GST                | 8.42                  | FY 2022-23                         | Deputy commissioner of State tax, GST Department. |
|                                | <b>TOTAL</b>       | <b>31.79</b>          |                                    |   |

(viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts.

(ix)(a) According to the information and explanations given to us, the Company has not obtained any loans during the year, therefore the reporting w. r. t. default in repayment of loans or borrowings or in the payment of interest thereon to any lender is not applicable.

(b) According to the information and explanations given to us including representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or other lender.

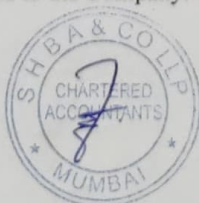
(c) On the basis of records of the Company examined by us and according to the information and explanations given to us, the Company has not raised money by way of term loan during the year. Therefore, clause 3(ix)(c) of the aforesaid Order is not applicable to the Company.

(d) According to the information and explanations given to us, the Company has not obtained any loans during the year, therefore reporting w. r. t. the funds raised on short-term basis used during the year for Long-term purposes by the Company is not applicable.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries.

(x) (a) In our opinion and according to the information and explanations given to us, the Company has not raised money by way of initial public offer during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.



- (b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.
- (b) No report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government for the period covered by our audit.
- (c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with section 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the financial statements, as required under Indian Accounting Standard (Ind AS) 24 - Related Party Disclosures as prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015. The company is not required to form an audit committee; hence provisions of Section 177 of the Act are not applicable.
- (xiv) In our opinion and based on our examination, the Company is not required to have an internal audit system as per Section 138 of the Act. Accordingly, reporting under clauses 3(xiv)(a) and 3(xiv)(b) of the Order are not applicable to the Company
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with them and accordingly, provisions of section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us during the course of audit, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has not incurred any cash Loss in the current as well as the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the plans of the Board of Directors and management, nothing has come to our attention, which causes us





to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of Balance Sheet as and when they fall due within a period of one year from the Balance Sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the Balance Sheet date, will get discharged by the company as and when they fall due.

(xx) According to the information and explanations given to us, the Company does not fulfill the criteria as specified under section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and accordingly, reporting under clause (xx) of the Order is not applicable to the Company.

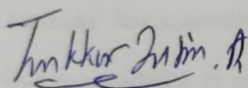
(xxi) The reporting under clause (xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **SHBA & CO LLP**

(Formerly Bathiya & Associates LLP)

Chartered Accountants

Firm Registration No. 101046W / W100063



**Jatin A. Thakkar**

Partner

Membership No.: 134767

Place : Mumbai

Date : 14<sup>th</sup> May, 2025



## **Annexure - B to the Independent Auditors' Report**

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date for the year ended 31<sup>st</sup> March, 2025)

### **Report on the Internal Financial Controls over Financial Reporting 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 Chembond Distribution Limited ("the Company") as of 31<sup>st</sup> March, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

The Company's Management is responsible for establishing and maintaining internal financial controls 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 'Guidance Note'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

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

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of 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.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

#### **Opinion**

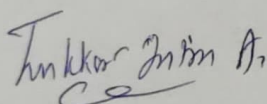
In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For **S H B A & Co LLP**

(Formerly Bathiya & Associates LLP)

Chartered Accountants

Firm Registration No. 101046W / W100063



**Jatin A. Thakkar**

Partner

Membership No.: 134767

Date : 14<sup>th</sup> May, 2025

Place : Mumbai



**Chembond Distribution Limited**  
**Balance Sheet as at 31st Mar 2025**

(Rs.in lakhs except otherwise stated)

|  | Notes | As at 31/03/2025 | As at 31/03/2024 |
|--|-------|------------------|------------------|
| <b>I ASSETS</b>  |       |                  |                  |
| <b>1 Non-current assets</b>  |       |                  |                  |
| (a) Property, plant and equipment  | 3     | 0.88             | 0.47             |
| (b) Other Intangible Assets  | 3     | 0.02             | 0.04             |
| (c) Other non-current assets   | 4     | 0.02             | 3.47             |
| <b>Total Non - Current Assets</b>  |       | <b>0.93</b>      | <b>3.97</b>      |
| <b>2 Current Assets</b>  |       |                  |                  |
| (a) Inventories  | 5     | 143.22           | 185.13           |
| (b) Financial Assets   |       |                  |                  |
| i)Investments  | 6     | 906.60           | 636.76           |
| ii)Trade receivables   | 7     | 269.20           | 373.32           |
| iii)Cash and cash equivalents  | 8     | 91.45            | 153.18           |
| (c) Current Tax Asset (Net)  | 9     | 25.49            | 13.00            |
| (d) Other current assets   | 10    | 19.26            | 35.92            |
| <b>Total Current Assets</b>  |       | <b>1,455.23</b>  | <b>1,397.30</b>  |
| <b>Total Assets</b>  |       | <b>1,456.15</b>  | <b>1,401.27</b>  |
| <b>II EQUITY AND LIABILITIES</b>   |       |                  |                  |
| <b>Equity</b>  |       |                  |                  |
| (a) Equity Share capital   | 11    | 5.00             | 5.00             |
| (b) Other equity   | 12    | 1,204.79         | 1,065.63         |
| <b>Total Equity</b>  |       | <b>1,209.79</b>  | <b>1,070.63</b>  |
| <b>Liabilities</b>   |       |                  |                  |
| <b>(1) Non-Current Liabilities</b>   |       |                  |                  |
| (a) Deferred tax liabilities (Net)   | 13    | 13.55            | 1.20             |
|  |       | <b>13.55</b>     | <b>1.20</b>      |
| <b>(2) Current liabilities</b>   |       |                  |                  |
| (a) Financial liabilities  |       |                  |                  |
| i)Trade payables   |       |                  |                  |
| (A) Total outstanding dues of micro enterprises and small enterprises                      | 14    | 4.07             | 58.09            |
| (B) Total outstanding dues of creditors other than micro enterprises and small enterprises | 14    | 220.36           | 263.89           |
| iii)Other financial liabilities  |       |                  |                  |
| (b) Other current liabilities  | 15    | 8.38             | 7.47             |
|  |       | <b>232.81</b>    | <b>329.45</b>    |
| <b>Total Equity and Liabilities</b>  |       | <b>1,456.15</b>  | <b>1,401.27</b>  |
| Notes forming part of Financial statements   | 1-39  |                  |                  |

As per our attached report of even date

For S H B A & CO LLP  
(Formerly known as Bathiya & Associates LLP)  
Chartered Accountants  
FRN - 101046W/W100063

*Jatin A. Thakkar*  
Jatin A. Thakkar  
Partner  
Membership No. : 134767

Place : Mumbai.  
Date: 14th May, 2025



On behalf of the Board of Directors  
Chembond Distribution Limited  
CIN - U24117MH2006PLC166227

*Nirmal V. Shah*  
Nirmal V. Shah  
Director  
DIN: 00083853

Place : Mumbai.  
Date: 14th May, 2025

*Sameer V. Shah*  
Sameer V. Shah  
Director  
DIN: 00105721

Place : Mumbai.  
Date: 14th May, 2025





**Chembond Distribution Limited**  
**Statement of Profit and Loss for the year ended 31st Mar 2025**

(Rs.in lakhs except otherwise stated)

|  | Notes | FY 2024-25      | FY 2023-24      |
|--|-------|-----------------|-----------------|
| I Revenue From Operations  | 16    | 2,335.34        | 2,979.84        |
| II Other Income  | 17    | 62.16           | 59.96           |
| III Total Income (I+II)  |       | <b>2,397.50</b> | <b>3,039.80</b> |
| IV Expenses :  |       |                 |                 |
| Cost of Materials Consumed   | 18    | (9.95)          | 55.85           |
| Purchases of Stock-in-trade  | 19    | 2,007.00        | 2,426.53        |
| Changes in Inventories of Finished goods, Work-in-progress and Stock-in-Trade    | 20    | 41.62           | 82.65           |
| Employee Benefits Expense  | 21    | 77.96           | 65.48           |
| Finance Costs  | 22    | -               | 0.02            |
| Depreciation and Amortisation expense  | 23    | 0.21            | 0.13            |
| Other Expenses   | 24    | 91.80           | 110.03          |
| Total Expenses (IV)  |       | <b>2,208.64</b> | <b>2,740.71</b> |
| V Profit before Exceptional items and Tax (III-IV)                               |       | <b>188.86</b>   | <b>299.09</b>   |
| VI Exceptional Items   |       | -               | -               |
| VII Profit before Tax (V+VI)   |       | <b>188.86</b>   | <b>299.09</b>   |
| VIII Tax Expense   |       |                 |                 |
| Current Tax  |       | 34.17           | 69.31           |
| Deferred Tax   |       | 13.16           | 6.31            |
| Total Tax Expense  |       | <b>47.33</b>    | <b>75.62</b>    |
| IX Profit for the Year (VII-VIII)  |       | <b>141.54</b>   | <b>223.47</b>   |
| X Other Comprehensive Income   |       |                 |                 |
| 1 i) Items that will not be reclassified to profit or loss                       |       | (3.17)          | 0.21            |
| ii) Income Tax relating to items that will not be reclassified to profit or loss |       | 0.80            | (0.05)          |
| 2 i) Items that will be reclassified to profit or loss                           |       | -               | -               |
| ii) Income Tax relating to items that will be reclassified to profit or loss     |       | -               | -               |
| Other Comprehensive Income (1+2)   |       | <b>(2.37)</b>   | <b>0.16</b>     |
| Total Comprehensive Income (IX+X)  |       | <b>139.16</b>   | <b>223.63</b>   |
| XI Earning Per Equity Share of Face Value of Rs. 10 each                         | 34    |                 |                 |
| Basic (in Rs.)   |       | 28.31           | 44.69           |
| Diluted (in Rs.)   |       | 28.31           | 44.69           |
| Notes forming part of Financial statements                                       | 1-39  |                 |                 |

As per our attached report of even date

For S H B A & CO LLP  
(Formerly known as Bathiya & Associates LLP)  
Chartered Accountants  
FRN - 101046W/W100063

Jatin A. Thakkar  
Partner  
Membership No. : 134767  
Place : Mumbai.  
Date: 14th May, 2025



On behalf of the Board of Directors  
Chembond Distribution Limited  
CIN - U24117MH2006PLC166227

Nirmal V. Shah  
Director  
DIN: 00083853  
Place : Mumbai.  
Date: 14th May, 2025

Sameer V. Shah  
Director  
DIN: 00105721  
Place : Mumbai.  
Date: 14th May, 2025



