



Organic Coatings Limited

59th

ANNUAL REPORT

2023 - 2024

Corporate Information

BOARD OF DIRECTORS

MR. ABHAY R. SHAH
Chairman & Managing Director

MS. ASHWINI LAD (CA)
Independent Director (upto 30th May, 2024)

MRS. CHITKALA U. KULKARNI
Independent Director (w.e.f. 23rd May, 2024)

MR. AJAY R. SHAH
Whole Time Director & CFO

MR. DIPAKKUMAR K. KANABAR
Independent Director

MR. ASHWINKUMAR H. RAVAL
Independent Director

MR. SUDHIR R. SHAH
Company Secretary & Compliance Officer

REGISTERED OFFICE

Unit No. 405, Atlanta Estate Premises Co-op. Soc.
Ltd., Vitth Bhatti, Goregaon (East),
Mumbai – 400 063

Email for investors' grievances :
organiccoatingsltd@organiccoatingsltd.com

FACTORY

Block No. 395, 437, 450,
Village Umraya, Taluka Padra,
Dist. Vadodara - 391 440,
Gujarat State.

BANKERS

Bank of Maharashtra,
S. P. Road Branch,
Mumbai – 400 004.

LEGAL ADVISORS

R.V.J. Associates
Advocates & Solicitors

STATUTORY AUDITOR

Soman Uday & Co.
Chartered Accountants

REGISTRAR & TRANSFER AGENT

Link Intime India Pvt. Ltd.
C-101, 247 Park,
L.B.S Marg, Vikhroli (West),
Mumbai – 400 083.
Tel : 4918 6000 Fax : 4918 6060

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59th Annual General Meeting will be held on Monday,
the 30th September, 2024 at 3.00 p.m.

Notice

Notice is hereby given that the 59th Annual General Meeting of **Organic Coatings Limited** will be held on Monday, the 30th September, 2024 at 3.00 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

Ordinary Business:

1. To consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2024 and the reports of the Board of Directors and Auditors' thereon and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors' thereon laid before this meeting, be and are hereby considered and adapted".

2. To appoint Mr. Ajay R. Shah (DIN: 00011763) who retires by rotation as a Director and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of Companies Act, 2013, Mr. Ajay R. Shah (DIN: 00011763) who retires by rotation at this meeting be and is hereby appointed as a Director of the company, liable to retire by rotation".

Special Business:

3. To appoint **Mrs. Chitkala U. Kulkarni** (DIN: 02509992) as an Independent Director and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (LODR) Regulations, 2015, Mrs. Chitkala U. Kulkarni (DIN: 02509992) who was appointed as an Additional Director of the Company by the Board of Directors on 23rd May, 2024 and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office for 5 consecutive years for term up to 22nd May, 2029 and shall not be liable to retire by rotation".

4. To re-appoint **Mr. Abhay R. Shah** (DIN : 00016497) as Managing Director and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Company be and is hereby accorded to the re-appointment and payment of remuneration to Mr. Abhay R. Shah (DIN : 00016497) as a Managing Director of the Company for a period of 5 years from 1st October, 2024 to 30th September, 2029 for a remuneration and perquisites up to an amount of Rs. 3,50,000/- p.m. (Excluding perquisites namely Contribution to provident fund, superannuation fund or annuity fund, gratuity and encashment of leave salary at the end of tenure) as set out in the explanatory statement and as per the terms and conditions including remuneration laid down in the draft agreement, placed before this meeting, to be entered into between the company and Mr. Abhay R. Shah, the draft whereof is hereby specifically sanctioned with liberty, power to Board of Directors (hereinafter refer to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to vary, modify, alter the terms including the remuneration as may be agreed by the Board and Mr. Abhay R. Shah within the overall limits laid down in Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof"

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

Notice

5. To re-appoint **Mr. Ajay R. Shah** (DIN : 00011763) as Whole Time Director & CFO and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Company be and is hereby accorded to the re-appointment and payment of remuneration to Mr. Ajay R. Shah (DIN : 00011763) as a Whole Time Director of the Company for a period of 5 years from 1st October, 2024 to 30th September, 2029 for a remuneration and perquisites up to an amount of Rs.3,50,000/- p.m. (Excluding perquisites namely Contribution to provident fund, superannuation fund or annuity fund, gratuity and encashment of leave salary at the end of tenure) as set out in the explanatory statement and as per the terms and conditions including remuneration laid down in the draft agreement, placed before this meeting, to be entered into between the company and Mr. Ajay R. Shah, the draft whereof is hereby specifically sanctioned with liberty, power to Board of Directors (hereinafter refer to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to vary, modify, alter the terms including the remuneration as may be agreed by the Board and Mr. Ajay R. Shah within the overall limits laid down in Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof"

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

By Order of the Board of Directors

Sudhir R. Shah
Company Secretary
& Compliance Officer

Place: Mumbai
Date: 10th August, 2024

Registered Office :

Unit No. 405, Atlanta Estate Premises Co-op. Soc. Ltd.,
Vitth Bhatti, Goregaon (East),
Mumbai – 400 063.
Email ID: organiccoatingsltd@organiccoatingsltd.com
CIN : L24220MH1965PLC013187

Notice

NOTES:

1. In compliance with the provisions of the Ministry of Corporate Affairs ("MCA") General Circular No. 09/2023 dated 25/09/2023 and 10/2022 and 11/2022 both dated 28/12/2022 and 02/2022 dated 5th May, 2022 and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 the Company will be conducting this Annual General Meeting ("AGM" or "Meeting") through Video Conferencing/Other Audio Visual Means ("VC" / "OAVM").
Link Intime India Pvt. Ltd., Registrar & Transfer Agent of the Company shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 19 below.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing has to be a pre-requisite. Pursuant to the above mentioned MCA Circulars, physical attendance of the Members is not required at the AGM and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
3. The relevant details pursuant to regulations 26(4) and 36(3) of SEBI Listing Regulations and Secretarial Standard on general meetings issued by the Institute of Company Secretaries of India, in respect of directors seeking re-appointment at this AGM is annexed.
4. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the Annual General Meeting (the meeting) is entitled to appoint a proxy to attend and vote on a poll to vote instead of his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of members have been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the proxy form and attendance slip are not annexed to this notice.
5. Institutional / Corporate shareholders (i.e. other than individuals / HUF, NRI etc.) are required to send scanned copy (PDF / JPEG format) of its board or governing body resolution /authorization etc. authorizing its representatives to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolutions / authorization shall be sent to the Scrutinizer through its registered email fcs.dhanraj@gmail.com with a copy marked to organiccoatingsltd@organiccoatingsltd.com.
6. In compliance with applicable provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with above mentioned MCA and SEBI Circulars, the AGM of the Company is being conducted through VC/OAVM.
In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013.
8. M/s. Soman Uday & Co, Chartered Accountants were appointed as Statutory Auditors of your Company at the Annual General Meeting held on 30th September, 2022 for a term of five consecutive years to hold the office from the conclusion of the said Annual General Meeting till the conclusion of its 62nd Annual General Meeting i.e. till the conclusion of Annual General Meeting to be held during the year 2027 for conducting statutory audit for the financial years 2022-23 to 2026-27.
9. Members who are holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to the depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or to the registrar.
10. The Register of Members and the Share Transfer Books of the Company will be closed from 20/09/2024 to 30/09/2024, both days inclusive.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in security markets. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Registrar.

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12. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
13. Members who have not registered their email addresses so far are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
14. The Company has transferred the unpaid or unclaimed dividends declared for the financial year 2009-10 to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company on the website of the Company and the same can be accessed through the link: <http://www.organiccoatingsltd.com/InvestorRelations/ShareholdersInformation.aspx>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
15. (a) Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2018-19, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. December 01, 2017. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: <http://www.organiccoatingsltd.com/InvestorRelations/ShareholdersInformation.aspx>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
 (b) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact Link Intime India Pvt. Ltd. for lodging claim for refund or shares and/or dividend from the IEPF Authority.
16. SEBI has decided that securities of listed companies can be transferred only in dematerialized form i.e. from 5th December, 2018 onwards. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
17. Members holding shares in physical mode:
 - (a) are required to submit their Permanent Account Number (PAN) and bank account details to the Company / Link Intime India Pvt. Ltd., if not registered with the Company as mandated by SEBI.
 - (b) are advised to register the nomination in respect of their shareholding in the Company.
 - (c) are requested to register / update their e-mail address with the Company / Link Intime India Pvt. Ltd. for receiving all communications from the Company electronically.
18. Members holding shares in electronic mode:
 - (a) are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts.
 - (b) are advised to contact their respective DPs for registering the nomination.
 - © are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.
19. Process and manner for attending the Annual General Meeting through InstaMeet:
 1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
 - Select the "**Company**" and '**Event Date**' and register with your following details -
 - A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
 - C. Mobile No.:** Enter your mobile number.

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D Email ID: Enter your email id, as recorded with your DP/Company.

- ▶ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/InstaMEET website.

Instructions for Shareholders/Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

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

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

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

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No./Folio No. and OTP (received on the registered mobile number/registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/Against" for voting
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

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

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

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

In case shareholders/members have any queries regarding login/e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

InstaMeet Support Desk

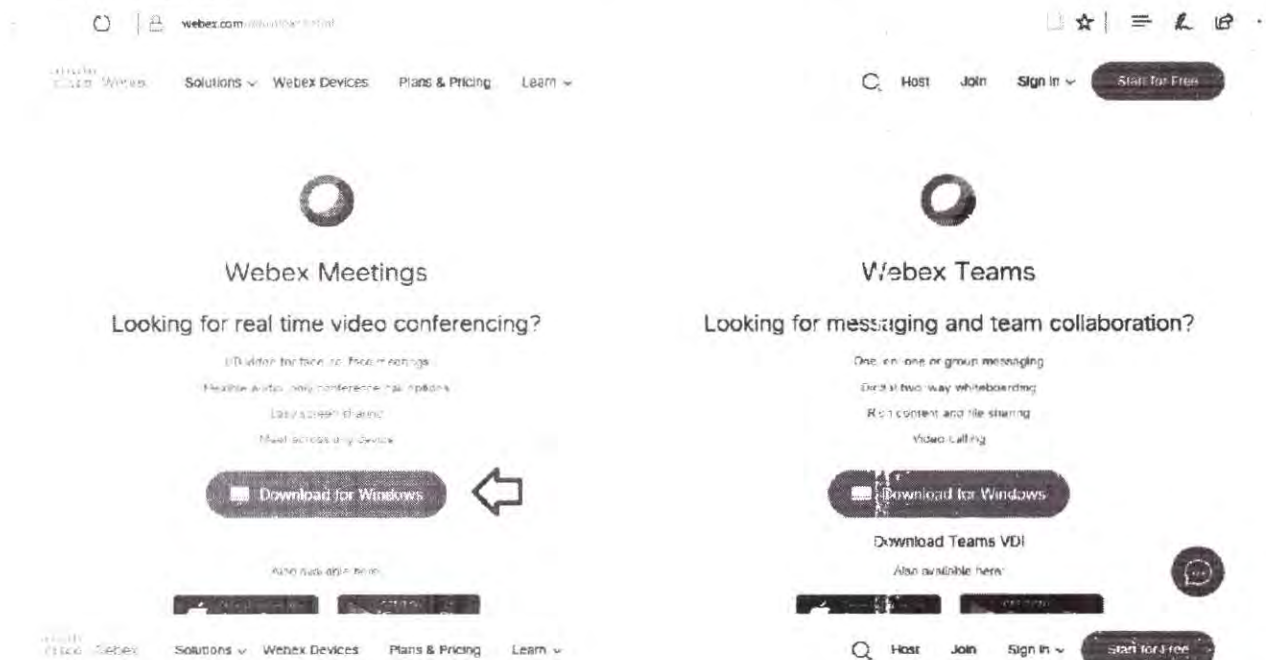
Link Intime India Private Limited

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders / members who are registered as speakers for the event are requested to download and install the Webex application in

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a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>



Step 1
Double-click the
webexapp.msi file you
downloaded

Step 2
The Webex Meetings setup
wizard will launch. Follow
the instructions to set up.

Step 3
Once installed
the app will launch
automatically.

To open the app double-click
the Webex Meetings icon on your
desktop.



