



CHEMO PHARMA LABORATORIES LIMITED

**83th
ANNUAL REPORT
2024-2025**

BOARD OF DIRECTORS

Mr. Ruchit Mehta	-	Managing Director & Chief Executive Officer
Mr. Utsav Trivedi	-	Executive Director & Chief Financial Officer
Ms. Shilpi Chopra	-	Non-Executive Independent Director
Ms. Sarvagya Goel	-	Non-Executive Independent Director
Ms. Simiran Ankleshwar Tripathi	-	Non-Executive Independent Director

COMPLIANCE OFFICER AND COMPANY SECRETARY

Ms. Bhawna Rajput

BANKERS

KOTAK MAHINDRA BANK LTD., MUMBAI

REGISTRAR AND SHARE TRANSFER AGENTS

PURVA SHARE REGISTRY (INDIA) PRIVATE LIMITED UNIT
NO. 9, SHIV SHAKTI IND. ESTATE, J.R. BORICHA
MARG, LOWER PAREL (E), MUMBAI-400011

E-Mail Id– support@purvashare.com

STATUTORY AUDITORS

M/S. SANJAY RANE & ASSOCIATES,
CHARTERED ACCOUNTANTS, MUMBAI

INTERNAL AUDITORS

M/S. SARDASONI & ASSOCIATES LLP,
CHARTERED ACCOUNTANTS, MUMBAI

SECRETARIAL AUDITOR

M/S. KAVITAKHATRI & ASSOCIATES,
PRACTICING COMPANY SECRETARIES

REGISTERED OFFICE

5, KUMUDAPARTMENT CHS. LTD.,
KARNIK ROAD, CHIKAN GHAR,
KALYAN, DIST. THANE -421301

CORPORATE OFFICE

EMPIRE HOUSE, 3RD FLOOR, 214, DR. D. N. ROAD,
FORT, MUMBAI – 400001

WEBSITE: www.thechemopharmalaboratoriesltd.com

E-MAIL ID: chemopharmalaboratorieslimited@gmail.com

Tel No.: 022-22078382

CHEMO PHARMA LABORATORIES LIMITED**CIN No.-L99999MH1942PLC003556****Registered Office: 5-Kumud Apartment Co. op. Hsg. Soc. Ltd., Karnik Road,
ChikanGhar, Kalyan, Dist. Thane- 421301****Tel No. – (022) 22078382****Website: www.thechemopharmalaboratoriesltd.com****Email Id: chemopharmalaboratorieslimited@gmail.com****NOTICE CONVENING ANNUAL GENERAL MEETING**

NOTICE is hereby given that the **EIGHTY-THIRD ANNUAL GENERAL MEETING** of the Shareholders of **CHEMO PHARMA LABORATORIES LIMITED** will be held on **Wednesday, September 24, 2025 at 04:00 p.m.** (IST) through video conferencing ("VC")/ other Audio Visual Means ("OAVM") (The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company) to transact the following business: -

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Report of Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

2. Appointment and Regularization of Mr. Ruchit Mehta (DIN: 08810586) as Managing Director & Chief Executive Officer (CEO) of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 including any statutory modification or re-enactment thereof, or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as are agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), consent of the Members be and is hereby accorded to regularize and change the designation of Mr. Ruchit Mehta (DIN: 08810586) from Additional Director as Managing Director & Chief Executive Officer (CEO) of the Company for a period of Five years with effect from conclusion from this Annual General Meeting, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to Board, to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Ruchit Mehta, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER THAT notwithstanding anything herein, where in any financial year during the tenure of the MD, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals including approval of Central Government, if any, pay to the MD, the agreed remuneration as the minimum remuneration by way of salary, perquisites, performance pay, other allowances and benefits as specified in the Explanatory Statement annexed to the Notice convening this Meeting and that the perquisites pertaining to contribution to Provident Fund, Superannuation Fund or Annuity Fund, Gratuity and Leave Encashment shall not be included in the computation of the ceiling on remuneration specified in Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

3. Appointment and Regularization of Mr. Utsav Trivedi (DIN: 10720143) as Executive Director & Chief Financial Officer (CFO) of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 including any statutory modification or re-enactment thereof, or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as are agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), consent of the Members be and is hereby accorded to regularize and change the designation of Mr. Utsav Trivedi (DIN: 10720143) from Additional Director as Executive Director & Chief Financial Officer (CFO) of the Company for a period of Five years with effect from conclusion from this Annual General Meeting, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to Board, to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Utsav Trivedi, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER THAT notwithstanding anything herein, where in any financial year during the tenure of the MD, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals including approval of Central Government, if any, pay to the MD, the agreed remuneration as the minimum remuneration by way of salary, perquisites, performance pay, other allowances and benefits as specified in the Explanatory Statement annexed to the Notice convening this Meeting and the that the perquisites pertaining to contribution to Provident Fund, Superannuation Fund or Annuity Fund, Gratuity and Leave Encashment shall not be included in the computation of the ceiling on remuneration specified in Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

4. Appointment and Regularization of Ms. Sarvagya Goel (DIN: 10622443) as Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, of the Companies Act, 2013, Consent of the Board be and is hereby accorded, to regularize Ms. Sarvagya Goel (DIN: 10622443) as Non-Executive & Independent Director on the Board of the Company to hold office for a term up to 5 consecutive years from conclusion of this Annual General Meeting.”

RESOLVED FURTHER THAT any of the director for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

RESOLVED FURTHER THAT any of the director for the time being be and are hereby severally authorized to sign the certified true copy of the resolution of the resolution to be given as and when required”.

5. Appointment and Regularization of Ms. Shilpy Chopra (DIN: 07161915) as Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, of the Companies Act, 2013, Consent of the Board be and is hereby accorded, to regularize Ms. Shilpy Chopra (DIN: 07161915) as Non-Executive & Independent Director on the Board of the Company to hold office for a term up to 5 consecutive years from conclusion of this Annual General Meeting.”

RESOLVED FURTHER THAT any of the director for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

RESOLVED FURTHER THAT any of the director for the time being be and are hereby severally authorized to sign the certified true copy of the resolution of the resolution to be given as and when required”.

6. Appointment and Regularization of Ms. Simran Utsav Trivedi (DIN: 10719879) as Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, of the Companies Act, 2013, Consent of the Board be and is hereby accorded, to regularize Ms. Simran Utsav Trivedi (DIN: 10719879) as Non-Executive & Independent Director on the Board of the Company to hold office for a term up to 5 consecutive years from conclusion of this Annual General Meeting.”

RESOLVED FURTHER THAT any of the director for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

RESOLVED FURTHER THAT any of the director for the time being be and are hereby severally authorized to sign the certified true copy of the resolution of the resolution to be given as and when required”.

7. Appointment of M/s. V. N. VASANI & Associates as Secretarial Auditors of the Company

To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re- enactment(s) thereof for the time being in force, of M/s. Arvind Sudra & Associates, Practising Company Secretaries, be and is hereby appointed as the Secretarial Auditors of the Company, for a term of five (5) consecutive financial years commencing from April 1, 2025 till March 31, 2030, on such terms and conditions, including remuneration, as may be determined by the Board of Directors (which shall include any person(s) authorised by the Board).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby

authorised to do all such acts and take such steps as may be considered necessary to give effect to this Resolution.”

8. Appointment of Statutory Auditor to fill the casual vacancy

To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Board of Directors of the company, M/s. S S R V & Associates, Chartered Accountants (FRN: 135901W), Mumbai be and are hereby appointed as Statutory Auditors of the Company to fill the

casual vacancy caused by the resignation of M/s Sanjay Rane & Associates LLP, Chartered Accountants (Firm Registration No. 121089W/W100878).

RESOLVED FURTHER THAT M/s. S S R V & Associates, Chartered Accountants (FRN: 135901W), be and are hereby appointed as Statutory Auditors of the Company from this Annual General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the Annual General Meeting held for financial year ending on 31st March 2030, subject to ratification as to the said appointment at every Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2026 on such remuneration as may be fixed by the Board of Directors in consultation with them.

RESOLVED FURTHER THAT any of the Board of Directors, be and is, hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies."

9. **Change of name of the Company:**

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

"RESOLVED THAT pursuant to Sections 4, 5, 13(2), 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules framed thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approval of Central Government (power delegated to Registrar of Companies) and such other necessary approvals, consents, permissions and sanctions, as may be required in this regard from any appropriate authority and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), the consent of the Members of the Company be and is hereby accorded for changing the name of the Company from "Chemo Pharma Laboratories Limited" to "STARSOURCE MULTITRADE LIMITED".

RESOLVED FURTHER THAT the Name Clause, being Clause I of the Memorandum of Association of the Company, be and is hereby altered by deleting the existing Clause I and substituting it with the following:

I. The Name of the Company is "STARSOURCE MULTITRADE LIMITED.

RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 and other applicable provisions of the Act, if any, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT the new name of the Company be given effect from the date of issue of the fresh Certificate of Incorporation by the Registrar of Companies, consequent to which the Memorandum of Association & Articles of Association of the Company be altered by deleting the existing name "Chemo Pharma Laboratories Limited" wherever appearing and substituting it with the new name "STARSOURCE GLOBAL LIMITED" or "STARSOURCE MULTITRADE LIMITED" any other suitable name as may be available with MCA as may be approved.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any of its duly constituted Committee), be and are hereby severally authorised to do all such acts, deeds, matters and things and to authorize / depute / delegate / appoint any official of the Company/consultants/lawyers as may be required and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable without being required to seek any further consent or approval of the Members and the approval of the Members shall be deemed to have given thereto by the authority of this Resolution.

10. **Alteration of the Object Clause of the Memorandum of Association of the Company:**

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

“RESOLVED THAT pursuant to the provisions of sections 4, 13 and 15 and other applicable provisions, if any, of the Companies Act, 2013 (“The Act”) read with the Companies (Incorporation) Rules, 2014 and other applicable rules and regulations made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, permissions and sanction of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded for effecting alterations in the existing Object Clause of the Memorandum of Association (“the MOA”) of the Company in the following manner:

The existing Main Objects of Clause III (A) be altered by replacing the same with the following new Clause III(A) as under:

1. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods and commodities on retail as well as on wholesale basis in India or elsewhere.
2. To carry on the business as exhibitors of various goods, services and merchandise and to undertake the necessary activities to promote sales of goods, commodities, services and merchandise manufactured/dealt with/provided by the Company.
3. To act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockiest, liasioner, export house of goods, merchandise and services of all grades, commodities, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof, on retail as well as on wholesale basis and to provide support services and consultancy services.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolutions as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the board to secure any further consent or approval of the members of the Company.”

11. Reclassification of persons forming part of the Promoter Group from ‘Promoter Group’ Shareholder to ‘Public’ Shareholder:

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

“RESOLVED THAT in accordance with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI (LODR) Regulations, 2015’) (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to No Objection to be received from Stock Exchange (BSE Limited) and subject to necessary approvals from such statutory authorities as may be necessary, the consent of the Members of the Company be and is hereby accorded for reclassification the following person forming part of Promoter Group Shareholder (hereinafter referred to as the (“Outgoing Promoter Group” Shareholder) from “Promoter Group” Shareholder to “Public” Shareholder:

Name of Shareholder	Type	Number of Shares held	% of Paid up Capital
Ms. Shanta Somani	Promoter Group	Nil	Nil

RESOLVED FURTHER THAT pursuant to provisions of Regulation 31A of SEBI (LODR) Regulations, 2015, the above named Outgoing Promoter Group Shareholder has confirmed that he shall not :

- hold more than 10% of the fully paid up equity share capital and voting rights of the Company.;
- exercise control over the affairs of the Company, directly or indirectly;
- have any special rights through formal or informal arrangements including through any shareholder

- agreements, if any, granting special rights to him shall be terminated;
- be represented on the Board of Directors (including not having a nominee director) of the Company;
- act as a key managerial personnel in the Company;

and shall at all times from the date of such reclassification, continue to comply with conditions mentioned under sub regulation (4) of Regulation 31A of SEBI (LODR) Regulations, 2015, post reclassification from “Promoter Group” Shareholder to “Public” Shareholder;

RESOLVED FURTHER THAT as required under the provisions of Regulation 31A of SEBI (LODR) Regulations, 2015, the above-mentioned the Outgoing Promoter Group Shareholder has further confirmed that he is neither a ‘wilful defaulter’ as per the Reserve Bank of India Guidelines nor a fugitive economic offender;

RESOLVED FURTHER THAT Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient in this regard as per the applicable laws and make all necessary filings and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubt that may arise in this behalf and to represent before such authorities as may be required and to do and perform all such acts, deeds and things as may be required to give effect to the above resolution.”

BY ORDER OF THE BOARD

Sd/-

Bhawna Rajput

Company Secretary & Compliance Officer

Registered Office:

5, KUMUDAPARTMENT CHS. LTD.,

KARNIK ROAD, CHIKAN GHAR,

KALYAN, DIST. THANE -421301

DATE: AUGUST 12, 2025

Notes:

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") with respect to the special business(es) as set out in the Notice is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA") vide its relevant Circulars issued during the years 2020, 2021, 2022 and 2023 permitted the conduct of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. The same has been acknowledged by the Securities and Exchange Board of India vide its relevant Circulars issued during the years 2020, 2021, 2022 and 2023. The deemed venue for the AGM shall be the Corporate Office of the Company. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM.
3. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars / SEBI Circulars through VC / OAVM, physical attendance of Members has 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.
6. The Annual Report along with Notice of the AGM including general guidelines for participation at the AGM through VC/OAVM, procedure for remote e-voting and e-voting during the AGM, is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depository. The same has also been uploaded on the website of the Company, i.e. [https:// thechemopharmalaboratoriesltd.com/](https://thechemopharmalaboratoriesltd.com/) In accordance with the applicable circulars, copy of the Annual Report is being sent only through emails to the Members of the Company. Members who have not registered their e-mail addresses are requested to register the same with the Company or with the RTA/ respective Depository Participant(s).
7. Pursuant to applicable Circulars, the shareholders who have not submitted their email addresses and in consequence to whom the Notice of AGM along with Annual Report could not be serviced, may temporarily get their e-mail addresses registered with the Company's Registrar and Share Transfer Agent, Purva Sharegistry (India) Pvt. Ltd, or with the Company by sending an e-mail before the date of AGM at chemopharmalaboratorieslimited@gmail.com. Post successful registration of the e-mail address, the shareholder would get soft copy of Notice of AGM along with Annual Report with user-id and the password to enable e-voting for AGM. In case of any queries, shareholder may write to the Company at chemopharmalaboratorieslimited@gmail.com or to Registrar and Transfer Agent.
8. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants, by following the due procedure.
9. Those shareholders who have already registered their e-mail address are requested to keep their e-mail

addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Purva Sharegistry (India) Pvt. Ltd, to enable servicing of notices / documents / annual Reports electronically to their e-mail address.

10. Members are requested to notify immediately, the information regarding change of address and bank particulars to their respective Depository Participant.
11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and other necessary registers and documents will be available for inspection by the members on request by sending an e-mail to the company on chemopharmalaboratorieslimited@gmail.com.
12. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
13. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
14. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
15. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
16. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
17. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
18. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
19. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote.
20. Institutional /Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a

scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting/ e-voting means at the time of AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to csarvindsudra@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.

21. Since the AGM will be held through VC/OAVM in accordance with the applicable Circulars, the route map is not attached to this Notice.
22. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at <https://www.thechemopharmalaboratoriesltd.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
23. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
24. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.
25. E-Voting:

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 in relation to "e-voting facility provided by Listed entities, the Members are provided with the facility to cast their vote electronically. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Company has appointed Mr. Arvind Sudra from M/s Arvind Sudra & Associates, Practicing Company Secretary firm as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

- i) The remote e-voting period will commence on Sunday, 21st September, 2025 (9:00 a.m.) and will end on Tuesday, 23rd September, 2025 (5:00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, 17th September, 2025, may cast their vote by remote e-voting. The remote e-voting module will be disabled by CDSL for voting thereafter.
- ii) The voting rights of Members shall be in proportion of their holding in the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, 17th September, 2025.
- iii) Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to vote. If a person was a Member on the date of the Book Closure as aforesaid but has ceased to be a Member on the cut-off date, he/she shall not be entitled to vote. Such person should treat this notice for information purpose only.
- iv) The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and shall not

later than two working days from the conclusion of the Annual General Meeting, make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- v) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company, www.thechemopharmalaboratoriesltd.com and on the website of CDSL e-Voting immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to BSE Limited.

26. Mr. Arvind Sudra (C.P. No. 26913) Proprietor of M/s Arvind Sudra & Associates, Practicing Company Secretaries, have been appointed as Scrutinizer to scrutinize the E voting process (including electronic voting at AGM) in fair and transparent manner. The Scrutinizers will submit their consolidated report on voting within two working days of the conclusion of AGM to the Chairman or his authorised person and the Chairman or his authorised person shall announce the voting results after receipt of the Scrutinizers' report. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.thechemopharmalaboratoriesltd.com/> and on the website of CDSL immediately and communicated to the BSE.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on September 21, 2025 (9:00 AM) and ends on September 23, 2025 (05:00 PM). 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 September 16, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdsiindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdsiindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdsiindia.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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services 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-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is 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 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will

Type of shareholders	Login Method
	<p>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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
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 toll free no. 1800 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant CHEMO PHARMA LABORATORIES LIMITED on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; chemopharmalaboratorieslimited@gmail.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance from Friday, 29th August, 2025 (09:30 a. m.) till Friday, 5th September, 2025 (05:00 p. m.) (mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at companysecretary@uniabex.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM 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 system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

REGISTRATION / UPDATING OF EMAIL IDS AND BANK DETAILS

Members are requested to support the “Green Initiative” by registering their Email address with the Company, if not already done.