**Chembond Distribution Limited**  
**Statement of Cash Flow for the year ended 31st March 2025**

|             |  | (Rs.in lakhs except otherwise stated) |                 |                                     |                 |
|-------------|--|---------------------------------------|-----------------|-------------------------------------|-----------------|
| Particulars |  | For the year ended 31st Mar, 2025     |                 | For the year ended 31st March, 2024 |                 |
| <b>A</b>    | <b>Cash Flow from Operating Activities</b>                                     |                                       |                 |                                     |                 |
|             | Profit before tax  |                                       | 188.86          |                                     | 299.09          |
|             | Adjustments for :  |                                       |                 |                                     |                 |
|             | Depreciation and amortisation  | 0.21                                  |                 | 0.13                                |                 |
|             | Foreign Exchange Fluctuation (Unrealized gain/loss)                            | 2.77                                  |                 | 3.09                                |                 |
|             | Finance Cost   | -                                     | 2.97            | 0.02                                | 3.24            |
|             | Less :   |                                       |                 |                                     |                 |
|             | Foreign Exchange Fluctuation (Unrealized gain/loss)                            | (0.83)                                |                 | (23.69)                             |                 |
|             | Net Gain on Investments  | (59.86)                               | (60.69)         | (30.94)                             | (54.63)         |
|             | Operating Profit before working capital changes                                |                                       | 131.14          |                                     | 247.70          |
|             | Adjustments for :  |                                       |                 |                                     |                 |
|             | Trade and Other Receivables  | 110.19                                |                 | (21.47)                             |                 |
|             | Inventories  | 41.91                                 |                 | 80.28                               |                 |
|             | Trade and Other Payables   | (87.05)                               | 65.05           | 43.02                               | 101.83          |
|             | Cash generated from operations   |                                       | 196.19          |                                     | 349.54          |
|             | Income taxes paid (Net of Refund)  |                                       | (47.33)         |                                     | (80.00)         |
|             | <b>Net Cash from Operating Activities (A)</b>                                  |                                       | <b>148.87</b>   |                                     | <b>269.54</b>   |
| <b>B</b>    | <b>Cash Flow from Investing Activities</b>                                     |                                       |                 |                                     |                 |
|             | Payment to acquire Property, plant & equipments                                |                                       | (0.61)          |                                     | (0.14)          |
|             | Sale of Investment   |                                       | -               |                                     | 65.00           |
|             | Purchase of Investment   |                                       | (209.99)        |                                     | (300.00)        |
|             | <b>Net Cash used In Investing Activities (B)</b>                               |                                       | <b>(210.60)</b> |                                     | <b>(235.14)</b> |
| <b>C</b>    | <b>Cash Flow from Financing Activities</b>                                     |                                       |                 |                                     |                 |
|             | Finance Cost   |                                       | -               |                                     | (0.02)          |
|             | <b>Net Cash from Financing Activities (C)</b>                                  |                                       | <b>-</b>        |                                     | <b>(0.02)</b>   |
|             | <b>Net (Decrease)/Increase in Cash &amp; Cash Activities (A+B+C)</b>           |                                       | <b>(61.73)</b>  |                                     | <b>34.38</b>    |
|             | Cash and Cash Equivalents and Other Bank Balances as on Opening                |                                       | 153.18          |                                     | 118.79          |
|             | Cash and Cash Equivalents and Other Bank Balances as on Closing (Refer Note 9) |                                       | 91.45           |                                     | 153.18          |

The above cash flow statement has been prepared under the "Indirect Method" as set out in Accounting Standard - 3 Cash flow statements prescribed in the Companies (Accounting Standards) Rules, 2006 which continue to apply under Section 133 of the Companies Act, 2013.

**2 Components of Cash and cash equivalents:**

| Particulars   | Year ended 31st March, 2025 | Year ended 31st March, 2024 |
|---|-----------------------------|-----------------------------|
| Cash on hand  | 0.00                        | 0.00                        |
| <b>Balances with banks:</b>                                     |                             |                             |
| - in current accounts   | 91.45                       | -                           |
| <b>Cash and Cash Equivalents</b>                                | <b>91.45</b>                | <b>0.00</b>                 |
| Fixed deposits maturing within a year                           | -                           | -                           |
| <b>Other Bank Balance</b>                                       | <b>-</b>                    | <b>-</b>                    |
| <b>Total Cash and Bank Balances as per financial statements</b> | <b>91.45</b>                | <b>0.00</b>                 |

As per our report of even date

For S H B A & CO LLP  
 (Formerly known as Bathiya & Associates LLP)  
 Chartered Accountants  
 FRN - 101046W/W100063

*Jatin A. Thakkar*  
 Jatin A. Thakkar  
 Partner  
 Membership No. : 134767

Place : Mumbai.  
 Date : 14th May, 2025

On behalf of Board of Directors  
 Chembond Distribution Limited  
 CIN - U24117MH2006PLC166227

*Nirmal V. Shah*  
 Nirmal V. Shah  
 Director  
 DIN: 00083853

Place : Mumbai.  
 Date : 14th May, 2025

*Sameer V. Shah*  
 Sameer V. Shah  
 Director  
 DIN: 00105721

Place : Mumbai.  
 Date : 14th May, 2025





**Chembond Distribution Limited**

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

( All amount are in rupees lakhs, except per share data and unless stated otherwise)

**(a) Equity Share Capital**

| Balance as on 01.04.2024 | 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 as on 31.03.2025 |
|--------------------------|--|---|---|--------------------------|
| 5,00,000.00              | -  | -   | -   | 5,00,000.00              |

| Balance as on 01.04.2023 | 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 as on 31.03.2024 |
|--------------------------|--|---|---|--------------------------|
| 5,00,000                 | 0  | 0   | 0   | 5,00,000                 |

**(b) Other Equity**

(Rs. in lakhs except otherwise stated )

| Particulars                             | Reserves and Surplus |               |                                      |                   | Items of other Comprehensive Income             |                    |
|---|----------------------|---------------|--------------------------------------|-------------------|---|--------------------|
|   | General Reserve      | Share Premium | Employees Shares Options Outstanding | Retained earnings | Remeasurements of the net defined benefit Plans | Total other equity |
| Balance as at 31st March 2023           | -                    | 33.75         | -                                    | 809.94            | (1.69)  | 842.00             |
| Profit for the year                     | -                    | -             | -                                    | 223.47            | -   | 223.47             |
| Other comprehensive income for the year | -                    | -             | -                                    | -                 | 0.16  | 0.16               |
| <b>Total Comprehensive Income</b>       | -                    | -             | -                                    | 223.47            | 0.16  | 223.63             |
| Balance as at 31st March 2024           | -                    | 33.75         | -                                    | 1,033.41          | (1.53)  | 1,065.63           |
| Profit for the year                     | -                    | -             | -                                    | 141.54            | -   | 141.54             |
| Other comprehensive income for the year | -                    | -             | -                                    | -                 | (2.37)  | (2.37)             |
| <b>Total Comprehensive Income</b>       | -                    | -             | -                                    | 141.54            | (2.37)  | 139.16             |
| Balance as at 31st March 2025           | -                    | 33.75         | -                                    | 1,174.94          | (3.91)  | 1,204.79           |

For S H B A &amp; CO LLP

(Formerly known as Bathiya &amp; Associates LLP)

Chartered Accountants

FRN - 101046W/W100063



Jatin A. Thakkar

Partner

Membership No. : 134767



On behalf of the Board of Directors

Chembond Distribution Limited

CIN - U24117MH2006PLC166227



Nirmal V. Shah

Director

DIN: 00083853



Sameer V. Shah

Director

DIN: 00105721

Place : Mumbai.

Date: 14th May, 2025

Place : Mumbai.

Date: 14th May, 2025

Place : Mumbai.

Date: 14th May, 2025



**Chembond Distribution Ltd.**  
**Notes forming part of the Financial Statements as at 31st March, 2025**  
(All amounts are in Rupees Lakhs, except per share data and unless stated otherwise)

**NOTE 1 - COMPANY OVERVIEW**

Chembond Distribution Ltd. is a wholly owned subsidiary of Chembond Chemical Specialties Limited. The Company has been incorporated on 14th December 2006 ("the Company") is carrying on the business of trading specialty Chemicals. Pursuant to Scheme of arrangement, Chembond Distribution Ltd has become a wholly owned subsidiary of Chembond Chemical Specialties Ltd in place of erstwhile parent viz. Chembond Chemicals limited.

**NOTE 2 - MATERIAL ACCOUNTING POLICIES**

**Statement of Compliance**

The Company has prepared financial statements for the year ended March 31, 2025 in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) together with the comparative period data as at and for the year ended March 31, 2024. Further, the Company has prepared the opening balance sheet as at April 01, 2016 (the transition date) in accordance with Ind AS.

For all the periods up to the year ended March 31, 2024, the Company had prepared its financial statements in accordance with the requirements of previous GAAP, which includes Standards notified under section 133 of the Companies Act, 2013.

**1.1 Basis of Preparation and measurement**

The financial statements of the Company are prepared in Compliance with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act. The Statements are prepared under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values.

The accounting policies have been applied consistently over all the periods presented in these financial statements except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The financial statements are prepared in Indian Rupees (INR), which is the company's functional currency

**1.2 Summary of Material Accounting Policies**

**A Property, Plant and Equipment**

The cost of an item of Property, Plant and Equipment ('PPE') is recognised as an asset if, and only if, it is probable that the future economic benefits associated with the item will flow to the Company and the cost can be measured reliably, PPE are initially recognised at cost. The initial cost of PPE comprises its purchase price (including import duties and non-refundable purchase taxes but excluding any trade discount and rebates), and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Subsequent to initial recognition, PPE are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Subsequent expenditure relating to PPE is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. When an item of PPE is replaced, then its carrying amount is derecognised and the cost of the new item of PPE is recognised. Further, in case the replaced part was not depreciated separately, the cost of the replacement is used as an indication to determine the cost of the replaced part at the time it was acquired. All other repair and maintenance cost are recognised in Statement of profit and loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

An item of PPE and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gains or losses arising from de-recognition of PPE are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of profit and loss when the PPE is derecognised. The Company identifies and determines cost of each component/part of the asset separately, if the component/part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

**B Intangible Assets**

Intangible Assets are stated at historical cost less accumulated amortisation and accumulated impairment loss, if any. Profit or Loss on disposal of intangible assets is recognised in the Statement of Profit and Loss



**C Depreciation and Amortization**

Depreciation on PPE has been provided based on useful life of the assets in accordance with Schedule II of the Companies Act, 2013, under Written Down Value method. Depreciation on assets acquired / disposed off during the year is provided on pro-rata basis with reference to the date of addition/disposal. Residual value for all assets are considered at 5% of cost of acquisition of an asset. Depreciation methods, useful lives and residual value are reviewed at each reporting date and adjusted prospectively, if appropriate. Amortisation on intangible assets consisting of computer softwares has been provided based on their useful life which is estimated as 3 years, under the Written Down Value method (WDV) at 40% pa.

The residual values, useful lives and methods of depreciation of PPE are reviewed on a regular basis and changes in estimates, when relevant, are accounted for on a prospective basis

**D Capital Work-in-progress**

Capital work-in-progress comprises the cost of assets that are yet not ready for their intended use at the balance sheet date. Advances given towards acquisition of fixed assets outstanding at each balance sheet date are classified as Capital Advances under Other Non-Current Assets.

**E Inventories**

Inventories are valued at lower of the cost determined on weighted average basis or net realisable value. The comparison of cost and net realisable value is made on an item-by-item basis. Damaged, unserviceable and inert stocks are valued at net realizable value.

Cost of raw materials, packing materials and stores spares and consumables Stocks is determined so as to exclude from the cost, taxes and duties which are subsequently recoverable from the taxing authorities.

