



National Peroxide Limited
(Formerly NPL Chemicals Limited)



EMBRACING GROWTH, DRIVING SUCCESS.

Annual Report 2023-24

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NOTICE

Disclaimer

This document contains statements about expected future events and financials of NPL ("The Company"), which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this Annual Report.



CORPORATE INFORMATION

KEY MANAGERIAL PERSONNEL

Mr. Rajiv Arora
Chief Executive Officer

Mr. Pravin Shetty
Chief Financial Officer

CS Amish Shah
Company Secretary

BANKER

Standard Chartered Bank

SOLICITORS AND ADVOCATES

M/s. Khaitan & Co.

STATUTORY AUDITORS

Kalyaniwalla & Mistry LLP

INTERNAL AUDITORS

M/s. PKF Sridhar and Santhanam LLP

COST AUDITORS

D.C Dave & Co.

SECRETARIAL AUDITORS

M/s. Parikh & Associates

REGISTERED OFFICE & HEAD OFFICE

Neville House, J. N. Heredia Marg, Ballard Estate,
Mumbai - 400 001

Phone: 022-66620000

FACTORY

N. R. C. Road, P. O. Atali, Via Mohone,
Kalyan - 421102

Dist. Thane, Maharashtra

Phone: 0251-2278000

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Private Limited

Unit: National Peroxide Limited

C-101, 247 Park, L. B. S. Marg

Vikhroli (West),

Mumbai - 400 083

Phone: +91 8108116767

E-mail ID: rnt.helpdesk@linkintime.co.in



INDUSTRY OUTLOOK

Chemical Industry Overview

India boasts a remarkably diverse chemical industry, encompassing sectors like bulk chemicals, speciality chemicals, agrochemicals, petrochemicals, polymers, and fertilisers. It stands as the sixth-largest chemical producer globally and the third-largest in Asia. The industry contributes significantly to the economy, accounting for 7% of India's GDP and underlining its economic vitality. The country also plays a pivotal role in the global chemical market, ranking 14th in exports and 8th in imports, excluding pharmaceuticals.

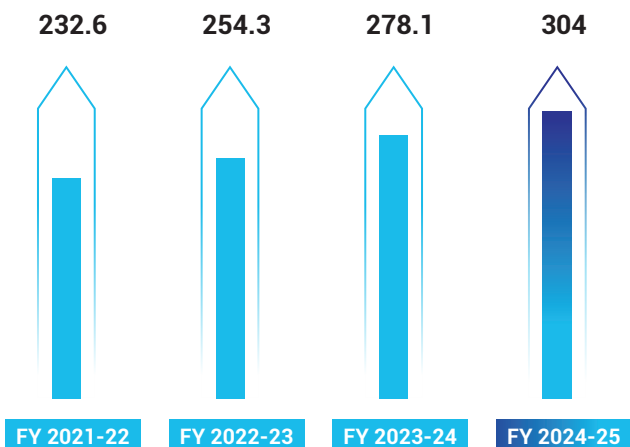
Recent shifts in the global supply chain, driven by the China+1 strategy, along with a revival in domestic demand, were anticipated to drive substantial increase in revenue—projected at 18-20% in 2022 and 14-15% in 2023. Speciality chemicals account for 20% of the global chemicals industry's USD 4 trillion. The Indian market for these chemicals is expected to register a CAGR of 12%,

reaching USD 64 billion by 2025. To support this growth, an investment of ₹ 8,00,000 Crores (approximately USD 107.38 billion) is projected for India's chemicals and petrochemicals sector by 2025.

India's chemical sector, which was estimated to be worth USD 220 billion in 2022, is anticipated to grow to USD 300 billion by 2025 and USD 1 trillion by 2040. The Department of Chemicals & Petrochemicals intends to bring the PLI (Production Linked Incentive) Scheme ~ a government initiative to boost domestic production and attract foreign companies for mass production nationwide, in the chemical & petrochemical sector and will redraft the Petroleum, Chemicals and Petrochemicals Investment Region (PCPIR) guidelines. The Indian chemical industry is expected to grow further with a CAGR of 11-12% by 2027, increasing India's share in the global speciality chemicals market from 3% to 4%.

Indian Chemical Industry Market Size

(In USD billion)



 [Source: <https://www.ibef.org/industry/chemical-industry-india>]



Hydrogen Peroxide Industry

Hydrogen peroxide (H₂O₂) is a clear, pale blue chemical compound, finds extensive use in various sectors due to its versatile properties. It is a peroxide compound known for its oxygen-oxygen single bond. In India, it is predominantly utilised as an oxidising & bleaching agent for the Textile, Pulp & Paper, Chemical Synthesis and Waste Water Treatment industries, with specialised usage in the Personal Care, Disinfection and Food Processing Industry.

Market Drivers



Pulp & Paper Industry

Hydrogen Peroxide is primarily utilised as a bleaching agent, playing a crucial role in pulp & paper production. India is one of the largest pulp & paper-producing countries, with production growing year-on-year. Consequently, the demand for hydrogen peroxide is also growing.