Those Members who have changed their Email ID are requested to register their new Email ID with the Company in case the shares are held in physical form and with the Depository Participant where shares are held in Demat mode.

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is required to maintain Bank details of its Members for the purpose of payment of Dividends etc. Members are requested to register / update their bank details with the Company in case shares are held in physical form or with their Depository Participants as well as the Company where shares are held in dematerialized mode, to enable expeditious credit of the dividend to their bank accounts electronically.

Explanatory statement in terms of Section 102 of the Companies Act, 2013**Item 2:**

The Board at its meeting held on 16th April, 2025 appointed Mr. Ruchi Mehta (DIN: 08810586) as Managing Director & Chief Executive Officer (CEO) with effect from Board meeting date pursuant to Section 161 of the Companies Act, 2013 ("the act"). Further, the Company has received consent in writing to act as director and intimation in Form DIR 8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as Director. A brief profile of Mr. Ruchit Mehta, including nature of his expertise, is provided as Annexure-I of this Notice.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Ruchit Mehta, Managing Director & Chief Executive Officer (CEO) of the Company for a period of 5 years effective from conclusion of AGM, on the terms and conditions of appointment and remuneration as approved by the Board of Directors through the said Resolution No. 01 for approval by the members of the Company.

Terms and conditions are enumerated below:

1. Tenure of appointment of shall be for a period of Five years with effect from conclusion of this AGM.
2. Remuneration
 - (i) Salary : Rs. 30,000/- per month.
 - (ii) Contribution to Provident Fund and Superannuation Fund, as per Rules of the Company.
 - (iii) Annual Performance Bonus/Incentive, if any, based on the performance criteria as laid down by or approval by Board.
 - (iv) Leave encashment shall be as per Rules of Company.
 - (v) In the event of loss or inadequacy of profits in any financial year during the tenure of services of Managing Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company other than Mr. Ruchit Mehta, are concerned or interested, financially or otherwise, in the resolution.

Item 3:

The Board at its meeting held on 16th April, 2025 appointed Mr. Utsav Trivedi (DIN: 10720143) as Executive Director & Chief Financial Officer (CFO) with effect from Board meeting date pursuant to Section 161 of the Companies Act, 2013 ("the act"). Further, the Company has received consent in writing to act as director and intimation in Form DIR 8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as Director. A brief profile of Mr. Utsav Trivedi, including nature of his expertise, is provided as Annexure-II of this Notice.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Utsav Trivedi, Executive Director & Chief Financial Officer (CFO) of the Company for a period of 5 years effective from conclusion of AGM, on the terms and conditions of appointment and remuneration as approved by the Board of Directors through the said Resolution No. 01 for approval by the members of the Company.

Terms and conditions are enumerated below:

1. Tenure of appointment of shall be for a period of Five years with effect from conclusion of this AGM.
2. Remuneration
 - (i) Salary : Rs. 20,000/- per month.
 - (ii) Contribution to Provident Fund and Superannuation Fund, as per Rules of the Company.
 - (iii) Annual Performance Bonus/Incentive, if any, based on the performance criteria as laid down by or approval by Board.
 - (iv) Leave encashment shall be as per Rules of Company.
 - (v) In the event of loss or inadequacy of profits in any financial year during the tenure of services of Managing Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company other than Mr. Ruchit Mehta, are concerned or interested, financially or otherwise, in the resolution.

Item 4:

Ms. Sarvagya Goel (DIN: 10622443), was appointed as an Additional Non-Executive Independent Director of the Company on the board of the Company by the directors in their Board Meeting held on 16th April, 2025, with effect from such Board meeting. In accordance with the provisions of Section 161 of Companies Act, 2013, read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Ms. Sarvagya Goel shall hold office upto next general meeting and is eligible to be regularized as a Non-Executive Independent Director for a term up to five years. A brief profile of Ms. Sarvagya Goel, including nature of her expertise, is provided as Annexure-III of this Notice.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for appointment of Ms. Sarvagya Goel (DIN: 10622443) from Additional Non-Independent Director to Non-Executive Independent Director of the Company for a term up to 5 years with effect from 16th April, 2025. The Company has also received a declaration from her declaring that she meets the criteria of independence as provided under Section 146(9) of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company, are concerned or interested, financially or otherwise, in the resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

Item 5:

Ms. Shilpy Chopra (DIN: 07161915), was appointed as an Additional Non-Executive Independent Director of the Company on the board of the Company by the directors in their Board Meeting held on 16th April, 2025, with effect from such Board meeting. In accordance with the provisions of Section 161 of Companies Act, 2013, read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Ms. Shilpy Chopra shall hold office upto next general meeting and is eligible to be regularized as a Non-Executive Independent Director for a term up to five years. A brief profile of Ms. Shilpy Chopra, including nature of her expertise, is provided as Annexure-IV of this Notice.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the

members of the Company is required for appointment of Ms. Shilpy Chopra (DIN: 07161915) from Additional Non-Independent Director to Non-Executive Independent Director of the Company for a term up to 5 years with effect from 16th April, 2025. The Company has also received a declaration from her declaring that she meets the criteria of independence as provided under Section 146(9) of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company, are concerned or interested, financially or otherwise, in the resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

Item 6:

Ms. Simran Utsav Trivedi (DIN: 10719879), was appointed as an Additional Non-Executive Independent Director of the Company on the board of the Company by the directors in their Board Meeting held on 31st December, 2024, with effect from such Board meeting. In accordance with the provisions of Section 161 of Companies Act, 2013, read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Ms. Simran Utsav Trivedi shall hold office upto next general meeting and is eligible to be regularized as a Non-Executive Independent Director for a term up to five years. A brief profile of Ms. Simran Utsav Trivedi, including nature of her expertise, is provided as Annexure-V of this Notice.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for appointment of Ms. Simran Utsav Trivedi (DIN: 10719879) from Additional Non-Independent Director to Non-Executive Independent Director of the Company for a term up to 5 years with effect from 31st December, 2024. The Company has also received a declaration from her declaring that she meets the criteria of independence as provided under Section 146(9) of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company, are concerned or interested, financially or otherwise, in the resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members.

Item 7:

In terms of provisions of Section 204 of the Companies Act, 2013, and relevant rules thereunder, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a Practicing Company Secretary.

The Board of Directors of the Company had appointed M/s Arvind Sudra & Associates, Practicing Company Secretary, as Secretarial Auditor of the Company for the financial year ended 31st March, 2026. The amended regulations require companies to obtain shareholders' approval for appointment of Secretarial Auditor on the basis of recommendation of the Board of Directors. Further, such Secretarial Auditor must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified by SEBI. M/s. Arvind Sudra & Associates, Company Secretaries, is a sole proprietorship firm of Company Secretaries, registered with the Institute of Company Secretaries of India (ICSI). The firm is led by Mr. Arvind Sudra, a qualified Company Secretary and the Proprietor, supported by a team of experienced and competent professional.

The Board of Directors, on the recommendation of the Audit Committee, has proposed the appointment of M/s Arvind Sudra & Associates, Company Secretary in Practice having Peer Review Certificate No – 5651/2024, holding Membership No. 19191 and Certificate of Practice No. 26913, as the Secretarial

Auditor of the Company for a term of five consecutive financial years commencing from FY 2025-26 to FY 2029-30, to conduct the secretarial audit of the Company as prescribed under the Act and the rules made thereunder .

The Board of Directors, in consultation with the Audit Committee, may decide remuneration, in such a manner and to such an extent as may be mutually agreed with the Secretarial Auditors.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the resolution set out at the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

Item 8:

M/s. S S R V & Associates, Chartered Accountants (FRN: 135901W), Mumbai were appointed u/s 139 as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Sanjay Rane & Associates LLP, Chartered Accountants (Firm Registration No. 121089W/W100878).

M/s. S S R V & Associates, Chartered Accountants (FRN: 135901W), is to be appointed as Statutory Auditors of the Company from this Annual General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the Annual General Meeting held for financial year ending on 31st March 2030, subject to ratification as to the said appointment at Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2026 on such remuneration as may be fixed by the Board of Directors in consultation with them.

Further, the Company has received consent and eligibility certificate from M/s. S S R V & Associates, Chartered Accountants, Mumbai (FRN: 135901W), to the effect that their appointment, if made, would be in accordance with the Companies Act, 2013 and the Rules framed there under and that they satisfy the criteria provided in section 141 of the Companies Act, 2013. The Members are requested to consider appointment of M/s. S S R V & Associates, Chartered Accountants, Mumbai for the office of the Statutory Auditors of the Company to hold the office from the conclusion of this Meeting. Annual General Meeting till the conclusion of the Annual General Meeting for the financial year ending on 31st March, 2030. The Board recommends the appointment of the Statutory Auditor of the Company for the period of five years and to pass the resolution as set out in Item No. 8 of the Notice as Ordinary Resolution(s).

Item 9: Change of name of the Company:

Post Open Offer, new management of the Company has decided to venture into trading activities of all kinds of goods / commodities on retail as well as on wholesale basis in India or elsewhere. To start the trading activities, the existing name has to suitably modify/alter its name which reflect its amended main object of memorandum of association in order to incorporate new activity of the company and has to adopt the suitable name to reflect the main activity of the company more dominantly. The management is of the opinion that trading business will unlock greater growth and long-term sustainable value creation in both India and international markets.

In view of the above, the Company had made an application for reservation of name for change of name of the Company from “CHEMO PHARMA LABORATORIES LIMITED” to “STARSOURCE MULTITRADE LIMITED”. The name approval from the Ministry of Corporate Affairs has been received on 20th August, 2025 informing no objection with respect to the proposed change in the name of the Company.

The Board of Directors on August 12, 2025 has approved the change in the name of the Company “Chemo Pharma Laboratories Limited” to “STARSOURCE MULTITRADE LIMITED” and the consequent alterations to the Memorandum of Association and the Articles of Association of the

Company, subject to the approval of the shareholders of the Company by way of special resolution and approvals of requisite statutory, regulatory or governmental authorities, as may be required under applicable laws.

The members may further note that the proposed change in the name of the Company would not result in change of the legal status, constitution of the Company, nor would it affect any rights or obligations of the Company or the members and stakeholders.

The Company has complied with Regulation 45 of the Listing Regulations, to the extent they are applicable, and has also obtained a certificate from a Practicing Chartered Accountant in respect of the same, copy of which is annexed herewith as Annexure VI.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 1.

The Board of Directors recommends the resolution in relation to change of the name of the Company, as set out in Item No. 1 for approval of the members by way of Special Resolution.

Item 10: Alteration of the Object Clause of the Memorandum of Association of the Company:

In order to alter the main object clause of the Memorandum of Association (MOA) after the conclusion of open offer of the company and to include new activities to be undertaken by Company as main object as mentioned in the resolution above, it is proposed to alter objects in the main object clause of the Memorandum of Association of the Company, hence, there is need to alter the present objects mentioned in Main Object Clause III of MOA by changing in the main object Clause of the Memorandum of Association of the Company.

Post Open Offer, new management of the Company has decided to venture into trading activities of all kinds of goods / commodities on retail as well as on wholesale basis in India or elsewhere. To start the trading activities, the existing name has to suitably modify/alter its name which reflect its amended main object of memorandum of association in order to incorporate new activity of the company and has to adopt the suitable name to reflect the main activity of the company more dominantly. The management is of the opinion that trading business will unlock greater growth and long-term sustainable value creation in both India and international markets. The alteration in the Object Clause of the Memorandum of Association as set out in the Resolution is to facilitate diversification into trading activities of all kind of goods

To enable the Company to commence the aforesaid new business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company as stated in the Resolution in the annexed notice which would be subject to the approval of Members.

The Board has approved alteration of the object clause of MOA of the Company and the Board now seeks Members' approval for the same through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolutions and except to the extent of their respective interest as shareholders of the Company.

The Board commends the passing of the resolution set out at Item No. 10 for the approval of the Members of the Company by a Special Resolution.

Item 11: Shifting of Registered Office from the State of Maharashtra to State of Gujarat:

The Registered Office of the Company is presently located at "5, KUMUD APARTMENT CHS LIMITED, KARNIK ROAD CHIKAN GHAR, KALYAN, THANE - 421301, MAHARASHTRA, INDIA. To exercise better administrative and economic control and enable the Company to rationalize and streamline its

operations as well as the management of affairs, the Board of Directors of the Company in its meeting held on 12th August, 2025, has recommended shifting the Registered Office of the Company from the State of Maharashtra to the State of Gujarat. The shifting of the Registered Office from the State of Maharashtra to the State of Gujarat is in the best interest of the Company, shareholders and all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees, in any manner whatsoever.

Pursuant to the provisions of Section 12, 13, and all other applicable provisions, if any, of the Act read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association (the "MOA") of the Company requires the approval of the members of the Company by means of a Special Resolution and approval of the Central Government (power delegated to Regional Director).

In light of the above facts, the approval of the members is sought for shifting the Registered Office of the Company from the State of Maharashtra to the State of Gujarat and consequently for altering Clause II of the MOA.

Copy of the existing MOA, copy indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, free of cost, at the Registered Office of the Company during 11:00 AM and 5:00 PM on all working days (Monday-Friday), up to and including the day of Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the Special Resolution set out in notice except to the extent of their shareholding in the Company, if any.

The Board recommends the resolution to the Members for their consideration and approval.

Item 12: Reclassification of persons forming part of the Promoter Group from 'Promoter Group' Shareholder to 'Public' Shareholder:

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI (LODR) Regulations, 2015'), has provided a regulatory mechanism for reclassification of Promoter or Promoter Group Shareholder to 'Public' Shareholder.

The Board of Directors had received an application dated August 11, 2025 from Ms. Shanta Somani, ("Outgoing Promoter Group" Shareholder) forming part of Promoter Group Shareholder holding NIL (0.00%) equity shares to re-classify himself as Public Shareholder.

The Board of Directors vide resolution passed at the meeting dated August 22, 2025 took note of above application and granted their consent to proceed with the process of reclassification of status of Ms. Shanta Somani ("Outgoing Promoter Group" Shareholder) from "Promoter Group" Shareholder to "Public" Shareholder subject to necessary approvals from the stock exchanges where the shares of the Company are listed and further subject to approval of shareholders of the Company and other appropriate statutory authorities, as may be necessary.

A certified true copy of the resolution passed by the Board of Directors at their meeting held on August 22, 2025 is enclosed as Annexure VII.

The Company will apply to the Stock Exchange (BSE Limited) for getting No Objection for reclassification of Ms. Shanta Somani, ("Outgoing Promoter Group" Shareholder) from Promoter Group Shareholder to Public Shareholder.

Details of Outgoing Promoter Group Shareholder are as follows:

Name of Shareholder	Type	Number of Shares held	% of Paid up Capital
Ms. Shanta Somani	Promoter Group	Nil	Nil

Vide the application of Ms. Shanta Somani (“Outgoing Promoter Group” Shareholder), he has confirmed that he:

- Does not holding more than 10% of the fully paid-up equity share capital and voting rights of the Company;
- Does not exercise control over the affairs of the listed entity directly or indirectly
- Does not have any special rights through formal or informal agreements and shareholding agreements, if any, granting special rights to him shall be terminated;
- Does not represented on the Board of Directors (including as a nominee director) of the Company;
- Does not act as a key managerial personnel in the Company;

and shall at all times from the date of such reclassification, continue to comply with conditions mentioned under Regulation 31A of SEBI (LODR) Regulations, 2015, post reclassification from “Promoter Group” Shareholder to “Public” Shareholder.

Further, the Outgoing Promoter Group Shareholder has confirmed in his individual capacity that he is neither a ‘wilful defaulter’ as per the Reserve Bank of India Guidelines nor a fugitive economic offender.

Further, board confirms that the Company post this reclassification:

- will be compliant with the requirement for minimum public shareholding as required under Regulation 38 of SEBI (LODR) Regulations, 2015;
- Trading in Company’s shares has not been suspended by stock exchanges and
- The Company does not have any outstanding dues to the Securities and Exchange Board of India, the stock exchanges or depositories.