Cost of finished goods and work-in-progress includes the cost of materials, an appropriate allocation of overheads and other costs incurred in bringing the inventories to their present location and condition.

**F Revenue Recognition**

Revenue is measured at the fair value of consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade discount or rebates and applicable taxes and duties collected on behalf of the government and which are levied on such sales.

The Company recognises revenue when the amount of revenue can be reliably measured and it is probable that future economic benefits will flow to the Company.

**i) Revenue from Operations :**

Revenue from sales is recognised when goods are supplied and control over the Goods sold is transferred to the buyer which is on dispatch/delivery as per the terms of contracts and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sales of the goods. This is considered the appropriate point where the performance obligations in the contracts are satisfied as the Group no longer has control over the inventory. Sales are presented net of returns, trade discounts rebates and Goods and service tax (GST).

**ii) Revenue from Service :**

Revenue from services is recognised pro-rata as and when services are rendered over a specified period of time. The company collects service tax / goods and service tax on behalf of the government and therefore it is not an economic benefit flowing to the company. Hence it is excluded from the revenue. Interest Income is recognised using effective interest method on time proportion basis taking in to account the amount outstanding.

Dividend income is recognised when the Company's right to receive the payment is established by the reporting date, which is generally when shareholders approve the dividend.





## **G Foreign Currency Translation**

The functional currency of the Company is Indian rupee (₹).

Transactions in foreign currencies entered into by the Company are accounted in the functional currency at the exchange rates prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currency are translated at functional currency closing rate of exchange at the reporting date. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the statement of profit and loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

## **H Impairment of Assets**

### **(i) Financial assets (other than at fair value)**

The Company assesses at each date of Balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and/or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

### **(ii) Non-financial assets**

#### **Tangible and intangible assets**

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the assets belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the Statement of profit and loss.

## **I Retirement Benefits :**

### **Short term Employee Benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense) after deducting any amount already paid.

### **Post Employment Benefits**

#### **I. Defined Contribution Plan**

Defined contribution plans are employee state insurance scheme and Government administered pension fund scheme for all applicable employees and superannuation scheme for eligible employees.

Recognition and measurement of defined contribution plans:

The Company recognizes contribution payable to a defined contribution plan as an expense in the Statement of Profit and Loss when the employees render services to the Company during the reporting period. If the contributions payable for services received from employees before the reporting date exceeds the contributions already paid, the deficit payable is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the reporting date, the excess is recognized as an asset to the extent that the prepayment will lead to, for example, a reduction in future payments or a cash refund.

#### **II. Defined Benefit plans:**

##### Provident Fund scheme

The Company makes specified monthly contributions towards Employee Provident Fund scheme in accordance with the statutory provisions Pension Scheme:

The Company operates a defined benefit pension plan for certain specified employees and is payable upon the employee satisfying certain conditions, as approved by the Board of Directors.

#### **Recognition and measurement of Defined Benefit plans:**

The cost of providing defined benefits is determined using the Projected Unit Credit method with actuarial valuations being carried out at each reporting date. The defined benefit obligations recognized in the Balance Sheet represent the present value of the defined benefit obligations as reduced by the fair value of plan assets, if applicable. Any defined benefit asset (negative defined benefit obligations resulting from this calculation) is recognized representing the present value of available refunds and reductions in future contributions to the plan.

the Statement of Profit and Loss. Remeasurements of the net defined benefit liability

/ (asset) comprising actuarial gains and losses and the return on the plan assets (excluding amounts included in net interest on the net defined benefit liability/asset), are recognized in Other Comprehensive Income. Such remeasurements are not reclassified to the Statement of Profit and Loss in the subsequent periods.

The Company presents the above liability/(asset) as current and non-current in the Balance Sheet as per actuarial valuation by the independent actuary; however, the entire liability towards gratuity is considered as current as the Company will contribute this amount to the gratuity fund within the next twelve months.

#### **Other Long Term Employee Benefits:**

The Company does not allow any accumulation of leave balance or encashment thereof.



## **J Provision For Current & Deferred Tax**

Income tax expenses comprises of current and deferred tax expense and is recognised in the statement of profit or loss except to the extent that it relates to items recognised directly in equity or in OCI, in which case, the tax is also recognised in directly in equity or OCI respectively.

### **Current Tax**

Current tax is the amount expected tax payable or recoverable on the taxable profit or loss for the year and any adjustment to the tax payable or recoverable in respect of previous years. It is measured using tax rates enacted or substantively enacted by the end of reporting period. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

### **Deferred Tax**

Deferred Income Tax is recognised using the Balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and their carrying amount, except when the deferred income tax arises from the initial recognition of an assets or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the Balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

The Company recognises interest levied and penalties related to income tax assessments in finance costs.

## **K Earnings Per Share :**

The Company presents basic and diluted earnings per share ("EPS") data for its equity shares. Basic EPS is calculated by dividing the profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential ordinary shares, which includes all stock options granted to employees.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

## **L Provision, Contingent Liabilities And Contingent Assets :**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

### **Contingent Liabilities and Contingent Assets**

Contingent liability is disclosed for,

- (i) Possible obligations which will be confirmed only by future events not wholly within the control of the Company, or
- (ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made

Contingent Assets are not recognised in the financial statements.



**M Dividend distribution to equity shareholders**

Dividend to equity shareholders is recognised as a liability in the period in which the dividends are approved by the equity shareholders. Interim dividends that are declared by the Board of Directors without the need for equity shareholders' approvals are recognised as a liability and deducted from shareholders' equity in the year in which dividends are declared by the Board of directors.

**N Lease Accounting**

A lease that transfers substantially all the risks and rewards incidental to ownership to the lessee is classified as a finance lease. All other leases are classified as operating leases.

**Company as a lessee**

Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in profit or loss as finance costs, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Company's general policy on the borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

Operating lease payments are generally recognised as an expense in the profit or loss on a straight-line basis over the lease term. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue. Contingent rentals arising under operating leases are also recognised as expenses in the periods in which they are incurred.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense on a straightline basis over the lease term.

**Company as a lessor**

Rental income from operating lease is generally recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Company's net investment outstanding in respect of the leases.

**O Trade Receivables**

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

**P Trade Payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are usually unsecured. Trade and other payables are presented as current liabilities unless payment is not due within twelve months after the reporting period. They are recognised initially at their fair value.

**Q Financial Instruments**

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction cost that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial assets or financial liability.

**R Cash and cash equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

**Financial assets at amortised cost**

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal and interest on the principal amount outstanding.





### Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

The company has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of equity investments not held for trading.

### Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

### Financial liabilities

Financial liabilities are measured at amortised cost using the effective interest method.

### Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Equity instruments recognised by the company are recognised at the proceeds received net off direct issue cost.

## 1.3 Key accounting estimates and judgements

The areas involving critical estimates or judgements are:

The preparation of the Company's financial statements requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

#### a. Property Plant & Equipment.

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time the asset is acquired and reviewed at the end of each reporting period. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

#### b. Provisions

Provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date adjusted to reflect the current best estimates.

#### c. Taxes

Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid / recovered for uncertain tax positions. In assessing the realizability of deferred tax assets arising from unused tax credits, the management considers convincing evidence about availability of sufficient taxable income against which such unused tax credits can be utilized. The amount of the deferred income tax assets considered realizable, however, could change if estimates of future taxable income changes in the future

#### d. Defined Benefit Obligations

The cost of defined benefit gratuity plans, and post-retirement medical benefit is determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, future salary increases, mortality rates and future pension increases. Due to the long-term nature of these plans, such estimates are subject to significant uncertainty

## 1.4 Recent Accounting Pronouncements

### (i) New and Amended Standards Adopted by the Company:

The Ministry of Corporate Affairs has vide notification dated 14 August 2024 and 9 September 2024 notified Companies (Indian Accounting Standards) Amendment Rules, 2024 (the 'Rules') which amends certain accounting standards, and are effective 1 April 2024. The Rules predominantly brings new Ind AS 117 'Insurance Contracts' replacing the existing Ind AS 104 'Insurance Contracts and amends Ind AS 116, 'Leases'. As per the Management's assessment, these amendments are not expected to have a material impact on the Company in the current or future reporting periods and on foreseeable future transactions.

### ii) New Standards/Amendments notified but not yet effective:

#### Ind AS 21- Effects of Changes in Foreign Exchange

These amendments aim to provide clearer guidance on assessing currency exchangeability and estimating exchange rates when currencies are not readily exchangeable. The amendments are effective for annual periods beginning on or after April 1, 2025.



3 Property, plant and equipment, Intangibles and Capital work in progress as at 31st March 2025

(Rs. in lakhs except otherwise stated)

| Description                   | GROSS BLOCK (AT COST) |             |                                     |                     | DEPRECIATION INCLUDING AMORTISATION |              |                                     |                     | NET BLOCK           |                     |
|-------------------------------|-----------------------|-------------|-------------------------------------|---------------------|-------------------------------------|--------------|-------------------------------------|---------------------|---------------------|---------------------|
|                               | As at<br>01.04.2024   | Additions   | Disposal, Transfer<br>& Adjustments | As at<br>31.03.2025 | As at<br>01.04.2024                 | For the Year | Disposal, Transfer<br>& Adjustments | As at<br>31.03.2025 | As at<br>31.03.2025 | As at<br>31.03.2024 |
| Property, plant and equipment |                       |             |                                     |                     |                                     |              |                                     |                     |                     |                     |
| Plant and Equipment           | 1.08                  | -           | -                                   | 1.08                | 0.79                                | 0.10         | -                                   | 0.89                | 0.19                | 0.29                |
| Office Equipment              | 0.81                  | -           | -                                   | 0.81                | 0.77                                | 0.01         | -                                   | 0.78                | 0.03                | 0.04                |
| Computer Hardware             | 2.32                  | 0.61        | -                                   | 2.93                | 2.19                                | 0.08         | -                                   | 2.27                | 0.66                | 0.14                |
| <b>Sub-total</b>              | <b>4.21</b>           | <b>0.61</b> | <b>-</b>                            | <b>4.82</b>         | <b>3.74</b>                         | <b>0.19</b>  | <b>-</b>                            | <b>3.94</b>         | <b>0.88</b>         | <b>0.47</b>         |
| Other Intangible Assets       |                       |             |                                     |                     |                                     |              |                                     |                     |                     |                     |
| Computer Software             | 0.46                  | -           | -                                   | 0.46                | 0.42                                | 0.01         | -                                   | 0.44                | 0.02                | 0.04                |
| <b>Sub-total</b>              | <b>0.46</b>           | <b>-</b>    | <b>-</b>                            | <b>0.46</b>         | <b>0.42</b>                         | <b>0.01</b>  | <b>-</b>                            | <b>0.44</b>         | <b>0.02</b>         | <b>0.04</b>         |
| <b>Total</b>                  | <b>4.67</b>           | <b>0.61</b> | <b>-</b>                            | <b>5.28</b>         | <b>4.17</b>                         | <b>0.21</b>  | <b>-</b>                            | <b>4.37</b>         | <b>0.90</b>         | <b>0.50</b>         |
| Previous Year                 | 4.54                  | 0.14        | -                                   | 4.67                | 4.04                                | 0.13         | -                                   | 4.17                | 0.50                | 0.50                |

