

BOARD REPORT

Dear Members,

Your Directors have pleasure in presenting this 16th Annual Report on the affairs of the Company together with the Audited Financial Statements for the year ended on March 31, 2024 (period under review).

1. Financial Summary or performance of the company:

FINANCIAL RESULTS	YEAR ENDED 31-03-2024	YEAR ENDED 31-03-2023
Revenue from operations	82,60,68,429	69,68,10,196
Other income	10,92,211	6,64,337
Total revenue	82,71,60,640	69,74,74,533
Depreciation	66,28,714	56,01,925
Total Expense	71,68,53,748	65,03,89,902
Profit / (Loss) before tax	10,36,78,179	4,14,82,705
Less: Current Income tax	2,72,50,378	97,90,136
Previous Year Adjustment of Income tax	2,30,098	(14,57,029)
Deferred tax Assets/ Liability (-)	(3,64,157)	42,88,909
Net Profit After Tax (Loss)	7,65,61,860	2,88,60,689

2. State of the Company's affairs:

The Company has achieved sales of Rs. 82,60,68,429/- as compared to previous year sales of Rs. 69,68,10,196/- and earned net profit of Rs. 7,65,61,860/- for the period under review as compared to previous year net profit of Rs.2,88,60,689/-. The company has earned good profit at the year ended on 31st March 2024.

3. Transfer to reserves:

The details of sum transferred to reserve, is detailed in the notes "Reserves and Surpluses" of the Financial Statement.

4. Dividend:

The Company has not declared any dividend during the period under review.

5. Material Changes between the date of the Board report and end of financial year:

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

Since the closure of the Financial Year i.e. since March 31, 2024 the Company, being a Private Limited Company converted into Public Limited Company with effect from 29th August, 2024.

6. Share Capital:

The Company has authorized Share Capital of INR 11,00,00,000/- divided into 1,10,00,000 (Rupees One Crore Ten Lakh) Equity Shares of Rs. 10/- (Rupee Ten) each as on March 31, 2024.

The paid-up equity share capital of the Company as on March 31, 2024 is Rs. 1,00,00,000/- (Rupees One Crore Only) consisting of 10,00,000 (Ten Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

7. Significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:

During the year under review there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

8. Subsidiary / Joint Ventures and Associates Companies:

The Company does not have any subsidiary/ joint venture or associates company during the period under review.

9. Change in the nature of business:

There is no change in the nature of the business of the company during the period under review.

10. Details of directors or key managerial personnel:

In accordance with the Companies Act, 2013, Board of the company is duly constituted. There is no change in the directors during the year.

11. Deposits:

The Company has not invited / accepted any deposits from the public during the period under review. Further, there were no unclaimed or unpaid deposits as on March 31, 2024.

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

The details of energy conservation, technology absorption and foreign exchange earning in term of section 134 of the Companies Act, 2013 and rules made there under are tabled below:

Conservation of Energy:

The steps taken or impact on conservation of energy	The Company is taking due care for using electricity. The Company usually takes care for optimum utilization of energy. No capital investment on energy conservation equipment made during the financial Year.
The steps taken by the Company for utilizing alternate sources of energy	
The capital investment on energy conservation equipment's	

Technology Absorption:

The efforts made towards technology absorption	N.A.
The benefits derived like product improvement, cost reduction, product development or import substitution	N.A.
In case of imported technology (imported during last three years reckoned from the beginning of the financial years) (a) The details of technology imported (b) The year of import (c) Whether the technology been fully absorbed	N.A.
(d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N.A.

During the year under review, your Company has following foreign exchange earnings and Expenditure:

Foreign exchange Expenditure – Rs. 78,44,199/-

Foreign exchange earnings Rs. 9,19,15,529/-

13. Annual Return:

Pursuant to the provisions of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the Annual Return of the Company shall be placed on the website of the Company.

Link for the same is <https://www.Patelchem.com/index.html>

14. Particulars of Contracts or Arrangements made with Related Parties:

All the Contract or arrangement entered by the company during the financial year with related parties were in ordinary course of business and on arm's length basis. However company has provided its related party transaction details in Form AOC-2 attached as Annexure-1.

15. Business Risk Management:

In today's economic environment, Risk Management is a very important part of the business. The main aim of risk management is to identify, monitor and take precautionary measures in respect of the events that may pose risks for the business. Your Company's risk management is embedded in the business processes. Your company has identified certain risks like price risk, uncertain global economic environment, interest rate, human resource, competition, compliance and industrial health and safety risk and also planned to manage such risk by adopting best management practice.

16. Corporate Social Responsibility:

The provisions of Section 135(1) of the Act are not applicable to the Company. Therefore, the Company is not required to formulate policy on Corporate Social Responsibility as well as constitute Corporate Social Responsibility Committee.