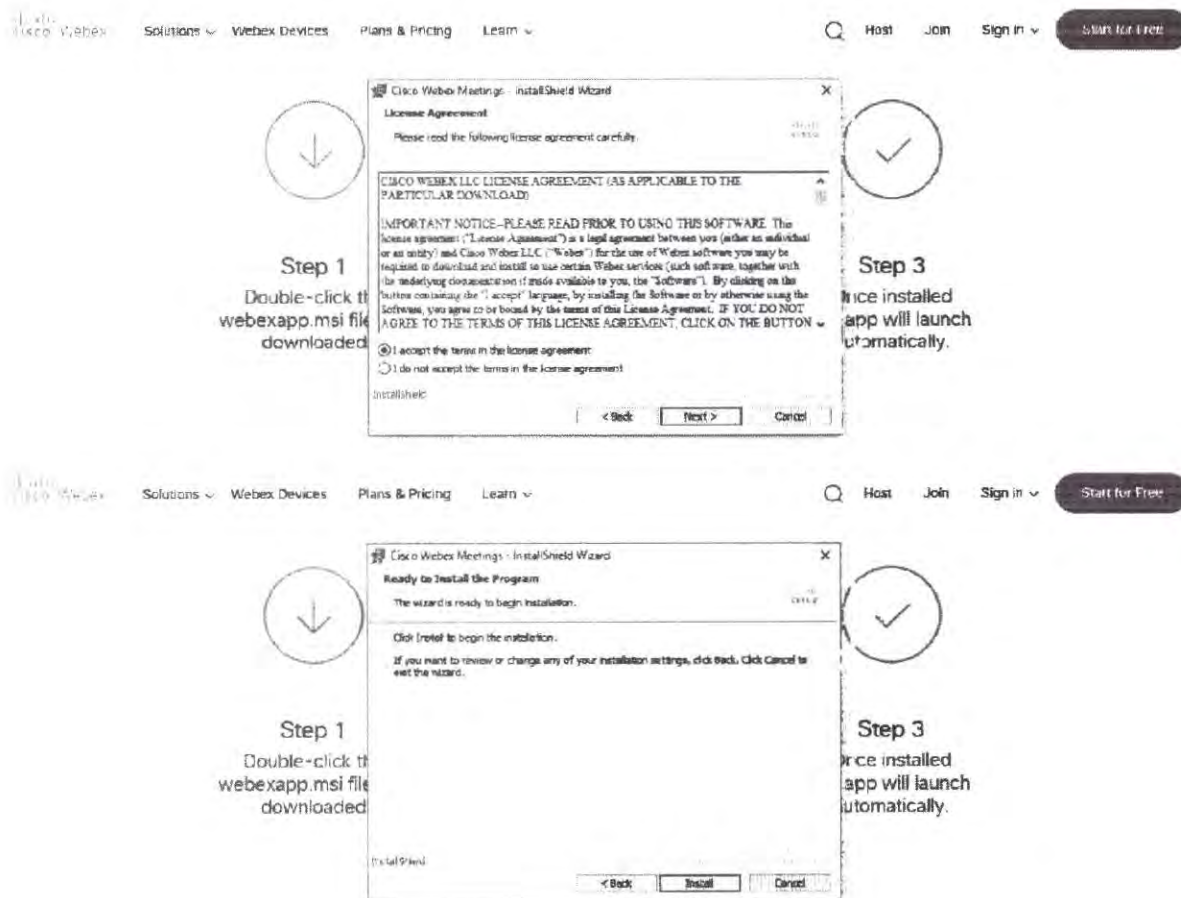
Step 1
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or

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

20. Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

The voting period begins on 27/09/2024 (9.00 a.m.) and ends on 29/09/2024 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20/09/2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

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3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login"

Step 1 Enter your First Name, Last Name and Email ID and click on Join Now.

- 1 (A) If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
- 1 (B) If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.
Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL) Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL
 1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
 2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants
You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

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D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

*Shareholders holding shares in **NSDL form**, shall provide 'D' above

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

► Click "confirm" (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

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

In case shareholder is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Notice

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

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

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

InstaVote Support Desk

Link Intime India Private Limited

21. Explanatory statement pursuant to section 102 of the companies act, 2013 setting out material facts additional information concerning each item of special business is annexed
22. **SCRUTINIZER FOR E-VOTING** : Ms. Dhanraj Kothari, Practicing Company Secretary (Membership No. FCS 4930) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

By Order of the Board of Directors

Sudhir R. Shah
Company Secretary
& Compliance Officer

Place: Mumbai

Date: 10th August, 2024

Registered Office :

Unit No. 405, Atlanta Estate Premises Co-op. Soc. Ltd.,
Vith Bhatti, Goregaon (East),
Mumbai – 400 063,
Email ID: organiccoatingsltd@organiccoatingsltd.com
CIN : L24220MH1965PLC013187

Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS AND ADDITIONAL INFORMATION CONCERNING EACH ITEM OF SPECIAL BUSINESS IN THE ACCOMPANYING NOTICE

Item 3

Information about the appointee

Name of the Director	Mrs. Chitkala U. Kulkarni
Date of Birth	23/07/1981
Date of Appointment	23/05/2024
Expertise in specific functional areas	Accounting & Auditing
Qualifications	B.Com, Sydenham College of Commerce & Economics. Chartered Accountant, Institute of Chartered Accountants of India. LL.B., Government Law College
No. of shares held in Organic Coatings Ltd.	NIL
Directorship in other Companies	Director of The National Cooperative Bank Ltd. (2010-till date)
Disclosure of relationship	-

Membership of Committees in other Public Limited Companies:

Audit Committee	NIL
Shareholders' / Investors' Grievance	NIL

Mrs. Chitkala U. Kulkarni was appointed as an Additional Director by the Board w.e.f. 23rd May, 2024, pursuant to Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 Mrs. Chitkala U. Kulkarni will hold office upto the date of ensuing Annual General Meeting. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mrs. Chitkala U. Kulkarni for the office of Independent Director to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mrs. Chitkala U. Kulkarni:

- Consent in writing to act as a Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment and qualification of Directors) Rules 2014.
- Intimation in DIR 8 in terms of Companies (Appointment and qualification of Directors) Rules 2014 to the effect that she is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013 and.
- A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The Resolution seeks that the approval of members for the appointment of Mrs. Chitkala U. Kulkarni as an Independent Director of the Company for a period of 5 consecutive years from 23rd May, 2024 to 22nd May, 2029 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder. She is not liable to retire by rotation.

In the opinion of the Board of Directors, Mrs. Chitkala U. Kulkarni, the Non-Executive Independent Director proposed to be appointed fulfils the conditions specified in the act and the rules made thereunder and she is independent of the Management.

A copy of the draft letter for the appointment of Mrs. Chitkala U. Kulkarni as Non-Executive Independent Director setting out the terms and conditions is available for inspection at the company's registered office during normal working hours on the working days up to the date of Annual General Meeting.

No Director, key managerial personnel or their relatives, except Mrs. Chitkala U. Kulkarni, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 3 and for the approval of the members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in Ordinary Resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

Notice

Item 2, 4 & 5

Information about the appointee

Name of the Director	Mr. Abhay R. Shah	Mr. Ajay R. Shah
Date of Birth	13/07/1966	21/04/1968
Date of Appointment	01/10/1994	01/08/1998
Expertise in specific functional areas	Marketing & Production Planning	Accounts & Finance functions of the Company
Qualifications	B.Sc	Diploma in Computer Engnn.
No. of shares held in Organic Coatings Ltd.	8,01,632 (10.45%)	6,38,352 (8.32%)
Directorship in other Companies	All India Printing Inks Manufacturer's Association Ltd.	NIL
Disclosure of relationship	Mr. Abhay R. Shah is related to Mr. Ajay R. Shah, Wholetime Director & CFO.	Mr. Ajay R. Shah is related to Mr. Abhay R. Shah, Managing Director of the company.

Membership of Committees in other Public Limited Companies:

Audit Committee	NIL	NIL
Shareholders' / Investors' Grievance	NIL	NIL

The Board of Directors of the Company on the recommendation of Nomination & Remuneration Committee, at its meeting held on 10th August, 2024 re-appointed Mr. Abhay R. Shah as Managing Director and Mr. Ajay R. Shah as Whole Time Director & CFO both for a period of 5 years from 1st October, 2024 to 30th September, 2029 subject to approval of the shareholders of the Company at the Annual General Meeting on the following remuneration and other terms and conditions:

The aforesaid Managing Director and the Wholetime Director & CFO will be given minimum annual increment of 10% of the basic salary within the overall limits prescribed under Schedule V to the Companies Act, 2013 as amended. However, the Board of Directors will have discretion to consider on merit basis, higher increment taking into account the company's performance and subject to ceiling of 10% of the basic salary which shall be within the overall limits prescribed under Schedule V to the Companies Act, 2013 (Excluding perquisites namely Contribution to provident fund, superannuation fund or annuity fund, gratuity and encashment of leave salary at the end of tenure for both) as amended.

Mr. Abhay R. Shah, Managing Director and Mr. Ajay R. Shah, Wholetime Director & CFO shall be entitled for the following perquisites and benefits:

- 1) LTA: The aforesaid Managing Director and the Wholetime Director & CFO shall be entitled to reimbursement of actual leave travel expenses once in a year for themselves and their family to any destination in India by air/rail/road, however which shall not exceed one month's basic salary plus HRA respectively.
- 2) Club Fees: The aforesaid Managing Director and the Wholetime Director & CFO shall be entitled to reimbursement of fees towards membership of 2 clubs. However, they shall not be entitled to reimbursement of any admission and/or fees payable towards life membership.
- 3) Telephone: The aforesaid Managing Director and the Wholetime Director & CFO shall be entitled for mobile phones for local calls and long distance calls.
- 4) Personal Accident Insurance: The aforesaid Managing Director and the Wholetime Director & CFO shall be entitled for personal accident insurance the premium of which shall be limited to Rs. 4,400/- p.a. for each of them.
- 5) Provident Fund: The aforesaid Managing Director and the Wholetime Director & CFO shall be entitled to company's contribution towards provident fund as per the rules of the Company.
- 6) Gratuity: The aforesaid Managing Director and the Wholetime Director & CFO shall be entitled to payment of gratuity wherever applicable as per the payment of Gratuity Act, 1972 and amended from time to time as per the rules of the company.
- 7) Leave Encashment: The aforesaid Managing Director and the Wholetime Director & CFO shall be entitled for leave encashment of accumulated leave, standing to their credit encashable at the end of their tenure, which shall not lapse during their tenure.
- 8) Car: The aforesaid Managing Director and the Wholetime Director & CFO will be provided with chauffeur driven cars by the Company, which shall be used by them for official purposes only.

Notice

- 9) The aforesaid Managing Director and Wholetime Director & CFO shall not be entitled to any sitting fees for attending the meetings of the Board of Directors of the Company or any Committee or committees thereof.
- 10) The aforesaid Managing Director and Wholetime Director & CFO shall not so long as they function as such, become interested or otherwise concerned directly or through their wives/minor children in any selling agency of the Company in future without the prior approval of the appropriate authority under the Companies Act, 2013.

The above remunerations are well within the limits specified in Sections 198 and Schedule V to the Companies Act, 2013.

MEMORANDUM OF INTEREST

Mr. Abhay R. Shah and Mr. Ajay R. Shah are brothers and are related to each other. Accordingly, each of them may be deemed to be interested or concerned in the resolutions at Item No. 4 & 5.

The copies of the draft agreements for the re-appointments and payment of remuneration thereof with Mr. Abhay R. Shah and Mr. Ajay R. Shah are open for inspection by the members at the registered office of the Company on any working days between 11.00 a.m. and 1.00 p.m.

By Order of the Board of Directors

Sudhir R. Shah
Company Secretary
& Compliance Officer

Place: Mumbai

Date: 10th August, 2024

Registered Office :

Unit No. 405, Atlanta Estate Premises Co-op. Soc. Ltd.,

Vitth Bhatti, Goregaon (East),

Mumbai – 400 063.

Email ID: organiccoatingsltd@organiccoatingsltd.com

CIN : L24220MH1965PLC013187

Financial Highlights**(Rs in lacs)**

Particulars	2023-24	2022-23	2021-22	2020-21	2019-20
Sales (Net)	2683.40	2289.51	2206.97	1404.90	2753.55
Other Income	6.51	16.67	10.59	5.23	39.66
Profit / (Loss) before Finance costs, Depreciation and amortisation expense, exceptional items and tax	190.52	152.60	57.08	53.38	194.92
Finance costs	144.83	149.37	147.01	138.79	117.54
Profit / (Loss) before Depreciation and amortisation expense, exceptional items and tax	45.69	3.23	(89.72)	(85.41)	77.38
Depreciation and amortisation expense	93.04	98.27	107.49	129.76	128.68
Profit / (Loss) before exceptional items and tax	(47.35)	(95.04)	(197.21)	(215.17)	(51.30)
Exceptional items	-	-	-	-	-
Profit / (Loss) before tax	(47.35)	(95.04)	(197.21)	(215.17)	(51.30)
Tax Expense	-	-	3.02	-	-
Profit/(Loss) for the year	(47.35)	(95.04)	(200.23)	(215.17)	(51.30)
Other Comprehensive Income	(1.87)	0.98	1.24	1.95	(0.14)
Total comprehensive income for the year	(49.22)	(94.06)	(198.99)	(213.22)	(51.44)
Equity Share Capital	767.46	767.46	767.46	767.46	767.46
Reserve and Surplus	(648.22)	(599.00)	(504.94)	(305.95)	(92.73)
Net Worth (Excluding Revaluation Surplus)	(67.67)	(18.44)	75.62	274.61	487.82

Board's Report

Dear members,

The Board of Directors is pleased to present the Company's 59th Annual Report and the Company's Audited Financial Statements for the financial year ended March 31, 2024.

1. Financial results

The Company's financial performance for the year ended March 31, 2024 is summarized below:

	2023 – 24 (Rs. in Lacs)	2022 – 23 (Rs. in Lacs)
Revenue from operations	2689.91	2306.18
Operating expenditure	2499.39	2153.58
Profit before Interest, Depreciation, Tax	190.52	152.60
Less: Finance Cost	144.83	149.37
Profit/(Loss) after Finance Cost	45.69	3.23
Less: Depreciation	93.04	98.27
Profit (Loss) for the year before tax	(47.35)	(95.04)
Add: Exceptional Items	-	-
Profit/(Loss) for the year after exceptional items and before tax	(47.35)	(95.04)
Less: Income Tax	-	-
Profit/(Loss) after tax	(47.35)	(95.04)
Add/(Less): Other Comprehensive Income	(1.87)	0.98
Total Comprehensive Income for the year	(49.22)	(94.06)

2. Company's performance and state of affairs of the company

* Revenue from operations (net) increased by 16.64 % to Rs. 2689.91 Lacs from Rs. 2306.18 Lacs in the previous year.

* PBDIT increased by 24.86 % to Rs. 190.52 Lacs for the year ended 31st March, 2024 compared to previous year Rs. 152.60 Lacs.