(Rs. in lakhs except otherwise stated)

| Description                   | GROSS BLOCK (AT COST) |             |                                     |                     | DEPRECIATION INCLUDING AMORTISATION |              |                                     |                     | NET BLOCK           |                     |
|-------------------------------|-----------------------|-------------|-------------------------------------|---------------------|-------------------------------------|--------------|-------------------------------------|---------------------|---------------------|---------------------|
|                               | As at<br>01.04.2023   | Additions   | Disposal, Transfer<br>& Adjustments | As at<br>31.03.2024 | As at<br>01.04.2023                 | For the Year | Disposal, Transfer<br>& Adjustments | As at<br>31.03.2024 | As at<br>31.03.2024 | As at<br>31.03.2023 |
| Property, plant and equipment |                       |             |                                     |                     |                                     |              |                                     |                     |                     |                     |
| Plant and Equipment           | 0.94                  | 0.14        | -                                   | 1.08                | 0.71                                | 0.07         | -                                   | 0.79                | 0.29                | 0.23                |
| Office Equipment              | 0.81                  | -           | -                                   | 0.81                | 0.77                                | 0.00         | -                                   | 0.77                | 0.04                | 0.04                |
| Computer Hardware             | 2.32                  | -           | -                                   | 2.32                | 2.15                                | 0.03         | -                                   | 2.19                | 0.14                | 0.17                |
| <b>Sub-total</b>              | <b>4.07</b>           | <b>0.14</b> | <b>-</b>                            | <b>4.21</b>         | <b>3.64</b>                         | <b>0.11</b>  | <b>-</b>                            | <b>3.74</b>         | <b>0.47</b>         | <b>0.44</b>         |
| Other Intangible Assets       |                       |             |                                     |                     |                                     |              |                                     |                     |                     |                     |
| Computer Software             | 0.46                  | -           | -                                   | 0.46                | 0.40                                | 0.03         | -                                   | 0.42                | 0.04                | 0.07                |
| <b>Sub-total</b>              | <b>0.46</b>           | <b>-</b>    | <b>-</b>                            | <b>0.46</b>         | <b>0.40</b>                         | <b>0.03</b>  | <b>-</b>                            | <b>0.42</b>         | <b>0.04</b>         | <b>0.07</b>         |
| <b>Total</b>                  | <b>4.54</b>           | <b>0.14</b> | <b>-</b>                            | <b>4.67</b>         | <b>4.04</b>                         | <b>0.13</b>  | <b>-</b>                            | <b>4.17</b>         | <b>0.50</b>         | <b>0.50</b>         |
| Previous Year                 | 4.42                  | 0.12        | -                                   | 4.54                | 3.86                                | 0.17         | -                                   | 4.04                | 0.50                | 0.55                |

i) Previous Year figures has been regrouped & reclassified wherever necessary



**Chembond Distribution Limited**  
**Notes on Financial Statements for the year ended 31st Mar, 2025**

(Rs.in lakhs except otherwise stated)

|           |  | As at 31/03/2025 | As at 31/03/2024 |
|-----------|--|------------------|------------------|
| <b>4</b>  | <b>Other non-current assets</b>  |                  |                  |
|           | Gratuity   | 0.02             | 3.47             |
|           | <b>Total</b>   | <b>0.02</b>      | <b>3.47</b>      |
| <b>5</b>  | <b>Inventories</b><br><b>(At lower of Cost and Net Realisable Value)</b>   |                  |                  |
|           | Raw Material & Packing Material  | 0.71             | 0.99             |
|           | Stock-in-Trade   | 142.51           | 184.14           |
|           | <b>Total</b>   | <b>143.22</b>    | <b>185.13</b>    |
|           | *Stock-in-Trade include Goods in transit amount to Rs. 8.32 lakhs as at 31st March 2025<br>(Rs. 16.24 lakhs as at 31st March 2024) |                  |                  |
| <b>6</b>  | <b>Financial Assets (Current)</b>  |                  |                  |
| <b>a.</b> | <b>Investments (Current)</b>   |                  |                  |
|           | <b>INVESTMENTS IN MUTUAL FUNDS</b>   |                  |                  |
|           | Nil (PY-58220.12) ICICI Prud Liquid Fund   | -                | 206.32           |
|           | 5,90,242.28 (PY-33,039.81) Units ICICI Prudential Balanced Advantage Fund  | 409.39           | 380.41           |
|           | 22,613.12 (PY-14,478.92) Units ICICI Pru Money Market Fund Reg (G)   | 84.18            | 50.03            |
|           | 3,94,122.94 (Nil) Units ICICI Pru Gilt Fund (G)  | 397.29           | -                |
|           | 4,270.74 (Nil) Units ICICI Pru Equity & Debt Fund (G)  | 15.75            | -                |
|           | <b>Total</b>   | <b>906.60</b>    | <b>636.76</b>    |
|           | Market Value there of Quoted Investments   | 906.60           | 636.76           |
|           | Aggregate amount of Quoted Investments   | 824.14           | 734.14           |
| <b>7</b>  | <b>TRADE RECEIVABLES</b>   |                  |                  |
|           | <b>(a) Trade receivables considered good - Secured</b>   |                  |                  |
|           | <b>(b) Trade receivables considered good - UnSecured</b>   |                  |                  |
|           | (i) Considered Good  | 269.20           | 373.32           |
|           | (ii) Credit Impaired   | 26.62            | 26.17            |
|           |  | 295.82           | 399.49           |
|           | <b>(c) Trade Receivables which have significant increase in Credit Risk</b>  |                  |                  |
|           | Less : Impairment Loss Allowance (Refer Note 8 II)   | (26.62)          | (26.17)          |
|           | <b>Total</b>   | <b>269.20</b>    | <b>373.32</b>    |
| <b>II</b> | <b>Movement in Credit Impaired</b>   |                  |                  |
|           | Provision at beginning of the year   | (26.17)          | (26.17)          |
|           | Less : Bad Debts written off   | -                | -                |
|           | Add : Allowance for doubtful trade receivable  | (0.45)           | -                |
|           | Less : Reversal during the year  | -                | -                |
|           | Provision at end of the year   | (26.62)          | (26.17)          |
|           | Refer note no 30 for Trade Receivables Ageing Schedule<br>Refer note no 29 Related party transaction                               |                  |                  |
| <b>8</b>  | <b>CASH AND CASH EQUIVALENTS</b>   |                  |                  |
|           | Balances with banks  |                  |                  |
|           | In Current Accounts  | 91.45            | 153.18           |
|           | Cash on hand   | 0.00             | 0.00             |
|           | <b>Total</b>   | <b>91.45</b>     | <b>153.18</b>    |
| <b>9</b>  | <b>Current Tax Asset (Net)</b>   |                  |                  |
|           | Current Tax Asset (Net)  | 25.49            | 13.00            |
|           | <b>Total</b>   | <b>25.49</b>     | <b>13.00</b>     |





|    |   |  |                         |                         |
|----|---|--|-------------------------|-------------------------|
| 10 | <b>Other Current Assets</b>   |  |                         |                         |
|    |   |  |                         |                         |
|    | Prepaid expenses  |  | 2.84                    | 0.41                    |
|    | Balances with Government authorities  |  | 15.67                   | 34.76                   |
|    | Gratuity  |  | 0.76                    | 0.76                    |
|    | <b>Total</b>  |  | <b>19.26</b>            | <b>35.92</b>            |
| 11 | <b>EQUITY SHARE CAPITAL</b>   |  |                         |                         |
|    |   |  |                         |                         |
|    | <b>Authorised</b>   |  |                         |                         |
|    | 500,000 Equity Shares of Rs.1/- each  |  | 5.00                    | 5.00                    |
|    | <b>Issued, Subscribed and Paid up</b>   |  |                         |                         |
|    | 500,000 Equity Shares of Rs.1/- each fully paid up  |  | 5.00                    | 5.00                    |
|    | <b>Total</b>  |  | <b>5.00</b>             | <b>5.00</b>             |
| a  | <b>Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting year:</b> |  |                         |                         |
|    | Number of shares outstanding at the beginning of the year   |  | 5,00,000                | 5,00,000                |
|    | Additions during the year   |  | -                       | -                       |
|    | Deductions during the year  |  | -                       | -                       |
|    | Number of shares outstanding at the end of the year   |  | <b>5,00,000</b>         | <b>5,00,000</b>         |
| b  | <b>Details of Shareholders holding more than 5% Shares</b>  |  |                         |                         |
|    | Name of the Shareholder   |  | <b>As at 31/03/2025</b> | <b>As at 31/03/2024</b> |
|    |   |  | <b>No of Shares</b>     | <b>No of Shares</b>     |
|    | Chembond Chemical Specialties Limited (Holding Company) and its nominees                                      |  | 5,00,000                | -                       |
|    | Chembond Chemicals Limited (Holding Company) and its nominees   |  | -                       | 5,00,000                |
|    | % held  |  | 100.00%                 | 100.00%                 |

**c Disclosure of shareholding of promoters as at March 31, 2025 is as follows :**

| Shares held by promoters at the end of the year                 | As at 31st March 2025 |                   |                          |                          |
|---|-----------------------|-------------------|--------------------------|--------------------------|
|   | No. of Shares         | % of total shares | % Change during the Year | % Change during the Year |
| Promoter's Name   |                       |                   |                          |                          |
| Chembond Chemical Specialties Limited (Including it's Nominees) | 500000                | 100               | NIL                      | NIL                      |
| <b>Total</b>  | <b>500000</b>         | <b>100</b>        | <b>NIL</b>               | <b>NIL</b>               |

| Shares held by promoters at the end of the year      | As at 31st March 2024 |                   |                          |                          |
|--|-----------------------|-------------------|--------------------------|--------------------------|
|  | No. of Shares         | % of total shares | % Change during the Year | % Change during the Year |
| Promoter's Name                                      |                       |                   |                          |                          |
| Chembond Chemicals Limited (Including it's Nominees) | 500000                | 100               | NIL                      | NIL                      |
| <b>Total</b>   | <b>500000</b>         | <b>100</b>        | <b>NIL</b>               | <b>NIL</b>               |

|    |   |  |                         |                         |
|----|---|--|-------------------------|-------------------------|
| 12 | <b>OTHER EQUITY</b>                             |  | <b>As at 31/03/2025</b> | <b>As at 31/03/2024</b> |
|    |   |  |                         |                         |
|    | <b>Securities Premium</b>                       |  |                         |                         |
|    | As per last year                                |  | 33.75                   | 33.75                   |
|    | Add: Received on shares issued                  |  | 33.75                   | 33.75                   |
|    | <b>Retained Earnings</b>                        |  |                         |                         |
|    | As per last year                                |  | 1,033.41                | 809.94                  |
|    | Add: Profit for the Year                        |  | 141.54                  | 223.47                  |
|    |   |  | 1,174.94                | 1,033.41                |
|    | Less: Appropriations                            |  | -                       | -                       |
|    |   |  | 1,174.94                | 1,033.41                |
|    | <b>Other Comprehensive Income (OCI)</b>         |  |                         |                         |
|    | Remeasurements of the net defined benefit Plans |  |                         |                         |
|    | As per last year                                |  | (1.53)                  | (1.69)                  |
|    | Movement During the Year                        |  | (2.37)                  | 0.16                    |
|    |   |  | (3.91)                  | (1.53)                  |
|    | <b>Total</b>                                    |  | <b>1,204.79</b>         | <b>1,065.63</b>         |

**Nature and purpose :**

**Securities Premium :**

Securities Premium is used to record the premium on issue of shares and is utilised in accordance with the provisions of the Companies Act, 2013.