Textile Industry

Hydrogen Peroxide is primarily utilized as a bleaching agent for cotton, playing a crucial role in production. India, being a major Cotton based textile producer, is driving the demand for hydrogen peroxide.



Chemical Synthesis

Hydrogen peroxide is used as a strong reducing agent for various chemical synthesis processes like aromatic chemicals, agro chemicals, and amines production, among others.



Food Processing Industry

There is a growing demand for processed food in the country, driving hydrogen peroxide consumption, which is used as a Aseptic Media to disinfect Packing material.



Environmental Regulations

Enhanced government initiatives supporting eco-friendly solutions are accelerating the use of hydrogen peroxide in waste water treatment and pollution control applications like Industrial ETP, CETP and Municipal STP

Market Segmentation

Applications:

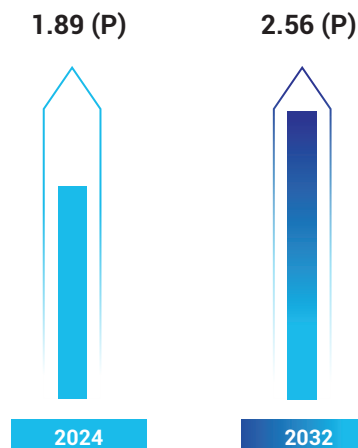
Includes chemical synthesis, bleaching, oxidation, disinfection, cleaning, and etching.

End Use:

Spanning textiles, pulp & paper, food & beverage, waste water treatment, health & personal care, and electronics, among others.

Global Hydrogen Peroxide Market

(In USD billion)



The global hydrogen peroxide market was valued at USD 1.82 billion in 2023. The market is projected to be worth USD 1.89 billion in 2024 and reach USD 2.56 billion by 2032.

(P - Projection)



[Source: <https://www.fortunebusinessinsights.com/hydrogen-peroxide-market-103920>]

Trends in the Global Hydrogen Peroxide Market

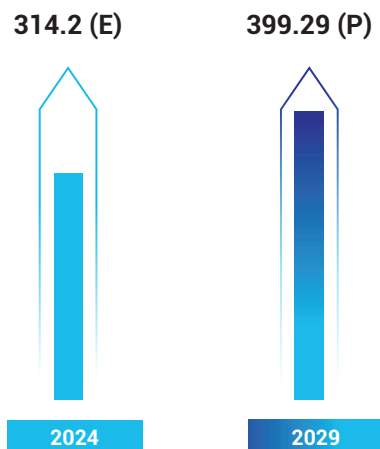
- Paper, Pulp, and Textiles:** Hydrogen peroxide is widely used as a bleaching agent across the paper & pulp industry and in textile manufacturing, aiding in the production of diverse types of pulp and fabric.
- Food Industry Applications:** In the food sector, food-grade hydrogen peroxide serves as a disinfectant agent in aseptic packaging, ensuring the safety and longevity of products.
- Emerging Uses:** Looking ahead, new applications are emerging for hydrogen peroxide in electronics, photovoltaics (PV), and as a disinfectant, expanding its utility across various industries.

Indian Hydrogen Peroxide Market Size

The Indian hydrogen peroxide market is estimated to reach 314.2 kilotons by the end of 2024. The market is projected to reach 399.29 kilotons till 2029, registering a CAGR of 4% during the forecast period.

Market Size

(In Kilotons)



E: [Estimated]

P: [Projected]

 [Source: <https://www.mordorintelligence.com/industry-reports/india-hydrogen-peroxide-market/market-size>]

Peracetic Acid Industry

Peracetic acid (PAA) is a multi-characteristic biocide, derived from H_2O_2 and is used across different industry verticals such as healthcare, food processing, water treatment, and pharmaceuticals. The growing usage of peracetic acid in end-use industries and the demand for high-quality biocide products are driving the market. The availability of different product grades is also an important driver of the market.

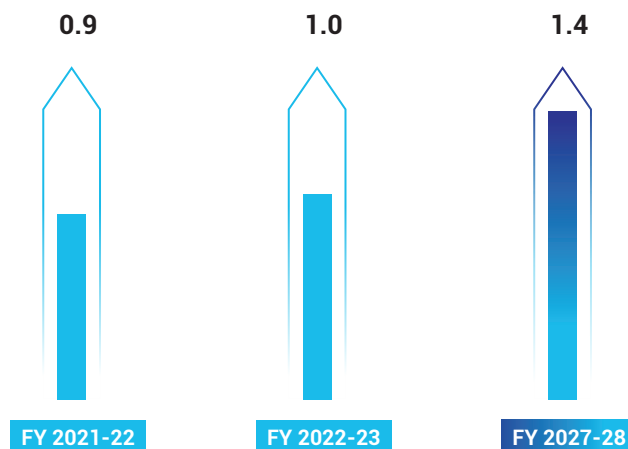
Peracetic acid is one of the innovative developments in the biocide industry due to its performance benefits compared to other biocides. Product awareness and favourable features (long shelf life, optimum performance, safe by-products, and slow thermal degradation) of peracetic acid attract end users to use this product in various applications. The growing demand for peracetic acid in various applications is driving the market in various end-use industries.