* Total comprehensive (loss) decreased by 47.68 % to Rs. (49.22) Lacs for the year ended 31st March, 2024 compared to previous year Rs. (94.06) Lacs.

3. Dividend and transfer to reserves

In view of the loss, the Board of Directors is unable to recommend any dividend for the financial year 2023-24 and no amount is transferred to Reserves for the financial year 2023-24.

4. Material changes affecting the company

There have been no material changes and commitments affecting the financial position of the company between end of the financial year and date of this report. There has been no change in the nature of business of the company.

5. Management Discussion and Analysis Statement and Corporate Governance Report

The statement on management discussion and analysis, forms part of the annual report is provided in Annexure I.

Regulation 15(2) of Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 is not applicable to the Company since the Company's paid-up capital is less than Rupees Ten Crores and net worth is less than Rupees Twenty Five Crores as prescribed under the said regulation and hence the provisions relating to the Corporate Governance is not applicable to the Company, hence no Corporate Governance Report is given by the Company as a part of the Director's Report.

6. Secretarial Standards

The Directors state that the applicable Secretarial Standards i.e. SS-1 and SS-2 relating to the 'Meetings of the Board of Directors' and 'General Meetings', respectively have been duly followed by the Company.

Board's Report

7. Director's Responsibility Statement

Your Directors state that:

- in the preparation of the annual accounts for the year ended March 31, 2024, the applicable accounting standards read with requirements set out under Schedule III to the Act have been followed and there are no material departures from the same;
- the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the profit and loss of the Company for the year ended on that date;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors have prepared the annual accounts on a going concern basis;
- the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating; and
- the Directors have revised proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems are adequate and operating effectively.

8. Contracts and arrangements with related parties

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in ordinary course of business and on arms length basis and that the provisions of Section 188 of the Companies Act, 2013 are not attracted. The disclosure in Form AOC-2 is provided in Annexure II.

The Policy on materiality of Related Party Transactions and on dealing with Related Party Transactions as approved by the Board may be access on materin the Company's website at: www.organiccoatingsltd.com

Members may refer to Note No. 32 to the financial statement which sets out related party disclosures pursuant to Ind AS.

9. Corporate Social Responsibility (CSR)

The provisions relating to Corporate Social Responsibility (CSR) under section 135 of the Companies Act, 2013 are not applicable to the Company.

10. Risk Management

The Risk Management Policy has been framed, implemented and monitored. Major risk identified by the businesses and functions are systematically monitored through mitigating actions on continuing basis.

The development and implementation of Risk Management Policy has been covered in Management Discussion & Analysis which forms part of this report.

11. Internal Financial Controls

The Company has in place adequate internal financial controls with reference to the financial statements. During the year such controls were tested and no reportable material weakness in the design or operation was observed.

12. Directors and Key Managerial Personnel

Mr. Ajay R. Shah, Director of the Company retires by rotation and being eligible offers himself for re-appointment.

Ms. Ashwini Lad, Independent Director of the Company ceased to be Director of the Company on completion of her 2 terms of 5 years each as an Independent Director of the Company w.e.f. 30th May, 2024. Mrs. Chitkala U. Kulkarni has been appointed as an Additional and Independent Director of the Company by the board of directors w.e.f. 23rd May, 2024 for a period of 5 consecutive years and she holds the office until the date of the conclusion of the ensuing Annual General Meeting. The board of directors has proposed appointment of Mrs. Chitkala U. Kulkarni as a Director and Independent Director by passing Ordinary Resolution by the shareholders in the accompanying notice.

As per the provisions of the Companies Act, 2013, Independent Directors have been appointed for a period of 5 years and shall not be liable to retire by rotation. The Company has received declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence prescribed under the act and the listing regulations.

The terms of appointment of Mr. Abhay R. Shah as a Managing Director and Mr. Ajay R. Shah as a Wholetime Director & CFO is expiring on 30th September, 2024 and are being proposed for their re-appointments by proposing Ordinary Resolutions for their appointments and payment of remuneration as laid down therein and explanatory

Board's Report

statement.

The following are the remuneration policies for the Director's, Key Managerial Personnel and other employees:

- a. introduction - Organic Coatings Limited recognizes the importance of aligning the business objectives with specific and measurable individual objectives and targets. The company has therefore formulated the remuneration policy for its directors, key personnel and other employees keeping in view the following objectives.
 - i. ensuring that the level and compensation of remuneration is reasonable and sufficient to attract, retain and motivate to run the company successfully.
 - ii. ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.
- b. Policy -
 - I. The Board on the recommendation of Nomination & Remuneration Committee (NRC) shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders.
 - ii. The Board on the recommendation of NRC shall also review and approve the remuneration payable to the Key Managerial Personnel.
 - iii. **The remuneration structure to the Executive Directors and Key Managerial Personnel shall include the following:**
 - a) Basic pay
 - b) Perquisites and allowance
 - c) Retiral benefits
 - d) Bonus
 - iv. **Remuneration to Non-Executive Directors**

The Board on the recommendation of NRC shall review and approve the remuneration payable to the Non-Executive Directors of the Company.

The Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the Committees thereof.
 - v) **Remuneration to other employees**

Employees are assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skills sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

13. Meetings of the Board

Four meetings of the Board of Directors were held during the year 2023-24 on 30/05/2023, 14/08/2023, 11/11/2023 and 12/02/2024.

14. Performance Evaluation

The Company has devised a policy for performance evaluation of the Board, Committees and other individual directors (including Independent Directors) which include criteria for performance evaluation of the Non-Executive and Executive Directors. The evaluation process inter-alia considers attendance of the Directors at Board and Committee Meetings, acquaintance with business, communicating interse board members, effective participation, domain knowledge, compliance with code of conduct, reason and strategy.

The detailed programs for familiarization of Independent Directors with the Company, their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company are being shared and discussed.

A separate meeting of Independent Directors' was held during the year 2023-24 on 11th November, 2023.

15. Policy on directors' appointment and remuneration and other details

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members keeping in mind the relevant provisions of the Companies Act, 2013 read with specific rules.

Board's Report

16. Internal financial control systems and adequacy

The details in respect of internal financial control systems and their adequacy are included in the management discussion and analysis which forms part of this report.

17. Audit Committee

The audit committee consists of the following members of the Board of Directors:

- a) Ms. Ashwini Y. Lad (Independent Director) - Chairperson
- b) Mr. Dipakkumar K. Kanabar (Independent Director)
- c) Mr. Ashwinkumar H. Raval (Independent Director)
- d) Mr. Ajay R. Shah (Wholetime Director & CFO)

During the financial year 2023-24, four audit committee meetings were held on 30/05/2023, 14/08/2023, 11/11/2023 and 12/02/2024.

18. Nomination & Remuneration Committee

The Nomination & Remuneration Committee consists of all the Independent Directors consisting of the following members of the board of directors:

- a) Mr. Dipakkumar K. Kanabar (Independent Director - Chairman)
- b) Ms. Ashwini Lad (Independent Director)
- c) Mr. Ashwinkumar H. Raval (Independent Director)

During the financial year 2023-24, one Nomination & Remuneration Committee meeting was held on 14/08/2023.

19. Stakeholders Relationship Committee

The Stakeholders Relationship Committee consists of the following Directors:

- a) Mr. Ashwinkumar H. Raval (Independent Director - Chairman)
- b) Mr. Dipakkumar K. Kanabar (Independent Director)
- c) Ms. Ashwini Lad (Independent Director)
- d) Mr. Abhay R. Shah (Managing Director)

During the financial year 2023-24, one Stakeholders Relationship Committee meeting was held on 14/08/2023.

20. Independent Director's Meeting

One meeting of the Independent Directors was held on 11/11/2023.

21. Auditors and auditors' report

Statutory Auditors

M/s. Soman Uday & Co, Chartered Accountants were appointed as Statutory Auditors of your Company at the Annual General Meeting held on 30th September, 2022 for a term of five consecutive years to hold the office from the conclusion of the said Annual General Meeting till the conclusion of its 62nd Annual General Meeting i.e. till the conclusion of Annual General Meeting to be held during the year 2027 for conducting statutory audit for the financial years 2022-23 to 2026-27. They have confirmed that they are not disqualified from continuing as Auditors of the Company.

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

Secretarial Auditor

The Board has appointed D.Kothari & Associates, Practicing Company Secretaries to conduct the Secretarial Audit. The Secretarial Audit Report for the financial year ended March 31, 2023 is annexed herewith and marked as Annexure III to this report. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

22. Vigil mechanism

The Vigil Mechanism of the Company, which also includes Whistle Blower Policy, includes an ethics and compliance task force comprising senior executives of the Company. Protected disclosures can be made by Whistle Blower through an email or letter to the Chairman of the Audit Committee. No person has been denied access to the Audit Committee.

Board's Report

23. Particulars of loans given, investments made, Guarantees given and securities provided

The Company has not given any loans or made any investments or provided guarantees u/s 186 of the Companies Act, 2013.

24. Conservation of energy, technology absorption and foreign exchange earnings and outgo.

The particulars related to conservation of energy, technology absorption, foreign exchange earnings and outgo as required to be disclosed under the act are provided in Annexure IV to this report.

25. Annual return

The annual return of the Company has been placed on the website of the Company and can be accessed at www.organiccoatingsltd.com.

26. Particulars of employees and related disclosures

Disclosures with respect to the remuneration of Directors, KMPs and employees as required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 are given in Annexure V to this report.

The Company does not have any employee whose particulars are required to be disclosed in terms of the provisions of Section 197(12) of the act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, hence furnishing of the same does not arise.

Having regard to the provisions of the first proviso to Section 136(1) of the act, the annual report excluding the information regarding the top ten employees is being sent to the members of the Company. The said information is available for inspection on all working days during the business hours at the registered office of the Company. Any member interested in obtaining such information, may write to the Company Secretary and the same shall be furnished on request.

27. General

Your Directors state that no disclosure or reporting required in respect of the following items as there were no transactions on these items during the year under review.

- 1) Details relating to deposits covered under Chapter V of the act.
- 2) Issue of Equity Shares to differential rights as to dividend, voting or otherwise.
- 3) Issue of shares (including sweat equity shares) to employees of the Company.
- 4) The Company does not have any subsidiaries, hence, the question of receiving remuneration or commission by the Managing Directors or Whole Time Directors of the Company from the subsidiaries does not arise.
- 5) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operation in the future.
- 6) No fraud has been reported by the auditors to the Audit Committee or the Board.

Your Directors further state that during the year under review there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

28. Acknowledgement

Your Directors would like to express the sincere appreciation for the assistance and co-operation received from Shareholders, Bank of Maharashtra, Government Authorities and other Business constituents during the year under review.

Your Directors would also like to appreciate the commitment displayed by the human resources of the Company.

On behalf of the Board of Directors

Abhay R. Shah
Managing Director
(DIN:00016497)

Ajay R. Shah
Wholetime Director & CFO
(DIN:00011763)

Annexure I To Directors' Report Management Discussion and Analysis

Industry Structure and Developments

The Financial year 2023-24 will go down in India's economic history as an unprecedented one with huge fluctuations in fortune.

Ink industry is having great challenges and competition, more so from multinational companies. Raw material price also plays a major factor for competitive price offerings to the customers and thereby to capture the market share.

The Union Budget doubled down on the investment oriented strategy focusing on capital expenditure to kickstart a "virtuous cycle of investment" while crowding in private investments. The return of uncertainty clouded the global macro economic and financial landscape even as the global economy struggled to recover from the pandemic.

The Indian economy is estimated to have grown by 8.9% during the financial year aided by a favorable base but the economic recovery across the Sectors was uneven.

Opportunities and Threats

The newspaper and magazine circulations fall, advertising revenues are increasingly diverted from print to other channels, especially internet channels, facebook etc. These trends will result in a global decline in consumption of inks.

Company is visualizing facing major threat from Multinational Companies existing as well as new ones with their financial and technological strength.

Segment-wise or Product-wise Performance

The Company is mainly dealing with inks and its auxiliaries only.

Outlook, Risk and Concerns

Company should be able to improve the efficiency and effectiveness of all the operations at Vadodara Plant including improvement in labour productivity.

As the world economy is full of challenges and competition, Company is facing risks in terms of Strategy, Operations and Financial reporting and increasing compliances. Competition from multinational companies is a major factor to be looked into. Geo-political scenario like situation in China, Saudi Arabia, Iraq, Iran, Yemer; and Afghanistan may change the landscape for Raw Material prices, Exports etc. in the time to come. Change in tax laws more so about GST, interest rate structure, Government policies etc. may impact your company's business.

Internal Control systems and their Adequacy

The Internal Control system including of financial of the company is established to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition to ensure that transactions are authorized, recorded and reported correctly and that operations are conducted in an efficient and cost effective manner. Company has appointed an independent firm of Chartered Accountants to carry out the work of Internal Audit. Their reports are put and discussed in the Audit Committee regularly. Company is also taking guidance for constant improvement in the operations.

Discussion on Financial Performance with respect to Operational Performance

* PBDIT increased by 24.86% to Rs. 190.52 Lacs for the year ended 31st March, 2024 compared to previous year Rs. 152.60 Lacs.

* Total comprehensive (loss) decreased by 47.68% to Rs. (49.22) Lacs for the year ended 31st March, 2024 compared to previous year Rs. (94.06) Lacs.

* Revenue from operations (net) increased by 16.64% to Rs. 2689.91 Lacs from Rs. 2306.18 Lacs in the previous year.

Material consumption has been increased to 75.96% as compared to 75.13% in the previous year.

Employee benefits expenses have been decreased to 3.28% as compared to 3.59% in the previous year.

Finance cost for the year decreased to Rs. 144.83 Lacs from Rs. 149.37 Lacs in the previous year.