**Retained Earnings :**

Retained Earnings are the profits of the Company earned till date net of appropriations.



| 13 | DEFERRED TAX LIABILITY (NET)   |              | As at 31/03/2025 | As at 31/03/2024 |
|----|--|--------------|------------------|------------------|
|    | <u>Deferred tax Liability</u>  |              |                  |                  |
|    | Investments at Fair Value  |              | 20.75            | 7.79             |
|    |  |              | <b>20.75</b>     | <b>7.79</b>      |
|    | <u>Deferred tax Asset</u>  |              |                  |                  |
|    | Written down value of Fixed Assets   |              | (0.00)           | (0.01)           |
|    | MAT Credit   |              |                  |                  |
|    | 43B disallowances  |              | (0.50)           | -                |
|    | Provision for Expected credit loss   |              | (6.70)           | (6.59)           |
|    |  |              | (7.20)           | (6.59)           |
|    |  | <b>Total</b> | <b>13.55</b>     | <b>1.20</b>      |
| 14 | TRADE PAYABLES   |              |                  |                  |
|    | Total outstanding dues of micro enterprises and small enterprises  |              | 4.07             | 58.09            |
|    | Total outstanding dues of creditors other than micro enterprises and small enterprises   |              | 220.36           | 263.89           |
|    |  | <b>Total</b> | <b>224.43</b>    | <b>321.98</b>    |
| a  | For Related party transaction Refer Note No. 29  |              |                  |                  |
| b  | Refer Note no 31 for Trade Payables Ageing Schedule  |              |                  |                  |
| c  | The Company has amounts due to suppliers under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) as at the year end. The disclosure pursuant to the said Act is as under:  |              |                  |                  |
|    | Principal amount due to suppliers under MSMED Act, 2006  |              | 4.07             | 58.09            |
|    | The information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of declaration received from parties & information available with company. This has been relied upon by the Auditors. |              |                  |                  |
| 15 | OTHER CURRENT LIABILITIES  |              |                  |                  |
|    | Statutory Dues   |              | 0.48             | 1.38             |
|    | Employee Benefits Payable  |              | 7.90             | 5.99             |
|    | Expenses Payable   |              | -                | 0.09             |
|    |  | <b>Total</b> | <b>8.38</b>      | <b>7.47</b>      |
| 16 | REVENUE FROM OPERATIONS  |              |                  |                  |
|    | Sale of Goods  |              | 2,335.34         | 2,979.84         |
|    |  | <b>Total</b> | <b>2,335.34</b>  | <b>2,979.84</b>  |
| 17 | OTHER INCOME   |              |                  |                  |
|    | Interest income on :   |              |                  |                  |
|    | Income Tax Refund  |              | 0.46             | -                |
|    | Net Gain on Fair Valuation of Investment   |              | 51.52            | 30.94            |
|    | Net Gain from Sale of Investment   |              | 8.34             | 23.69            |
|    | Credit Balances written back   |              | 1.85             | 2.24             |
|    | Gain on foreign exchange   |              | -                | 3.09             |
|    |  | <b>Total</b> | <b>62.16</b>     | <b>59.96</b>     |
| 18 | COST OF MATERIALS CONSUMED   |              |                  |                  |
|    | Cost of Raw Materials and Packing Materials Consumed   |              | (9.95)           | 55.85            |
|    |  | <b>Total</b> | <b>(9.95)</b>    | <b>55.85</b>     |
| 19 | PURCHASE OF STOCK-IN-TRADE   |              |                  |                  |
|    | Purchases of Stock-in-trade  |              | 2,007.00         | 2,426.53         |
|    |  | <b>Total</b> | <b>2,007.00</b>  | <b>2,426.53</b>  |



|    |  |  |   |   |
|----|--|--|---|---|
| 20 | <b>CHANGES IN INVENTORY OF FINISHED GOODS, WORK IN PROGRESS AND TRADED GOODS</b>   |  |   |   |
|    |  |  | <b>As at 31/03/2025</b>   | <b>As at 31/03/2024</b>   |
|    | a) Finished products/ Stock in Trade (At Close)  |  |   |   |
|    | Finished goods   |  | 0.60  | 0.33  |
|    | Stock-in-trade   |  | 141.91  | 182.23  |
|    | <b>Total</b>   |  | <b>142.51</b>   | <b>182.56</b>   |
|    | b) Finished products/ Stock in Trade (At commencement)   |  |   |   |
|    | Finished goods   |  | 0.33  | -   |
|    | Stock-in-trade   |  | 183.81  | 265.22  |
|    | <b>Total</b>   |  | <b>184.13</b>   | <b>265.22</b>   |
|    | <b>Total</b>   |  | <b>41.62</b>  | <b>82.65</b>  |
| 21 | <b>EMPLOYEE BENEFIT EXPENSES</b>   |  |   |   |
|    | Salaries & Wages   |  | 74.34   | 61.87   |
|    | Gratuity   |  | 0.39  | 0.68  |
|    | Contribution to Provident & other funds  |  | 3.12  | 2.86  |
|    | Staff Welfare Expenses   |  | 0.12  | 0.07  |
|    | <b>Total</b>   |  | <b>77.96</b>  | <b>65.48</b>  |
| 22 | <b>FINANCE COST</b>  |  |   |   |
|    | (a) Other Finance Cost   |  | -   | 0.02  |
|    | <b>Total</b>   |  | <b>-</b>  | <b>0.02</b>   |
| 23 | <b>DEPRECIATION AND AMORTISATION EXPENSES</b>  |  |   |   |
|    | Depreciation and Amortisation Expenses   |  | 0.21  | 0.13  |
|    | <b>Total</b>   |  | <b>0.21</b>   | <b>0.13</b>   |
| 24 | <b>OTHER EXPENSES</b>  |  |   |   |
|    | <b>ADMINISTRATIVE EXPENSES</b>   |  |   |   |
|    | Rates & Taxes  |  | 0.54  | 6.60  |
|    | Printing and stationary  |  | 0.20  | 0.11  |
|    | Telephone & Postage Expenses   |  | 0.94  | 1.27  |
|    | Auditors Remuneration (Refer note "a" below)   |  | 1.86  | 1.72  |
|    | Legal, Professional & consultancy fees   |  | 8.63  | 6.10  |
|    | Lease (Refer note "b" below)   |  | 8.87  | 12.62   |
|    | Miscellaneous expenses   |  | 2.65  | 3.31  |
|    | Computer Expenses  |  | 2.17  | 2.09  |
|    | Provision for expected credit loss   |  | 0.45  | -   |
|    | Bank Charges   |  | 5.89  | 8.86  |
|    | <b>A</b>   |  | <b>32.19</b>  | <b>42.68</b>  |
|    | <b>SELLING AND DISTRIBUTION EXPENSES</b>   |  |   |   |
|    | Carriage outwards  |  | 19.20   | 21.79   |
|    | Commission on sales  |  | 1.18  | 3.78  |
|    | Travelling Expenses  |  | 3.26  | 1.84  |
|    | Warehousing Charges  |  | 9.58  | 13.43   |
|    | Packing Expenses   |  | 5.73  | 5.22  |
|    | Realized loss on foreign exchange  |  | 15.82   | 19.55   |
|    | Unrealized loss on forex   |  | 2.77  | -   |
|    | Insurance - Selling  |  | 1.45  | 1.11  |
|    | Sales Promotion Expenses   |  | 0.62  | 0.63  |
|    | <b>B</b>   |  | <b>59.61</b>  | <b>67.35</b>  |
|    | <b>Total</b>   |  | <b>91.80</b>  | <b>110.03</b>   |
|    |  |  | <b>As at 31/03/2025</b>   | <b>As at 31/03/2024</b>   |
|    | a Auditor's Remuneration consists of:  |  |   |   |
|    | Statutory Audit Fees   |  | 1.38  | 1.08  |
|    | Tax Audit Fees   |  | 0.48  | 0.43  |
|    | Taxation and Other Matters   |  | -   | 0.21  |
|    | <b>Total</b>   |  | <b>1.86</b>   | <b>1.72</b>   |
|    | b Lease  |  |   |   |
|    | The Company normally acquires offices, warehouses and vehicles under non-cancellable operational leases. Minimum lease payments outstanding at year end in respect of these assets are as under: |  |   |   |
|    |  |  | <b>Total Minimum Lease Payment Outstanding as on 31/03/2025</b> | <b>Total Minimum Lease Payment Outstanding as on 31/03/2024</b> |
|    | Due within one year  |  | 8.63  | 13.05   |
|    | Due later than one year and not later than five years  |  | 17.36   | 14.96   |
|    | Due later than five years  |  | -   | -   |
|    | Lease payments recognised in the Statement of Profit & Loss  |  | <b>8.87</b>   | <b>12.62</b>  |



## 25 Tax Reconciliation

(Rs. in lakhs except otherwise stated)

| (a) The Income tax expense consists of the followings:                                     |  | 2024-2025<br>(Rs. in lakhs) | 2023-2024<br>(Rs. in lakhs) |
|--|--|-----------------------------|-----------------------------|
| Particulars  |  |                             |                             |
| Current Income Tax   |  | 34.17                       | 69.31                       |
| Deferred Tax Expense   |  | 13.16                       | 6.31                        |
| Tax expense for the year   |  | 47.33                       | 75.62                       |
| (b) Reconciliation of tax expense and the accounting profit multiplied by India's tax Rate |  |                             |                             |
| Profit before income tax expense   |  | 188.86                      | 299.09                      |
| Indian statutory income tax rate (MAT) / Normal Tax Rate                                   |  | 25.17%                      | 25.17%                      |
| Expected income Tax expenses   |  | 47.53                       | 75.28                       |
| Part A   |  |                             |                             |
| Additional allowances/deduction  |  | -13.44                      | -7.74                       |
| Others   |  | 0.01                        | 0.06                        |
| Short/Excess Provision for earlier years   |  | 0.07                        | 1.71                        |
| Current Tax (A)  |  | 34.17                       | 69.31                       |
| Part B   |  |                             |                             |
| Deferred Tax Effect at the rate of:  |  | 29.12%                      | 29.12%                      |
| MAT Credit Reversal, Depreciation & Provision for Doubtful Debts                           |  | 0.00                        | 0.03                        |
| Investments at Fair Value  |  | 12.97                       | 6.33                        |
| Gratuity   |  | 0.80                        | -                           |
| Less:  |  | 13.77                       | 6.36                        |
| Gratuity   |  | -                           | -0.05                       |
| Provision for Doubtful Debts   |  | -0.11                       | -                           |
| Bonus  |  | -0.50                       | -                           |
| Deferred Tax (B)   |  | 13.16                       | 12.67                       |
| Tax Expense (A+B)  |  | 47.33                       | 81.98                       |