The Board recommends the resolution set out at Item No. 12 of the Notice for approval by the Members by way of a Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

BY ORDER OF THE BOARD

Bhawna Rajput

Sd/-

Company Secretary & Compliance Officer

Registered Office:

5, KUMUDAPARTMENT CHS. LTD.,

KARNIK ROAD, CHIKAN GHAR,

KALYAN, DIST. THANE -421301

DATE: AUGUST 12, 2025

‘ANNEXURE I’

Additional Information of Director seeking appointment/reappointment at the 83rd Annual General Meeting [Pursuant to Secretarial Standards-2 and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Mr. Ruchit Mehta
Director Identification Number	08810586
Date of Birth	16-11-1990
Nationality	Indian
Date of Appointment on Board	16-04-2025
Shareholding in the Company	NIL
Expertise in specific functional area	Consultancy Business and Management
List of Directorships held in other Companies	1. ALPHATONE MULTITRADE LIMITED 2. ATIBHAAGRISEEDS PRIVATE LIMITED 3. SEJ REAL ESTATE PRIVATE LIMITED
Memberships/ Chairmanships of committees across all companies	NA
Relationship with other Directors / Key Managerial Personnel	NA

‘ANNEXURE II’

Additional Information of Director seeking appointment/reappointment at the 83rd Annual General Meeting [Pursuant to Secretarial Standards-2 and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Mr. Utsav Trivedi
Director Identification Number	10720143
Date of Birth	03-09-1999
Nationality	Indian
Date of Appointment on Board	16-04-2025
Shareholding in the Company	NIL
Expertise in specific functional area	Accounting, Finance and Management
List of Directorships held in other Companies	1. EAGLE ALLOYS PRIVATE LIMITED 2. ATIBHAAGRISEEDS PRIVATE LIMITED
Memberships/ Chairmanships of committees across all companies	NA
Relationship with other Directors / Key Managerial Personnel	NA

‘ANNEXURE III’

Additional Information of Director seeking appointment/reappointment at the 83rd Annual General Meeting [Pursuant to Secretarial Standards-2 and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Ms. Sarvagya Goel
Director Identification Number	10622443
Date of Birth	03-07-1992
Nationality	Indian
Date of Appointment on Board	16-04-2025
Shareholding in the Company	NIL
Expertise in specific functional area	Company Law, corporate governance, and secretarial compliance
List of Directorships held in other Companies	NA
Memberships/ Chairmanships of committees across all companies	NA
Relationship with other Directors / Key Managerial Personnel	NA

‘ANNEXURE IV’

Additional Information of Director seeking appointment/reappointment at the 83rd Annual General Meeting [Pursuant to Secretarial Standards-2 and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Ms. Shilpy Chopra
Director Identification Number	07161915
Date of Birth	11-12-1980
Nationality	Indian
Date of Appointment on Board	16-04-2025
Shareholding in the Company	NIL
Expertise in specific functional area	Compliance, Legal Matter
List of Directorships held in other Companies	1. TRADEWELL HOLDINGS LIMITED 2. INTEC CAPITAL LIMITED 3. CRANEX LIMITED
Memberships/ Chairmanships of committees across all companies	NA
Relationship with other Directors / Key Managerial Personnel	NA

‘ANNEXURE V’

Additional Information of Director seeking appointment/reappointment at the 83rd Annual General Meeting [Pursuant to Secretarial Standards-2 and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Ms. Simran Utsav Trivedi
Director Identification Number	10719879
Date of Birth	02-02-1996
Nationality	Indian
Date of Appointment on Board	31-12-2024
Shareholding in the Company	NIL
Expertise in specific functional area	Finance, Taxation
List of Directorships held in other Companies	EAGLE ALLOYS PRIVATE LIMITED
Memberships/ Chairmanships of committees across all companies	NA
Relationship with other Directors / Key Managerial Personnel	NA

'ANNEXURE VI'


S S R V & Associates
 Chartered Accountants

To,
 The Board of Directors,
Chemo Pharma Laboratories Limited
 5-Kumud Apartment Co. Op. Hsg. Soc. Ltd.,
 Karnik Road, Chikan Ghar, Kalyan,
 Dist. Thane – 421301.

Sub.: Practicing Chartered Accountant's Certificate pursuant to Regulation 45(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended.

Background

- CHEMO PHARMA LABORATORIES LIMITED**, a Company incorporated under the Companies Act, 1956 (CIN: L99999MH1942PLC003556) (The Company) incorporated on **August 17, 1942** and having its Registered Office at **5-Kumud Apartment Co. op. Hsg. Soc. Ltd., Karnik Road, Chikan Ghar, Kalyan, Dist. Thane - 421301**. The Equity shares of the Company are listed on BSE Limited.

Purpose of Issue of the Certificate

- We have been requested by the management of the Chemo Pharma Laboratories Limited ("the Company") to issue a certificate certifying the compliance of with conditions prescribed under Sub-Regulation (1) of Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 ("Regulation") for change of the name of the Company from "Chemo Pharma Laboratories Limited- to "Starsource Multitrade Limited", subject to shareholders and other statutory approvals.

Regulation 45(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called 'the Listing Regulations') as amended up-to date requires the Company to include a certificate from a practicing chartered accountant stating compliance with conditions provided in Regulation 45(1) of the Listing Regulations in the Explanatory Statement to the Notice seeking shareholders' approval for change in name.

Management Responsibility

- The management of the Company is responsible for the preparation and maintenance of all accounting and other records and documents supporting the particulars, as mentioned in this certificate. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statement and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.
- The management is also responsible for ensuring that the Company complies with the requirements of the Regulation.

Practitioner's Responsibility

- Our responsibility is to provide a reasonable assurance, based on the procedures performed and evidence obtained, as to whether anything has come to our attention that causes to believe that the particulars as mentioned in this certificate is not in accordance with the underlying supporting documents maintained by the Company.
- We conduct our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.



609, B-Wing, Express Zone, Off. Western Express Highway, Malad (E), Mumbai - 400 097. Maharashtra
 E-mail: ssrvandassociates@gmail.com, ssrvandassociates@ssrv.in | Tel: 022-47818886,87,88,89

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control of Firms that perform Audits and Review of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on the procedures performed as outlined above and the representations provided to us, and on the basis of information and explanations provided to us by the management, we are of the opinion as follows in terms of clauses specified in Regulation 45(1) of the Listing Regulations:

Regulation	Particulars	Our Opinion
45(1)(a)	Time period of at least one year has elapsed from the last name change.	N.A. as no name change has been done in last one year period.
45(1)(b)	At least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name.	N.A. since there is no change in activity of the company in preceding one year on standalone basis. However, The Company will change in activities post change of its name and object.
45(1)(c)	The amount invested in the new activity/project (fixed assets + advances+ work in progress) is at least fifty percent of the assets of the listed entity.	N.A. since there is no change in activity/project of the company in preceding one year on standalone basis except as per Note 1.

Note 1: The revenue of the Company in last four year from its prior business activities or new business activities is NIL since last four years. The Company has only other income from its investments.

As per the Explanation of the Regulation 45(1)

- (i) "Assets" of the listed entity means the sum of Fixed Assets, Advances, Work in Progress/Inventories, Investments, Trade Receivables, Cash & Cash Equivalents
(ii) "Advances" shall include only those amounts extended to contractors and suppliers towards execution of the project, specific to new activity as reflected in the new name.

Restrictions on use

8. The Certificate is addressed to and provided to the management of the Company and they can include it in explanatory statement of the Notice of the General Meeting or Postal Ballot and any submission to the Stock Exchange(s), Depositories and other statutory authorities for obtaining the approval, as may be required and should not be used by any other person. Accordingly, we do not accept or assume any liability or any duty of care for any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. This Certificate is issued in terms of the request of the Company for the proposed change of name of the Company in so far as compliance with Regulation 45(1) of the Listing Regulations is concerned.

For S S R V & Associates
Chartered Accountants
Firm Reg. No.: 135901W

CA Vishnu Kant Kabra
Partner
Membership No.: 403437
Place: Mumbai
Date: 12th August, 2025
UDIN: 25403437BMIPMZ6812



‘ANNEXURE VII’**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON FRIDAY, 22nd AUGUST, 2025 AT 4:00 P.M. AT 5, KUMUD APARTMENT CHS LIMITED, KARNIK ROAD CHIKAN GHAR, KALYAN, THANE-421301**

CONSIDERATION AND APPROVAL OF THE REQUESTS RECEIVED FROM PROMOTER OF THE COMPANY FOR RECLASSIFICATION OF SHAREHOLDING FROM 'PROMOTER & PROMOTER GROUP' CATEGORY TO 'PUBLIC':

The Chairman placed before the Board the joint request letter received from Ms. Shanta Somani belonging to Promoter and Promoter Group, dated August 11, 2025 and their shareholding in the Company as on date is NIL.

Further, they informed the Board that applicant do not have any direct or indirect control over the affairs of the Company or control over any decision-making process of the Company and they are not holding any position as Director or KMP in the Company, hence made request for the re-classification from "Promoter & Promoter Group" to "Public".

Also, they have mentioned in their application that they satisfy all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In view of the provisions of Regulation 31 A of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof for the time being in force members of the Board considered and reviewed the request received and were of the view that that application for reclassification from Promoter & Promoter Group to Public be approved.

Application be made by the Company to BSE Limited and/or to any other regulatory authorities for their approval, as may be necessary.

Members of the Board then passed the following resolutions unanimously and recommended the same for approval by Bombay Stock Exchange:

"RESOLVED THAT pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to approval from the BSE Limited and/or such other regulatory authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the approval of the Board be and is hereby accorded to the reclassification of Ms. Shanta Somani (hereinafter referred to as "applicant"), from the "Promoter and Promoter Group" Category to the "Public" Category in the shareholding of the Company since they are not holding more than 10% of the total voting rights and not having any direct or indirect control over the affairs of the Company.

RESOLVED FURTHER THAT the Board of Directors hereby takes note that as required under the provisions of Regulation 31(A)(3)(b) of SEBI LODR Regulations, the Outgoing Promoter Group Shareholder has confirmed that he shall not:

- a. hold more than 10% of the fully paid-up equity share capital and voting capital of the Company;
- b. exercise control over the affairs of the listed entity directly or indirectly
- c. have any special rights through formal or informal agreements and shareholding agreements, if any, granting special rights to him shall be terminated;
- d. be represented on the Board of Directors (including as a nominee director) of the Company;
- e. act as a key managerial personnel in the Company;

and shall at all times from the date of such reclassification, continue to comply with conditions mentioned Regulation 31A of SEBI (LODR) Regulations, 2015 post reclassification from "Promoter & Promoter Group" to "Public";

RESOLVED FURTHER THAT the Board of Directors hereby takes note that as required under the provisions of

‘ANNEXURE VII’

Regulation 31(A)(3)(b) of SEBI LODR Regulations, the above-mentioned the Outgoing Promoter Group Shareholder has further confirmed in his individual capacity that he is neither a ‘willful defaulter’ as per the Reserve Bank of India Guidelines nor a fugitive economic offender;

RESOLVED FURTHER THAT pursuant to provisions of 31A(3)(c) of SEBI LODR Regulations, the Board of Directors hereby confirms that:

- (i) the Company is and post reclassification will be compliant with the requirement for minimum public shareholding as required under Regulation 38 of SEBI LODR Regulations;
- (ii) Trading in Company’s shares has not been suspended by stock exchanges;
- (iii) The Company does not have any outstanding dues to the Securities and Exchange Board of India, the stock exchanges or depositories;

RESOLVED FURTHER THAT on approval of the application for reclassification of the applicants by the BSE Limited and/or such regulatory authorities, as may be required, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 20 II, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions, if any.

RESOLVED FURTHER THAT any of the Director and the Company Secretary of the Company, be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings/application to BSE Limited, seeking approvals from BSE Limited and/or such regulatory authorities, as may be required, and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions without requiring the Board to secure any further consent or approval of the members of the Company."

//Certified True Copy//

FOR CHEMO PHARMA LABORATORIES LIMITED

Bhawna Rajput

Sd/-

Company Secretary & Compliance Officer

BOARD'S REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS

TO,
THE MEMBERS OF
M/S. CHEMO PHARMA LABORATORIES LIMITED

The Board of Directors take pleasure in presenting the Eighty Third Annual Report together with the Audited Financial Statements for the year ended 31st March, 2025. The Management Discussion and Analysis has also been incorporated into this report.

1. OVERVIEW:

The Financial Statements have been prepared provisions of Section 129 read with Schedule III of Companies Act, 2013 and in accordance with the Indian Accounting Standards under the Companies (Indian Accounting Standards) Rules, 2015 and under Section 133 of the said Act read with Rule 3 of the Companies (Indian Accounting Standard) Rules, 2015 and Companies (Indian Accounting Standard) Accounting Rules, 2016. Our management accepts responsibility or the integrity and objectivity of these financial statements, as well as for various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, so that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present our state of affairs, profits and cash flows for the year.

2. FINANCIAL RESULTS:

Particulars	31/03/2025 (Amount in Thousand)	31/03/2024 (Amount in Thousand)
Income		
- Revenue from Operations	-	-
- Other Income	6198.43	18381.98
Profit Before Tax and Depreciation	5035.14	16518.20
Less: Depreciation	54.48	82.71
Profit After Depreciation but Before Tax	4980.66	16435.49
Less: Tax Expenses for the Current Year	1993.30	1662.36
Less: Tax Expenses Adjustment Previous Year	-	3.94
Less: Deferred Tax Expenses/(Incomes)	(434.69)	1687.74
Less: MAT Credit Entitlement	-	1077.70
Profit After Tax	3422.05	12003.96
Earning Per Share (Nominal Value of Share Rs. 10/-) Basic & Diluted	2.28	8

3. DIVIDEND:

In order to conserve funds for the business of the Company, the Board of Directors do not recommend any dividend for the financial year 2024-2025.

4. SHARE CAPITAL:

The paid-up Equity Share Capital as on 31st March, 2025 was Rs. 1.5 Crore. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

5. INDUSTRY STRUCTURE AND DEVELOPMENTS

The Board of Directors of the Company are exploring new business opportunities.

6. OUTLOOK, OPPORTUNITIES AND THREATS:

The Board of Directors of the Company perceive the outlook of the Company with optimism.

7. RISK AND CONCERN:

The Company has adopted Risk Management Policy as per Section 134 (3) (n) of the Companies Act, 2013. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk policy defines the risk management approach which helps in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for business segments. The detailed risk management policy has been hosted on the website of the Company. There are no perceived risks in the present activity.

8. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has in place well defined and adequate internal controls commensurate with the size of the Company and the same were operating effectively throughout the year.

The Company has an in-house Internal Audit Function (IA). To maintain its objectivity and independence, the IA Department evaluates the efficacy and adequacy of internal control system, its compliance with operating systems and policies of the Company and accounting procedures at all locations of the Company. Based on the report of IA function, process owners undertake corrective action in their respective areas and thereby strengthening the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

The Company has in place adequate internal financial controls commensurate with the size, scale and complexity of its operations. The Company has policies and procedures in place of ensuring proper and efficient conduct of the business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial information.

Pursuant to Section 138 of the Companies Act, 2013, the Company has appointed M/s. Sarda Soni Associates LLP, Chartered Accountants as an Internal Auditor of the Company. Pursuant to Section 134 (5) (e) of the Companies Act, 2013, the Board of Directors has adopted Internal Financial Control Policy, which has also been hosted on website of Company.

9. DETAILS OF DIRECTORS & KEY MANAGERIAL PERSONNEL APPOINTED/RESIGNED DURING THE YEAR:

Appointment of Shri. Ruchit Mehta (Din: 8810586) as an Additional Director of the Company and designated as Managing Director and Chief Executive Officer of the Company w.e.f. 16th April, 2025 subject to approval of Shareholders of the Company

Appointment of Shri. Utsav Trivedi (Din:10720143) as an Additional Director of the Company and designated as Chief Financial Officer of the Company w.e.f. 16th April, 2025 subject to approval of Shareholders of the Company

Appointment of Ms. Sarvagya Goel (Din: 10622443) as an Additional Director of the Company and designated as Non-Executive Independent Director of the Company w.e.f. 16th April, 2025 subject to approval of Shareholders of the Company

Appointment of Ms. Shilpi Chopra (Din: 07161915) as an Additional Director of Company and designated as Non-Executive Independent Director of the Company w.e.f. 16th April, 2025 subject to approval of Shareholders of the Company

Appointment of CS Bhawna Rajput (ACS-72357) as Company Secretary and Compliance Officer of the Company w.e.f. 16th April, 2025

Mr. Bhavin Sheth Executive Director and Chief Executive Officer of the Company resigned w.e.f. 16th April, 2025

Shri. Ashok Somani Executive Director and Chief Financial Officer of the Company resigned w.e.f. 16th April, 2025.

Mrs. Shanta Somani Non-Executive Director of the Company resigned w.e.f. 16th April, 2025

Shri. Mathura Prasad Sharma, Director of the Company in the category of Non-Executive Independent Director resigned w.e.f. 16th April, 2025

Shri Toby Antony Director of the Company in the category of Non-Executive Independent Director resigned w.e.f. 16th April, 2025

Shri Nandkumar Pareek Director of the Company in the category of Non-Executive Independent Director resigned w.e.f. 16th April, 2025

Mrs. Unnatti Jain (ACS 39639), Company Secretary and Compliance Officer of the Company resigned w.e.f. 16th April, 2025.

Pursuant to the amendments in the Companies (Appointment and Qualification of Directors) Rules, 2014, all the Independent Directors of the Company have registered themselves with the Databank of Independent Directors. The Directors who were not exempted from the requirement of appearing in the online proficiency test, have successfully qualified in the same.

10. INDEPENDENT DIRECTORS:

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) for fulfilment of their responsibilities in a professional and faithful manner and to promote confidence of the investment community, particularly minority shareholders, regulators of the Company.

Independent Directors play an important role in their governance process of the Board. They bring to bear their expertise and experience on the deliberations of the Board. This enriches the decision making process at the Board with different point of view and experiences and prevents conflict of interest in the decision making process.

The appointment of Independent Director is carried out in a structured manner. The Nomination and Remuneration Committee identifies potential candidates based on certain laid down criteria and takes in to consideration the diversity of the Board.

The Independent Directors have been appointed for a fixed tenure of five years from their respective dates of appointment.