17. Number of meeting of the Board:

During the year 2023-24, the Board met 8 (Eight) times. The Board complied the provisions of Section 173 of the Companies Act, 2013. Details of the Board Meetings held during the year under review are mentioned below:

21st May, 2023, 17th August, 2023, 13th September, 2023, 01st December, 2023, 20th January, 2024, 26th February, 2024, 6th March, 2024 and 20th March, 2024.

Sr. No.	Date of Board Meeting	No. of Directors Present
1.	21 st May, 2023	2
2.	17 th August, 2023	2
3.	13 th September, 2023	3
4.	01 st December, 2023	2
5.	20 th January, 2024	2
6.	26 th February, 2024	2
7.	6 th March, 2024	2
8.	20 th March, 2024	2

18. Directors' Responsibility Statement:

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

- a) In the preparation of the annual accounts for the financial year ended 31st March, 2024, the applicable accounting standards read with requirements set out under Schedule III to the Act, had been followed and there are no material departures from the same;
- b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2024 and of the profit and loss of the company for that period;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 or safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The Directors had prepared the annual accounts on a going concern basis;
- e) The Company being Unlisted, sub clause (e) of section 134(3) of the Act pertaining to laying down internal financial controls is not applicable to the Company; and
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

19. Declaration by Independent Directors:

The provisions of Section 149(4) of the Companies Act, 2013 and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 are not applicable to the Company. Therefore, the Company has not appointed Independent Directors and no declaration has been obtained.

20. Company's policy on appointment and remuneration of directors including criteria for determining qualifications, positive attributes, independence of a director and other matters:

The Company, being a Private Limited Company, the provisions pertaining to constitution of Nomination and Remuneration Committee and Stakeholders Relationship Committee are not applicable to the Company. Hence, the company has not constituted the aforesaid committees.

21. Particulars of loans, guarantees or investments under section 186:

During the period under review, the Company has not advanced any loans or given guarantees or made any investments.

22. Statutory Auditor & Audit Report:

M/s Belsare & Associates, Chartered Accountants (FRN: 117453W), Ahmedabad is proposed to be re-appointed as a statutory auditor of the company, to hold the office for the period of 5 years from the conclusion of the ensuing Annual General Meeting till the conclusion of Annual General Meeting to be held in year 2029. The board propose re-appointment at the ensuing Annual General Meeting.

M/s. Belsare & Associates, Chartered Accountants, Surat have consented to their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

23. Particulars of Employee:

None of the employee has received remuneration exceeding the limit stated in Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

24. Industrial Relations:

During the year under review the industrial relation were remained cordial. The wishes to place on record their whole-hearted appreciation for cooperation tendered by all the employees.

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

Your Company has taken utmost care to prevent sexual harassment at workplace. Pursuant to the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules made thereunder, the company has formed an internal complaint committee and adopted a "policy on protection of women against sexual harassment at workplace there was no case filled during the year under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

26. Details of Applications Made or Proceeding Pending, If Any Under The Insolvency And Bankruptcy Code, 2016:

During the period under review, no application has been made nor any application pending by / against the Company under the Insolvency and Bankruptcy Code, 2016.

27. Details of difference between amount of the Valuation done at the time of One Time Settlement and the Valuation done while taking Loan from the Banks or Financial Institutions:

During the period under review, there was no instance of one time settlement with any Bank / Financial Institution. Hence, the disclosure relating to difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks / Financial Institutions is not applicable to the Company.

28. Compliance with the Secretarial Standards

During the period under review, the Company has complied Secretarial Standards-1 (SS-1) and Secretarial Standards-2 (SS-2) issued by the Institute of Company Secretaries of India.

29. Maintenance of Cost Records:

The provisions of Section 148(1) of the Companies Act, 2013 with regard to maintenance of cost records are applicable to the Company and the Company has made and maintained the cost records as specified therein.

30. Order passed by the Regulator/ Courts/ Tribunal:

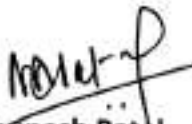
There are no material orders passed by the regulators or courts or tribunals impacting the going concern status of the company's operations in future.

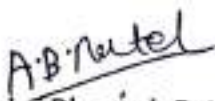
31. Acknowledgements:

Your directors wish to place on record their sincere appreciation for the encouragement and co-operation received from shareholders, the Bankers, State Government Authorities, Local Authorities and its Employees during the year.

Place: Ahmedabad
Date : 20/09/2024

BY ORDER OF THE BOARD OF,
Patel Chem Specialities Limited


Bhupesh Patel
Director
DIN: 02075545


Anshu Bhupesh Patel
Director
DIN: 02148403