## 26 Financial Instruments – Fair values and risk management

### A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

|   | As at 31 March 2025                |   |                |                 |               |          |          |               |
|---|------------------------------------|---|----------------|-----------------|---------------|----------|----------|---------------|
|   | Carrying amount                    |   |                |                 | Fair value    |          |          |               |
|   | Fair value through profit and loss | Fair value through other comprehensive income | Amortised Cost | Total           | Level 1       | Level 2  | Level 3  | Total         |
| <b>Financial assets</b>   |                                    |   |                |                 |               |          |          |               |
| Cash and cash equivalents (Including other bank balances)                 |                                    |   | 91.45          | 91.45           |               |          |          | -             |
| Investments   | 906.60                             |   |                | 906.60          | 906.60        |          |          | 906.60        |
| - Mutual Funds  |                                    |   |                |                 |               |          |          | -             |
| - Equity Shares (Quoted)  |                                    |   |                |                 |               |          |          | -             |
| - Equity Shares (Unquoted)  |                                    |   |                |                 |               |          |          | -             |
| - Preference shares, NCD and bonds  |                                    |   |                |                 |               |          |          | -             |
| Trade and other receivables   |                                    |   | 269.20         | 269.20          |               |          |          | -             |
| Loans   |                                    |   | -              | -               |               |          |          | -             |
| Other financial assets  |                                    |   | -              | -               |               |          |          | -             |
| <b>TOTAL</b>  | <b>906.60</b>                      | <b>-</b>                                      | <b>360.66</b>  | <b>1,267.26</b> | <b>906.60</b> | <b>-</b> | <b>-</b> | <b>906.60</b> |
| <b>Financial liabilities</b>  |                                    |   |                |                 |               |          |          |               |
| Long term borrowings (Including current maturity of Long term borrowings) |                                    |   | -              | -               |               |          |          | -             |
| Short term borrowings   |                                    |   | -              | -               |               |          |          | -             |
| Trade and other payables  |                                    |   | 224.43         | 224.43          |               |          |          | -             |
| Other financial liabilities   |                                    |   | -              | -               |               |          |          | -             |
| <b>TOTAL</b>  | <b>-</b>                           | <b>-</b>                                      | <b>224.43</b>  | <b>224.43</b>   | <b>-</b>      | <b>-</b> | <b>-</b> | <b>-</b>      |

|   | As at 31 March 2024                |   |                |                 |               |          |          |               |
|---|------------------------------------|---|----------------|-----------------|---------------|----------|----------|---------------|
|   | Carrying amount                    |   |                |                 | Fair value    |          |          |               |
|   | Fair value through profit and loss | Fair value through other comprehensive income | Amortised Cost | Total           | Level 1       | Level 2  | Level 3  | Total         |
| <b>Financial assets</b>   |                                    |   |                |                 |               |          |          |               |
| Cash and cash equivalents (Including other bank balances)                 |                                    |   | 153.18         | 153.18          |               |          |          | -             |
| Investments   | 636.76                             |   |                | 636.76          | 636.76        |          |          | 636.76        |
| - Mutual Funds  |                                    |   |                |                 |               |          |          | -             |
| - Equity Shares (Quoted)  |                                    |   |                |                 |               |          |          | -             |
| - Equity Shares (Unquoted)  |                                    |   |                |                 |               |          |          | -             |
| - Preference shares, NCD and bonds  |                                    |   |                |                 |               |          |          | -             |
| Trade and other receivables   |                                    |   | 373.32         | 373.32          |               |          |          | -             |
| Loans   |                                    |   | -              | -               |               |          |          | -             |
| Other financial assets  |                                    |   | -              | -               |               |          |          | -             |
| <b>TOTAL</b>  | <b>636.76</b>                      | <b>-</b>                                      | <b>526.50</b>  | <b>1,163.26</b> | <b>636.76</b> | <b>-</b> | <b>-</b> | <b>636.76</b> |
| <b>Financial liabilities</b>  |                                    |   |                |                 |               |          |          |               |
| Long term borrowings (Including current maturity of Long term borrowings) |                                    |   | -              | -               |               |          |          | -             |
| Short term borrowings   |                                    |   | -              | -               |               |          |          | -             |
| Trade and other payables  |                                    |   | 321.98         | 321.98          |               |          |          | -             |
| Other financial liabilities   |                                    |   | -              | -               |               |          |          | -             |
| <b>TOTAL</b>  | <b>-</b>                           | <b>-</b>                                      | <b>321.98</b>  | <b>321.98</b>   | <b>-</b>      | <b>-</b> | <b>-</b> | <b>-</b>      |





## B. Measurement of fair values

Ind AS 107, 'Financial Instrument - Disclosure' requires classification of the valuation method of financial instruments measured at fair value in the Balance Sheet, using a three level fair-value-hierarchy (which Level 1: Hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market are determined using valuation techniques which maximise the use of observable market data and rely as little as possible on

Level 3: If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3. e.g. unlisted equity securities.

### Transfers between Levels

There are no transfers between the levels

## C. Financial risk management

The Company's activities expose it to Credit risk, liquidity risk and market risk.

### i. Risk management framework

Risk Management is an integral part of the Company's plans and operations. The Company's board of directors has overall responsibility for the establishment and oversight of the Company risk management framework. The board of directors is responsible for developing and monitoring the Company risk management policies.

The group's risk management policies are established to identify and analyse the risks faced by the group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the group's activities. The group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

### ii. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in debt securities, cash and cash equivalents, mutual funds, bonds etc.

The carrying amount of financial assets represents the maximum credit exposure.

#### Trade and other receivables

Credit risk is the risk of possible default by the counter party resulting in a financial loss.

The Company manages credit risk through various internal policies and procedures set forth for effective control over credit exposure. These are managed by way of setting various credit approvals, evaluation of financial condition before supply terms, setting credit limits, industry trends, ageing analysis and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal Based on prior experience and an assessment of the current economic environment, management believes that sufficient provision is made based on expected credit loss model for credit risk wherever credit is extended to customers.

#### Cash and cash equivalents

Credit risk from balances with banks is managed by the Company's treasury department in accordance with the Company's policy. Investment of surplus funds are made in mainly in mutual funds with good returns and with high credit ratings assigned by International and domestic credit ratings agencies.

Other than trade and other receivables, the Company has no other financial assets that are past due but not impaired.

### iii. Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

### iv. Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates, foreign currency exchange rates). Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short term and long-term debt. The Company is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of its investments. Thus, the Company's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currencies.

#### a) Currency risk

The Company is exposed to currency risk to the extent that there is a mismatch between the currencies in which sales, purchase, and other expenses are denominated and the functional currency of the Company. The functional currency of the Company is Indian Rupees (INR). The Currencies in which these transactions are primarily denominated are EURO and USD.

|            |     | ₹ in lakhs       |                 |                  |                 |
|------------|-----|------------------|-----------------|------------------|-----------------|
|            |     | As at 31/03/2025 |                 | As at 31/03/2024 |                 |
|            |     | Foreign Currency | Indian Currency | Foreign Currency | Indian Currency |
| US Dollars | Buy | 1.13             | 97.86           | 1.89             | 154.63          |

#### b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Investment committee manages and constantly reviews the interest rate movements in the market. This risk is mitigated by the Company by investing the funds in various tenors depending on the liquidity needs of the Company. The Company's exposures to interest rate risk is not significant.

## 27 Employee Benefit obligations

### (A) Defined contribution plan

Contributions are made to Employee Provident Fund (EPF), Employees State Insurance Scheme (ESIC) and other Funds which covers all regular employees. Both the employees and the Company make predetermined contributions to the Provident Fund and ESIC. The contributions are normally based on a certain percentage of the employee's salary. Amount recognised as expense in respect of these defined contribution plans as detailed below.

|                                     | Year ended<br>March 31, 2025 | Year ended<br>March 31, 2024 |
|-------------------------------------|------------------------------|------------------------------|
| Contribution to Provident Fund      | 2.88                         | 2.65                         |
| Contribution to ESIC                | -                            | -                            |
| Contribution to Labour Welfare Fund | 0.02                         | 0.01                         |



**(B) Defined Benefit Plan**

The Company's obligation towards the Gratuity Fund is a Defined Benefit Plan. Based on the actuarial valuation obtained in this respect, details of Actuarial Valuation are as follows:

| (Rs. in lakhs except otherwise stated)  |                               |                               |
|---|-------------------------------|-------------------------------|
|   | As at 31 March 2025           | As at 31 March 2024           |
|   | <b>(Funded plan)</b>          |                               |
| <b>(i) Change in Defined Benefit Obligation</b>   |                               |                               |
| Opening defined benefit obligation  | 4.41                          | 3.64                          |
| Amount recognised in profit and loss  |                               |                               |
| Current service cost  | 0.70                          | 0.68                          |
| Interest cost   | 0.32                          | 0.27                          |
| Amount recognised in other comprehensive income   |                               |                               |
| Actuarial loss / (gain) arising from:   |                               |                               |
| Return on Plan Assets   |                               |                               |
| Financial assumptions   | 0.30                          | 0.13                          |
| Experience adjustments  | 2.79                          | (0.31)                        |
| Other   |                               |                               |
| Benefits paid   | (3.63)                        | -                             |
| Closing defined benefit obligation  | <b>4.89</b>                   | <b>4.41</b>                   |
| <b>(ii) Change in Fair Value of Assets</b>  |                               |                               |
| Opening fair value of plan assets   | 8.63                          | 3.57                          |
| Amount recognised in profit and loss  |                               |                               |
| Interest income   | 0.63                          | 0.27                          |
| Amount recognised in other comprehensive income   |                               |                               |
| Actuarial gain / (loss)   |                               |                               |
| Return on Plan Assets, Excluding Interest Income  | (0.08)                        | 0.03                          |
| Equitable Transfer in   | -                             | -                             |
| Contributions by employer   | 0.12                          | 4.77                          |
| Benefits paid   | (3.63)                        | -                             |
| Closing fair value of plan assets   | <b>5.67</b>                   | <b>8.63</b>                   |
| Actual return on Plan Assets  |                               |                               |
| <b>(iii) Plan assets comprise the following</b>   |                               |                               |
| Insurance fund (100%)   | <b>Unquoted</b><br>5.67       | <b>Unquoted</b><br>8.63       |
| (The Company has this investment in Group Gratuity Policy with LIC. The details of further investment by LIC are not available with the Company.) |                               |                               |
| <b>(iv) Principal actuarial assumptions used</b>  | <b>%</b>                      | <b>%</b>                      |
| Discount rate   | <b>6.84</b>                   | <b>7.30</b>                   |
| Withdrawal Rate   | <b>1.00</b>                   | <b>1.00</b>                   |
| Future Salary Increase  | <b>5.00</b>                   | <b>5.00</b>                   |
| <b>(v) Amount recognised in the Balance Sheet</b>   | <b>As at 31st March, 2025</b> | <b>As at 31st March, 2024</b> |
| Present value of obligations as at year end   | 4.89                          | 4.41                          |
| Fair value of plan assets as at year end  | 5.67                          | 8.63                          |
| Net (asset) / liability recognised as at year end   | (0.78)                        | (4.23)                        |
| Recognised under :  |                               |                               |
| Short term provisions   | 0.76                          | 0.76                          |
| Long term provisions  | 0.02                          | 3.47                          |
|   | <b>0.78</b>                   | <b>4.23</b>                   |



#### (vi) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the

|   | (Rs. in lakhs except otherwise stated) |          |                        |          |
|---|--|----------|------------------------|----------|
|   | As at 31st March, 2025                 |          | As at 31st March, 2024 |          |
|   | Increase                               | Decrease | Increase               | Decrease |
| Discount rate (1% movement) - Gratuity        | (4.26)                                 | 5.64     | (3.82)                 | 5.12     |
| Future salary growth (1% movement) - Gratuity | 5.65                                   | (4.24)   | 5.13                   | (3.80)   |

The above sensitivity analyses have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the reporting date. In practice, generally it does not occur. When we change one variable, it affects to others. In calculating the sensitivity, project unit credit method at the end of the reporting period has been applied.