Depreciation charged at Rs. 93.04 Lacs as against Rs. 98.27 Lacs in the previous year.

Material Developments in human Resources / Industrial Relations front, including number of people employed

Due to impact of globalization, the role of Human Resource (HR) is having more relevance. There is shortage of talented and committed people across industries. Your Company is trying best within its own limitation to move further in this regard looking to its nature of operations and requirements. Management would like to thank all the existing as well as past employees for their valuable support in difficult economic conditions. The company has 48 permanent employees as on 31st March, 2024.

Cautionary Statement

The report contains forward looking statements that involve risks and uncertainties when used in this discussion, the words like 'plans', 'expects', 'anticipates', 'believes', 'intends', 'estimates' or other similar expressions as they relate to company or its business are intended to identify such forward-looking statements. These statements are based on certain assumptions and expectations of future events. The company's actual results, performance or achievements could differ materially from those expressed or implied in such forward-looking statements.

Annexure II To The Director's Report

FORM NO. AOC -2

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

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis -

There were no contracts or arrangements or transactions entered into during the year ended 31st March, 2024, which were not at arm's length basis.

2. Details of material contracts or arrangements or transactions at Arm's length basis -

There were not material contracts or arrangements or transactions for the year ended 31st March, 2024 as per the provisions of the Companies Act, 2013. Thus this disclosure is not applicable.

On behalf of the Board of Directors

Abhay R. Shah
Managing Director
(DIN:00016497)

Ajay R. Shah
Wholetime Director & CFO
(DIN:00017763)

Place: Mumbai
Date : 10th August, 2024

Annexure III To The Director's Report

Form No. MR-3

SECRETARIAL AUDIT REPORTFOR THE FINANCIAL YEAR ENDED 31st MARCH, 2024

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

To,

The Members,

Organic Coatings Limited

Unit No. 405, Atlanta Estate Premises Co-op Soc. Ltd.

Vith Bhatti, Near Virwani Industrial Estate,

Goregaon (East)

Mumbai – 400 063.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Organic Coatings Limited, CIN: L24220MH1965PLC013187** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the company during the Audit Period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the company during the Audit Period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the company during the Audit Period);
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the company during the Audit Period);
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the company during the Audit Period);
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Annexure III To The Director's Report

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

- (I) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with BSE Limited read with SEBI (LODR) Regulations, 2015.

To the best of our understanding, we are of the view that during the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

Having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

1. Industries (Development and Regulation) Act, 1951
2. The Factories Act, 1948
3. Water (Prevention and Control of Pollution) Act, 1974
4. Water (Prevention and Control of Pollution) Cess Act, 1977
5. Indian Boilers Act, 1923;
6. Information Technology Act, 2000; and
7. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

We further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and the changes in the composition of Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act
- Adequate notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda are sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- We note from the minutes examined during the course of audit that, at the Board meetings held during the year: (i) Decisions were taken through the majority of the Board; and (ii) No dissenting views were expressed by any Board member on any of the subject matters discussed, which were required to be recorded as part of the minutes.

We further report that:

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there was no other event/action having major bearing on affairs of the Company.

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

For D. Kothari And Associates
Company Secretaries

Dhanraj Kothari
Proprietor
FCS No.: 4930
CP No.: 4675

Place: Mumbai
Date: 10th August, 2024

UDIN: F004930F000946631
Peer Review Certificate no. 1314/2021

Annexure To The Director's Report**ANNEXURE**

To,

The Members,

Organic Coatings Limited

Unit No. 405, Atlanta Estate Premises Co-Op Soc. Ltd.

Vith Bhatti, Near Virwani Industrial Estate,

Goregaon (East),

Mumbai – 400 063.

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For D. Kothari And Associates

Company Secretaries

Dhanraj Kothari

Proprietor

FCS No. : 4930

CP No. : 4675

Place : Mumbai

Date : 10th August, 2024

ANNEXURE IV TO THE DIRECTORS REPORT

Particulars of energy conservation, technology absorption and foreign exchange earnings and outgo required under Companies (Accounts) Rules 2014

A. Conservation of energy

The company's operations do not involve substantial consumption of energy in comparison to the cost of production. Wherever possible, energy conservation measures have been implemented.

B. Technology absorption

The Company has neither purchased any technology domestically nor imported any technology. Hence, the question of furnishing the information regarding technology absorption does not arise.

(I) The revenue expenditure incurred on Research and Development is Rs. NIL.

C. Foreign Exchange earnings and Outgo

The Company has earned Rs. 187.56 Lacs in Foreign Exchange & used Rs. 143.57 Lacs of Foreign Exchange.

Annexure V**INFORMATION PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

1. Ratio of the remuneration of each Director/KMP to the median remuneration of all the Employees of the company for the financial year.

Median remuneration of all the employees of the Company for the Financial Year 2023-24	1,81,800
The percentage increase/(Decrease) in the median remuneration of employees in the Financial Year	8.60%
The number of permanent employees on the rolls of Company as on 31 st March, 2024	48

Name of Director	Ratio of remuneration to median remuneration of all employees	% increase in remuneration in the Financial Year 2023-24
Non-Executive Directors (Sitting Fees)		
Ms. Ashwini Lad	0.33	NA
Mr. Dipakkumar K. Kanabar	0.33	NA
Mr. Ashwinkumar H. Ravai	0.33	NA
Executive Directors (Remuneration)		
Mr. Abhay R. Shah	14.03	NIL
Mr. Ajay R. Shah	8.55	NIL
Key Managerial Personnel (Remuneration)		
Mr. Sudhir Shah	2.49	4.14

Notes:

- The ratio of remuneration to median remuneration is based on remuneration paid during the period 1st April, 2023 to 31st March, 2024.
- Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:
The company has given average increment 8.18% to its employees. The company has not given any increment to its directors during the year 2023-24.
- Remuneration is as per the remuneration policy of the Company
It is hereby affirmed that the remuneration paid is as per the policy for remuneration of Directors, Key Personnel Manager and other employees.

Independent Auditor's Report

To
The Members of Organic Coatings Limited
Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Organic Coatings Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2024, the Statement of Profit and Loss (including Other Comprehensive Loss), the Statement of Changes in Equity and the Cash Flows Statement 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, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its loss and other comprehensive loss, 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 Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

1. Trade Receivables - The Company is in the supply of printing inks and auxiliaries to printers all over India. In the printing press industry the preference of payments for supplier of inks is the lowest. Some trade receivables are slow in recovery and take time for recovery beyond the limitation period. In some cases suits have been filed for recovery and the court judgments are yet to be received. There is therefore a risk for realisation of the trade receivables (refer note no. 37).

How our audit address the key audit matter-

Our audit procedure included among others examining the pattern of subsequent receipts, the status of various legal cases and management's method to determine the recoverability of the amount considering the feedback from the market. We validated the appropriateness of the related disclosures in note no. 38 of the financial statements.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and

Independent Auditor's Report

our auditors' report thereon. The Company's annual report is expected to be made available to us after the date of this auditor's report.

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

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

When we read the Company's annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are 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 financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

Independent Auditor's Report

- 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.

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

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, based on our audit we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
- (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity, and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account.
- (d) In our opinion, the aforesaid financial statements comply with Ind AS specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us.

Independent Auditor's Report

- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
b) The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (iv) (a) and (iv) (b) contain any material mis-statement.
- v. The has not declared/paid any dividend during the year.
- vi. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account for the year ended 31st March, 2024 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. Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with.

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

- (h) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us

For Soman Uday & Co.
Chartered Accountants
ICAI Firm Registration No. 110352W

Uday Soman
Proprietor
Membership No. 38870
UDIN: 24038870BKAKWX9819

Mumbai
May 23, 2024

Annexure "A" to the Auditor's Report

Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report the members of Organic Coatings Limited of even date

- (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) As explained to us, the Property, Plant and Equipment have been physically verified by the management at reasonable intervals during the year, which in our opinion is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification;
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company;
- (d) 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 revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year;
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder;
- (II) (a) As explained to us, physical verification of inventory has been conducted at reasonable intervals by the management and, in our opinion, the coverage and procedure of such verification by the management is appropriate; no discrepancies of 10% or more in the aggregate for each class of inventory were noticed;
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, during any point of time of the year, the company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. Accordingly, paragraph 3(ii) of the order is not applicable;
- (III) The Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties, Accordingly, paragraph 3(iii) of the order is not applicable;
- (iv) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or security as specified under Section 186 of the Companies Act, 2013.
- (v) The Company has not accepted any deposits and hence the directives issued by the Reserve Bank of India and the provisions of the sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under are not required to be complied with by the Company. Accordingly, paragraph 3(v) of the order is not applicable.
- (vi) The Maintenance of cost records has not been specified by the Central Government under sub-section 1 of the section 148 of the Act for any of the services by the Company. Accordingly, paragraph 3(vi) of the order is not applicable.

Annexure "A" to the Auditor's Report

- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including goods and service tax, provident fund, employees state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities and no undisputed amounts payable were in arrears as at 31 March 2024 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues outstanding of goods and service tax, provident fund, employees state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues on account of dispute which have not been deposited with the concerned authorities;
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no transactions that are not recorded in the books of accounts in respect of surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961);
- (ix) (a) In our opinion and according to the information and explanation given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to a bank and financial institution;
- (b) The company is not a declared wilful defaulter by any bank or financial institution or other lender;
- (c) The term loans were applied for the purpose for which the loans were obtained;
- (d) The funds raised on short term basis have not been utilised for long term purposes;
- (e) The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures;
- (f) The company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies;
- (x) (a) According to the information and explanations given to us, and based on our examination of the records of the Company, the company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year; Accordingly, paragraph 3(x)(a) of the order is not applicable.
- (b) According to the information and explanations given to us, and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, paragraph 3(x)(b) of the order is not applicable.
- (xi) (a) In our opinion and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year. Accordingly, paragraph 3(xi) of the order is not applicable.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government
- (c) No complaints have been received from a whistle blower during the year by the company.
- (xii) In our opinion and according to the information and explanations given to us, the company is not a Nidhi company. Accordingly, paragraph 3(xii) of the order is not applicable.

Annexure "A" to the Auditor's Report

- (xiii) In our opinion and according to the information and explanations given to us, and based on our examination of the records of the Company, all transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable and the details of the same have been disclosed in the financial statements as required by the applicable accounting standards;
- (xiv) (a) The company has an internal audit system commensurate with the size and nature of its business;
- (b) The reports of the Internal Auditors for the period under audit were considered by us;
- (xv) According to the information and explanations given to us, and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the order is not applicable.
- (xvi) (a) The Company is not required to be registered under section 45-1A of the Reserve Bank of India, 1934 (2 of 1934). Accordingly, paragraph 3(xvi) of the order is not applicable.
- (b) The company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934;
- (c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India;
- (xvii) The company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year;
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report and the company is 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;
- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For Soman Uday & Co.

Chartered Accountants

ICAI Firm Registration No. 110352W

Uday Soman

Proprietor

Membership No. 38870

UDIN: 24038870BKAKWX9819

Mumbai

May 23, 2024

Annexure "B" to the Independent Auditor's Report

(Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

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 Organic Coatings Limited ("the company") as at 31st March, 2024 in conjunction with our audit of the Ind AS financial statements of the company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's 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 on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting 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 auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS 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 authorities of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Annexure "B" to the Independent Auditor's Report

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, materials 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 procedure 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 March 31, 2024, based on the internal financial control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Soman Uday & Co.

Chartered Accountants

ICAI Firm Registration No. 110352W

Uday Soman

Proprietor

Membership No. 38870

UDIN: 24038870BKAKWX9819

Mumbai

May 23, 2024

Balance Sheet as at 31st March, 2024

				₹ in Lakhs
Particulars	Note No.	As at 31 st March, 2024	As at 31 st March, 2023	
ASSETS				
Non-current assets				
Property, plant and equipment	3	871.15	950.11	
Intangible assets	4	0.41	0.41	
Financial assets				
- Other financial assets	5	44.22	44.31	
Other non current assets	6	-	0.14	
Total non-current assets		915.78	994.97	
Current assets				
Inventories	7	312.66	302.79	
Financial assets				
- Trade receivables	8	637.98	619.04	
- Cash and cash equivalents	9	0.68	1.29	
- Other financial assets	10	4.56	4.95	
Other current assets	11	39.88	49.29	
Total current assets		995.76	977.36	
Total Assets		1,911.54	1,972.33	
EQUITY AND LIABILITIES				
Equity				
Equity Share capital	12	767.46	767.46	
Other equity	13	(648.22)	(599.00)	
Total equity		119.24	168.46	
Liabilities				
Non-current liabilities				
Financial liabilities				
- Borrowings	14	567.61	672.82	
Other Financials liabilities	15	15.13	21.13	
Provisions	16	12.87	8.79	
Total non-current liabilities		595.61	702.74	
Current liabilities				
Financial liabilities				
- Borrowings	17	517.46	525.68	
- Trade payables	18			
- (a) Total outstanding dues of micro enterprises and small enterprises		27.75	8.92	
- (b) Total outstanding dues of creditors other than micro enterprises and small enterprises		587.27	500.78	
Other current liabilities	19	49.83	56.27	
Provisions	20	14.38	9.48	
Total current liabilities		1,196.69	1,101.13	
Total liabilities		1,792.30	1,803.87	
Total equity and liabilities		1,911.54	1,972.33	
The accompanying notes are an integral part of the Financial Statements	1-45			

As per our Report of even date
For Soman Uday & Co.
Chartered Accountants
ICAI Firm Registration No. 110352W