None of the Independent Directors serves as "Independent Directors" in more than seven listed entities.

During the year under review, the Independent Directors met on January 31, 2025, inter alia, to discuss:

- (a) Evaluation of the Performance of Non-Independent Directors and the Board of Directors as a whole.
- (b) Evaluation of the Performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- (c) Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
- (d) Other related matters.

The Independent Directors have expressed satisfaction at the robustness of the evaluation process, the Board's freedom to express its views on matters transacted at the meetings and the openness and transparency with which the Management discusses various subject matters specified on the agenda of meetings.

11. INDUCTION PROGRAMME FOR NEW DIRECTORS AND ONGOING FAMILIRIAZATION PROGRAMME FOR EXISTING INDEPENDENT AND NON-INDEPENDENT DIRECTORS:

An appropriate induction programme for new Directors and ongoing familiarization with respect to the business/working of the Company for all Directors is a major contribution for meaningful Board Level deliberations and sound business decisions.

At the time of appointing a Director, a formal letter of appointment is given to him/her which, inter alia, explains his/her role, function, duties and responsibilities and the Board's expectations from him/her as a Director of the Company. The Director is also explained in detail the compliances required from him/her under the Act, SEBI Regulations and other relevant regulations and his/her affirmation taken with respect to the same.

A Presentation is also shared with newly appointed Director giving an overarching perspective of the industry, organizational set-up of the Company, the functioning of various divisions/departments, the Company's market in which it operates, governance and internal control process and other relevant information pertaining to the Company's business.

The above initiatives help the Directors to understand the Company, its business and the regulatory framework in which the Company operates and equips him/her to effectively fulfill his/her role as the Director of the Company.

12. COMPOSITION OF BOARD OF DIRECTORS:

The Company's Board comprises of Six Directors –Two of them are Executive Directors, One is Non-Executive Non-Independent Director and remaining three are Non-Executive Independent Directors. The Chairman of the Board is Executive Director. The number of Non-Executive Independent Directors is 50% of the total strength of the Board.

During the year, there were Five (5) Board Meetings held on 27/05/2024, 29/07/2024, 28/10/2024, 31/12/2024 and 27/01/2025. The attendance of the Directors in the Board Meetings and last Annual General Meeting is given here below-

Name of the Director	Category and Designation	No. of Board Meetings attended during the year	Whether attended last AGM	No. of Directorship in other Limited Companies	No. of Membership of Committees other than the Company	No. of Chairmanship of Committees other than the Company
Mr. Bhavin Sheth	ED	05	Yes	01	Nil	Nil
Mr. Ashok Somani	ED	05	Yes	01	Nil	Nil
Mrs. Shanta Somani	NED	05	Yes	Nil	Nil	Nil
Mr. Mathura Prasad Sharma	ID	05	Yes	Nil	Nil	Nil
Mr. Toby Antony	ID	04	Yes	Nil	Nil	Nil
Mr. Nandkumar Pareek	ID	05	Yes	01	Nil	Nil

Meetings held during the year are expressed as number of meetings eligible to attend.

ED - Executive Director

NED – Non-Executive Director

ID – Independent Director

13. BOARD COMMITTEES:

The Board has constituted the following Committees of Directors:

(a) AUDIT COMMITTEE:

The constitution of Audit Committee meets with the requirements of Section 178 of the Companies Act, 2013.

i. Terms of Reference:

The Audit Committee acts as link between Statutory and Internal Auditor and the Board of Directors. It

assists the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company's statutory and internal audit activities. Majority of the members on the Committee, including the Chairman are Independent Directors. The Committee is governed by a Charter which is in line with the regulatory requirements mandated under Section 177 of the Companies Act, 2013 read with the Rule 6 of The Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Regulations. The terms of reference of the Audit Committee are as follows –

- (1) oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statements is correct, sufficient and credible;
- (2) recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- (3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) changes, if any, in accounting policies and practices and reasons for the same;
 - (c) major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) significant adjustments made in the financial statements arising out of audit findings;
 - (e) compliance with listing and other legal requirements relating to financial statements;
 - (f) disclosure of any related party transactions;
 - (g) modified opinion(s) in the draft audit report;
- (5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate commendations to the board to take up steps in this matter;
- (7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (8) approval or any subsequent modification of transactions of the listed entity with related parties;
- (9) scrutiny of inter-corporate loans and investments;
- (10) valuation of undertakings or assets of the listed entity, wherever it is necessary;
- (11) evaluation of internal financial controls and risk management systems;
- (12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (14) Discussion with internal auditors of any significant findings and follow up there on;
- (15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

- (16) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (18) To review the functioning of the whistle blower mechanism;
- (19) Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (20) Carrying out any other function as is mentioned in the terms of reference of the audit committee;
- (21) Review of Management's discussion and analysis of financial condition and results of operations;
- (22) Review of Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- (23) Review of Management letters / letters of internal control weaknesses issued by the statutory auditors;
- (24) Review Internal audit reports relating to internal control weaknesses; and
- (25) Review the appointment, removal and terms of remuneration of the chief internal auditor;
- (26) Review of Statement of deviations if any; and
- (27) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and any other terms of reference as may be decided by the Board or specified/ provided under the Companies Act, 2013 or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") or by any other regulatory authority.

ii. Composition:

The Audit Committee comprises of three members, all of which are Independent Directors.

Following are the members of the committee:

- | | | |
|------------------------------|---|----------|
| 1. Mr. Nandkumar Pareek | - | Chairman |
| 2. Mr. Toby Antony | - | Member |
| 3. Mr. Mathura Prasad Sharma | - | Member |

The Audit Committee met for Four (4) times during the year i.e. on 27/05/2024, 29/07/2024, 28/10/2024, and 27/01/2025. The attendance of Members at the Audit Committee was as follows:

Name of Director	Category	Meetings during the year 2024-2025	
		Held	Attended
Mr. Toby Antony	Member	4	4
Mr. Mathura Prasad Sharma	Member	4	4
Mr. Nandkumar Pareek	Chairman	4	4

Meetings held during the year are expressed as number of meetings eligible to attend.

iii. The Powers of the Audit Committee include:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

iv. Internal Financial Controls and Governance Process:

- a. Review the adequacy and effectiveness of the Company's system and internal controls.
- b. Review and discuss with the Management, the Company's major financial risk exposures and steps taken by the Management to monitor and control such exposure.
- c. To oversee and review the functioning of vigil mechanism (implemented in the Company as Ethical view Reporting Policy) and to review the findings of investigations into cases of material nature and the actions taken in respect thereof.

All the Members of the Audit Committee possess the requisite qualification for appointment on the Committee and have sound knowledge of finance, accounting practices and internal controls.

The Representative of the Statutory Auditors are permanent invitees to the Audit Committees. They have attended all the Audit Committee Meetings held during the year. The Chief Financial Officer (CFO) attended the meetings of Committee. The Company Secretary is the Secretary to the all the Committee Meetings of the Company.

(b) STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee comprises of three Members all of which are Independent Directors. The Committee is governed by a Charter.

i. Terms of Reference:

The terms of reference of the committee are as follows -

- a) To scrutinize and approve registration of transfer of shares/ debentures/ warrants issued / to be issued by the Company;
- b) To decide all questions and matters that may arise in regard to transmission of shares / debentures / warrants issued / to be issued by the Company;
- c) To approve and issue duplicate shares / debentures / warrants certificates in lieu of those reported lost;
- d) To refer to the Board and any proposal of refusal of registration of transfer of shares / debentures / warrants for their consideration;
- e) To look into Shareholders and investors complaints like transfer of shares, non- receipt of annual reports, non-receipt of declared dividends, etc.;
- f) To delegate all or any of its powers of Officers/ Authorized Signatories of the Company;
- g) To issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- h) To issue and allot debentures, bonds another securities, subject to such approvals as may be required;
- i) To approve and monitor Dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- j) To authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend/interest, change of address for correspondence etc. and to monitor action taken.

ii. Composition:

The constitution and terms of reference of the Stakeholders Relationship Committee is in pursuance of Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178(5) of the Companies Act, 2013.

Following are the members of the committee:

- | | | |
|------------------------------|---|----------|
| 1. Mr. Nandkumar Pareek | - | Chairman |
| 2. Mr. Toby Antony | - | Member |
| 3. Mr. Mathura Prasad Sharma | - | Member |

The Committee met Four (4) times during the year i.e. on 27/05/2024, 29/07/2024, 28/10/2024, and 27/01/2025. The attendance of Members at the Stakeholder Relationship Committee was as follows:

Name of Director	Category	Meetings during the year 2024-2025	
		Held	Attended
Mr. Toby Antony	Member	4	4
Mr. Mathura Prasad Sharma	Member	4	4
Mr. Nandkumar Pareek	Chairman	4	4

Meetings held during the year are expressed as number of meetings eligible to attend.

iii. Powers of the Committee:

The Powers of the Stakeholder Relationship Committee include:

- To approve and monitors transfers, transmission, splitting and consolidation of securities and issue of duplicate certificates by the Company;
- To look into various issues relating to shareholders, including the redressal of Shareholders' and investors' complaints like transfer of shares, non-receipt of Balance Sheet, dividend etc.; and
- To carry out the functions envisaged under the Code of Conduct for Prevention of Insider trading, which is effective from 15th May, 2015.

Details of Investor Complaints Received and Redressed during the year 2024-25 are as follows:

Opening balance	Received during the Year	Resolved during the Year	Closing Balance
0	1	1	0

C NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee is governed by a Charter. The Chairman along with the other members of the Committee are Independent Directors.

i. Terms of Reference :

The terms of reference of the Committee inter alia include the following –

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

ii. Composition:

The Composition of the Committee is composed pursuant to the Section 178 of the Companies Act, 2013.

Following are the members of the committee:

- | | | |
|------------------------------|---|----------|
| 1. Mr. Nandkumar Pareek | - | Chairman |
| 2. Mr. Toby Antony | - | Member |
| 3. Mr. Mathura Prasad Sharma | - | Member |

The Nomination and Remuneration Committee met for one time during 2024-2025 i.e. on 31/12/2024.

Name of Director	Category	Meetings during the year 2024-2025	
		Held	Attended
Mr. Toby Antony	Member	4	4
Mr. Mathura Prasad Sharma	Member	4	4
Mr. Nandkumar Pareek	Chairman	4	4

Meetings held during the year are expressed as number of meetings eligible to attend.

INDEPENDENT DIRECTORS MEETING:

As stipulated by the Code of Independent Directors under Schedule IV of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors of the Company shall hold at least one meeting in a year without the presence of Non Independent Directors and members of the management. All the independent directors shall strive to be present at such meeting

The independent directors in their meeting shall, inter alia-

- Review the performance of non-independent directors and the board of directors as a whole;
- Review the performance of the chairperson of the listed entity, taking into account the views of executive directors and non-executive directors;
- Assess the quality, quantity and timeliness of flow of information between the management of the listed entity and the board of directors that is necessary for the board of directors to effectively and reasonably perform their duties;

Independent Directors met 1 (one) time during the year on January 27, 2025 and attended by all the Independent Directors i.e. Mr. Nandkumar Pareek, Mr. Toby Anthony and Mathura Prasad Sharma.

14. BOARD EFFECTIVENESS:**a. FAMILIARIZATION PROGRAM FOR THE INDEPENDENT DIRECTORS:**

In compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has put in place a familiarization program for the Independent Directors to familiarize them with their role, rights and responsibility as Directors, the working of the Company, nature of the industry, in which the Company operates the business model etc. The same is also available on the website of the Company and can be accessed.

b. PERFORMANCE EVALUATION OF THE BOARD AND INDIVIDUAL DIRECTORS:

Pursuant to the provisions of the Act and the SEBI Regulations, the Board has carried out the annual performance evaluation of the working of its Audit, Nomination and Remuneration and Stakeholders Relationship Committee respectively. The Chairman of the Board of Directors individually get an overview of the functioning of the Board and its constituents inter alia on the following broad criteria i.e. attendance and level of participation independence of judgment exercised by Independent Directors, interpersonal relationship etc.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

c. KEY MANAGERIAL PERSONNEL:

The following persons have been designated as Key Managerial Personnel of the Company pursuant to the Section 2 (51) and 203 of the Companies Act, 2013 read with rules thereunder –

1. Mr. Ashok Somani –Chief Financial Officer, and Director
2. Mr. Bhavin Sheth –Chief Executive Officer and Director
3. Mrs. Unnatti Jain- Company Secretary and Compliance Officer of the Company

15. MEETINGS:

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year under review there were Four (5) Board Meetings, Four (4) Audit Committee Meetings, Four (4), Stakeholders Relationship Committee Meetings and One (1) Nomination and Remuneration Committee Meeting and Independent Director meeting One (1) were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. The attendance of Meetings are enumerated in the table below –

Board Meetings Held During the Year			
Sr. No.	Dates on which the Board Meeting was held	Total Strength of the Board	No. of Directors Present
1.	27/05/2024	6	6
2.	29/07/2024	6	6
3.	28/10/2024	6	6
4.	31/12/2024	6	5
5.	27/01/2025	6	6

Audit Committee Meetings Held During the Year			
Sr. No.	Dates on which the Committee Meeting was held	Total Strength of the Committee	No. of Directors Present
1.	27/05/2024	3	3
2.	29/07/2024	3	3
3.	28/10/2024	3	3
4.	27/01/2025	3	3

Stakeholders Relationship Committee Meetings Held During the Year			
Sr. No.	Dates on which the Committee Meeting was held	Total Strength of the Committee	No. of Directors Present
1	27/05/2024	3	3
2	29/07/2024	3	3
3	28/10/2024	3	3
4	27/01/2025	3	3

Nomination And Remuneration Committee Meeting Held During the Year

Sr. No.	Dates on which the Committee Meeting was held	Total Strength of the Committee	No. of Directors Present
1.	31/12/2024	3	2

Independent Director Meeting Held During the Year

Sr. No.	Dates on which the Committee Meeting was held	Total Strength of the Committee	No. of Directors Present
1.	27/01/2025	3	3

16. DIRECTOR`S RESPONSIBILITY STATEMENT:

In terms of Section 134 of the Companies Act, 2013, We, the Directors of Chemo Pharma Laboratories Limited, state in respect of Financial Year 2024-2025 that:

- In the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- The Directors have selected the accounting policies, applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period.
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this 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 ensured that Proper Internal Financial Controls were in place and that the financial controls were adequate and were operating effectively.
- The Directors reviewed that systems are in compliance with the provisions of all applicable laws and were in place and were adequate and operating effectively.

17. PARTICULARS OF LOANS, GUARANTEES, OR INVESTMENTS:

Details of Loans, Guarantees or Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to Financial Statements.

18. RELATED PARTY TRANSACTIONS:

There was one Related Party Transactions pursuant to Section 188 (1) of the Companies Act, 2013 read with Rule 15 of The Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Disclosures pursuant to Accounting Standards on related party transactions have been made in the note no. 18 of Notes to Financial Statements.

The policy on Related Party Transaction approved by the Board has been hosted on the website of the Company.

19. DEPOSITS:

The Company has not accepted deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 and the Rules framed thereunder.

20. PARTICULARS OF EMPLOYEES:

Information as per Section 197 of the Companies Act, 2013 ("the Act") read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the

Company can be obtained by an interested shareholder by submitting a written request to the Company. This practice is followed as per the provisions of Section 136 (1) of the Act. Thus, the Report and the Accounts are being sent to all Shareholders, excluding the information on employees' particulars under Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company in this regard.

21. STATUTORY AUDITORS:

The Auditors, M/s Sanjay Rane & Associates LLP, Chartered Accountants were appointed as Statutory Auditors for a period of five continuous years from the conclusion of 79th AGM held during the year under review till the conclusion of 84th AGM.

Certificate from the Auditors has been received to the effect that they are eligible to act as auditors of the Company and their appointment would be within the limits as prescribed under Section 141 of the Act.

The Auditors have confirmed that they have subjected themselves to the peer review process of ICAI and hold valid certificate issued by the Peer Review Board of the ICAI.

As per the requirement of SEBI Regulations, the Auditors have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India and the same has been put up in the Notice of Annual General Meeting for approval of the members of the Company.

However, as per Companies (Amendment) Act, 2017 notified on 7th May, 2018 the provisions regarding the ratification of auditor has been done away

22. AUDITOR'S REPORT:

The Statutory Auditors for the financial year ended March 31, 2025 does not contain any adverse comments or qualifications on the financial statements of the Company.

23. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

There is no material transaction during the year.

24. SECRETARIAL AUDIT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors appointed M/s. Kavita Khatri & Associates., Practising Company Secretaries, as Secretarial Auditor of the Company for the financial year 2024-25. The Report of the Secretarial Auditors is enclosed as "Annexure C" to this report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

25. INTERNAL AUDIT:

The Board of Directors on recommendation of Audit Committee appointed M/s. Sarda Soni Associates LLP, Practicing Chartered Accountants, to undertake the Internal Audit of the Company pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014.

26. ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE:

As required under Section 134 of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, the information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo, etc. are not given as there has not been any manufacturing operation during the under report. A copy of Statements of Particulars under the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 have been Annexed along with Board's Report in "Annexure B".