(vii) Expected future cash flows

(Rs. in lakhs except otherwise stated)

| The expected maturity analysis is as follows : | For year ended<br>31.3.2025 | For year ended<br>31.3.2024 |
|--|-----------------------------|-----------------------------|
| Expected benefits for year 1                   | 0.07                        | 0.06                        |
| Expected benefits for year 2                   | 0.08                        | 0.08                        |
| Expected benefits for year 3                   | 0.08                        | 0.08                        |
| Expected benefits for year 4                   | 0.09                        | 0.09                        |
| Expected benefits for year 5                   | 0.10                        | 0.09                        |
| Expected benefits for year 6 and above         | 0.59                        | 0.56                        |

## 28 CAPITAL MANAGEMENT

The Company's capital management objectives are:

- to ensure the Company's ability to continue as a going concern; and
- to provide an adequate return to shareholders through optimisation of debts and equity balance.

The Company monitors capital on the basis of the carrying amount of debt less cash and cash equivalents as presented on the face of the financial statements. The Company's objective for capital management is to maintain an optimum overall financial structure.

### Debt equity ratio

(Rs. in lakhs except otherwise stated)

|  | As at<br>March 31, 2025 | As at<br>March 31, 2024 |
|--|-------------------------|-------------------------|
| Debt (Includes non-current, current borrowings and current maturities of long term debt) | -                       | -                       |
| Less : cash and cash equivalents   | 91.45                   | 153.18                  |
| Net debt   | -                       | -                       |
| Total equity   | 1,209.79                | 1,070.63                |
| Net debt to total equity ratio   | 0.00%                   | 0.00%                   |



## 29 RELATED PARTY DISCLOSURES

Related party disclosures as required under Accounting Standard on "Related Party Disclosures" issued by the Institute of Chartered Accountants of India are given below:

### a) Relationship:

#### i. Holding Company

Chembond Chemical Specialties Limited

#### ii. Fellow Subsidiary Companies:

Chembond Water Technologies Ltd.

Chembond Calvatis Industrial Hygiene Systems Ltd.

#### iii. Key Management Personnel and their relatives (KMP)

##### Key Management Personnel:

Mr. Sameer V. Shah - Director

Mr. Nirmal V. Shah - Director

Mr. Paresh Trivedi - Director

##### Relatives :

Mrs. Padma V. Shah - Mother of Mr. Nirmal V. Shah & Mr. Sameer V. Shah

Mrs. Alpana S. Shah - Sister of Mr. Nirmal V. Shah & Mr. Sameer V. Shah

Mrs. Jyoti N. Mehta - Sister of Mr. Nirmal V. Shah & Mr. Sameer V. Shah

Mrs. Mamta N. Shah - Spouse of Mr. Nirmal V. Shah

Mr. Rahil Shah - Son of Mr. Nirmal V. Shah

Miss. Kshitija Shah - Daughter of Mr. Nirmal V. Shah

Mrs. Shilpa S. Shah - Spouse of Mr. Sameer V. Shah

Mr. Raunaq Shah - Son of Mr. Sameer V. Shah

Miss. Amrita Shah - Daughter of Mr. Sameer V. Shah

Miss. Mallika Shah - Daughter of Mr. Sameer V. Shah

#### iv. Entities over which Key Management personnel are able to exercise Influence :

Finor Piplaj Chemicals Ltd.

Chembond Chemicals Ltd

### b) The following transactions were carried out with related parties in the ordinary course of business

(Rs. in lakhs except otherwise stated )

| For the year ended / as on                       | 31.03.2025    |                     |                          |                                   |               | 31.03.2024    |                     |                          |                                   |               |
|--|---------------|---------------------|--------------------------|-----------------------------------|---------------|---------------|---------------------|--------------------------|-----------------------------------|---------------|
| Description of the nature of transactions        | Holding       | Fellow Subsidiaries | Key Managerial Personnel | Entities where KMP are interested | Total         | Holding       | Fellow Subsidiaries | Key Managerial Personnel | Entities where KMP are interested | Total         |
| <b>Sales of Goods</b>                            | <b>243.21</b> | <b>29.25</b>        | -                        | <b>88.46</b>                      | <b>360.93</b> | <b>192.65</b> | <b>120.84</b>       | -                        | <b>3.49</b>                       | <b>316.98</b> |
| Chembond Water Technologies Ltd                  | -             | 29.25               | -                        | -                                 | 29.25         | -             | 65.35               | -                        | -                                 | 65.35         |
| Chembond Chemicals Ltd                           | -             | -                   | -                        | 75.42                             | 75.42         | 192.65        | -                   | -                        | -                                 | 192.65        |
| Chembond Chemical Specialties Ltd                | 243.21        | -                   | -                        | -                                 | 243.21        | -             | -                   | -                        | -                                 | 0.00          |
| Chembond Material Technologies Pvt Ltd           | -             | -                   | -                        | -                                 | -             | -             | 55.48               | -                        | -                                 | 55.48         |
| Finor Piplaj Chemicals Ltd.                      | -             | -                   | -                        | 13.04                             | 13.04         | -             | -                   | -                        | 3.49                              | 3.49          |
| <b>Purchase of Goods</b>                         | <b>129.63</b> | -                   | -                        | <b>52.81</b>                      | <b>182.44</b> | <b>22.99</b>  | <b>0.36</b>         | -                        | <b>157.99</b>                     | <b>181.34</b> |
| Chembond Chemicals Ltd                           | -             | -                   | -                        | -                                 | -             | 22.99         | -                   | -                        | -                                 | 22.99         |
| Chembond Chemical Specialties Ltd                | 129.63        | -                   | -                        | -                                 | 129.63        | -             | -                   | -                        | -                                 | 0.00          |
| Finor Piplaj Chemicals Ltd.                      | -             | -                   | -                        | 52.81                             | 52.81         | -             | -                   | -                        | 157.99                            | 157.99        |
| Chembond Calvatis Industrial Hygiene Systems Ltd | -             | -                   | -                        | -                                 | -             | -             | 0.36                | -                        | -                                 | 0.36          |
| <b>Rental Expenses</b>                           | <b>0.24</b>   | -                   | -                        | -                                 | <b>0.24</b>   | <b>0.24</b>   | -                   | -                        | -                                 | <b>0.24</b>   |
| Chembond Chemicals Ltd                           | -             | -                   | -                        | -                                 | -             | 0.24          | -                   | -                        | -                                 | 0.24          |
| Chembond Chemical Specialties Ltd                | 0.24          | -                   | -                        | -                                 | 0.24          | -             | -                   | -                        | -                                 | 0.00          |
| <b>Balance at the end of the year</b>            |               |                     |                          |                                   |               |               |                     |                          |                                   |               |
| <b>A. Sundry Debtors</b>                         | <b>36.14</b>  | <b>5.91</b>         | -                        | <b>0.30</b>                       | <b>42.36</b>  | <b>39.97</b>  | <b>26.37</b>        | -                        | -                                 | <b>66.34</b>  |
| Chembond Chemicals Ltd                           | -             | 3.38                | -                        | -                                 | 3.38          | 39.97         | -                   | -                        | -                                 | 39.97         |
| Chembond Chemical Specialties Ltd                | 36.14         | -                   | -                        | -                                 | 36.14         | -             | -                   | -                        | -                                 | 0.00          |
| Finor Piplaj Chemicals Ltd                       | -             | -                   | -                        | 0.30                              | 0.30          | -             | -                   | -                        | -                                 | 0.00          |
| Chembond Water Technologies Ltd                  | -             | 2.54                | -                        | -                                 | 2.54          | -             | 5.45                | -                        | -                                 | 5.45          |
| Chembond Material Technologies Pvt Ltd           | -             | -                   | -                        | -                                 | -             | -             | 20.92               | -                        | -                                 | 20.92         |
| <b>B. Sundry Creditors</b>                       | <b>58.31</b>  | -                   | -                        | <b>2.42</b>                       | <b>60.88</b>  | <b>17.90</b>  | <b>4.92</b>         | -                        | <b>47.88</b>                      | <b>70.69</b>  |
| Chembond Chemicals Ltd                           | -             | -                   | -                        | -                                 | 0.00          | 17.90         | -                   | -                        | -                                 | 17.90         |
| Chembond Chemical Specialties Ltd                | 58.31         | -                   | -                        | -                                 | 58.31         | -             | -                   | -                        | -                                 | 0.00          |
| Chembond Water Technologies Ltd                  | -             | -                   | -                        | -                                 | 0.00          | -             | 4.92                | -                        | -                                 | 4.92          |
| Finor Piplaj Chemicals Ltd                       | -             | -                   | -                        | 2.42                              | 2.42          | -             | -                   | -                        | 47.88                             | 47.88         |
| Rewasoft Solutions Private Ltd                   | -             | 0.14                | -                        | -                                 | 0.14          | -             | -                   | -                        | -                                 | 0.00          |





| Particulars   | Outstanding for following periods from due date of payment |                    |                   |          |          |                   | (Rs. in lakhs except otherwise stated) |
|---|--|--------------------|-------------------|----------|----------|-------------------|--|
|   | Not due  | Less than 6 months | 6 months - 1 Year | 1-2 Year | 2-3 Year | More than 3 Years | Total                                  |
| Trade receivables   | 165.77   | 113.03             | 0.02              | -        | 26.60    | -                 | 305.42                                 |
| Undisputed trade receivables - considered good                                | -  | -                  | -                 | -        | -        | -                 | -                                      |
| Undisputed trade receivables - which have significant increase in credit risk | -  | -                  | -                 | -        | -        | -                 | -                                      |
| Undisputed trade receivables - credit impaired                                | -  | -                  | -                 | -        | -        | -                 | -                                      |
| Disputed trade receivables - considered good                                  | -  | -                  | -                 | -        | -        | -                 | -                                      |
| Disputed trade receivables - which have significant increase in credit risk   | -  | -                  | -                 | -        | -        | -                 | -                                      |
| Disputed trade receivables - credit impaired                                  | -  | -                  | -                 | -        | -        | -                 | -                                      |
| Unearned Income (25070633)  | -  | -                  | -                 | -        | -        | -                 | (9.60)                                 |
|   | 165.77   | 113.03             | 0.02              | -        | 26.60    | -                 | 295.82                                 |
| Less: Allowance for doubtful trade receivables                                | -  | -                  | -                 | -        | -        | -                 | 26.62                                  |
| Trade receivables   | -  | -                  | -                 | -        | -        | -                 | 269.20                                 |