Global Peracetic Acid Market

The Global Peracetic Acid market was valued at USD 1.0 billion in 2023 and is projected to reach USD 1.4 billion in 2028, clocking in a 7.4% CAGR from 2023 to 2028.

Market Size

(In USD billion)



 [Source: [Peracetic Acid Market Size, Industry Share Forecast \[Latest\] \(marketsandmarkets.com\)](#)]



Chemical Industry Outlook

The chemical industry holds considerable importance globally. India ranks as the sixth largest chemical producer worldwide and the fourth in Asia, exporting to over 175 countries and contributing 13% to the nation's total exports. With both exports and domestic demand on the rise, the Indian chemical sector is expanding at a pace of 1.2 to 1.5 times that of the GDP. Over the next decade, it is expected to attract investments exceeding USD 87 billion, accounting for more than 10% of the global growth in petrochemicals. Despite facing challenges such as volatile commodity prices, increased competition, geopolitical tensions, and uncertainties in crude oil supplies, the Indian chemical sector shows robust potential. This resilience is bolstered by growing interest from global firms looking to source from India, coupled with strategic capital expenditures in advanced technology and capacity expansion.

Company Overview

Following the Composite Scheme of Arrangement effective from September 11, 2023, involving National Peroxide Limited ('the Demerged Company'), Naperol Investments Limited ('the Transferor Company'), and NPL Chemicals Limited ('the Resulting Company'), the chemical business of NPL was transferred to NPL Chemicals Limited, retroactively effective from April 01, 2022. This

restructuring has positioned NPL Chemicals, now known as National Peroxide Limited, as a significant player in Peroxygen.

As part of the Wadia Group, known for its forward-thinking approach and commitment to innovation, National Peroxide Limited is India's largest manufacturer of Hydrogen Peroxide with a capacity of 1,50,000 MTPA (on a 50% w/w basis), located in Kalyan, Maharashtra. The Company also produces Compressed Hydrogen Gas and Peracetic Acid for diverse industrial applications.

The recent expansion in hydrogen peroxide exports to over 30 countries has strengthened National Peroxide Limited's global presence and enhanced its reputation both domestically and internationally. Supported by investments in technology and a skilled workforce, the Company focuses on operational efficiency and maintaining high standards of product quality and customer service to sustain its growth trajectory in the chemical manufacturing industry. The equity shares of National Peroxide Limited (formerly known as NPL Chemicals Limited) were listed and admitted to trading on BSE Ltd. effective from July 04, 2024. This milestone marks a significant step forward in the Company's journey towards broader market participation and shareholder engagement.

Financial Performance

In our first year as a listed Company, FY 2023-24 presented both challenges and opportunities. We recorded revenue of ₹ 332.98 Crore, with an EBITDA of ₹ 42.75 Crore and a margin of 12.84%. Our Profit after Tax (PAT) stood at ₹ 16.79 Crore, with a PAT margin of 5.04%. While these figures are lower than our initial projections, they demonstrate our resilience in a challenging market. These results reflect our agility in navigating market complexities and position us for future growth. We remain confident in our ability to capitalise on emerging opportunities and drive long-term value.



REFLECTING ON PROGRESS: A MESSAGE FROM THE CEO



At NPL, we implemented a strategic restructuring that involved transferring our chemical business to NPL Chemicals Limited and merging Naperol Investments Limited with the demerged Company, effective April 01, 2022. This reorganisation created two separate entities, each distinct in its focus.

and adaptability. In 2023-24, the Indian Chemical sector significantly contributed to the economy, accounting for 7% of India's GDP. The sector has become increasingly attractive to global companies seeking to implement a China+1 strategy to mitigate operational risks.

India's strengths include competitive manufacturing capabilities, advanced process engineering skills, a skilled workforce, commitment to international quality standards, and strict environmental regulations. These attributes have established India as a reliable part of the global manufacturing landscape, enhancing its status as a key strategic partner for worldwide businesses. The Indian hydrogen peroxide market is poised to reach 314.2 kilotons by the end of 2024.

This backdrop sets the stage for NPL's journey as a focussed entity in the peroxygen chemical industry. Our position as a prominent producer and exporter of hydrogen peroxide aligns well with the increasing demand for environmentally conscious and versatile chemical solutions across various sectors. Our extensive product range continues to drive our stability and growth as we adeptly navigate the complexities and capitalise on new opportunities within the dynamic chemical sector.

Financial Performance

In FY 2023-24, we recorded revenue of ₹ 332.98 Crore and EBITDA of ₹ 42.75 Crores. Our PAT of ₹ 16.79 Crore reflects a decrease due to external factors, including the Red Sea crisis impacting exports, increased competition, and changing industry dynamics. While these challenges have affected our short-term performance, we are actively

Dear Shareholders,

I am delighted to present the inaugural Annual Report of National Peroxide Limited, commemorating an important milestone in our evolution since transitioning to a publicly listed company. This successful listing is not merely a financial achievement; it embodies the dedication and foresight of our entire team. We have undertaken this journey with a steadfast commitment to transparency, accountability, sustainable growth, and intrinsic value, principles that are deeply embedded in all aspects of our operations. This year has been a turning point for our Company as we continue to build on the strong foundations established post our demerger from Naperol (previously known as National Peroxide Limited) in September 2023.