27. ANNUAL RETURN:

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 of Companies (Management and Administration) Rules, 2014 the Annual Return of the Company as on March 31, 2025 is available on

company's website at www.thechemopharmalaboratoriesltd.com

28. CORPORATE GOVERNANCE:

Pursuant to the Regulation 15 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which is effective from 01st December, 2015, the Company is not required to comply with provisions of Corporate Governance as its Paid-up capital is less than Rs. 10 Crore and its net worth is also less than Rs. 25 Crore as on 31/03/2025.

29. VIGIL MECHANISM/ WHISTLE BLOWER POLICY:

The Company has a Vigil Mechanism/ Whistle Blower Policy in place since 2014 pursuant to the Section 177(9) of the Companies Act, 2013 read with Rule 7 of (the Companies of Board and its Powers) Rules, 2014 for reporting the genuine concerns of Directors and Employees and also provide adequate safeguards against victimization of persons who use such mechanism. The details of this policy are published on the website of the Company.

30. INTERNAL FINANCIAL CONTROL POLICY:

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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.

31. CODE OF CONDUCT OF INDEPENDENT DIRECTORS:

As per the requirement of Schedule IV of the Companies Act, 2013, the Board of Directors have adopted Code of Conduct of Independent Director in its meeting held on 26/09/2014, for the fulfillment of their responsibilities in a professional and faithful manner and to promote confidence of the investment community, particularly minority shareholders, regulators of the Company, a copy of detailed policy is published on the website of the Company.

32. PERFORMANCE EVALUATION POLICY:

As per the Listing Agreement entered into with the Company, every Listed Company needs to adopt Performance Evaluation Policy for annual evaluation of the Board of Directors and of its own performance (self-appraisals) and that of its committees and individual Directors as mentioned under the Clause (p) of Sub-section (3) of Section 134 of the Companies Act, 2013. The Company adopted it in its meeting dated 29/09/2014, details of this Policy is published on the Website of the Company.

33. RISK MANAGEMENT POLICY:

The Company has adopted a Risk Management Policy aimed to ensure resilience for sustainable growth and sound corporate governance by having a process of risk identification and management in compliance with the provisions of the Companies Act, 2013.

34. ADOPTION POLICIES UNDER SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

The Board of Directors had adopted the policies prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in its meeting dated 21st January, 2016, copies of which is hosted on website of the Company.

The Policies which were adopted are as follows –

- a. Archival Policy
- b. Policy on Determination of Materiality of Events or Information Materiality
- c. Policy on Preservation of Records
- d. Policy on Materiality of Related Party

35. PREVENTION OF SEXUAL HARRASEMENT OF WOMEN AT THE WORKPLACE:

The Company is an equal opportunity provider and continuously strives to build a work culture which promotes the respect and dignity of all employees across the Organization. In order to provide women employees a safe working environment at workplace and also in compliance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed there-under, the Company has formulated a well defined policy on prevention, prohibition and redressal of complaints relating to sexual harassment of women at the workplace. All women who are associated with the Company either as permanent employees or temporary employees or contractual persons including service providers at Company sites are covered under the above policy. The said policy has been uploaded on the website of the Company.

An Internal Complaint Committee (ICC) has been set up comprising of two female and one male employee. One of the female employees is the Chairperson and a female member is the Secretary of the Committee. There is one external male member on the Committee who is a specialist in dealing with such matters. Apart from the above, there is one female nodal person to receive and forward complaints either to the First Instance Person (FIP).

36. PROHIBITION OF INSIDER TRADING:

In January 2015, SEBI notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 which came into force on 15th May, 2015. Pursuant thereto, the Company has formulated and had adopted a Code for Prevention of Insider Trading. Further the SEBI notified Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 on 31st December, 2018 directing the listed entities to adopt revised code of conduct as per the amendments listed in the circular.

The Company adopted the new Code of Conduct for Prevention of Insider Trading to Regulate, Monitor and Report Trading by Insiders. This code is applicable to all key managerial personnel, connected persons and designated person of the Company and the persons who have access to unpublished price sensitive information relating to the Company.

The Board of Directors in its meeting held on 27th May, 2019 adopted the policy. A Copy of Detailed Policy is hosted on the website of the Company.

37. GENERAL BODY MEETINGS:

- (a) Location and time where last three Annual General Meetings were held:

Annual General Meetings:

Financial Year	Date	Time	Location	No. of Special Resolutions passed
2023-2024	25/09/2024	04:00 p.m.	At Registered Office – Kumud Apt, Kalyan, Thane	Nil
2022-2023	08/09/2023	04:00 p.m.	At Registered Office – Kumud Apt, Kalyan, Thane	Nil
2021-2022	01/09/2022	04:00 p.m.	At Registered Office – Kumud Apt, Kalyan, Thane	Nil

No resolution has been passed through Postal Ballot

38. OTHER DISCLOSURES:

- a. Subsidiary Companies:

The Company has No Subsidiary Companies.

- b. Disclosure of Accounting Treatment:

In the preparation of financial statements, the Company has followed the Accounting Standards

issued by the Institute of Chartered Accountants of India along with Indian Accounting Standards under the Companies (Indian Accounting Standards) Rules, 2015 to the extent applicable. The Financial Statements have been prepared on their historical cost convention and in accordance with the normally the normally accepted accounting principles on accrual basis.

39. MEANS OF COMMUNICATION:

1. **Quarterly Results:** The Company has submitted Audited and Un-audited Quarterly Results to the Bombay Stock Exchange.
2. **Newspapers wherein normally published:** Free Press Journal, Mumbai Nav Shakti, Active Times of India and Mumbai Lakshwadeep.
3. **Whether Management Discussion & Analysis Report is a part of Annual Report:** Yes

40. GENERAL SHAREHOLDER INFORMATION:

- (a) **AGM DATE, TIME AND VENUE:** Annual General Meeting will be held on Wednesday, September 24, 2025 at 04:00 p.m. (IST) through video conferencing ("VC")/ other Audio Visual Means ("OAVM") (The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company).

- (b) **FINANCIAL CALENDAR FOR 2025-2026:**

Tentative Schedule:

Un-audited Results for quarter ending June 30, 2025	upto 14th August, 2025
Un-audited Results for quarter ending September 30, 2025	upto 14th November, 2025
Un-audited Results for quarter ending December 31, 2025	upto 15th February, 2026
Audited Annual Results for the year ending March 31, 2026	upto 30th May, 2026

- (c) **DATE OF BOOK CLOSURE AND RECORD DATE:** Share Transfer Register will be closed from September 18, 2025 to September 24, 2025 (both days inclusive) and Record Date September 17, 2025
- (d) **Dividend payment date:** Not Applicable.
- (e) Company's Shares are listed on **Bombay Stock Exchange**
- (f) Stock Code: **506365**
- (g) **MARKET PRICE DATA: HIGH, LOW DURING EACH MONTH IN LAST FINANCIAL YEAR (2024-2025)**

Month	BSE Price (Rs.)	
	High	Low
April, 2024	87.00	61.75
May, 2024	82.32	71.05
June, 2024	70.50	56.30
July, 2024	76.00	55.10
August, 2024	85.00	58.07
September, 2024	83.00	62.11
October, 2024	94.67	59.58
November, 2024	89.80	74.35
December, 2024	154.00	79.06
January, 2025	110.20	73.60
February, 2025	86.05	63.05
March, 2025	124.61	87.77

(h) REGISTRAR AND SHARE TRANSFER AGENT:

The Registrar and Share Transfer Agent of the Company is Purva Sharegistry (India) Private Limited (SEBI Reg. No.-INR000001112) for handling and dealing with all aspects of investor servicing relating to shares in both physical and DEMAT Form.

The Contact Details of our Registrar and Share Transfer Agents are as follows:

Purva Sharegistry (India) Private Limited

Unit No. 9, Shiv Shakti Ind. Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai – 400 011.

Tel No. – (022) 23012518

Email Id - support@purvashare.com

(i) SHARE TRANSFER SYSTEM WITH NUMBER OF SHARES TRANSFERRED:

Shares transfers in physical form are registered and returned within a period of 15-20 days from the date of receipt, in case documents are completed in all respects. The Stakeholders Relationship Committee meets periodically. The total numbers of shares transferred during the financial year under review were as below:

Particulars	No. of cases	No. of shares
Transfer	0	0
Other cases	0	0
Name Deletion	4	487
Transmission	2	200
Total	6	687

(j) Dematerialization of shares and liquidity: **Yes**

(k) Outstanding GDRs/Warrants, Convertible Bonds, conversion date and its impact on equity: **Nil**

(I) DISTRIBUTION OF SHARES AS ON 31/03/2025:

DISTRIBUTION OF SHAREHOLDING AS ON 31ST March 2025. INE320M01019 - CHEMO PHARMA LABORATORIES LIMITED.			
Sr. No.	Category (Equity Shares)	No. of Shareholders	% of Shareholders
1	1 - 100	4972	75.76
2	101-200	797	12.14
3	201-500	552	8.41
4	501-1000	157	2.39
5	1001-5000	72	1.1
6	5001-10000	8	0.12
7	10001-100000	4	0.06
8	100001 and Above	1	0.02
	Total	6563	100

(m) DISCLOSURE IN REGARD TO SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

Information as per Section 197 of the Companies Act, 2013 ("the Act") read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the Company can be obtained by an interested shareholder by submitting a written request to the Company Secretary. This practice is followed as per the provisions of Section 136 (1) of the Act. Thus, the Report and the Accounts are being sent to all shareholders, excluding the information on employees' particulars under Section 197 of the Act read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(n) REDRESSAL OF SHAREHOLDERS GRIEVANCE:

The Shareholders of the Company can send their complaints/grievances to either the address of Registered Office as mentioned above or to the Registrar and Share Transfer Agents or to the Corporate Office of the Company which is following:

Chemo Pharma Laboratories Limited

3rd Floor, Empire House, 214, Dr. D. N. Road, Fort Mumbai – 400 001.

You can also post your query to our Email Address
i.e. chemopharmalaboratorieslimited@gmail.com

OR

Purva Sharegistry (India) Private Limited

Unit No. 9, Shiv Shakti Ind. Estate,

J. R. Boricha Marg,

Lower Parel (E), Mumbai-400 011.

You can also post your query to Email Address i.e. support@purvashare.com

41. POSTAL BALLOT:

There were no resolutions passed through Postal Ballot Mode.

42. ANNUAL LISTING FEES:

Pursuant to Regulation 14 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company has paid the Listing Fees for the period 01/04/2024 – 31/03/2025.

Further, the Company has paid Annual Custody Fees for the financial year 2024-25 to both the depositories namely National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) within the stipulated time.

43. ENHANCING SHAREHOLDERS VALUE:

Our Company believes that its Members are among its most important stakeholders. Accordingly, our Company's operations are committed to the pursuit of achieving high levels of operating performance and cost competitiveness, consolidating and building for growth, enhancing the productive asset and resource base and nurturing overall corporate reputation. Our Company is also committed to creating value for its other stakeholders by ensuring that its corporate actions positively impact the socio-economic and environmental dimensions and contribute to sustainable growth and development.

44. CAUTIONARY STATEMENT:

Statements in the Board Report and the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed in the statement. The Company undertakes no obligation to publicly update or revise any forward looking statements, whether as a result of new information, future events, or otherwise. Readers are cautioned not to place undue reliance on these forward looking statements that speak only as of their dates.

GENERAL:

Your Directors state that no disclosure or reporting is required in respect of the following matters as

- there were no transaction on these matter during the years under review
- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- There has been no change in the nature of business of the Company.
- There is no proceeding pending under the Insolvency and Bankruptcy Code, 2016.
- There was no instance of one time settlement with any Bank or Financial Institution.
- There was no revision in the previous financial statements of the Company.

45. ACKNOWLEDGEMENT:

The Directors of the Company are thankful to the Central and State Government Departments for their continued guidance and Co-operation. The Directors also gratefully to all valuable stakeholders of the Company viz. customers, Members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

BY ORDER OF THE BOARD OF DIRECTORS
FOR CHEMO PHARMA LABORATORIES LIMITED

DATE: 29/05/2025
PLACE: MUMBAI

Sd/-
RUCHIT MEHTA
Director & CEO
08810586

Sd/-
UTSAV TRIVEDI
Director & CFO
10720143

ANNEXURE B–TO THE BOARD’S REPORT:

Statements of Particulars under Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988

a.	Conservation of Energy	Nil
b.	Technology Absorption	Nil
c.	Foreign Exchange Earning and Outgo	Nil

BY ORDER OF THE BOARD OF DIRECTORS
FOR CHEMO PHARMA LABORATORIES LIMITED

DATE: 29/05/2025
PLACE: MUMBAI

Sd/-
RUCHIT MEHTA
Director & CEO
08810586

Sd/-
UTSAV TRIVEDI
Director & CFO
10720143

CEO / CFO CERTIFICATE

{Issued in accordance with provisions of Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015}

To the Board of Directors of Chemo Pharma Laboratories Limited

Dear Sirs,

We, RUCHIT MEHTA CEO and UTSAV TRIVEDI, CFO of Chemo Pharma Laboratories Limited certify to the Board that:

1. We have reviewed the Balance Sheet and Statement of Profit & Loss account for the year ended March 31, 2025 and all its schedules and notes to accounts, as well as the cash flow statement.
2. Based on our knowledge, information and belief, these statements do not contain any untrue statement of a material facts or omit to state a material fact that might be misleading with respect to the statements made.
3. Based on our knowledge, information and belief, the Financial Statements and other financial information included in this report present a true and fair view of the Company's affairs for the period presented in this report and are in compliance with the existing accounting standards, applicable laws and regulations.
4. To the best of our knowledge, information and belief, no transactions entered into by the Company during the year are fraudulent, illegal or volatile of the Company's Code of Conduct.
5. We are responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting.
6. We have disclosed, based on their most recent evaluation, wherever applicable, to the Company's Auditors and the Audit Committee of the Company's Board of Directors all significant deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify the deficiencies.

We have indicated to the Auditors and the Audit Committee:

- a) that there were no significant changes in the Company's internal control over financial reporting during the year; and
- b) that there were no significant changes in accounting policies during the year; and
- c) that there were no instances of significant fraud of which we have become aware.

YOURS SINCERELY,

DATE: 29/05/2025
PLACE: MUMBAI

Sd/-
RUCHIT MEHTA
CHIEF EXECUTIVE OFFICER

Sd/-
UTSAV TRIVEDI
CHIEF FINANCIAL OFFICER

ANNEXURE -C
Secretarial Audit Report
Form No. MR-3

For the Financial Year Ended on 31st March, 2025

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

To,
The Members,
CHEMO PHARMA LABORATORIES LIMITED,
5, Kumud Apartment CHS Limited,
Karnik Road ChikanGhar, Kalyan
Thane – 421301.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **CHEMO PHARMA LABORATORIES LIMITED** (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 limited 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 ended on 31st March, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers and minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2025, to the extent applicable provisions of:

- I. The Companies Act, 2013 ("**The Act**") and the Rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ("**SCRA**") and the Rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings-**Not Applicable for the year under review**
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are as follows:
 - 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, 2009- **Not Applicable for the period under review.**
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - e. The Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited.
- VI. The Production unit of the Company is not in active state at present, so the Company has not engaged in any other business activities and no other laws are specifically applicable to it.

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 Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (with effect from 1st December, 2015);

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

We further report that:

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

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

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;

- Ms. Bhawna Rajput has been appointed as Company Secretary and KMP w.e.f. 16th April, 2025.
- The Company is in the process of transferring unclaimed shares to the Demat suspense account as per Regulation 39(4) of SEBI (LODR) Regulations, 2016.

FOR, KAVITA KHATRI & ASSOCIATES

COMPANY SECRETARIES

Sd/-

KAVITA KHATRI

[PROPRIETOR]

MEMBERSHIP NO. 25076

CP. NO. 9006

UDIN: A025076G000443340

DATE: 29/05/2025

PLACE: AHMEDABAD

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

Annexure-I

To,
The Members,
CHEMO PHARMA LABORATORIES LIMITED

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, 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 the 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, KAVITA KHATRI & ASSOCIATES

COMPANY SECRETARIES

Sd/-

KAVITA KHATRI

[PROPRIETOR]

MEMBERSHIP NO. 25076

CP. NO. 9006

UDIN: A025076G000443340

DATE: 29/05/2025

PLACE: AHMEDABAD

INDEPENDENT AUDITOR'S REPORT

To the Members of **CHEMO PHARMA LABORATORIES LIMITED**,
Report on the audit of the Financial Statements

Opinion

We have audited the accompanying Standalone financial statements of **CHEMO PHARMA LABORATORIES LIMITED** ("the Company") which comprises the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the cash flow statement and the Statement of Changes in Equity 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 standalone financial statements give the information required by the Companies Act 2013, ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2017, as amended, ("Ind AS") and the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its profit, including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Emphasis of matter paragraph

We draw attention to the following matters:

- a) The Company had provided inter corporate deposit (ICD) to M/s. Solding Hydrowatt Private Limited on April 5, 2023 for an amount of Rs. 2,20,05,833/- for a period of 2 years at an interest rate of 7.5% p.a. Further, the said ICD is repayable on demand.

According to the information and explanation provided to us, Solding Hydrowatt Private Limited is a related party and as such, all related party transactions are required to be carried out at an arm's length basis.

Although, the Company has charged interest on such ICDs given to its related parties, the interest rates are not on an arm's length basis. The interest income has been under reported in the financial statements to that extent. The company has also not derived the interest rates at arm's length basis, Hence, we are unable to quantify the extent of under reporting of interest income.