Uday Soman
Proprietor
Membership No: 38870

For and on behalf of the Board of Directors
CIN No. L24220MH1965PLC013187

Abhay R Shah
Managing Director
DIN: 00016497

Ajay R Shah
Whole Time Director and CFO
DIN: 00011763

Sudhir R Shah
Company Secretary & Compliance Officer

Mumbai
May 23, 2024

Mumbai
May 23, 2024

Statement of Profit and Loss for the year ended 31st March, 2024

₹ in Lakhs

Particulars	Note No.	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
INCOME			
Revenue from operations	21	2,683.40	2,289.51
Other Income	22	6.51	16.67
Total income		2,689.91	2,306.18
EXPENSES			
Cost of materials consumed	23	1,767.61	1,647.91
Changes in inventories of finished goods and work-in-progress	24	9.89	(3.36)
Employee benefits expense	25	87.96	82.27
Finance costs	26	144.83	149.37
Depreciation and amortisation expense	27	93.04	98.27
Other expenses	28	633.93	426.76
Total Expenses		2,737.26	2,401.22
(Loss) before tax		(47.35)	(95.04)
Tax Expense:			
Less: Current Tax		-	-
(Loss) for the Year		(47.35)	(95.04)
Other Comprehensive Income / (Loss)			
Add/(Less): Remeasurement of defined benefit obligation		(1.87)	0.98
Other Comprehensive Income / (Loss) for the year		(1.87)	0.98
Total comprehensive income/(Loss) for the year		(49.22)	(94.06)
Earnings per equity share of face value of ₹10 each			
Basic (in ₹)	29	(0.62)	(1.24)
Diluted (in ₹)		(0.62)	(1.24)
The accompanying notes are an integral part of the financial statements.	1-45		

As per our Report of even date
For Soman Uday & Co.
Chartered Accountants
 ICAI Firm Registration No. 110352W

For and on behalf of the Board of Directors
CIN No. L24220MH1965PLC013187

Uday Soman
 Proprietor
 Membership No: 38870

Abhay R Shah
 Managing Director
 DIN: 00016497

Ajay R Shah
 Whole Time Director and CFO
 DIN: 00011763

Sudhir R Shah
 Company Secretary & Compliance Officer

Mumbai
 May 23, 2024

Mumbai
 May 23, 2024

Statement of Changes in Equity for the year ended 31st March, 2024

₹ in Lakhs

Particulars	Equity Share	b) Other Equity							
	Capital	Reserves and Surplus				Other Comprehensive Income			
	Equity Share Capital	General Reserves	Capital Reserves	Securities Premium	Retained Earnings	Revaluation Surplus	Other Comprehensive Income	Total of Other Equity	Total Equity
	a	b	c	d	e	f	g	h	i = (a + h)
Changes in the equity for the year ended 31st March, 2023									
Balance as at 1st April, 2022	767.46	52.82	1.20	778.45	(1,528.30)	186.90	3.99	(504.94)	262.52
(Loss) for the year	-	-	-	-	(95.04)	-	-	(95.04)	(95.04)
Other comprehensive income for the year (net of tax)	-	-	-	-	-	-	0.98	0.98	0.98
Total comprehensive income for the year	-	-	-	-	(95.04)	-	0.98	(94.06)	(94.06)
Other Adjustments	-	-	-	-	-	-	-	-	-
Balance as at 31st March, 2023	767.46	52.82	1.20	778.45	(1,623.34)	186.90	4.97	(599.00)	168.46
Changes in the equity for the year ended 31st March, 2024									
Balance as at 1st April, 2023	767.46	52.82	1.20	778.45	(1,623.34)	186.90	4.97	(599.00)	168.46
(Loss) for the year	-	-	-	-	(47.35)	-	-	(47.35)	(47.35)
Other comprehensive income for the year (net of tax)	-	-	-	-	-	-	(1.87)	(1.87)	(1.87)
Total comprehensive income for the year	-	-	-	-	(47.35)	-	(1.87)	(49.22)	(49.22)
Other Adjustments	-	-	-	-	-	-	-	-	-
Balance as at 31st March, 2024	767.46	52.82	1.20	778.45	(1,670.69)	186.90	3.10	(648.22)	119.24

The accompanying notes are an integral part of the financial statements

As per our Report of even date :-

For Soman Uday & Co.

Chartered Accountants

ICAI Firm Registration No. 110352W

For and on behalf of the Board of Directors

CIN No. L24220MH1965PLC013187

Uday Soman

Proprietor

Membership No:38870

Abhay R Shah

Managing Director

DIN: 00016497

Ajay R Shah

Whole Time Director and CFO

DIN: 00011763

Sudhir R Shah

Company Secretary & Compliance Officer

Mumbai

May 23, 2024

Mumbai

May 23, 2024

Cash Flow Statement for the year ended 31st March, 2024

₹ in Lakhs

Particulars	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
A. Cash flow from operating activities		
Net (Loss) before extraordinary items and tax	(47.35)	(95.04)
Adjustments for:		
Depreciation and amortisation	93.04	98.27
Actuarial Gain/Loss	(1.87)	0.98
(Profit) / loss on sale / write off of assets	0.03	0.63
Finance costs	144.83	149.37
Interest income	(1.78)	(2.37)
Operating profit before working capital changes	186.90	151.84
Changes in working capital:		
Adjustments for (increase) / decrease in operating assets:		
Inventories	(9.87)	35.55
Trade receivables	(18.97)	76.67
Other current financial assets	0.38	1.40
Other current assets	9.41	38.95
Other non current financial assets	0.11	(0.80)
Other non current assets	0.14	0.62
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	105.33	(164.32)
Other current financial liabilities	-	-
Other current liabilities	(6.43)	10.15
Current provisions	4.90	6.28
Other non current financial liabilities	(6.00)	3.00
Non current provisions	4.07	(4.23)
Cash Generation from Operation	269.97	155.11
Net cash flow from / (used in) operating activities (A)	269.97	155.11
B. Cash Flow From Investing Activities		
Purchase of property, plant and equipment and intangible assets	(14.11)	(3.96)
Proceeds from disposal of property, plant and equipment and intangible assets	-	-
Interest Income	1.78	2.37
Net cash flow from / (used in) investing activities (B)	(12.33)	(1.59)
C. Cash flow from financing activities		
Net increase / (decrease) in current financial liabilities for borrowings	(8.21)	(14.16)
Net increase / (decrease) in non current financial liabilities for borrowings	(105.21)	(7.99)
Finance cost	(144.83)	(149.37)
Net cash flow from / (used in) financing activities ©	(258.25)	(171.52)
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	(0.61)	(18.00)
Cash and cash equivalents at the Beginning of the year	1.29	19.29
Cash and cash equivalents at the end of the year *	0.68	1.29
	0.61	18.00
* Comprises:		
(a) Cash on hand	0.06	0.03
(b) Balances with banks		
(i) In current accounts	0.23	0.89
(ii) In EEFC accounts	-	-
(iii) In deposit accounts with Banks	0.39	0.37
	0.68	1.29

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

As per our Report of even date

For Soman Uday & Co.

Chartered Accountants

ICAI Firm Registration No. 110352W

Uday Soman

Proprietor

Membership No: 38870

For and on behalf of the Board of Directors

CIN No. L24220MH1955PLC013187

Abhay R Shah

Managing Director

DIN: 00016497

Ajay R Shah

Whole Time Director and CFO

DIN: 00011763

Sudhir R Shah

Company Secretary & Compliance Officer

Notes to the Financial Statements for the year ended 31st March, 2024

1. Corporate information

"The Company was incorporated on 22nd April, 1965 as a Private Limited company limited by shares. It was converted in Public Limited company in the year 1995. It has its Registered office in Mumbai and manufacturing facility at village Umaraya, Taluka-Padra, Dist-Vadodara, Gujarat, India. The Company is listed on the Bombay Stock Exchange (BSE). The company is engaged in the business of manufacturing and trading in Printing Inks & Allied products. The company sells its products across India and to other countries."

The financial statements for the year ended March 31, 2024 were approved by the Board of Directors and authorised for issue on May 23, 2024.

2. Significant accounting policies

The financial statements have been prepared on the following basis:

2.1 Basis of accounting and preparation of financial statements

These financial statements have been prepared in accordance with Ind AS as prescribed under section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

These financial statements have been prepared on a historical cost basis, except following assets and liabilities which have been measured at fair value:

- (i) Land and building forming part of Property, plant and equipment
- (ii) Defined Benefit plans-plan assets

Up to the year ended March 31, 2017, the Company has prepared its financial statements in accordance with the requirement of Indian Generally Accepted Accounting Principles (GAAP) which includes standards notified under the Companies (Accounting Standards) Rules, 2006 and considered as "Previous GAAP".

The functional and presentation currency of the Company is Indian Rupee ("₹") which is the currency of the primary economic environment in which the Company operates.

2.2 Use of estimates

The preparation of the financial statements are in conformity with Ind AS requires the Management to make estimates, judgement and assumptions. These estimates, judgement and assumption affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the management becomes aware of the changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and if material, their effects are disclosed in the notes to the financial statements.

2.3 Revenue recognition

Sales of goods are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sale of goods is net of Indirect taxes, returns and discounts.

Interest income from a financial asset is recognised using effective interest rate method. Dividend income is accounted for when the right to receive the payment is established.

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

Other income is accounted for on accrual basis except where the receipt of income is uncertain in which case it is accounted for on receipt basis.

2.4 Inventories

Inventories of Raw Materials, Consumable Stores, Packing Materials, Work in Progress and Finished Goods are valued at lower of Cost and net realisable Value. Cost Comprises all cost of purchase and other cost incurred in bringing inventories to their present location and condition. Work in Progress and Finished Goods include appropriate amount proportions of the overhead. Imported raw materials, stock in transit are valued at cost and customs duty thereon.

Notes to the Financial Statements for the year ended 31st March, 2024**2.5 Property, Plant and Equipment**

Property, plant and equipment are stated at cost of acquisition net of recoverable taxes, trade discount and rebates including any cost, directly attributable to bringing the assets to their working condition for its intended use, net charges on foreign exchange arising from exchange rate variations attributable to the assets less accumulated depreciation and impairment losses, if any except for certain property, plant and equipment, which have been revalued.

The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method.

The estimated useful lives of assets are as follows :

Buildings-	30 Years
Plant and Machinery -	15 Years
Electric Installation and Lab Instrument-	10 Years
Office Equipment-	5 Years
Computer Equipment-	3 Years
Furniture and Fixures-	10 Years
Vehicles-	8 Years

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

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

Gains or losses arising from derecognition of a property, plant and equipment 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 asset is derecognised.

Capital Work in Progress if any, are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

2.6 Depreciation /Amortisation and useful lives of property, plant and equipment/intangible assets

Property, plant and equipment / intangible assets are depreciated / amortised over their estimated useful lives, after taking into account estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation / amortisation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation / amortisation for future periods is revised if there are significant changes from previous estimates.

2.7 Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortisation/depletion and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

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

Gains or losses arising from derecognition of an intangible asset 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 asset is derecognised.

2.8 Foreign Currency Transactions and Translation

Transactions denominated in the foreign currencies are recorded at the exchange rate prevailing on the date of transaction or that approximates the actual rate at the date of the transaction.

The monetary assets and liabilities denominated in the foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

Notes to the Financial Statements for the year ended 31st March, 2024

Any income or expense on account of exchange difference either on settlement on translation is recognised in the Statement of profit and loss except in the case the long term liabilities, if any, where they relate to the acquisition of the fixed assets, in which case they are adjusted to the carrying amount of such assets.

2.9 Employees Benefits

Defined Contribution Plans

Provident Fund & ESIC are defined contribution schemes established under a State Plan. The contributions to the schemes are charged to the statement of profit and loss in the year when the contributions become due.

Defined Benefit Plans

The company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on post employment at 15 days salary (last drawn salary) for each completed year of services as per the Payment of Gratuity Act, 1972. The aforesaid liability is provided for on the basis of an actuarial valuation made using Project Unit Credit Method at the end of the financial year. The scheme is funded with an insurance company in the form of a qualifying insurance policy. Actuarial gains/losses are recognized in statement of profit and loss in the year in which they arise.

Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

Compensated Absences

The Company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the Balance sheet date. Employees are entitled to accumulate leave subject to certain limits for future encashment. The liability in respect of leave encashment is provided for on the basis of actuarial valuation made at the end of the financial year using Project Unit Credit Method. The said liability is not funded.

2.10 Borrowing Cost

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that takes substantial period of time to get ready for its intended use.

All other borrowing costs are recognised as expense in the period in which they are incurred.

2.11 Fair value Measurement:

Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of asset and liability if market participants would take those into consideration. Fair value for measurement and / or disclosure purposes in these financial statements is determined in such basis except for transactions in the scope of Ind AS 2, 17 and 36. Normally at initial recognition, the transaction price is the best evidence of fair value.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A Fair value measurement of a non-financial asset takes in to account a market participants ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All financial assets and financial liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – Quoted (Unadjusted) market prices and active market for identical assets and liabilities.
- Level 2 – Valuation techniques for which the lowest level inputs that is significant to the fair value measurement is directly or indirectly observable.

Notes to the Financial Statements for the year ended 31st March, 2024

- Level 3— Valuation techniques for which the lowest level inputs that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by the re assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2.12 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Company recognises a financial asset or financial liability in its balance sheet only when the entity becomes party to the contractual provisions of the instrument.

a. Financial assets:

A financial asset inter-alia includes any asset that is cash, equity instrument of another entity and a financial liability or equity instrument of another entity. The Company recognises a financial asset or financial liability in its balance sheet only when the entity becomes party to the contractual provisions of the instrument.