Macro Environment & Industry Dynamics

Over the past year, the global chemical industry has navigated a maze of challenges, including fluctuating commodity prices, intense competition, and geopolitical unrest. Events such as the Red Sea crisis and conflicts in the Middle East have compounded uncertainties, particularly concerning crude oil supplies, creating a demanding operational landscape. Amid these difficulties, India has emerged as a pillar of growth among the world's major economies, showcasing exceptional resilience



adapting our strategies to navigate these changes. We remain focussed on operational efficiency and exploring new market opportunities to strengthen our position. We appreciate your continued support as we work to overcome these obstacles and drive future growth.

Restructuring

At NPL, we implemented a strategic restructuring that involved transferring our chemical business to NPL Chemicals Limited and merging Naperol Investments Limited with the demerged Company, effective April 1, 2022. This reorganisation created two separate entities, each distinct in its focus.

The purpose of this restructuring is to enhance the value of each business segment by segregating them according to their respective risk and return profiles. This separation allows investors more autonomy to select investments that align with their individual strategies. Our primary focus is on amplifying shareholder value, drawing in investors, and implementing growth strategies specifically designed to capitalise on the unique opportunities available in different segments of the chemical industry.

Sustainability

At NPL, we recognise sustainability as a fundamental responsibility in the chemical industry. Our commitment to reducing environmental impact while driving business growth is exemplified through several key initiatives. We are proud to be at the forefront of green hydrogen production, a promising clean energy solution with the potential to revolutionise multiple industries. We have also embraced hybrid power solutions, integrating renewable energy sources into our operations to reduce fossil fuel reliance and enhance energy security. Continuously working to minimise our carbon footprint, we're investing in energy efficient equipment and optimising processes across all operations. At NPL, we believe sustainability and business success are intrinsically linked. By prioritising sustainable practices, we're fulfilling our responsibility to the planet while positioning ourselves as forward-thinking industry leaders. We remain committed to exploring new avenues for sustainable growth and innovation, creating value for stakeholders while contributing to a more sustainable world.

CSR & HR Initiatives

Our commitment to social responsibility and employee well-being forms the cornerstone of our corporate ethos. We have collaborated with the Kalyan Municipal Corporation to enhance municipal school infrastructure,

improve cleanliness, and support education through book donations and yoga classes. These initiatives reflect our dedication to nurturing the communities that support us. Internally, we prioritise our team's growth and welfare. Our comprehensive job training programmes, stress-relief activities, and recreational facilities aim to create a balanced, productive work environment. We have implemented behavioural training to foster personal and professional development, recognising that our success is built on the strength of our people. We strive to maintain the highest standards of corporate governance, ensuring transparency and ethical practices in all our operations. This approach, coupled with our community and employee-focused initiatives, highlights our belief that true success lies in creating value for all stakeholders. We remain committed to this path of responsible growth and positive impact.

Future Directions

As we look to the future, our focus remains on strategic growth and innovation. We are carefully investing capital expenditure to enhance our capabilities and efficiency. Sustainability continues to guide our decisions, as we develop processes and products that are both environmentally responsible and economically viable. We are also expanding our horizons in the export market, aiming to strengthen our global presence. Simultaneously, we're concentrating on developing value-added products to meet evolving market demands and improve our competitive position. Our path forward is rooted in adaptability and responsiveness to industry changes.

Gratitude Note

I would like to express sincere gratitude to our clients, vendors, and partners, as well as our senior leadership team, directors, and everyone who has consistently believed in our capabilities. Your invaluable support has been instrumental in our evolution into a strong organisation. The fundamentals of our Company give us a firm footing, empowering us to harness substantial growth opportunities. Moving forward, we are committed to reaching new heights and striving for greater achievements in the future.

Warm Regards,

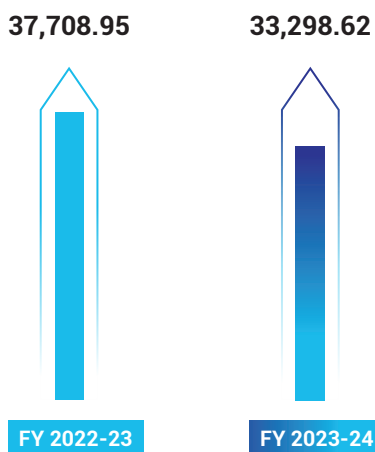
Rajiv Arora

Chief Executive Officer & Director

FINANCIAL PERFORMANCE

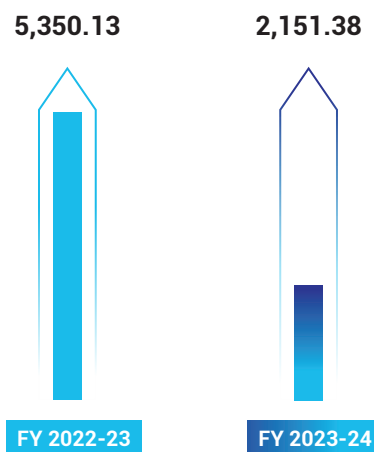
Revenue

(₹ in Lakhs)