Ageing for trade receivables - current outstanding as at March 31, 2024 is as follows:

| Particulars   | Outstanding for following periods from due date of payment |                    |                   |          |          |                   | (Rs. in lakhs except otherwise stated) |
|---|--|--------------------|-------------------|----------|----------|-------------------|--|
|   | Not due  | Less than 6 months | 6 months - 1 Year | 1-2 Year | 2-3 Year | More than 3 Years | Total                                  |
| Trade receivables   | -  | 394.12             | 25.48             | -        | -        | -                 | 419.60                                 |
| Undisputed trade receivables - considered good                                | -  | -                  | -                 | -        | -        | -                 | -                                      |
| Undisputed trade receivables - which have significant increase in credit risk | -  | -                  | -                 | -        | -        | -                 | -                                      |
| Undisputed trade receivables - credit impaired                                | -  | -                  | -                 | -        | -        | -                 | -                                      |
| Disputed trade receivables - considered good                                  | -  | -                  | -                 | -        | -        | -                 | -                                      |
| Disputed trade receivables - which have significant increase in credit risk   | -  | -                  | -                 | -        | -        | -                 | -                                      |
| Disputed trade receivables - credit impaired                                  | -  | -                  | -                 | -        | -        | -                 | -                                      |
| Unearned Income (25070633)  | -  | -                  | -                 | -        | -        | -                 | (20.11)                                |
|   | -  | 394.12             | 25.48             | -        | -        | -                 | 399.49                                 |
| Less: Allowance for doubtful trade receivables                                | -  | -                  | -                 | -        | -        | -                 | 26.17                                  |
| Trade receivables   | -  | -                  | -                 | -        | -        | -                 | 373.32                                 |

| Particular             | Outstanding for following periods from due date of payment |                  |          |          |                  | (Rs. in lakhs except otherwise stated) |
|------------------------|--|------------------|----------|----------|------------------|--|
|                        | Not due  | Less than 1 Year | 1-2 Year | 2-3 Year | More than 3 Year | Total                                  |
| Trade Payables         | -  | -                | -        | -        | -                | -                                      |
| MSME                   | 4.07   | -                | -        | -        | -                | 4.07                                   |
| Others                 | 172.74   | 47.56            | 0.06     | -        | -                | 220.36                                 |
| Disputed dues - MSME   | -  | -                | -        | -        | -                | -                                      |
| Disputed dues - Others | -  | -                | -        | -        | -                | -                                      |
|                        | 176.81   | 47.56            | 0.06     | -        | -                | 224.43                                 |

Ageing for trade payables outstanding as at March 31, 2024 is as follows:

| Particular             | Outstanding for following periods from due date of payment |                  |          |          |                  | (Rs. in lakhs except otherwise stated) |
|------------------------|--|------------------|----------|----------|------------------|--|
|                        | Not due  | Less than 1 Year | 1-2 Year | 2-3 Year | More than 3 Year | Total                                  |
| Trade Payables         | -  | -                | -        | -        | -                | -                                      |
| MSME                   | 58.09  | -                | -        | -        | -                | 58.09                                  |
| Others                 | -  | 263.82           | 0.07     | -        | -                | 263.89                                 |
| Disputed dues - MSME   | -  | -                | -        | -        | -                | -                                      |
| Disputed dues - Others | -  | -                | -        | -        | -                | -                                      |
|                        | 58.09  | 263.82           | 0.07     | -        | -                | 321.98                                 |



## 32 Ratios

| Ratio                                      | Numerator  | Denominator   | Current Year | Previous year | % variance | Reason for variance  |
|--|--|---|--------------|---------------|------------|--|
|  |  |   | F.Y 2024-25  | F.Y 2023-24   |            |  |
| Current ratio (in times)                   | Total current assets   | Total current liabilities   | 6.25         | 4.24          | 47.38%     | A increased in ratio due to an increase in investment and decrease in trade payable.                                       |
| Debt-Equity ratio (in times)               | Debt consists  | Total equity  | 0.00         | 0.00          | 0.00%      | NA   |
| Debt service coverage ratio (in times)     | Earning for Debt service = Net Profit after taxes + Noncash operating expenses + interest + other adjustment | Debt service = Interest and lease payments + Principal repayments                 | 0.00         | 0.00          | 0.00%      | NA   |
| Return On equity ratio (in %)              | Profit for the year  | Average total equity  | 12.41%       | 23.31%        | -46.74%    | PBT for FY 2024-25 has been decreased comparing to last year resulted negative in DSCR                                     |
| Inventory turnover ratio (in times)        | Raw materials, subassemblies, components, finished goods and work in progress consumed                       | Average inventories   | 0.19         | 0.61          | -68.62%    | Decrease in inventories & order placed by customers as compared to last year resulting increasing inventory turnover ratio |
| Trade receivable turnover ratio (in times) | Revenue from operations  | Average trade receivables   | 7.27         | 7.44          | -2.31%     |  |
| Trade payables turnover ratio (in times)   | Total supplier purchases   | Average trade payables  | -0.04        | 0.16          | -122.38%   | Decreased in average trade payable comparing to last year resulting in decrease in APTR                                    |
| Net capital turnover ratio (in times)      | Revenue from operations  | Average working capital (ie. Total current assets less Total current liabilities) | 2.04         | 3.12          | -34.67%    | Decreased in average working capital comparing to last year resulting in decrease in NCTR                                  |
| Net profit ratio (in %)                    | Profit for the year  | Revenue from operations   | 6.06%        | 7.50%         | -19.19%    |  |
| Return on capital employed (in %)          | Profit before tax and finance cost   | Capital employed = Net worth + Lease liabilities + Deferred tax liabilities       | 15.61%       | 27.94%        | -44.12%    | Decrease in Profit resulted in decrease in ROCE  |
| Return on investments (in %)               | Income generated from invested funds   | Average cost of investment  | 0.27%        | 1.20%         | -77.43%    | Decreased in income from investment resulted in decrease in ROI  |

## 33 Additional regulatory information not disclosed elsewhere in the financial information

- The Company do not have any Benami property and no proceedings have been initiated or pending against the Company and its Indian subsidiaries for holding any Benami property, under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the rules made thereunder.
- The Company do not have any transactions with struck off companies under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956
- The Company does not have any charge which is yet to be registered / satisfied with ROC beyond the statutory period
- The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall: directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party(Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- The Company has not undertaken any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- The Group have not traded or invested in Crypto currency or Virtual Currency during the current or previous year.
- The Company has not been declared as a 'Willful Defaulter' by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017



**EARNINGS PER SHARE**

Net Profit available to Equity Shareholders (Rs. In Lakhs)

Total number of Equity Shares (Face value of Rs. 1/- each fully paid up)

Weighted No. of Equity Shares

Basic Earnings per Share (in Rupees)

Diluted No. of Equity Shares

Diluted Earnings per Share (in Rupees)

**2024-2025****2023-2024**

141.54

223.47

5,00,000

5,00,000

5,00,000

5,00,000

28.31

44.69

5,00,000

5,00,000

28.31

44.69

**SEGMENT REPORTING**

"The Company is engaged in the Trading of Specialty Chemicals, which in the context of IND AS 108- Operating segment specified

Operating segment are reported in a manner consistent with internal report provided to chief operating decision maker.

The Board of Directors of the company has been identified as chief operating decision maker which reviews and assesses the financial performance and makes the strategic decision.

Revenue from single External customer is Not in excess of 10% of the Total revenue

**Contingent Liabilities not provided for are in respect of :****Particulars****As at 31/03/2025****As at 31/03/2024****a. Income Tax matter**

Income Tax - (TDS)

0.06

0.72

**B. GST matter**

(i) The demand raised by GST Department.

31.74

**Audit Trail**

The Ministry of Corporate Affairs (MCA) has issued a notification – Companies (Accounts) Amendment Rules, 2021 which is effective from 1st April, 2023. The amendment requires that every company which uses an accounting software for maintaining its books of account shall use an accounting software where there is feature of recording audit trail of each and every transaction and further creating an edit log of each change made to the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Company uses an accounting software for maintaining books of account which has a feature of recording audit trail and edit log facility and that has been operative throughout the financial year for the transactions recorded in the software impacting books of account at the application level. The software being managed on public cloud, users do not have access to enable, disable, deactivate or tamper with the audit trail setting.

The Company also uses software for payroll application and employee reimbursement. While in the payroll software there is a feature of audit log for recording audit trail and the same cannot be disabled or modified, but in the case of software for employee reimbursement it does not have audit trail feature.

The audit trail feature is not enabled at the database level in respect of these software.



**Events occurring After Balance sheet date**

The Company evaluates events and transactions that occur subsequent to the balance sheet date but prior to approval of the financial statements to determine the necessity for recognition and / or reporting of any of these events and transactions in the financial statements. As on May 14, 2025, following event occurred:

**Composite Scheme of Arrangement:**

Chembond Chemicals Limited (Demerged Company / CCL), Chembond Chemical Specialties Limited ("Resulting Company" / CCSL / Company), Chembond Clean Water Technologies Limited (CCWTL), Chembond Material Technologies Private Limited (CMTPL), Phiroze Sethna Private Limited (PSPL) and Gramos Chemicals India Private Limited (GCIPL) and their respective shareholders have entered into a Composite Scheme of Arrangement under Section 230 to 232 of the Companies Act, 2013 ("Scheme") which contemplates Amalgamation of CMTPL, PSPL and GCIPL with CCL, demerger of "Construction Chemicals and Water Technologies chemicals" business from CCL to CCSL and amalgamation of CCWTL into CCSL, as on the Appointed Date of 1st April, 2024. The said Scheme was approved by the National Company Law Tribunal, Mumbai Bench ("NCLT") on 7th April, 2025 and the Company has received the certified order copy on 22nd April 2025.

Pursuant to the NCLT order, the financial statements of the Company for the year have been prepared after taking into consideration the effect of the scheme. Accordingly, the Company has become subsidiary of CCSL in place of eartwhile parent company CCL.

reclassified wherever necessary to confirm to current years  
classification and presentation.

**For S H B A & CO LLP**

(Formerly known as Bathiya & Associates LLP)

Chartered Accountants

FRN - 101046W/W100063

*Jatin A. Thakkar*

Jatin A. Thakkar

Partner

Membership No. : 134767



Place : Mumbai.

Date: 14th May, 2025

**On behalf of the Board of Directors**

Chembond Distribution Limited

CIN - U24117MH2006PLC166227

*Nirmal V. Shah*

Nirmal V. Shah

Director

DIN: 00083853

Place : Mumbai.

Date: 14th May, 2025

*Sameer V. Shah*

Sameer V. Shah

Director

DIN: 00105721

Place : Mumbai.

Date: 14th May, 2025