Our opinion is not modified in respect of these matters.

Key Audit Matters

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

Other Information

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

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

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

Responsibilities of Management and those charged with governance for the Financial Statements

The Company's management and the Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 and Board of Directors are 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.

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

Auditor's Responsibility for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the 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

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure 'A', statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of changes in equity dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - e. On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g. In our opinion, the managerial remuneration for the year ended March 31, 2025 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position;
- ii. The Company did not have any long-term contract 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 Company;
- iv. a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, 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 persons or entities, 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 (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Company has not declared or paid any dividend during the year and has not proposed final dividend for the year.
- vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.

For **Sanjay Rane & Associates LLP**,
Chartered Accountants
Firm Reg. No. 121089W/W100878

Sd/-
CAAbhijeet Deshmukh
Partner
Membership No.: 129145

Place: Mumbai
Date: May 29, 2025
UDIN: 25129145BMIWQ08395

ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in Paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government in terms of section 143(11) of the Companies Act, 2013

- (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 does not have any intangible assets. Hence, reporting under this paragraph of the Order is not applicable.
- (b) Property, Plant and Equipment of the Company were physically verified in full by the management during the year. According to the information and explanations given to us and as examined by us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examinations of the records of the company, the company does not own any immovable property. Hence, reporting under paragraph 3(i)(c) of the Order is not applicable.
- (d) The Company has not revalued its Property, Plant and Equipment and intangible assets during the year. Hence, reporting under paragraph 3(i)(d) of the Order is not applicable.
- (e) Based on the information and explanation provided to us, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) a) The Company does not hold any inventories. Thus, paragraph 3(ii) of the Order is not applicable.
- b) Based on the information and explanation provided to us, during any point of time of the year, the company has not availed working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets and as such the quarterly returns or statements were not required to be filed by the Company with such banks or financial institutions.
- (iii) (a) The Company has provided loans during the year and details of which are given below:

(Amount in INR thousands)

Particulars	Loans and advances	Guarantees
Aggregate amount granted/provided during the year		
Related parties	-	-
Balance outstanding as at balance sheet date in respect of above cases:		
Related parties (including interest receivable on such loans)	25,081.23	-

- (b) The investments made, guarantees provided and the terms and conditions of grant of all the above-mentioned loans & advances and guarantees provided, during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.
- (c) On the basis of the information and explanations provided to us, in respect of the above loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has not been stipulated by the company as the loans and advances are repayable on demand.

- (d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date as the loans and advances are repayable on demand. Hence, reporting under clause (iii)(d) is not applicable.
- (e) On the basis of the information and explanations provided to us, in respect of the above loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has not been stipulated by the company as the loans and advances are repayable on demand. Hence, reporting under clause (iii)(e) is not applicable.
- (f) According to information and explanations given to us and based on the audit procedures performed, the Company has granted loans or advances in the nature of loans repayable on demand during the year. The details are as given below -

(Amount in INR thousands)

Particulars	Amount of Loan or Advance in the nature of loan outstanding as at March 31, 2025	Percentage to the total Loans and Advances in the nature of loans
Aggregate amount granted to:		
Promoters	-	-
Directors / KMPs	-	-
Related parties (including interest receivable on such loans)	25,081.23	100%
Total	25,081.23	100%

- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect to the loans and investments made.
- (v) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits and accordingly reporting under paragraph 3 (v) of the order is not applicable.
- (vi) The Central Government has not prescribed the maintenance of cost records under sub-section (1) of Section 148 of the Act, for any of the services rendered by the Company. Thus, reporting paragraph 3(vi) of the Order is not applicable.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the Books of Accounts, amounts deducted/accrued in the Books of Accounts in respect of undisputed statutory dues including income tax, goods and service tax, provident fund, Employees State Insurance and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of Sales tax, Wealth tax, Excise duty and Customs duty. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, goods and service tax, provident fund, Employees State Insurance, and other material statutory dues were in arrears as at March 31, 2025 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 of income tax or goods and service tax or provident fund or Employees State Insurance or cess and other material statutory dues which have not been deposited by the Company on account of disputes.
- (viii) According to the information and explanations provided to us, there are no instances of transactions not recorded in the books of accounts which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) (a) In our opinion and according to the information and explanations given to us, the Company has not taken any loans or borrowings from banks, financial institutions or government and accordingly reporting under clause 3(ix)(a) of the Order is not applicable.

- (b) Based on our audit procedures and according to the information provided to us, the Company has not been declared wilful defaulter by any bank or financial institution or other lender.
- (c) To the best of our knowledge and belief, in our opinion, there were no term loans availed by the Company during the year and accordingly reporting under clause 3(ix) (c) of the Order is not applicable.
- (d) To the best of our knowledge and belief, in our opinion, there were no funds raised during the year on short-term basis and accordingly reporting under clause 3(ix) (d) of the Order is not applicable.
- (e) On an overall examination of the financial statements of the Company, the company does not have investments in subsidiaries, associates or joint ventures. Hence, reporting under clause 3(ix) (e) of the Order is not applicable.
- (f) On an overall examination of the financial statements of the Company, the company does not have investments in subsidiaries, associates or joint ventures. Hence, reporting under clause 3(ix) (f) of the Order is not applicable.
- (x) (a) Based on our audit procedures and according to information and explanations given to us, the Company has not raised money by way of initial public offer or further public offer including debt instruments during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) during the year and hence reporting under clause 3(x) (b) of the Order is not applicable to the Company
- (xi) (a) Based on the audit procedures performed and information and explanations given to us, no fraud by the company and no material fraud on the Company has been noticed or reported during the year.
- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report
- (c) Based on audit procedures and as per explanations provided to us, there are no instances of whistle blower complaints during the year.
- (xii) The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with section 177 and 188 of the act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Financial statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system commensurate with its size and business activities.
- (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with any of its directors or persons connected to its directors and hence provisions of Section 192 of the Act are not applicable.
- (xvi) The Company is not required to be registered under Section 45-I of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi) (a), (b), (c) and (d) of the Order is not applicable.
- (xvii) In our opinion and as per the explanations provided to us, the company has not incurred cash losses in the current and immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company 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 and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty

exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) The Company did not have average net profits during the three immediately preceding financial year and therefore was not required to spend any amount towards Corporate Social Responsibility (CSR) during the year and there are no unspent CSR amounts for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.
- (xxi) The company does not have investments in subsidiaries, associates or joint ventures and as such is not required to prepare consolidated financial statements. Hence, reporting under clause (xxi) of the Order is not applicable in respect of any qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements.

For **Sanjay Rane & Associates LLP**,

Chartered Accountants

Firm Reg. No. 121089W/W100878

Sd/-

CA Abhijeet Deshmukh

Partner

Membership No.: 129145

Place: Mumbai

Date: May 29, 2025

UDIN: 25129145BMIWQ08395

Annexure B

To the Independent Auditor's Report of even date on the financial statements of Chemo Pharma Laboratories Limited

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

To the Members of Chemo Pharma Laboratories Limited,

We have audited the internal financial controls over financial reporting of Chemo Pharma Laboratories Limited ("the Company") as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Sanjay Rane & Associates LLP**,
Chartered Accountants
Firm Reg. No. 121089W/W100878

Sd/-
CA Abhijeet Deshmukh
Partner
Membership No.: 129145

Place: Mumbai
Date: May 29, 2025
UDIN: 25129145BMIWQ08395

BALANCE SHEET AS AT MARCH 31, 2025 *(Amount in INR thousands)*

	Notes	As at March 31, 2025	As at March 31, 2024
ASSETS			
1 Non-Current Assets			
(a) Property, Plant and Equipment	2	123.03	177.51
(b) Financial Assets			
(i) Investments	3	60.75	43,974.50
(ii) Loans	4	25,081.23	23,495.30
(c) Deferred Tax Assets	5	87.88	-
Total Non-Current Assets		25,352.89	67,647.31
2 Current Assets			
(a) Financial Assets			
(i) Cash & Cash Equivalents	6	1,06,227.80	6,058.17
(ii) Bank balances other than (i) above	7	-	55,000.00
(b) Other Current Assets		-	-
(c) Current Tax Assets	8	1,917.83	1,446.45
Total Current Assets		1,08,145.63	62,504.62
TOTAL ASSETS		1,33,498.52	1,30,151.93
EQUITY AND LIABILITIES			
1 Equity			
(a) Equity Share Capital	9	15,000.00	15,000.00
(b) Other Equity	10	1,16,446.23	1,13,024.18
Total Equity		1,31,446.23	1,28,024.18
Liabilities			
2 Non-Current Liabilities			
(a) Deferred Tax Liabilities (Net)	11	-	346.81
		-	346.81
3 Current Liabilities			
(a) Financial Liabilities			
(i) Other Financial Liabilities	12	59.00	118.58
(b) Provisions	13	1,993.29	1,662.36
Total Current Liabilities		2,052.29	1,780.94
TOTAL EQUITY AND LIABILITIES		1,33,498.52	1,30,151.93
Summary of Significant Accounting Policies	1	(0.00)	-

The Accompanying Notes from 1 to 26 are Integral part of Financial Statements.

As per our Report of even date attached

For **Sanjay Rane & Associates LLP**
Chartered Accountants
Firm Reg. No. 121089W/W100878

On behalf of Board of Directors
Chemo Pharma Laboratories Limited

Sd/-
CA. Abhijeet Deshmukh
Partner
Membership No. 129145
UDIN: 25129145BMIWQ08395

RUCHIT MEHTA
DIRECTOR & CEO
DIN: 08810586

Place : Mumbai
Date : May 29, 2025

BHAWNA RAJPUT
COMPANY SECRETARY &
COMPLIANCE OFFICER
ACS-72357

UTSAV TRIVEDI
DIRECTOR & CFO
DIN: 10720143

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

(Amount in INR thousands)

	Notes	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024
I. INCOME			
(a) Revenue from operations		-	-
(b) Other Income	14	6,198.43	18,381.98
Total Income		6,198.43	18,381.98
II. EXPENSES			
(a) Employee Benefit Expenses	15	216.00	184.65
(b) Depreciation and Amortisation Expenses	2	54.48	82.71
(c) Other Expenses	16	947.29	1,678.92
Total Expenses		1,217.77	1,946.28
III. Profit/(Loss) Before Taxation (I) - (II)		4,980.66	16,435.49
IV. Less: Tax Expenses			
(i) Current Tax		1,993.30	1,662.36
(ii) Tax Adjustments for Previous Years		-	3.94
(iii) Deferred Tax Expenses / (Incomes)		(434.69)	1,687.74
(iv) MAT Credit Entitlement		-	1,077.70
V. Profit/(Loss) for the year (III) - (IV)		3,422.05	12,003.76
VI. Other Comprehensive Income (OCI)			
(i) Items that wil not be reclassified to Profit or Loss:		-	-
(ii) Income Tax relting to items that will not be reclassified to Profite and Loss		-	-
Other Comprehensive Income for the Year, Net of Tax		-	-
VII. Total Other Comprehensive Income for the year (V-VI)		3,422.05	12,003.76
Earnings per Equity Share (Face Value of Rs.10)			
Basic and Diluted (in Rs.)		17	2.28 8.00
Summary of Significant Accounting Policies	1		
The Accompanying Notes from 1 to 26 are Intergal part of Financial Statements.			

As per our Report of even date attached

For **Sanjay Rane & Associates LLP**
Chartered Accountants
Firm Reg. No. 121089W/W100878

On behalf of Board of Directors
Chemo Pharma Laboratories Limited

Sd/-

CA. Abhijeet Deshmukh
Partner
Membership No. 129145
UDIN: 25129145BMIWQ08395

RUCHIT MEHTA
DIRECTOR & CEO
DIN: 08810586

Place : Mumbai
Date : May 29, 2025

BHAWNA RAJPUT
COMPANY SECRETARY &
COMPLIANCE OFFICER
ACS-72357

UTSAV TRIVEDI
DIRECTOR & CFO
DIN: 10720143

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2025

(Amount in INR thousands)

	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax and Extra-ordinary Items	4,980.66	16,435.69
Adjustement for :		
Depreciation	54.48	82.71
Dividend Income	(487.12)	(2,480.06)
Interest Income	(5,179.20)	(5,996.10)
Operating profit before working capital changes	(631.17)	8,042.25
Adjustement for		
Increase / (Decrease) in Other Current Liabilities	271.35	1,581.11
Decrease / (Increase) in Current Assets	(471.38)	(720.77)
Cash Generated From Operations	(200.03)	860.34
Taxes Paid	(1,993.30)	(1,666.30)
A. Cash Flow From Operating Activities	(2,824.50)	7,236.29
B. CASH FLOW FROM INVESTING ACTIVITIES		
Dividend Income	487.12	2,480.06
Interest Income	5,179.20	5,996.10
(Purchase) / Sale of Equity shares	43,913.75	(13,723.69)
Proceeds from maturity of fixed deposits with banks	55,000.00	-
Cash Flow From Investing Activities	1,04,580.06	(5,247.54)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Decrease / (Increase) in Non-current Loans & Advances	(1,585.93)	(1,489.46)
Cash Flow From Financing Activities	(1,585.93)	(1,489.46)
Net Increase/(Decrease) in Cash and Cash Equivalents	1,00,169.63	499.29
Opening Balance of Cash and Cash Equivalents	6,058.17	5,558.87
Closing Balance Of Cash and Cash Equivalents	1,06,227.80	6,058.17

Note:

- The above Cash Flow Statement has been prepared under the indirect method as set out in the Ind AS-7 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.

As per our Report of even date attached

For **Sanjay Rane & Associates LLP**
Chartered Accountants
Firm Reg. No. 121089W/W100878

On behalf of Board of Directors
Chemo Pharma Laboratories Limited

Sd/-

CA. Abhijeet Deshmukh
Partner
Membership No. 129145
UDIN: 25129145BMIWQ08395

RUCHIT MEHTA
DIRECTOR & CEO
DIN: 08810586

Place : Mumbai
Date : May 29, 2025

BHAWNA RAJPUT
COMPANY SECRETARY &
COMPLIANCE OFFICER
ACS-72357

UTSAV TRIVEDI
DIRECTOR & CFO
DIN: 10720143

Statement of Changes in Equity for year Ended March 31, 2025

(a) Equity Share Capital

(Amount in INR thousands)

As at March 31, 2024	1,50,00,000
Changes in Equity Share Capital	-
As at March 31, 2025	1,50,00,000

(b) Other equity

(Amount in INR thousands)

Reserves and surplus				
	Capital Reserve	Investment Allowance Reserve	Retained Earnings	Total Equity
Balance at April 1, 2024	48,446.78	2,967.95	61,609.44	1,13,024.18
Profit / (Loss) for Year Ended March 31, 2025			3,422.05	3,422.05
Other Comprehensive Income/(Loss)			-	-
Balance at March 31, 2025	48,446.78	2,967.95	65,031.49	1,16,446.23
Balance at April 1, 2023	48,446.78	2,967.95	49,605.48	1,01,020.22
Profit / (Loss) for the Year Ended March 31, 2024	-	-	12,003.96	12,003.96
Other Comprehensive Income/(Loss)	-		-	-
Balance at March 31, 2024	48,446.78	2,967.95	61,609.44	1,13,024.18

As per our Report of even date attached

For **Sanjay Rane & Associates LLP**
Chartered Accountants
Firm Reg. No. 121089W/W100878

Sd/-

CA. Abhijeet Deshmukh
Partner
Membership No. 129145
UDIN: 25129145BMIWQ08395

On behalf of Board of Directors
Chemo Pharma Laboratories Limited

RUCHIT MEHTA
DIRECTOR & CEO
DIN: 08810586

Place : Mumbai
Date : May 29, 2025

BHAWNA RAJPUT
COMPANY SECRETARY &
COMPLIANCE OFFICER
ACS-72357

UTSAV TRIVEDI
DIRECTOR & CFO
DIN: 10720143

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**1) Company Overview :****A) Corporate Information :**

The Company is a public company domiciled in India and it is incorporated on 17th August, 1942 under provisions of the Companies Act, 1956. Its shares are listed on the Bombay Stock Exchange (BSE) of India. The registered office of the Company is located at Kumud CHS Ltd., Karnik Road, Chikan Ghar, Kalyan, Dist. Thane- 421 301.

B) Basis of Preparation of Financial Statements :

The Financial Statement have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

All Assets and Liabilities have been classified as current or non-current as per the operating cycle criteria set out in the Schedule III to the Companies Act 2013

2) Significant Accounting Policies :**A) Revenue Recognition :**

Revenue / income and cost / expenditure are generally accounted on accrual as they are earned or incurred. Other Income is Comprised primarily of interest income, dividend income and gain/loss on investments. Interest income is recognised using the effective interest method. Dividend income is recognised when the right to receive payment is established.

B) Employees Benefits :

- 1) Company's Contribution to Provident Fund are charged to Profit & Loss Account.
- 2) Gratuity payable to Employees is calculated as per provisions of the Gratuity Act. However, there is no gratuity payable till current year for the Company.
- 3) Leave encashment benefit is payable at the time of retirement. The Company provides for the uncosumed leaves till the year, however there is no liability payable for the Company.

C) Classification of Current / Non-Current Assets and Liabilities

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 "Presentation of financial statements".