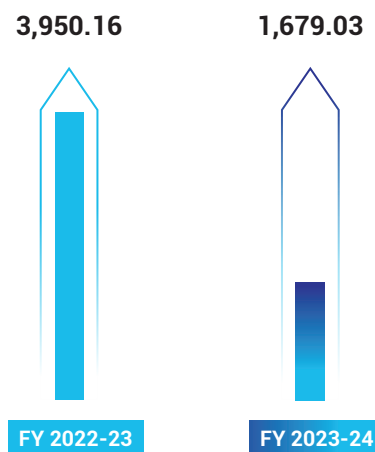
Profit Before Tax

(₹ in Lakhs)



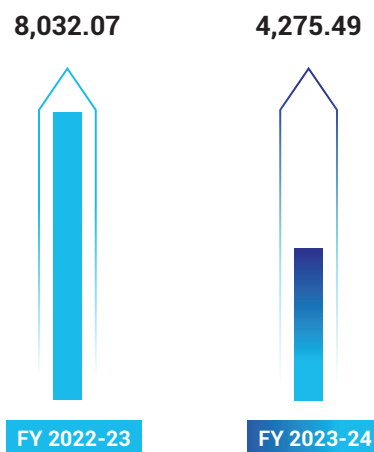
Profit After Tax

(₹ in Lakhs)



EBITDA

(₹ in Lakhs)



Note: The Ukraine war during FY 2022-23, and resulting conditions post the conflict, created pockets of shortage and good demand, which in turn lead to opportunities in both domestic and international markets with increased prices. This bolstered the financial performance during 2022-23.

The Financial year 2023-24, saw stabilization of demand and supply which also lead to reduction of artificial and increased prices. Moreover, the red sea crisis impacted the shipment times, and sea freights, which led to compression of margin. While the Geo Political situation has affected our performance it still demonstrates our resilience in an extremely challenging market.



GUIDING EXCELLENCE: OUR ACCOMPLISHED BOARD OF DIRECTORS



Mr. Ness N. Wadia
Chairman/Non-Executive &
Non-Independent Director



Dr. Minnie Bodhanwala
Non-Executive &
Non-Independent Director



Mr. Viraf Mehta
Non-Executive &
Independent Director



Ms. Parvathi Menon
Non-Executive &
Independent Director



Mr. Jaivir Singh
Non-Executive &
Independent Director



Mr. Rajiv Arora
Chief Executive Officer &
Director

Directors' Report to the Members

The Directors take pleasure in presenting their Fourth Annual Report on the business and operations of the Company and the Audited Financial Statements for the year ended March 31, 2024.

1. FINANCIAL RESULTS

(₹ In Lakhs)

Particulars	Financial Year Ended	
	March 31, 2024	March 31, 2023
Total Income	33,814.95	38,472.86
Profit before tax and exceptional items	2,151.38	4,054.97
Exceptional Items	-	1,295.16
Profit before tax after exceptional items	2,151.38	5,350.13
Tax Expense	472.35	1,399.97
Net Profit after Tax	1,679.03	3,950.16
Dividend paid on Equity Shares*	1,005.73	-

* ₹ 12.50 and ₹ 17.50 per Share for financial years FY 2023-24 and FY 2022-23, respectively.

2. DIVIDEND

Your Directors have recommended a dividend of ₹ 12.50 (125%) per equity share of ₹ 10.00 each for the financial year FY 2023-24, to be paid, if declared by the Members at the Annual General Meeting (AGM) to be held on Tuesday, August 27, 2024. The total dividend pay-out amounts to ₹ 718.38 Lakhs.

3. TRANSFER TO RESERVES

During the year under review, no transfers were made to reserves.

4. COMPOSITE SCHEME OF ARRANGEMENT

The Composite Scheme of arrangement amongst National Peroxide Limited ('the Transferee Company or Demerged Company') and Naperol Investments Limited ('the Transferor Company') and NPL Chemicals Limited ('the Resulting Company') and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 ('the Scheme') was approved by the Hon'ble National Company Law Tribunal (NCLT) by an order passed on May 4, 2023. The Scheme, inter alia, provided for:

- the demerger, transfer and vesting of the Demerged Undertaking (as defined in the Composite Scheme) from the Transferee Company into the

Resulting Company on a going concern basis and the consequent issue of shares by the Resulting Company in the manner set out in the Scheme;

- the amalgamation of the Transferor Company with the Transferee Company in the manner set out in the Scheme; and
- the reduction of the share capital of the Resulting Company in the manner set out in the Scheme.
- The name of the Transferee Company namely National Peroxide Limited to be changed to Naperol Investments Limited in the manner set out in the Scheme. and
- The name of the Resulting Company namely NPL Chemicals Limited to be changed to National Peroxide Limited in the manner set out in the Scheme

The Scheme was approved by the Hon'ble National Company Law Tribunal, Mumbai Bench on May 04, 2023. The Scheme was made effective on September 11, 2023 upon receipt of all requisite approvals, with the Appointed Date of the Scheme being April 01, 2022. Pursuant to the scheme the accounts of the Company were restated for the period of September, 2023 and December, 2023 respectively and name of the Company was changed from NPL Chemicals Limited to National Peroxide Limited with effect from January 31, 2024.