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in Statement of Profit and Loss. When transaction price is not the measure of fair value and fair value is determined using a valuation method that uses data from observable market, the difference between transaction price and fair value is recognised in Statement of Profit and Loss and in other cases spread over life of the financial instrument using effective interest method.

Subsequent measurement

For purposes of subsequent measurement financial assets are classified in three categories:

- Financial asset measured at amortised cost
- Financial asset at fair value through OCI
- Financial assets at fair value through profit or loss

Financial assets measured at amortised cost

Financial assets are measured at amortised cost if the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These financial assets are amortised using the effective interest rate (EIR) method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss in finance costs.

Financial assets at fair value through OCI (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. At initial recognition, an irrevocable election is made (on an instrument-by-instrument basis) to designate investments in equity instruments other than held for trading purpose at FVTOCI. Fair value changes are recognised in the other comprehensive income (OCI). However, the Company recognises interest income, impairment losses and reversals and foreign exchange gain or loss in the income statement. On derecognition of the financial asset other than equity instruments, cumulative gain or loss previously recognised in OCI is reclassified to income statements.

Financial assets at fair value through profit or loss (FVTPL)

Any financial asset that does not meet the criteria for classification as at amortised cost or as financial assets at fair value through other comprehensive income, is classified as financial assets at fair value through profit or loss. Further, financial assets at fair value through profit or loss also include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets at fair value through profit or loss are fair valued at each reporting date with all the changes recognised in the Statement of profit and loss.

Notes to the Financial Statements for the year ended 31st March, 2024

De-recognition of financial assets

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralized borrowing for the proceeds receivables.

Impairment of financial assets

The Company assesses impairment based on expected credit loss (ECL) model on the following:

- a) Financial assets that are measured at amortised cost.
- b) Financial assets measured at fair value through other comprehensive income (FVTOCI)

ECL is measured through a loss allowance on a following basis: -

- a) The twelve month expected credit losses (expected credit losses that result from all possible default events on the financial instruments that are possible within twelve months after the reporting date)
- b) Full life time expected credit losses (expected credit losses that result from all possible default events over the life of financial instruments)

The company follows 'simplified approach' for recognition of impairment on trade receivables or contract assets resulting from normal business transactions. The application of simplified approach does not require the Company to track changes in credit risk. However, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, from the date of initial recognition.

For recognition of impairment loss on other financial assets, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has increased significantly, lifetime ECL is provided. For assessing increase in credit risk and impairment loss, the Company assesses the credit risk characteristics on instrument-by-instrument basis.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

Impairment loss allowance (or reversal) recognised during the period is recognised as expense/income in the statement of profit and loss.

b. Financial liabilities and equity instruments:

Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial liabilities

The Company's financial liabilities include loans and borrowings including bank overdraft, trade payable, accrued expenses and other payables.

Initial Recognition and measurement

All financial liabilities at initial recognition are classified as financial liabilities at amortised cost or financial liabilities at fair value through profit or loss, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. Any difference between the proceeds (net of transaction costs) and the fair value at initial recognition is recognised in the Statement of Profit and Loss or in the "Expenditure Attributable to Construction" if another standard permit inclusion of such cost in the carrying amount of an asset over the period of the borrowings using the effective rate of interest.

Subsequent measurement

Subsequent measurement of financial liabilities depends upon the classification as described below: -

Notes to the Financial Statements for the year ended 31st March, 2024**Financial Liabilities classified at Amortised Cost:**

Financial Liabilities that are not held for trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are integral part of the Effective Interest Rate. Interest expense that is not capitalised as part of cost of assets is included as Finance costs in the Statement of Profit and Loss.

Financial Liabilities at Fair value through profit and loss (FVTPL)

FVTPL includes financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Financial liabilities have not been designated upon initial recognition at FVTPL.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged/cancelled/expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and liabilities are offset and net amount is reported if there is currently enforceable legal right to offset the recognised amounts and there is intention to settle on a net basis, to realise assets and settle the liabilities simultaneously.

2.13 Earnings per share

Basic Earnings per share is computed by dividing the profit from continuing operations and total profits, both attributable to equity share holders of the Company by the weighted average number of equity shares outstanding during the period. Diluted earnings per share are computed using the weighted average number of equity and dilutive equivalent shares outstanding during the period, except where the results would be anti-dilutive.

2.14 Income Tax Expenses

Income tax expense represents the sum of tax currently payable and deferred tax. Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to the items recognised directly in equity or in other comprehensive income.

Current tax

Current tax includes provision for Income Tax computed under special provision (i.e. Minimum Alternate Tax) or normal provision of Income Tax Act provisions. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities on the basis of estimated taxable income. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred tax

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and their corresponding tax bases (known as temporary differences). Deferred tax liabilities are recognised for all temporary differences that are expected to increase taxable profit in the future. Deferred tax assets are recognised for all temporary differences that are expected to reduce taxable profit in the future, and any unused tax losses or unused tax credits. Deferred tax assets are measured at the highest amount that, on the basis of current or estimated future taxable profit, is more likely than not to be recovered. The net carrying amount of deferred tax assets is reviewed at each reporting date and is adjusted to reflect the current assessment of future taxable profits. Any adjustments are recognised in profit or loss.

Deferred tax is calculated at the tax rates that are expected to apply to the taxable profit (tax loss) of the periods in which it expects the deferred tax asset to be realised or the deferred tax liability to be settled, on the basis of tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred Tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to the income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of

Notes to the Financial Statements for the year ended 31st March, 2024

other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

2.15 Research and Development

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are also charged to the Statement of Profit and Loss unless a product's technological feasibility has been established, in which case such expenditure is capitalised. The amount capitalised comprises expenditure that can be directly attributed or allocated on a reasonable and consistent basis to creating, producing and making the asset ready for its intended use. Fixed assets utilised for research and development are capitalised and depreciated in accordance with the policies stated for Tangible Fixed Assets and Intangible Assets.

2.16 Impairment of Assets non-financial assets - property, plant and equipment and intangible assets

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.

2.17 Provisions and Contingent Liability

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a 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 the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities and commitments are not recognised but are disclosed in the notes. Contingents assets are neither recognised nor disclosed in the financial statements.

Notes to the Financial Statements for the year ended 31st March, 2024

₹ in Lakhs

3. PROPERTY, PLANT AND EQUIPMENT

Particulars	Land Owned	Buildings Owned	Plant & equipment Owned	Office equipment Owned	Furniture & Fixtures	Vehicles Owned	Computers Owned	Total
Gross Block								
At cost or fair value as at 01.04.2022	232.26	432.86	2,015.59	9.57	1.81	63.69	25.40	2,781.18
Additions	-	-	2.53	0.38	-	-	1.05	3.96
Disposals	-	-	2.33	-	-	-	0.41	2.74
At cost or fair value as at 31.03.2023	232.26	432.86	2,015.79	9.95	1.81	63.69	26.04	2,782.40
Additions	-	-	13.11	0.37	-	-	0.62	14.11
Disposals	-	-	0.23	-	-	-	-	0.23
At cost or fair value as at 31.03.2024	232.26	432.86	2,028.68	10.32	1.81	63.69	26.67	2,796.29
Depreciation Block								
As at 01.04.2022	-	129.22	1,538.91	8.07	1.35	35.57	23.25	1,736.39
Depreciation for the year	-	14.30	75.08	0.32	0.17	7.43	0.72	98.02
Disposals	-	-	1.72	-	-	-	0.39	2.11
Accumulated depreciation as at the 31.03.2023	-	143.52	1,612.28	8.40	1.53	42.99	23.58	1,832.29
Depreciation for the year	-	14.30	70.12	0.35	0.15	7.43	0.69	93.04
Accumulated depreciation on disposals	-	-	0.19	-	-	-	-	0.19
Accumulated depreciation as at the 31.03.2024	-	157.83	1,682.19	8.75	1.67	50.43	24.27	1,925.14
Net Block								
As at 31.03.2023	232.26	289.34	403.51	1.55	0.29	20.69	2.46	950.11
As at 31.03.2024	232.26	275.03	346.49	1.57	0.14	13.27	2.39	871.15

Note: In order to comply with the requirements of IND AS 101, the Company has considered fair market value from 1st April 2016 of its land admeasuring of 8631 Sq Mt situated at Village Umraya, Taluka-Padra, District- Vadodara and Buildings standing thereon. The incremental impact of increase in value of land by ₹ 152.68 lakhs and Building by ₹ 35.63 lakhs has been credited to revaluation surplus in FY 2017-18.

Notes to the Financial Statements for the year ended 31st March, 2024

4. INTANGIBLE ASSETS

₹ in Lakhs			
Particulars	Computer software	Patents	Total
Gross Block			
At cost or fair value as at 01.04.2022	8.94	6.76	15.70
Additions	-	-	-
Disposals	-	-	-
At cost or fair value as at 31.03.2023	8.94	6.76	15.70
Additions	-	-	-
Disposals	-	-	-
At cost or fair value as at 31.03.2024	8.94	6.76	15.70
Depreciation Block			
As at 01.04.2022	8.62	6.42	15.03
Depreciation for the year	0.25	-	0.25
Disposals	-	-	-
Accumulated depreciation as at the 31.03.2023	8.87	6.42	15.29
Depreciation for the year	-	-	-
Disposals	-	-	-
Accumulated depreciation as at the 31.03.2024	8.87	6.42	15.29
Net Block			
As at 31.03.2023	0.07	0.34	0.41
As at 31.03.2024	0.07	0.34	0.41

5. OTHER FINANCIAL ASSETS

₹ in Lakhs		
Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Unsecured, considered good		
Prepaid Expenses	0.18	0.74
Security Deposits	32.69	32.69
Secured		
Bank deposits with more than 12 months maturity	9.91	9.91
Interest Accrued on Deposits	1.44	0.97
TOTAL	44.22	44.31

6. OTHER NON CURRENT ASSETS

₹ in Lakhs		
Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Unsecured, considered Doubtful		
Prepaid Long Term Employee Benefits (Gratuity)	-	0.14
TOTAL	-	0.14

Notes to the Financial Statements for the year ended 31st March, 2024

7. INVENTORIES

(At Lower of cost and net realisable value)

₹ in Lakhs

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Raw materials	169.25	161.25
Work-in-progress	47.59	48.50
Finished goods	63.25	72.24
Consumables stores	11.28	8.32
Packing materials	21.29	12.48
TOTAL	312.66	302.79

8. TRADE RECEIVABLES

₹ in Lakhs

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Unsecured, considered good		
Undisputed Trade receivable	596.10	574.16
Disputed Trade receivable	41.88	44.88
TOTAL	637.98	619.04

8.1 Ageing of the trade receivables as at 31st March, 2024

₹ in Lakhs

Particulars	Current but not due	Outstanding as at 31st March, 2024 from due date of payment					Total
		Less than 6 Months	6 Months - 1 year	1- 2 years	2- 3 years	More than 3 years	
Undisputed Trade Receivables							
Considered Good	521.92	13.35	12.26	4.26	7.88	36.43	596.10
Disputed Trade Receivables							
Considered Good	-	-	-	-	-	41.88	41.88
TOTAL	521.92	13.35	12.26	4.26	7.88	78.31	637.98

8.2 Ageing of the trade receivables as at 31st March, 2023

₹ in Lakhs

Particulars	Current but not due	Outstanding as at 31st March, 2023 from due date of payment					Total
		Less than 6 Months	6 Months - 1 year	1- 2 years	2- 3 years	More than 3 years	
Undisputed Trade Receivables							
Considered Good	464.52	24.46	23.07	8.28	38.27	15.54	574.14
Disputed Trade Receivables							
Considered Good	-	-	-	-	1.36	43.52	44.88
TOTAL	464.52	24.46	23.07	8.28	39.62	59.05	619.02

9. CASH AND CASH EQUIVALENTS

₹ in Lakhs

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Balance With Banks		
- In Current accounts	0.23	0.89
- In EEFC accounts	0.00	-
- In Deposit accounts	0.39	0.37
Cash on Hand	0.06	0.03
TOTAL	0.68	1.29

Notes to the Financial Statements for the year ended 31st March, 2024**10. OTHER FINANCIAL ASSETS**

₹ in Lakhs

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Unsecured, considered good		
Security Deposits	1.79	1.79
Loans to Staff	1.50	1.79
Interest Accrued on Deposits	1.27	1.37
TOTAL	4.56	4.95

11. OTHER CURRENT ASSET

₹ in Lakhs

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Unsecured, considered good		
Prepaid Expenses	5.67	12.02
Balance with Government Authorities		
- Balance With GST Authority	0.70	0.77
- VAT credit receivable	8.04	8.04
Income Tax (net)	13.26	7.70
Advances to suppliers	12.21	20.76
TOTAL	39.88	49.29

12. EQUITY SHARE CAPITAL

₹ in Lakhs

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
(a) Authorised		
1,00,00,000 (1,00,00,000) Equity shares of ₹ 10 each	1,000.00	1,000.00
(b) Issued		
77,00,000 (77,00,000) Equity shares of ₹ 10 each	770.00	770.00
(c) Subscribed and fully paid up		
76,74,600 (76,74,600) Equity shares of ₹ 10 each	767.46	767.46
TOTAL	767.46	767.46

12.1 The Reconciliation of the number of the shares outstanding is set out below

Particulars	As at 31 st March, 2024 (No of Shares)	As at 31 st March, 2023 (No of Shares)
Equity Shares at the beginning of the year	76,74,600	76,74,600
Equity Shares at the end of the year	76,74,600	76,74,600

12.2 Terms/Rights attached to Equity Shares

The Company has only one class of Equity Shares having a par value of ₹ 10/- per share. Each holder of the Equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees and every equity share is entitled to the same rate of dividend.