Assets:

An asset is classified as current when it satisfies any of the following criteria:

- a) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is expected to be realised within twelve months after the reporting date; or
- d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

Liabilities:

A liability is classified as current when it satisfies any of the following criteria:

- a) it is expected to be settled in the Company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is due to be settled within twelve months after the reporting date; or
- d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification

All other assets / liabilities are classified as non-current.

Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash or cash equivalents, the Company has ascertained its normal operating cycle as twelve months for the purpose of Current / Non-current classification of assets and liabilities.

D) Property, Plant and Equipment :

Property, Plant and Equipment are valued at cost of acquisition less depreciation.

Property, plant and equipment are recorded at cost of acquisition / construction less accumulated depreciation and impairment losses, if any. Cost comprises of the purchase price net of creditable cenvate, Service Tax, Value Added Tax and Goods and Service Tax, if any, and any attributable cost of bringing the assets to its working condition for its intended use.

The Cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement or impairment of the asset and resultant gains or losses are recognised in the Statement of Profit and Loss.

E) Depreciation and Amortisation on Property, Plant and Equipment :

Depreciation / amortisation on Property, plant and equipment is charged on WDV basis so as to write off original cost of the assets over the useful lives. The useful life of the fixed assets as prescribed under the Companies Act, 2013 are as under:

Type of Assets	Useful life (in Years)
Computer	3
Motor Car	8
Air Conditioner	10

F) Cash & Cash Equivalents :

Cash and cash equivalents, in balance sheet and in cash flow statement, includes cash in hand, term deposit with Bank and other short term highly liquid investments with original maturities of three months or less.

G) Investment :

Long Term Investments are stated at cost less provision for diminution in value other than temporary if any.

H) Taxes on Income :

i. Current Tax :

Provision for current income tax is made on the taxable income using the applicable tax rates and tax laws. Advance income tax and provision for current tax is disclosed in the Balance Sheet at net as these are settled on net basis.

ii. Deferred Tax :

Deferred tax arising on account of timing differences and which are capable of reversal in one or more subsequent period is recognised using the tax rate tax laws that have been enacted or substantively enacted. Deferred tax assets are not recognised unless there is virtual certainty with respect to the reversal of the same in future years

I) Financial Instruments :

The Company recognises financial assets and financial liabilities when it becomes a party to the contractual provisions of the financial instrument.

i) Financial Assets :

a) 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. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

b) Subsequent Measurement :

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

i) Financial Assets at Amortised Cost:

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual term 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.

After initial measurement, debt instrument, debt instrument are subsequently measured at amortised cost using the effective interest rates method, less method, less impairment, if any.

ii) Financial Assets at Fair Value through Other Comprehensive Income :

A financial asset is subsequently measured at fair value through other comprehensive income if it 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 assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company has made an irrevocable election for its investments which are classified as equity/debt instruments to present the subsequent changes in fair value in other comprehensive income base on its business model.

iii) Financial Assets at Fair Value through Profit or Loss:

Financial assets which are not classified in any of the above categories are subsequently fair valued through profit or loss.

i) Financial Liabilities:**a) Initial Recognition and Measurement :**

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Financial liabilities are classified, at initial recognition, as at fair value through profit and loss or as those measured at amortised cost.

b) Subsequent Measurement :

For purpose of subsequent measurement financial liabilities depends on their classification as follows:

i) Financial Liabilities at Fair Value through Profit or Loss:

A financial liabilities at fair value through profit and loss include financial liabilities held for trading. The Company has not designated any financial liabilities upon initial recognition at fair value through profit and loss.

ii) Financial Liabilities Measured at Amortised Cost:

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method except for those designated in an effective hedging relationship.

J) Earning Per Share :

The earnings consider in ascertaining the Company's earning per share (EPS) comprise of the net profit after tax after reducing dividend on cumulative preference shares for the period (irrespective of whether declared, paid or not), as per Accounting Standard 20 on "Earning per share"

K) Provisions and Contingent Liability :

Provisions are recognised when the Company has a present obligation as a result of past events, it is more likely than not that and outflow resources will be required to settle the obligation, and the amount has been reliably estimated. A contingent liability is disclosed where there is a possible obligation or a present obligation that may, but probably will not require an outflow resource.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

2. Property, Plant and Equipment:

(Amount in INR thousands)

	GROSS CARRYING VALUE				ACCUMULATED DEPRECIATION					NET CARRYING VALUE (WDV)	
Particulars	As at April 1, 2024 (Rs.)	Additions During the year (Rs.)	Deductions During the year (Rs.)	As at March 31, 2025 (Rs.)	As at April 1, 2024 (Rs.)	UPTO 31.03.2025	Transition Adjustment to Schedule II	On Disposals & Adjustment (Rs.)	As at March 31, 2025 (Rs.)	As at March 31, 2025 (Rs.)	As at March 31, 2024 (Rs.)
(A) TANGIBL E ASSETS:											
Computer	165.35	-	-	165.35	155.64	2.76	-	-	158.39	6.96	9.71
Computer Printer	19.07	-	-	19.07	17.95	0.19	-	-	18.14	0.93	1.12
Air Conditioner	24.70	-	-	24.70	17.63	1.82	-	-	19.45	5.25	7.07
Motor Car	923.87	-	-	923.87	764.26	49.71	-	-	813.97	109.90	159.61
Total (A)	1,132.99	-	-	1,132.99	955.48	54.48	-	-	1,009.95	123.03	177.51
Previous Year	1,132.99	-	-	1,132.99	872.76	82.71		-	955.48	177.51	260.22

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

(Amount in INR thousands)

Particulars			As at March 31, 2025	As at March 31, 2024
3 Non- Current Investments:				
a. Investment in Equity shares (Fully Paid-up unless stated otherwise)				
i. Group Company (Unquoted)				
Equity Shares of Citric India Ltd. of Rs.10/- each	27000		60.75	60.75
			60.75	60.75
iii. Others				
Quoted*:				
	No. of Shares	Closing Market Rate		
Reliance Chemotex Inds. Ltd of Rs.16 fully paid	-	-	-	310.48
			(1,600)	(194.05)
Allcargo Logistics Ltd.	-	-	-	4,109.84
			(57,400)	(71.60)
Equity Shares of Allcargo Terminal Ltd. of Rs. 2/- each	-	-	-	537.50
			(10,000)	(53.75)
Equity Shares of Transindia Realty & Logistics Park Ltd. of Rs. 2/- each	-	-	-	462.50
			(10,000)	(46.25)
Astra Microwave Product Ltd.	-	-	-	2,385.80
			(4,000)	(596.45)
Swan Energy Ltd.	-	-	-	10,049.25
			(15,000)	(669.95)
* Figures in the brackets represent figures for previous year				
			-	17,916.12
b. Investment in Mutual Funds *				
Quoted				
	No. of units	NAV		
HDFC Top 100 Fund IDCW	-	-	-	17,026.10
			(2,96,673.605)	(57.39)
Axis Bluechip Fund IDCW	-	-	-	9,032.29
			(4,96,006.945)	(18.21)
* Figures in the brackets represent figures for previous year				
			-	26,058.38
TOTAL			60.75	43,974.50

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

(Amount in INR thousands)

Particulars	As at March 31, 2025	As at March 31, 2024
4 Non-Current Loans :		
Unsecured and considered good		
Related parties		
Intercompany Deposits (including Interest)	25,081.23	23,495.30
TOTAL	25,081.23	23,495.30
5 Deferred Tax Assets :		
a) MAT Credit Entitlement	-	-
b) Deferred Tax Assets on Account of :		
Property, Plant & Equipment - Depreciation	87.88	-
Financial instrument measured at FVTPL	-	-
	87.88	-
TOTAL	87.88	-

"Note: Deferred tax assets for the carry forward of unabsorbed depreciation are recognised to the extent that it is probable that future taxable profits will be available against which the unabsorbed depreciation can be utilised.

Therefore, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets - unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Reconciliation of Deferred tax Assets		
Opening balance as at April 1	-	1,340.93
DTL transferred to DTA/(DTA transferred to DTL)	(346.81)	(1,340.93)
Tax Income/(Expense) during the year recognised in Profit & Loss Statement	434.69	
Tax Income/(Expense) during the year recognised in OCI	-	-
Closing Balance as at March 31	87.88	-
6 Cash & Cash Equivalents		
Balances with Banks	1,06,227.80	6,058.17
TOTAL	1,06,227.80	6,058.17
7 Other Bank Balances		
Bank deposits with maturity of more than 3 months but less than 12 months	-	55,000.00
TOTAL	-	55,000.00
8 Current Tax Assets :		
Advance Taxes (Net of Advance Taxes, TDS and Self Assessment Taxes)	1,917.83	1,446.45
TOTAL	1,917.83	1,446.45

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

(Amount in INR thousands)

Particulars	As at March 31, 2025	As at March 31, 2024
9 Equity Share Capital :		
Authorised shares:		
97,50,000 Equity Shares of Rs.10/- each	97,500.00	97,500.00
25,000 Preference Shares of Rs.100/- each	2,500.00	2,500.00
TOTAL	1,00,000.00	1,00,000.00
Issued, Subscribed and Fully Paid-Up Shares		
15,00,000 Equity Shares of Rs.10/- each	15,000.00	15,000.00
TOTAL	15,000.00	15,000.00
A) Reconciliation of the Shares outstanding at the beginning and at the end of reporting period		
Equity Shares	Nos.	Nos.
At the beginning of the period	1,500	1500
Issued during the period (Bonus Issue)	-	-
Issued during the period	-	-
Outstanding at the end of the period	1,500	1500

B) Terms/Rights attached to Equity Shares

"The Company has only one class of Equity Shares having a par value Rs.10/- per Share. Each Holder of Equity Shares is entitled to one vote per Share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuring Annual General Meeting.

In the event of liquidation, Share holders will be entitled in proportion to the no of equity shares held by them to receive remaining asset of the company, after distribution of all preferential amount."

C) Details of Shareholders Holding more than 5% Equity Shares in the Company

Sr. No.	Name of the Shareholders	March 31, 2025		March 31, 2024	
		No. of Shares Held	Percentage of Holding	No. of Shares Held	Percentage of Holding
1	Citric India Limited	3,69,500	24.63	3,69,500	24.63

D) Disclosure of Shareholding of Promoters *

Sr. No.	Name of the Shareholders	Shares held by Promoters at the end of the Year		Shares held by Promoters at the beginning of the Year		"% Change during the Year"
		No. of Shares Held	Percentage of Holding	No. of Shares Held	Percentage of Holding	
1	Shanta Somani	48,781	3252.07%	48,781	3252.07%	-
2	Citric India Limited	3,69,500	24633.33%	3,69,500	24633.33%	-
Total		4,18,281	27885.40%	4,18,281	27885.40%	-

* pursuant to MCA Notification G.S.R. 207(E) dated March 24, 2021

NOTES TO FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2025

(Amount in INR thousands)

Particulars	As at March 31, 2025	As at March 31, 2024
10 Other Equity :		
- Capital Reserve	48,446.78	48,446.78
- Investment Allowance Reserve	2,967.95	2,967.95
- Retained Earnings :		
Balance As Per Last Balance Sheet	61,609.44	49,605.48
Add/(Less): Profit / (Loss) for the year	3,422.05	12,003.96
	65,031.49	61,609.44
TOTAL	1,16,446.23	1,13,024.18
11 Deferred Tax Liabilities (Net):		
Financial instrument measured at FVTPL	-	434.69
Less: Deferred Tax Assets on account of -		
Difference between book value and WDV as per Income tax Act, 1961	-	(87.88)
TOTAL	-	346.81
Reconciliation of Deferred tax Liabilities		
Opening balance as at April 1, 2024	346.81	-
DTA transferred to DTL/(DTL transferred to DTA)	(346.81)	(1,340.93)
Deferred Tax Expenses/(Incomes) during the year recognised in Profit & Loss Statement		1,687.74
Deferred Tax Expenses/(Incomes) during the year recognised in OCI		
Closing Balance as at September 30, 2024	-	346.81
12 Other Financial Liabilities (Current):		
Expenses Payable	59.00	118.58
TOTAL	59.00	118.58
13 Current Provisions :		
Provision for Income Tax	1,993.29	1,662.36
TOTAL	1,993.29	1,662.36
14 Other Income :		
Dividend Income	487.12	2,480.06
Interest Income	5,179.20	5,996.10
Fair Value Gains/(Losses) on Financial Assets Measures at FVTPL (net)	2,285.31	9,701.82
Profit/(Loss) on Sell of Investments/ Shares	(1,753.19)	204.00
TOTAL	6,198.43	18,381.98
15 Employee Benefit Expenses :		
Salaries, Wages and Bonus	216.00	184.65
Director Remuneration	-	-
TOTAL	216.00	184.65

NOTES TO FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2025

(Amount in INR thousands)

Particulars	As at March 31, 2025	As at March 31, 2024
16 Other Expenses :		
Advertisement & Publicity	28.98	35.78
Annual Listing Fees	383.50	383.50
Audit Fees	82.01	68.00
Bank Charges	6.26	19.26
Bonus Paid	15.38	-
Brokerage & Other Expenses	55.55	23.38
Depository Charges	61.59	42.13
Filing Fees	3.00	-
Interest Paid & penalty on statutory dues	-	1.25
Motor Car Expenses	15.97	14.58
Rent paid	24.00	24.00
Printing & Stationery	27.14	28.94
Professional & Legal Fees	147.23	192.66
Rates & Taxes	1.44	691.77
Repairs and Maintenance	22.13	6.00
Share Registry Expenses	58.94	133.95
Telephone Expenses	7.53	7.21
Website Registration Charges	6.65	6.50
TOTAL	947.29	1,678.92
Auditors Remuneration		
For Statutory Audit	59.00	50.00
For Other Matters	23.01	18.00
TOTAL	82.01	68.00

17 Earning Per Shares (EPS) computed in accordance with Ind AS 33:

Particulars	As at March 31, 2025	As at March 31, 2024
A Profit for the Year Attributable to Ordinary Shareholders of the Company	3,422.05	12,003.96
B Weighted Average Number of Ordinary Shares	15,00,000	15,00,000
C Basic & Diluted EPS	2.28	8.00

Statement of Changes in Equity for year Ended March 31, 2025

18 RELATED PARTY DISCLOSURES :

As per Ind AS 24, the disclosures with the related parties are given below:

I. List of Related Parties:

a) Key Managerial Personnel

Sr.No.	Related Party Name	Relationship
1	Bhavin Sheth	Director & CEO
2	Ashok Somani	Director & CFO
3	Shanta Somani	Director

b) Promoters and their Relatives having Control

Sr.No.	Related Party Name	Relationship
1	Shanta Somani	Promoter
2	Citric India Limited	Promoter & Group Company

c) Entities controlled by Directors/Relatives of Directors :

Sr.No.	Related Party Name	Relationship
1	Solding Hydrowatt Pvt. Ltd.	Entities Controlled by Relatives of Director
2	Shree Consultations & Services Pvt. Ltd.	Entities Controlled by Director

II. Significant transactions with Related Parties

Sr. No.	Related Party Name	Relationship	Nature of Transactions	For Year Ended March 31, 2025	For Year Ended March 31, 2024
1	Solding Hydrowatt Pvt. Ltd.	Entities Controlled by Relatives of Director	Interest on ICD	1,762.15	1,654.96
2	Shree Consultations & Services Pvt. Ltd.	Entities Controlled by Director	Advance Received Advance Repaid	- -	- -

III. Balances with Related Parties

Sr. No.	Related Party Name	Relationship	Nature of Transactions	For Year Ended March 31, 2025	For Year Ended March 31, 2024
1	Solding Hydrowatt Pvt. Ltd.	Entities Controlled by Relatives of Director	Inter-Corporate Deposit (ICD) receivable (including Interest)	25,081.23	23,495.30
2	Citric India Limited	Group Company	Investment in Group Company	60.75	60.75

NOTES TO FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2025 (CONTINUED)**19 There have been no significant events after the reporting date that require disclosure in these financial statements except as given below:**

"The Promoters of Chemo Pharma Laboratories Ltd. had entered into a Share Purchase Agreement on February 18, 2025 for stake-sale of their entire promoter's Shareholding to Atibha Agriseeds Private Ltd (Acquirer) and the Acquirer is in the process for completing the Open Offer as per SEBI SAST Regulations, 2011.

As such, the erstwhile Board of directors have resigned w.e.f. April 16, 2025 indicating a change in the management.