Pursuant to the Scheme the Company had filed application under Rule 19(7) read with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957 with BSE Ltd. for which in-principle approval was received on March 28, 2024. The Company had also received Relaxation under Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957 from SEBI on May 31, 2024. Further the Company has also received Final Listing and Trading Approval from BSE Limited vide its Notice dated July 02, 2024. , The equity shares got listed and admitted to dealings on the Exchange w.e.f., Thursday, July 04, 2024.

5. STATE OF COMPANY'S AFFAIRS

A. INCOME AND PROFITABILITY

As per the financial statements for the year ended March 31, 2024, the total income for the year under review was ₹ 33,814.95 Lakhs as against ₹ 38,472.86 Lakhs for the previous year.

The profit before tax was ₹ 2151.38 Lakhs and the profit after tax was ₹ 1679.03 Lakhs for the year under review as against ₹ 4054.97 Lakhs and Rs 3950.16 Lakhs respectively, for the previous year.

Basic and diluted earnings per share was ₹ 29.22 and 68.73, during the financial year FY 2023-24 and FY 2022-23 respectively.

B. FINANCIAL LIQUIDITY

Cash and Cash equivalent as on March 31, 2024 was ₹ 860.81 Lakhs as against ₹ 642.67 Lakhs for the previous year. The Company's working capital management is based on a well-organised process of continuous monitoring and controls on receivables, inventories and other parameters.

C. AUDITORS REPORT

There are no qualification, reservation or adverse remarks or disclaimer made by the Auditors in their report on the Financial Statement of the Company for the Financial Year ended on March 31, 2024.

6. CHANGE(S) IN THE NATURE OF BUSINESS, IF ANY

During the Financial Year FY 2023-24 there was no change in the nature of business. However, pursuant to the Scheme becoming effective on September 11, 2023, the investments and leasing business of the Company was transferred to Naperol Investments Limited

(Formerly known as National Peroxide Limited) and the chemical business of Naperol Investments Limited (Formerly National Peroxide Limited) was transferred and vested to our Company, with effect from the Appointed Date i.e. April 01, 2022. The Company from then has continued with the Chemical business.

7. MATERIAL CHANGES AND COMMITMENTS IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED DURING THE FINANCIAL YEAR AND BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

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

Pursuant to the scheme becoming effective, the same is accounted in accordance with Ind AS and in accordance with applicable accounting principles as prescribed under Companies (Indian Accounting Standards) Rule, 2015 (Ind AS) as notified under section 133 of the Companies Act, 2013 as amended from time to time and with generally accepted accounting principle.

8. PUBLIC DEPOSITS

During the year under review, your Company has neither accepted nor renewed any deposits from public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

9. DETAILS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

As on March 31, 2024 there was no Subsidiary, Associate or Joint Venture of the Company and hence the reporting of highlights of performance of Subsidiaries, Associates and Joint Venture companies and their contribution to overall performance of the Company pursuant to Rule 8(5)(iv) of the Companies (Accounts) Rules, 2014 during the period is not applicable. The provisions of Section 129(3) of the Companies Act, 2013 read with Rule 5 of The Companies (Accounts) Rules, 2014 pertaining to AOC-1 and Section 136 pertaining to placing the financials of the subsidiaries on the website of the Company are not applicable.

10. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34(2)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations'), the Management Discussion and Analysis Report for the year under review, is presented in a separate section, forming part of the Annual Report.

11. CORPORATE GOVERNANCE

In terms of Regulation 34 of Listing Regulations, a report on Corporate Governance along with a Certificate from a Practicing Company Secretary, regarding compliance of the conditions of Corporate Governance, is appended as 'Annexure I'.

12. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Pursuant to Regulation 34(2)(f) of the SEBI Listing Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CMD-2/P/CIR/2021/562 dated May 10, 2021, Business Responsibility and Sustainability Report ('BRSR') for the financial year 2023-24 is not applicable to the Company

13. CORPORATE SOCIAL RESPONSIBILITY

Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and Schedule VII to the Act, your Company has undertaken projects in accordance with the CSR Policy. The details of the CSR projects, unspent CSR amount and reason for the amount being unspent are given in 'Annexure III'.

14. DIVIDEND DISTRIBUTION POLICY

In accordance with Regulation 43A of the Listing Regulations, the Company has formulated a Dividend Distribution Policy which endeavours dual objective of appropriate reward to shareholders through dividends and ploughing back earnings to support sustained growth. The policy is available on the website of the Company at <https://www.naperol.com/DisclosureUnderRegulation46-of-the-LODR>

15. RELATED PARTY TRANSACTIONS

The framework for dealing with related party transactions is given in the Corporate Governance Report. During the year under review, the Company did not enter into any contracts / arrangements / transactions with related parties referred in Section 188(1) of the Companies Act, 2013 read with the rules made thereunder. All the related party transactions were in the ordinary course of business and on an arm's length basis and therefore, disclosure in Form AOC-2 is not applicable to the Company. There were no material significant related party transactions entered into by the Company during the year that required shareholders' approval under Regulation 23 of the Listing Regulations. The Related Party Transactions Policy as approved by the Board has been uploaded on the Company's website. In accordance with Ind AS-24, the Related Party Transactions are disclosed in the Notes to Financial Statements for the financial year 2023-24.