In the event of liquidation of the company, the holders of the equity shares will be entitled to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

Notes to the Financial Statements for the year ended 31st March, 2024**12.3 Details of the Shareholders holding more than 5% of shares**

Name of the Shareholders	As at	As at
	31 st March, 2024	31 st March, 2023
	No of Shares %, of holding	No of Shares % of holding
Mr Rajnikant K Shah	16,08,204	16,08,204
[Include 8,03,310 (10.47%) Shares of Rajnikant K Shah (HUF) (Previous Year 8,03,310 (10.47%))]	20.95%	20.95%
Ajay R Shah	6,38,352	6,38,352
	8.32%	8.32%
Abhay R Shah	8,01,632	8,01,632
	10.45%	10.45%
Dipak K Shah	5,60,000	5,60,000
	7.30%	7.30%

12.4 Details of the shares held by promoters equity shares of ₹ 10 each fully paid up

Promoter Name	As at 31 st March, 2024				
	No of the shares as the beginning of the year	Change during the year	No of the shares as the end of the year	% of Total Shares	% of change during the year
Rajnikant Kodarlal Shah	8,04,894	-	8,04,894	10.49	-
R K Shah (Huf)	8,03,310	-	8,03,310	10.47	-
Abhay Rajnikant Shah	8,01,632	-	8,01,632	10.45	-
Ajay Rajnikant Shah	6,38,352	-	6,38,352	8.32	-
Aparna Ajay Shah	2,91,915	-	2,91,915	3.80	-
Padmaja Rajnikant Shah	2,32,600	-	2,32,600	3.03	-
Manoj Vasantlal Mehta	2,30,500	-	2,30,500	3.00	-
Jawahar Vasantlal Mehta	2,05,000	-	2,05,000	2.67	-
Minal Abhay Shah	1,61,865	-	1,61,865	2.11	-
Jagruti Jawaharlal Mehta	66,000	-	66,000	0.86	-
Dimple Manoj Mehta	49,000	-	49,000	0.64	-
Total	42,85,068	-	42,85,068	55.84	-

Promoter Name	As at 31 st March, 2023				
	No of the shares as the beginning of the year	Change during the year	No of the shares as the end of the year	% of Total Shares	% of change during the year
Rajnikant Kodarlal Shah	8,04,894	-	8,04,894	10.49	-
R K Shah (Huf)	8,03,310	-	8,03,310	10.47	-
Abhay Rajnikant Shah	8,01,632	-	8,01,632	10.45	-
Ajay Rajnikant Shah	6,38,352	-	6,38,352	8.32	-
Aparna Ajay Shah	2,91,915	-	2,91,915	3.80	-
Padmaja Rajnikant Shah	2,32,600	-	2,32,600	3.03	-
Manoj Vasantlal Mehta	2,30,500	-	2,30,500	3.00	-
Jawahar Vasantlal Mehta	2,05,000	-	2,05,000	2.67	-
Minal Abhay Shah	1,61,865	-	1,61,865	2.11	-
Jagruti Jawaharlal Mehta	66,000	-	66,000	0.86	-
Dimple Manoj Mehta	49,000	-	49,000	0.64	-
Total	42,85,068	-	42,85,068	55.84	-

Notes to the Financial Statements for the year ended 31st March, 2024

13. OTHER EQUITY		₹ in Lakhs	
Particulars	As at 31 st March, 2024	As at 31 st March, 2023	
Capital Reserve			
Balance at the Beginning of the year	1.20	1.20	
Balance at the end of the year	1.20	1.20	
Securities premium account			
Balance at the Beginning of the year	778.45	778.45	
Balance at the end of the year	778.45	778.45	
General reserve			
Balance at the Beginning of the year	52.82	52.82	
Balance at the end of the year	52.82	52.82	
Surplus / (Deficit) in Statement of Profit and Loss			
Balance at the Beginning of the year	(1,623.34)	(1,528.30)	
Add/(Less): Profit/(Loss) for the year	(47.35)	(95.04)	
Balance at the end of the year	(1,670.69)	(1,623.34)	
Other Comprehensive Income			
Revaluation Surplus			
Balance at the Beginning of the year	186.90	186.90	
Balance at the end of the year	186.90	186.90	
Other comprehensive income			
Balance at the Beginning of the year	4.97	3.99	
Add: Addition/(Deduction) during the year	(1.87)	0.98	
Balance at the end of the year	3.10	4.97	
TOTAL	(648.22)	(599.00)	

14. NON CURRENT FINANCIAL LIABILITIES - BORROWINGS		₹ in Lakhs	
Particulars	As at 31 st March, 2024	As at 31 st March, 2023	
Secured			
Term Loans from Banks			
Working Capital Term-Loan	567.61	672.82	
TOTAL	567.61	672.82	

- 14.1 The Term Loans on Plant and Equipment are secured by Equitable mortgage of Factory Land and Building and hypothecation of Plant and Equipment at Village Umraya, Taluka-Padra, District- Vadodara. These loans are further guaranteed by the working directors in their personal capacity.

Notes to the Financial Statements for the year ended 31st March, 2024**14.2 Maturity Profile of the Term loans for Working Capital are set out as under**

₹ in Lakhs

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
0-1 Year	103.66	109.62
1-2 Years	101.05	87.14
2-3 Years	101.05	101.05
Above 3 Years	365.51	484.63
	567.61	672.82
TOTAL	671.27	782.44

15. OTHER NON CURRENT FINANCIAL LIABILITIES

₹ in Lakhs

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Security Deposits Received	15.13	21.13
TOTAL	15.13	21.13

16. NON CURRENT PROVISIONS

₹ in Lakhs

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Provision for leave encashment	10.28	8.79
Provision for gratuity	2.59	-
TOTAL	12.87	8.79

17. CURRENT FINANCIAL LIABILITIES - BORROWINGS

₹ in Lakhs

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
From Banks		
Secured		
Working capital loans - repayable on demand	400.00	400.00
Current Maturities of Long Term Debt (Refer Note No : 14.2)	103.66	109.62
Loans and advances from related parties		
Unsecured		
From directors	13.80	16.06
TOTAL	517.46	525.68

18. TRADE PAYABLES

₹ in Lakhs

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Total outstanding dues of micro and small Enterprises	27.75	8.92
Total outstanding dues of creditors other than micro and small Enterprises	266.50	179.17
Overdraft (over Issuance of Cheque)	320.77	321.61
TOTAL	615.02	509.70

Notes to the Financial Statements for the year ended 31st March, 2024**18.1 Ageing of the trade payables as at 31st March, 2024**

₹ in Lakhs

Particulars	Outstanding as at 31 st March, 2024 from due date of payment						Total
	Unbilled	Not due	Less than 1 year	1- 2 years	2- 3 years	More than 3 years	
Total outstanding dues of micro and small Enterprises	-	27.75	-	-	-	-	27.75
Total outstanding dues of creditors other than micro and small Enterprises	-	569.82	16.30	0.93	0.17	0.05	587.27
	-	597.57	16.30	0.93	0.17	0.05	615.02

18.2 Ageing of the trade payables as at 31st March, 2023

₹ in Lakhs

Particulars	Outstanding as at 31 st March, 2023 from due date of payment						Total
	Unbilled	Not due	Less than 1 year	1- 2 years	2- 3 years	More than 3 years	
Total outstanding dues of micro and small Enterprises	-	8.92	-	-	-	-	8.92
Total outstanding dues of creditors other than micro and small Enterprises	-	482.84	17.87	0.01	-	0.06	500.78
	-	491.76	17.87	0.01	-	0.06	509.70

18.3 There are no outstanding disputed dues of micro enterprises and small enterprises and creditors other than micro enterprises and small enterprises.

19. OTHER CURRENT LIABILITIES

₹ in Lakhs

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Others Payables		
- Statutory Dues	30.15	16.79
- Expenses payable	18.83	14.81
- Advance Received from customers	0.85	24.67
TOTAL	49.83	56.27

20. PROVISIONS

₹ in Lakhs

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Provision for employee benefits		
- Provision for leave encashment	14.38	9.48
TOTAL	14.38	9.48

Notes to the Financial Statements for the year ended 31st March, 2024**21. REVENUE FROM OPERATIONS**

₹ in Lakhs

Particulars	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
Sale of products	2,340.14	2,188.94
Processing Charges	343.26	100.57
TOTAL	2,683.40	2,289.51

21.1 PARTICULARS OF SALE OF PRODUCTS

₹ in Lakhs

Particulars	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
Manufactured goods		
Printing Ink	2,166.12	2,002.99
Coatings	40.48	56.89
Auxiliaries	133.54	129.06
TOTAL	2,340.14	2,188.94

22. OTHER INCOME

₹ in Lakhs

Particulars	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
Operation income		
Interest received	1.78	2.37
Bad Debt Recovered	0.76	1.60
Other Income	0.08	3.32
Net Profit on foreign currency transactions and translation (Net)	3.89	9.38
TOTAL	6.51	16.67

23. COST OF MATERIALS CONSUMED

₹ in Lakhs

Particulars	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
Raw material consumed		
Opening stock	161.25	199.11
Add : Purchases	1,606.74	1,474.72
	1,767.99	1,673.83
Less : Closing stock	169.25	161.25
Cost of raw material consumed	1,598.74	1,512.57
Packing material consumed		
Opening stock	12.48	13.35
Add : Purchases	177.68	134.46
	190.16	147.81
Less : Closing Stock	21.29	12.48
Cost of packing material consumed	168.87	135.33
TOTAL	1,767.61	1647.91

Notes to the Financial Statements for the year ended 31st March, 2024**23.1 PARTICULARS OF RAW MATERIALS CONSUMED**

₹ in Lakhs

Particulars	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
Chemicals	185.81	228.83
Pigment	625.88	567.32
Resins	397.27	347.38
Oil and miscellaneous	389.78	369.05
TOTAL	1,598.74	1,512.57

23.2 PARTICULARS OF IMPORTS AND INDIGENIOUS CONSUMPTION AND PERCENTAGE OF CONSUMPTION

₹ in Lakhs

Particulars	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
Raw material consumed		
Imported	102.32	96.02
Indigenous	1,496.42	1,416.56
TOTAL	1,598.74	1,512.57
Percentage raw material consumed		
Imported	6.40%	6.35%
Indigenous	93.60%	93.65%
TOTAL	100.00%	100.00%

24. CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS

₹ in Lakhs

Particulars	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
Inventories (at close)		
Finished Goods	63.25	72.24
Work-in-Progress	47.59	48.50
	110.85	120.74
Inventories (at commencement)		
Finished goods	72.24	54.91
Work-in-Progress	48.50	62.47
	120.74	117.38
TOTAL	9.89	(3.36)

Notes to the Financial Statements for the year ended 31st March, 2024**25. EMPLOYEE BENEFIT EXPENSE**

₹ in Lakhs

Particulars	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
Salary	76.22	70.98
Contribution to provident and other funds	8.68	8.78
Staff welfare expenses	3.06	2.50
TOTAL	87.96	82.27

25.1 : As per Ind Accounting Standard 19 (Revised) "Employee Benefits", the disclosure as defined in the Accounting Standard are given below:

Defined Contribution Plan

Contribution to Defined Contribution Plans, recognised as expenses for the year as under:

₹ in Lakhs

Particulars	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
Employer's contribution to provident fund	7.72	7.18
TOTAL	7.72	7.18

Defined Benefit Plan**(I) Recognition of Opening and Closing Balances of Defined Benefit Obligation of Gratuity and Fair Value of the Plan Assets (Funded)**

₹ in Lakhs

Particulars	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
Defined benefit obligation at the beginning of the Year	36.83	35.91
Current service cost	1.71	1.83
Past service cost	-	-
Interest on defined benefit obligation	1.94	2.50
Remeasurements due to		
- Actuarial loss/(gain) arising from change in financial assumptions	0.32	(0.44)
- Actuarial loss/(gain) arising from change in demographic assumptions	-	-
- Actuarial loss/(gain) arising on account of experience changes	1.24	(0.93)
Benefit paid	-	(2.04)
Defined Benefit obligation at the end of the year	42.04	36.83
Fair value of the plan assets at the beginning of the year	36.96	36.66
Employer contribution	0.10	-
Interest on plan assets	2.69	2.73
Administration expenses	-	-
Remeasurements due to		
- Actual return on plan assets less interest on plan assets	(0.30)	(0.39)
Benefit paid	-	(2.04)
Fair value of the plan assets at the end of the Year	39.45	36.96

Notes to the Financial Statements for the year ended 31st March, 2024**(II) Reconciliation of the Fair Value of the Plan Assets and Defined Benefit Obligation**

₹ in Lakhs

Particulars	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
Fair value of the plan assets	39.45	36.96
Present value of the obligation	42.04	36.83
Amount recognised in the balance sheet	2.59	(0.13)

(III) Expenses Recognised During the year

₹ in Lakhs

Particulars	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
Current service cost	1.71	1.83
Interest on net defined benefit liability /(asset)	(0.76)	(0.23)
TOTAL	0.95	1.60

(IV) Investment Details

Particulars	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
Insured managed funds	100%	100%
TOTAL	100%	100%

(V) Actuarial Assumptions of Gratuity

Particulars	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
Discount rate (per annum)	7.20%	7.45%
Rate of escalation in salary (per annum)	6.00%	6.00%

The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

26. FINANCE COSTS

₹ in Lakhs

Particulars	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
Interest expense on		
Borrowings	140.50	144.24
Other borrowing costs	4.33	5.13
TOTAL	144.83	149.37

27. DEPRECIATION AND AMORTISATION EXPENSE

₹ in Lakhs

Particulars	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
Depreciation and amortisation	93.04	98.27
TOTAL	93.04	98.27

Notes to the Financial Statements for the year ended 31st March, 2024**28. OTHER EXPENSES**