The above change can be captured in the table below along with the respective designations -

Sr. No.	Desgination	Appointed executive	Resigning executive
1	Director & CEO	Mr. Ruchit Mehta	Mr. Bhavin Sheth
2	Director & CFO	Mr. Utsav Trivedi	Mr. Ashok Somani
3	Non-executive director	-	Mrs. Shanta Somani
4	Non-executive Independent director	Ms. Sarvaya Goel	Mr. Mathura Prasad Sharma
5	Non-executive Independent director	Mrs. Shilpi Chopra	Mr. Toby Antony
6	Non-executive Independent director	-	Mr. Nandkumar Pareek
7	Company Secretary & Compliance Officer	Mrs. Bhawna Rajput	Mrs. Unnatti Jain

20 Disclosure for Loans and Advances *

Type of Borrower	Current Period		Previous Period	
	Amount Outstanding	% of Total	Amount Outstanding	% of Total
Promoter	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related Parties (Solding Hydrowatt Pvt. Ltd.)	25,081.23	100	23,795.30	100

* pursuant to MCA Notification G.S.R. 207(E) dated March 24, 2021

NOTES TO FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2025 (CONTINUED)

21 RATIOS *

Sr. No.	PARTICULARS	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for Variance
1	Current Ratio	Current Assets	Current Liabilities	52.70	35.10	50.14%	Increase in ratio on account of increase in cash and cash equivalents owing to sale of investments in equity shares and mutual funds & proceeds from maturity of fixed deposits.
2	Debt-Equity Ratio	Total Debt	Shareholder's Equity	NA			
3	Debt Service Earnings Coverage Ratio	available for debt service	Debt Service	NA (Company is debt free hence not applicable)			
4	Return on Equity Ratio (NPAT/Total Equity)	Net Profits after taxes – Preference Dividend (if any)	Average Shareholder's Equity	2.64%	9.84%	-73.19%	Ratio has decreased on account of decrease in other income - dividend and losses on sale of securities.
5	Inventory Turnover Ratio	Cost of OR sales goods sold	Average Inventory	NA			
6	Trade Receivables Turnover Ratio	Net Credit Sales	Avg. Accounts Receivable	NA			
7	Trade Payables Turnover Ratio	Net Credit Purchases	Average Trade Payables	NA			
8	Net Capital Turnover Ratio	Net Sales	Working Capital	NA			
9	Net Profit Ratio	Net Profit After Taxes	Net Sales	NA			
10	Return on Capital Employed (PBIT/Total Equity)	Earning Before Interest and Taxes	Capital Employed	3.84%	13.47%	-71.50%	Ratio has decreased on account of decrease in other income - dividend and losses on sale of securities.
11	Return on Investment	Net Income	Average Equity Share Capital	22.81%	80.03%	-71.49%	Ratio has decreased on account of decrease in other income - dividend and losses on sale of securities.

* pursuant to MCA Notification G.S.R. 207(E) dated March 24, 2021

NOTES TO FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2025 (CONTINUED)**22 Other Statutory Information:****During the Current Year and Previous Year:**

- i. The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- ii. The Company do not have any transactions with companies struck off.
- iii. The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- iv. The Company has not traded or invested in Crypto currency or Virtual Currency.
- v. The company was not required to submit quarterly statement of current assets banks / financial institutions provided as security, as it did not have any borrowings from banks or financial institutions.

Further, since the Company does not have any borrowings from banks or financial institutions, the disclosures pertaining to utilisation of borrowings is not applicable in this regard."

- vi. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:
 - (I) 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
 - (II) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- vii. The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (I) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (II) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- viii. The Company does not have any transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- ix. There are no scheme of arrangements which have been filed by the Company under the Act and which have been approved by the competent authority u/s 230 to 237 of the Act.
- x. The Company has not been declared as wilful defaulter by any bank or financial institution or any other lender.
- xi. The Company has not revalued any property plant and equipment and intangible assets.
- xii. There were no charges or satisfaction that were required to be registered with ROC.
- xiii. The Company does not have any immovable properties and as such, it is not required to provide the disclosures pertaining to the tittle deeds of the immovable proprties.

NOTES TO FINANCIAL STATEMENTS FOR YEAR ENDED MARCH, 2025 (CONTINUED)

21 FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT

A. Accounting Classification

The carrying value of financial instruments by categories is as follows:

(Amount in INR thousands)

Particulars	CARRYING VALUE					
	As at March 31, 2025			As at March 31, 2024		
	Fair Value through OCI	Fair Value through Profit or Loss	Amortised Cost	Fair Value through OCI	Fair Value through Profit or Loss	Amortised Cost
Financial Assets (Current and Non-Current)						
Loans	-	-	25,081.23	-	-	23,495.30
Trade Receivables	-	-	-	-	-	-
Cash and Cash Equivalents	-	-	1,06,227.80	-	-	6,058.17
Other Bank Balances	-	-	-	-	-	55,000.00
Other Financial Assets	-	-	-	-	-	-
Investments:						
- Investment in Government Securities	-	-	-	-	-	-
- Investment in Equity Shares	-	-	60.75	-	17,916.12	60.75
- Investment in Mutual Funds	-	-	-	-	26,058.385	-
	-	-	1,31,369.78	-	43,974.50	84,614.21
Financial Liabilities (Current and Non-Current)						
Trade & Other Payables	-	-	-	-	-	-
Other Financial Liabilities	-	-	59.00	-	-	118.58
Borrowings	-	-	-	-	-	-
- -	59.00	-	-	118.58		

NOTES TO FINANCIAL STATEMENTS FOR YEAR ENDED MARCH, 2025 (CONTINUED)

21 FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT

B. Fair Values

The table which provides the fair value measurement hierarchy of the Company's Assets and Liabilities is as follows:

(Amount in INR thousands)

As at March 31, 2025	CARRYING VALUE	FAIR VALUE		
		Level 1	Level 2	Level 3
Financial Assets				
Loans Carried at Amortised Cost	25,081.23	-	25,081.23	-
Trade Receivables	-	-	-	-
Cash and Cash Equivalents	1,06,227.80	-	1,06,227.80	-
Other Bank Balances	-	-	-	-
Other Financial Assets	-	-	-	-
Investments at Cost:				
- Investment in Government Securities	-	-	-	-
- Investment in Shares	60.75	-	60.75	-
- Investment in Mutual funds	-	-	-	-
Financial Liabilities at Amotised Cost				
Trade & Other Payables	-	-	-	-
Other Financial Liabilities	59.00	-	59.00	-
Borrowings	-	-	-	-

(Amount in INR thousands)

As at March 31, 2025	CARRYING VALUE	FAIR VALUE		
		Level 1	Level 2	Level 3
Financial Assets (Current and Non-Current)				
Loans Carried at Amortised Cost	23,495.30	-	23,495.30	-
Trade Receivables	-	-	-	-
Cash and Cash Equivalents	6,058.17	-	6,058.17	-
Other Bank Balances	55,000.00	-	55,000.00	-
Other Financial Assets	-	-	-	-
Investments at Cost:				
- Investment in Government Securities	-	-	-	-
- Investment in Shares	17,976.87	17,916.12	60.75	-
- Investment in Mutual funds	26,058.39	26,058.39	-	-
Financial Liabilities at Amotised Cost (Current and Non-Current)				
Trade & Other Payables	-	-	-	-
Other Financial Liabilities	118.58	-	118.58	-
Borrowings	-	-	-	-

NOTES TO FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2025 (CONTINUED)

The management assessed that carrying amount of cash and cash equivalents, trade receivables, loans, investment in government securities, unsecured borrowings, trade payable and other financial liabilities approximate their fair values largely due to the short term maturities of these instruments.

C. Financial Risk Management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ; and
- Market risk

Risk management framework

The board of directors has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the board of directors on its activities. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

i. Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed condition, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of surplus funds, bank overdrafts, bank loans, debentures and inter-corporate loans.

The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Company has access to a sufficient variety of sources of funding.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

CONTRACTUAL CASH FLOWS

March 31, 2025	Carrying Amount	Within 1 Year	1-2 Years	2-5 Years	More than 5 Years
Borrowings:					
From Banks	-	-	-	-	-
Debentures	-	-	-	-	-
Preference Shares	-	-	-	-	-
Loans from related parties	-	-	-	-	-
Trade payables	-	-	-	-	-
Other financial liabilities	59.00	59.00	-	-	-

NOTES TO FINANCIAL STATEMENTS FOR YEAR ENDED MARCH, 2025 (CONTINUED)

CONTRACTUAL CASH FLOWS

March 31, 2024	Carrying Amount	Within 1 Year	1-2 Years	2-5 Years	More than 5 Years
Borrowings:					
From Banks	-	-	-	-	-
Debentures	-	-	-	-	-
Preference Shares	-	-	-	-	-
Loans from related parties	-	-	-	-	-
Trade payables	-	-	-	-	-
Other financial liabilities	118.58	118.58	-	-	-

ii. Market Risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. We are exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of certain commodities. Thus, our exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities. The objective of market risk management is to avoid excessive exposure in our revenues and costs.

24 Reconciliation of the Income Tax Provisions to the amount computed by applying the Statutory Income Tax Rate to the Income Before Taxes is summarised below:
(Amount in INR thousands)

Particulars	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024
Accounting Profit Before Income Tax	4,980.66	16,435.69
Tax on Accounting Profit at Statutory Income Tax Rate of	25.168%	25.168%
Computed enacted Tax Expenses	1,253.53	4,136.54
Tax Effect on:		
Adjustment for items/Expenses Disallowed under the Income Tax Act	468.93	27.02
Adjustment for items/Expenses Allowed under the Income Tax Act (including set-off of losses)	(17.76)	(21.80)
Adjustment for Incomes not as per the Income Tax Act	(575.17)	(2,493.10)
Adjustment for Income Computed as per Provisions of IT Act	720.99	-
Others	142.77	13.70
Current Tax Provision	1,993.29	1,662.36
Adjustments for Deferred Tax Expenses / (Incomes)	(434.69)	1,687.74
Adjustments for Short / (Excess) Provision of Tax in Earlier Years	-	3.94
MAT Credit Entitlement utilised/written off	-	1,077.70
Total Tax Expenses reported in the Statement of Profit & Loss Account	1,558.60	4,431.74

NOTES TO FINANCIAL STATEMENTS FOR YEAR ENDED MARCH, 2025 (CONTINUED)

25 Disclosure under Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act, 2006") is as follows:

(Amount in INR thousands)

Sr. No.	Particulars	As at March 31, 2025	As at March 31, 2024
i)	the principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	-	-
ii)	the amount of interest paid by the buyer in terms of Section 16, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
iii)	the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed date during the year) but without adding the interest specified under MSMED Act, 2006;	-	-
iv)	the amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
v)	the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23.	-	-

The above disclosure has been determined to the extent such parties have been identified on the basis of information available with the Company.

26 Previous year figures have been regrouped, re-arranged and re-classified wherever necessary to conform to current year's classification

As per our Report of even date attached

For **Sanjay Rane & Associates LLP**
Chartered Accountants
Firm Reg. No. 121089W/W100878

On behalf of Board of Directors
Chemo Pharma Laboratories Limited

Sd/-
CA. Abhijeet Deshmukh
Partner
Membership No. 129145
UDIN: 25129145BMIWQ08395

RUCHIT MEHTA
DIRECTOR & CEO
DIN: 08810586

Place : Mumbai
Date : May 29, 2025

BHAWNA RAJPUT
COMPANY SECRETARY &
COMPLIANCE OFFICER
ACS-72357

UTSAV TRIVEDI
DIRECTOR & CFO
DIN: 10720143

CHEMO PHARMA LABORATORIES LIMITED

Registered Address : 5-Kumud Apartment Co. Op. Hsg. Soc. Ltd., Karnik Road,
Chikan Ghar, Kalyan, Dist. Thane- 421301

Tel No. - (022) 22078382 **Email Id:** chemopharmalab@gmail.com

CIN No. - L99999MH1942PLC003556 **Website:** www.thechemopharmalaboratoriesltd.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of The Companies (Management and Administration) Rules, 2014]

Name of the Member (s) :		
Registered Address :		
E-mail Id :	Folio No. / Client ID :	DP ID :

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint

Name :	E-mail Id :
Address :	
Signature, or failing him	

Name :	E-mail Id :
Address :	
Signature, or failing him	

Name :	E-mail Id :
Address :	
Signature, or failing him	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **83th Annual General Meeting** of the Company to be held on **Wednesday, September 24, 2025 at 04:00 p.m.** at 5, Kumud CHS. Ltd., Karnik Road, Chikan Ghar, Kalyan, Dist. Thane - 421 301 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	Vote	
		For	Against
1.	To consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors and Audited Financial Statement as on 31st March, 2025		
2.	To appoint of Mr. Bhavin Sheth (DIN – 00114608) who retires by rotation		

Signed this _____ day of _____ 2025

Affix
Revenue
Stamps

Signature of first
proxy holder

Signature of second
proxy holder

Signature of third
proxy holder

Note :

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the Company.

CHEMO PHARMA LABORATORIES LIMITED

Registered Address : 5-Kumud Apartment Co. Op. Hsg. Soc. Ltd., Karnik Road,
Chikan Ghar, Kalyan, Dist. Thane - 421301

Tel No. - (022) 22078382 **Email Id:** chemopharmalab@gmail.com

CIN No. - L99999MH1942PLC003556 **Website:** www.thechemopharmalaboratoriesltd.com

ATTENDANCE SLIP**ANNUAL GENERAL MEETING - SEPTEMBER 24, 2025**

DP ID – Client ID/ Folio No. :	
Name & Address of Sole Member :	
Name of Joint Holder(s) :	
No. of Shares held :	

I/We, certify that I am a member/proxy for the member of the Company.

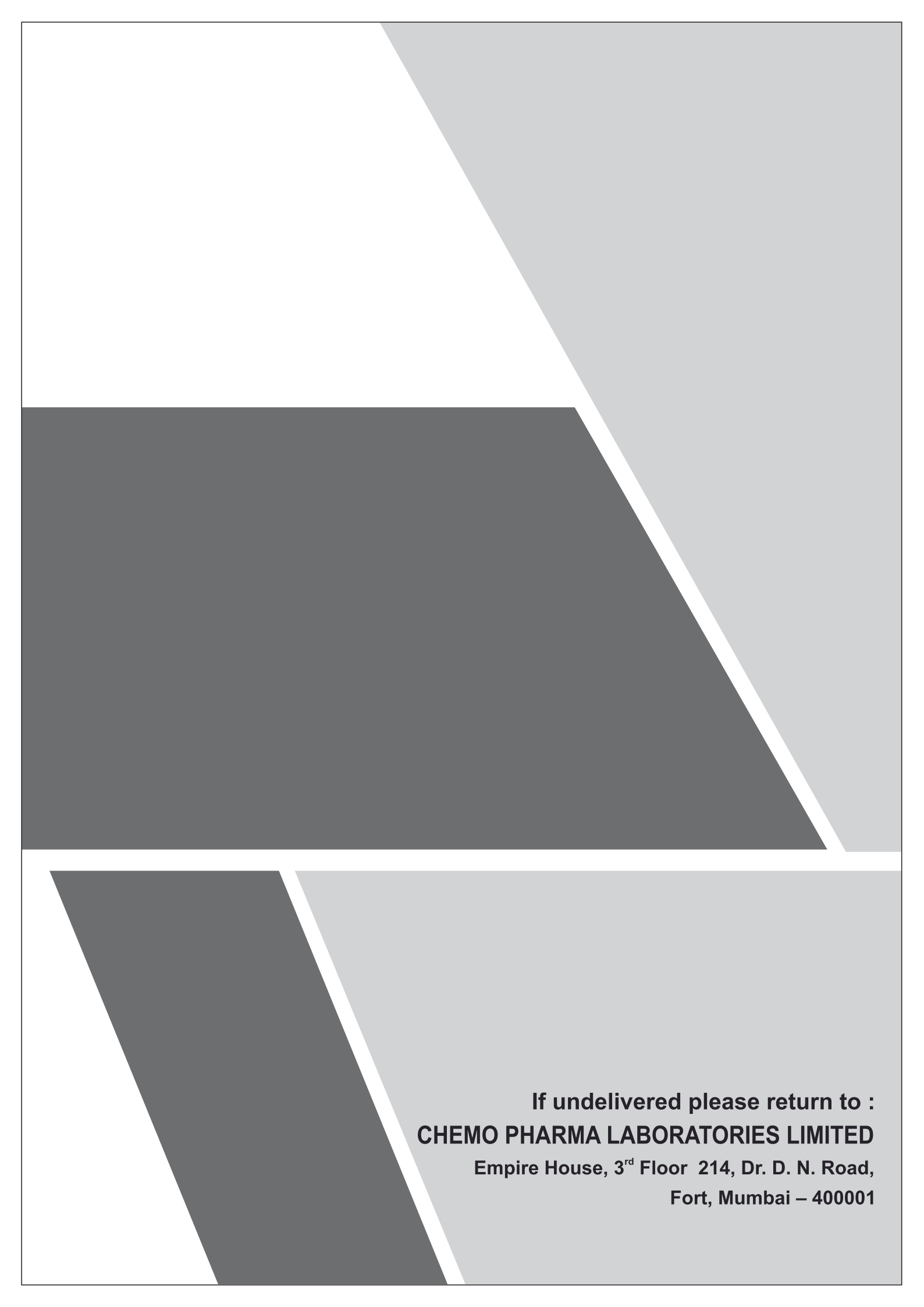
I/We, hereby record my presence at the **83th Annual General Meeting** of the Company at the **5-Kumud Apartment Co. Op. Hsg. Soc. Ltd., Karnik Road, Chikan Ghar, Kalyan, Dist. Thane - 421 301** on **Wednesday, September 24, 2025 at 04:00 p.m.**

Member/Proxy's Signature

**ELECTRONIC VOTING PARTICULARS**

EVS (Electronic Voting Sequence Number)	User ID	(Pan /Seq. No.)

NOTE: Please read the complete instructions given under the Note (The instructions for shareholders voting electronically) in the Notice of Annual General Meeting. The E-Voting starts from Wednesday, 24 2025 from 09:00 am and ends Friday 26 September, 2025 at 05:00 p.m. The voting module shall be disabled by CDSL for voting thereafter.



If undelivered please return to :
CHEMO PHARMA LABORATORIES LIMITED
Empire House, 3rd Floor 214, Dr. D. N. Road,
Fort, Mumbai – 400001