16. WHISTLE BLOWER POLICY

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of the SEBI Listing Regulations, 2015, your Company has adopted Whistle Blower Policy. The details of the same are provided in the Corporate Governance Report.

17. RISK MANAGEMENT

During the year under review, there were no major risks affecting the existence of the Company. On effectiveness of the Scheme, the Company has adopted a well-defined risk assessment and management policy. The Company has in place a mechanism to inform the Board about the risk assessment and minimisation procedures and undertakes periodical review of the same to ensure that the risks are identified and controlled by means of a properly defined framework.

The details of the Risk Management Committee and policy are given in the Corporate Governance Report.

18. DETAILS OF BOARD MEETINGS

During the year, Eight (8) Board Meetings were held. The details of the meetings are provided in the Corporate Governance Report.

**19. BOARD COMMITTEES**

The Board in their meeting held on October 26, 2023 had constituted following committees: Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders' Relationship Committee and Risk Management Committee. The Terms and Reference of the said Committees were also approved by the Board of Directors. Further, the Board had re-constituted Listing Committee effective November 30, 2023 since there was change in Key Managerial Personnel (KMPs).

All the recommendations made by the Committees were accepted by the Board.

A detailed update on the committees, its composition, number of Committee meetings held and attendance of the directors at each meeting is provided in the Corporate Governance Report.

20. DIRECTORS AND KEY MANAGERIAL PERSONNEL**Retirement by rotation**

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association

of the Company, Mr. Ness N. Wadia (DIN: 00036049), Chairman and Non-Executive Director, retires by rotation at the ensuing AGM and being eligible, offers himself for re-appointment.

The Nomination and Remuneration Committee and the Board of Directors at their Meeting held on July 31, 2024, recommended the re-appointment of Mr. Ness N. Wadia for approval of the Members at the ensuing AGM of the Company.

The Board is of the opinion that Ness N. Wadia possess the requisite knowledge, skills, expertise and experience to contribute to the growth of the Company. The Board recommends re-appointment of Mr. Ness N. Wadia for the consideration of the Members of the Company at the forthcoming AGM.

Brief Profile and other information of Mr. Ness N. Wadia as required under Regulation 36(3) of SEBI Listing Regulations, 2015 and Secretarial Standard - 2 is given in the Notice of the 4th AGM of the Company. The above proposal for re-appointment forms part of the Notice of the 4th AGM.

Re-designation and Appointment

The Board of Directors on October 26, 2023, appointed following directors :

S. No.	Name of Director	DIN	Designation
1.	Mr. Ness N. Wadia	00036049	Chairman – Additional Non-Executive Non-Independent Director – liable to retire by rotation
2.	Dr. (Mrs.) Minnie Bodhanwala	00422067	Additional Non-Executive Non-Independent Director – liable to retire by rotation
3.	Mr. Viraf Mehta	00352598	Additional Non-Executive Independent Director, term of 5 years
4.	Ms. Parvathi Menon	02874749	Additional Non-Executive Independent Director, term of 5 years

Further Board had appointed Mr. Jaivir Singh (DIN: 01362930) as an Additional Director Non-Executive Independent Director on the Board of Directors of the Company with effect from November 20, 2023 for a period of five years.

Subsequently, the Members in the Annual General Meeting of the Company held on December 21, 2023, approved the appointment of Mr. Ness N. Wadia and Dr. Mrs. Minnie Bodhanwala Non-Executive Non-Independent Directors liable to retire by rotation and Mr. Viraf Mehta, Ms. Parvathi Menon and Mr. Jaivir Singh as Non-Executive Independent Directors of the Company for a period of 5 (five) years from the date of their appointment, not liable to retire by rotation..

The declarations have been given to the Company that Mr. Viraf Mehta, Ms. Parvathi Menon and Mr. Jaivir Singh meet the criteria of independence as required under Section 149(6) of the Companies Act, 2013 and Listing Regulations.

Mr. Rajiv Arora (DIN - 08730235), was appointed by the Board of Directors as an Additional Director and as Whole time Director designated as "Chief Executive Officer (CEO) & Director" of the Company for a period of two years with effect from September 25, 2023. He was then appointed as a Director and his appointment as Whole-Time Director designated as the "Chief Executive Officer (CEO) & Director" of the Company for a period of two years with effect from September 25, 2023 not liable to retire by rotation was approved at the Extra-Ordinary General Meeting of the Members held on September 26, 2023.

Cessation of Directors

During the year under review, Mr. Rajesh Batra (DIN: 00020764), Mr. Jairaj Bham (DIN: 02806038) and Mr. Girish Advani (DIN: 05264838) ceased to be Directors of the Company with effect from October 26, 2023. The Board places on record its appreciation for the invaluable contribution and guidance provided by Mr. Rajesh Batra, Mr. Jairaj Bham and Mr. Girish Advani during their tenure as Directors of the Company.