₹ in Lakhs

Particulars	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
Manufacturing Expenses		
Power and fuel	137.15	81.94
Factory expenses	19.62	18.22
Wages and labour charges	262.52	136.04
Repairs to machinery	50.21	29.79
	469.50	265.99
Establishment Expenses		
Rent	8.88	9.03
Repairs to building	0.13	0.31
Insurance	8.41	9.27
Rates and taxes	0.71	0.71
Communication expenses	3.12	3.81
Loss on sale of assets (Net)	0.03	0.63
Travelling and conveyance	10.19	11.38
Printing and stationary	1.72	1.07
Legal and professional charges	34.85	34.39
Payment to auditors (refer note no. 28.2)	2.29	2.50
Motor car expenses	13.47	14.64
Miscellaneous Expenses	18.78	16.82
	102.58	104.56
Selling and Distribution Expenses		
Freight and forwarding	45.35	42.70
Sales commission and discount	16.50	13.51
	61.85	56.21
TOTAL	633.93	426.76

28.1 VALUE OF IMPORTS ON CIF BASIS IN RESPECT OF

₹ in Lakhs

Particulars	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
Raw materials	102.28	44.13

28.2 PAYMENT TO AUDITORS

(Excluding GST)

₹ in Lakhs

Particulars	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
Audit fees and limited review fees	1.37	1.37
Tax Audit fees	0.71	0.71
Certification charges	0.07	0.09
Out of pocket expenses	0.14	0.33
TOTAL	2.29	2.50

Notes to the Financial Statements for the year ended 31st March, 2024**29. EARNINGS PER SHARE****Basic and Diluted Earnings Per Share**

₹ in Lakhs

Particulars	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
Net Profit/(loss) after tax as per statement of profit and loss attributable to equity shareholders (₹ in Lakhs)	(47.35)	(95.04)
Weighted average numbers of equity shares used as denominator for calculating EPS	76,74,600	76,74,600
Basic and diluted earnings per share	(0.62)	(1.24)
Face value per equity shares	10	10

30. EXPENDITURE IN FOREIGN CURRENCY

₹ in Lakhs

Particulars	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
Purchases of raw material	102.32	96.02

31. EARNINGS IN FOREIGN EXCHANGE

₹ in Lakhs

Particulars	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
FOB value of exports	187.56	148.57

32. RELATED PARTY DISCLOSURES

As per the Ind Accounting Standard (Ind AS) 24 "Related Party", the disclosures of transactions with related parties are given below

(I) List of the related parties where control exists and related parties with whom transaction have taken place and relationships

Name of the Related Parties	Relationship
Mr. Abhay R Shah	Key Management Personal
Mr. Ajay R Shah	Key Management Personal
Ms. Ashwini Lad	Key Management Personal
Mr. Shudhir R Shah	Key Management Personal
Arati Shah & Associates (Ms Aarti Shah)	Relative of Key Management Personal
Mr. Dipakkumar K Kanbar	Key Management Personal
Mr. Ashwinkumar H. Raval	Key Management Personal
Mr. Rajnikant K Shah	Relative of Key Management Personal

Notes to the Financial Statements for the year ended 31st March, 2024**(II) Transactions during the year with related parties**

₹ in Lakhs

Nature of the transaction	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
(a) Remuneration to key management personnel		
Mr. Abhay R Shah	23.10	23.10
Mr. Ajay R Shah	14.08	14.08
Mr. Shudhir R Shah	4.69	4.08
(b) Professional Fees		
Mr Rajnikant K Shah	4.20	4.20
Arati Shah & Associates (Ms Aarti Shah)	0.23	0.24
(c) Sitting Fees		
Ms. Ashwini Lad	0.60	0.60
Mr. Dipakkumar K Kanbar	0.60	0.45
Mr. Ashwinkumar H. Raval	0.60	0.60

(III) Balances outstanding

₹ in Lakhs

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Unsecured Loans		
Mr. Abhay R Shah	0.45	1.02
Mr. Ajay R Shah	13.35	15.04
Professional Fees Payable		
Mr. Rajnikant K Shah	-	0.25
Remuneration to Key Management Personal Payable		
Mr. Abhay R Shah	1.14	1.34
Mr. Ajay R Shah	0.82	0.83

33. The Company does not have different segments and hence segment wise reporting in terms of the Ind Accounting standard (Ind AS) 108 "Operating Segment" is not applicable. The Company mainly deals printing inks and auxiliaries which is considered as a one segment only. Geographical segment is not material and hence not required to be disclosed separately.

Organic Coatings Limited

Notes to the Financial Statements for the year ended 31st March, 2024

34. Dues to Micro & Small Enterprises

Under the Micro and Small and Medium Enterprises Development Act 2006 (MSMED) which came into force from 2nd October 2006 certain disclosures in terms of section 22 are required to be made relating to Micro and Small Enterprises the following information is compiled on the basis of the information and records available with the management.

Particulars	₹ in Lakhs	
	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
Principal amount remaining unpaid as at the year end	27.75	8.92
Interest due thereon	0.69	0.20
Amount of interest paid by the company in terms of section 16 of the MSMED along with the amount of the payment made to the supplier beyond the appointed day during the accounting year	-	-
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	-	-
Amount of Interest Accrued and remaining unpaid at the end of the Accounting year	0.69	0.20

35. DEFERRED TAX LIABILITIES / ASSETS (NET)

Particulars	₹ in Lakhs	
	As at 31 st March, 2024	As at 31 st March, 2023
Deferred tax liability		
Related to Depreciation difference of fixed assets	88.77	101.39
Deferred tax asset		
Disallowances and Unabsorbed Business Loss and Depreciation under the Income Tax 1961	(291.40)	(289.10)
Deferred tax liability/(asset) (net)	(202.63)	(187.71)

35.1. In terms of Ind Accounting Standard (Ind AS) 12- "Income Taxes", the Company has Deferred Tax Assets as on 31st March 2022. In terms of the said Standard, in view of unabsorbed depreciation and unabsorbed business losses under the tax laws, net result of computation is net deferred tax assets. Hence, the management has decided not to incorporate the same in the books of accounts as a matter of prudence and in absence of virtual certainty as to its realization.

36. Subject to Note No. 37 on Trade Receivables, in the opinion of the management, current and non current assets are recoverable in normal course of the Business.

37 Doubtful Trade receivables include:

Particulars	₹ in Lakhs	
	As at 31 st March, 2024	As at 31 st March, 2023
Debts doubtful of recovery		
Trade receivables for which suits have been filed for recovery	41.88	44.88
Other Trade receivable where suits have not been filed	44.31	53.81

38. The provisions of the section 135 in respect of corporate social responsibility are not applicable to the company as the company is not falling under any criteria of the said provisions.

Notes to the Financial Statements for the year ended 31st March, 2024**39. CONTINGENT LIABILITIES AND COMMITMENTS**

₹ in Lakhs

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
(I) Contingent Liabilities		
- Bank Guarantee	Nil	Nil
- Third party guarantee in favour of customer	Nil	Nil
(II) Commitments		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for		
- Tangible Assets	Nil	Nil
- Intangible Assets	Nil	Nil
(b) Other Commitments	Nil	Nil

40. SOCIAL SECURITY CODE

The Indian Parliament has approved the Code on Social Security, 2020 ('the Code') which, inter alia, deals with employee benefits during employment and post employment. The Code has been published in the Gazette of India. The effective date of the Code is yet to be notified and the rules for quantifying the financial impact are also yet to be issued. In view of this, the impact of the change, if any, will be assessed and recognized post notification of the relevant provisions.

41. Additional regulatory information required by Schedule III to the Companies Act, 2013

- (i) The Company does not have any benami property held in its name. No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the Rules made thereunder.
- (ii) The Company has not been declared wilful defaulter by any bank or financial institution or other lender or government or any government authority.
- (iii) There is no income surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961 (such as search or survey), that has not been recorded in the books of account.
- (iv) The Company has not traded or invested in crypto currency or virtual currency during the year.
- (v) The Company does not have any charges or satisfaction of charges which is yet to be registered with Registrar of Companies beyond the statutory period.
- (vi) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person or entity, 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/entities identified in any other manner whatsoever by or on behalf of the Company ('ultimate beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities ("Funding party") with the understanding (whether recorded in writing or otherwise) that the Company shall 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.
- (viii) The Company does not have any transactions with companies struck off.
- (ix) The Company has complied with the requirement with respect to number of layers as prescribed under section 2(87) of the Companies Act, 2013 read with the Companies (Restriction on number of layers) Rules, 2017.

42. The above audited financial statements have been reviewed by the Audit Committee and approved by the Board of Directors of the Company at the meetings held on 23rd May, 2024.

43. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

Notes to the Financial Statements for the year ended 31st March, 2024

44. Financial risk management

The Company's activities are exposed to a variety of market risk (including foreign currency risk and interest risk), credit risk and liquidity risk. The Company's overall financial risk management policy focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance.

i. Market Risk

Market rate is the risk that arises from changes in market prices, such as commodity prices, foreign exchange rates, interest rates etc. and will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposure within acceptable parameters, while optimising returns.

a. Commodity Price Risk

Commodity price risk arises due to fluctuations in prices of raw materials and other products. The company has a risk management framework aimed at prudently managing the risk arising from the volatility in commodity prices and freight costs.

b. Interest Rate Risk

The company's exposure to the risk of changes in market interest rate relates to the floating the debt obligations.

c. Foreign Currency Exchange Rate Risk

The fluctuation in foreign currency exchange rates may have potential impact on the Statement of Profit & Loss, where transaction references more than one currency or where assets/liabilities are denominated in currency other than functional currency of the entity. Considering the countries and economic development in which Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risk primarily relates to fluctuations in US Dollar.

Any movement in the functional currency of operations of the Company against the major foreign currency may impact the Company's revenue in international business. Any weakening of the functional currency may impact Company's cost of imports and consequently the profit or loss.

The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risk.

ii. Credit Risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in a loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults.

The Company performs ongoing credit evaluation of its counterparties' financial conditions. The Company's major classes of financial assets are cash and bank balances, trade receivables, Security deposits, Advances to Suppliers and Employees and prepayments.

As at the reporting date, the Company's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statements of financial position.

As at the reporting date, substantially all the cash and bank balances as detailed in Note 9 to the financial information are held in major Banks which are regulated and located in the India, which management believes are of high credit quality. The management does not expect any losses arising from non-performance by these counterparties.

iii. Liquidity Risk

Liquidity risk arises from the Company's management of working capital. It is the risk that the Company will encounter difficulty in meeting its financial obligations as they fall due.

The Company has obtained fund based and non-fund based working capital credit facility from a bank. Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due. The principal liabilities of the Company arise in respect of the trade and other payables. Trade and other payables are all payable within 12 months.

The Company manages liquidity risk by maintaining adequate surplus, banking facilities and reserve borrowing facilities by continuously monitoring forecasts and actual cash flows.

The Company has a system of regularly forecasting cash inflows and outflows and all liquidity requirements are planned.

Forecast for trade and other payables is regularly monitored to ensure timely funding.

All payments are made within due dates subject to availability of funds.

iv. Capital Risk Management

The Company manages its capital to ensure that the Company will be able to maintain an optimal capital structure so as to support its businesses.

Notes to the Financial Statements for the year ended 31st March, 2024

Note 45- Ratios

Ratio	Numerator	Denominator	Current year	Previous year	% of increase/decrease	Explanation*
Current ratio (in times)	Total current assets	Total current liabilities	0.83	0.89	(6.25%)	
Debt-Equity ratio (in times)	Debt consists of borrowings and lease liabilities	Total equity	9.10	7.11	27.91%	There is a increase due to reduction of equity as compared to debt
Debt service coverage ratio (in times)	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses+Interest + Other non-cash adjustments	Debt service= Interest and lease payments + Principal repayments	0.71	0.84	(15.72%)	
Return on equity ratio (in %)	Profit for the year less Preference dividend (if any)	Average total equity	(16%)	(113%)	(85.42%)	The decrease is due to decrease in loss for the current year.
Trade receivables turn over ratio (in times)	Revenue from operations	Average trade receivables	4.27	7.40	(42.28%)	The decrease is due to increase in average trade receivables for the current year.
Trade payables turnover ratio (in times)	Cost of Materials Traded /Cost of Services Rendered + Other expenses	Average trade payables	4.29	8.13	(47.24%)	The decrease is due to increase in average trade payables for the current year.
Net capital turnover ratio (in times)	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	(21.68)	(19.16)	13.16%	
Net profit ratio (in %)	Profit for the year	Revenue from operations	(2%)	(4%)	(57.50%)	The decrease is due to decrease in loss for the current year.
Return on capital employed (in %)	Profit before tax and finance costs	Capital employed = Net worth + Lease liabilities + Deferred tax liabilities	82%	32%	153.52%	The imerovement is due to decrease in loss for the current year
Return on investment (in %)	Income generated from invested funds	Average invested funds in investments	0%	0%	-	

* explanation is provided for any change in the ratio by more than 25% as compared to the preceding year.

As per our Report of even date

For Soman Uday & Co.
Chartered Accountants

ICAI Firm Registration No. 110352W

Uday Soman

Proprietor

Membership No: 38870

For and on behalf of the Board of Directors
CIN No. L24220MH1965PLC013187

Abhay R Shah

Managing Director

DIN: 00016497

Ajay R Shah

Whole Time Director and CFO

DIN: 00011763

Sudhir R Shah

Company Secretary & Compliance Officer

Mumbai

May 23, 2024

Mumbai

May 23, 2024



Organic Coatings Limited

Manufacturers of Printing Inks
& Allied Products
CIN No.L24220MH1965PLC013187

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