Key Managerial Personnel

Pursuant to the aforesaid Scheme of Arrangement coming into effect on September 11, 2023, the services of Mr. Rajiv Arora, CEO, Mr. Pravin Shetty, Chief Financial Officer and CS Heena Shah, Company Secretary and Compliance Officer, of Naperol Investments Limited (erstwhile known as National Peroxide Limited) ("Demerged Company") were transferred to our Company with effect from September 25, 2023 and same was approved by the Board of Directors in their meeting held on same day.

Further Mr. Pravin Shetty has also been appointed as Chief Risk Officer of the Company with effect from September 25, 2023.

CS Heena Shah, Company Secretary and Compliance Officer of the Company tendered her resignation and was relieved from her duties with effect from close of business hours of November 30, 2023. The Board places on record its appreciation for CS Heena Shah for her contribution during her tenure as Company Secretary and Compliance Officer of the Company.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors approved the appointment of Mr. Amish Shah as

Company Secretary and Compliance Officer and Key Managerial Personnel of the Company with effect from December 01, 2023.

21. DECLARATION BY INDEPENDENT DIRECTORS:

Your Company has received the Declaration of Independence from all the Independent Directors stating that they meet the independence criteria as prescribed under Section 149(6) of the Companies Act, 2013, Rule 6 of The Companies (Appointment and Qualification of Director) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board there has been no change in the circumstances which may affect the status of Independent Directors of the Company and the Board is satisfied of the integrity, expertise, and experience (including proficiency in terms of Section 150(1) of the Companies Act, 2013 and applicable rules thereunder) of all Independent Directors on the Board.

In terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 Independent Directors of the Company have already undertaken requisite steps towards the inclusion of their names in the databank of Independent Directors maintained with the Indian Institute of Corporate Affairs. Further, the Company's Independent Directors have affirmed that they have followed the Code of conduct for Independent Directors as outlined in Schedule IV to the Companies Act, 2013.

22. BOARD EVALUATION

The details of evaluation of Directors, Committees and Board as a whole are given in the Corporate Governance Report.

23. DIRECTORS' RESPONSIBILITY STATEMENT

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

1. in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
2. they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so



as to give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit of the Company for that period;

3. they 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;
4. they have prepared the Annual Accounts on a 'going concern' basis;
5. they have laid down internal financial controls to be followed by the Company and that such internal controls are adequate and were operating effectively; and
6. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and were operating effectively.

24. ANNUAL RETURN

Pursuant to Section 92(3) and Section 134(3)(a) of the Companies Act, 2013, a copy of the Annual Return of the Company is uploaded on the website of the Company at www.naperol.com.

25. ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The details of adequacy of Internal Financial Controls are given in the Management Discussion and Analysis Report.

26. SHARE CAPITAL

During the year under review, the authorised share capital of the Company was increased from ₹ 1,00,000/- (Rupees One Lakh only) divided into 10,000 (Ten Thousand) Equity Shares of ₹ 10/- each to ₹ 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 Equity Shares of ₹ 10/- each through Ordinary Resolution passed by the shareholders at the Extra-Ordinary General meeting held on May 19, 2023.

Pursuant to the Scheme and as per the resolution passed by the Listing Committee of the Company on September 27, 2023, 57,47,000 equity shares of ₹ 10/- each amounting to ₹ 5,74,70,000 (Rupees Five Crore

Seventy-Four Lakhs Seventy Thousand Only) were issued and allotted to the shareholders of National Peroxide Limited (now known as Naperol Investments Limited) who held shares on the record date viz; September 25, 2023, in the ratio of 1:1.

The paid up share capital of the Company increased from ₹ 1,00,000 (Rupees One Lakh only) to ₹ 5,74,70,000 (Rupees Five Crore Seventy Four Lakhs Seventy Thousand Only) being 57,47,000 equity shares of ₹ 10/- each.

27. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

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

28. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

The Hon'ble National Company Law Tribunal has approved the Scheme vide its order dated May 4, 2023. SEBI/BSE has approved the Scheme on September 11, 2023.

Apart from the above, there has been no significant and material orders passed by the regulators, courts and tribunals impacting the going concern status and the Company's operations in future.

29. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016, DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF FINANCIAL YEAR

There are no applications made or any proceeding pending during the year under review under the Insolvency and Bankruptcy Code, 2016.

30. DIFFERENCE BETWEEN AMOUNT OF VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONGWITH THE REASONS THEREOF

During the year under review, there was no instance of one-time settlement with banks or financial institutions.

31. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Upon the Scheme became effective, with effect from September 11, 2023, the chemical business was transferred by National Peroxide Limited (now known as Naperol Investments Limited) to the Company with effect from Appointed Date i.e. April 01, 2022. The details pertaining to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings appended as Annexure IV.

32. AUDITORS AND AUDIT REPORTS

31.1 Statutory Auditors

M/s. Kalyaniwalla and Mistry LLP, Chartered Accountants, (FRN 104607W/W100166) have been appointed as the Statutory Auditors of the Company, for the term of five (5) consecutive years, from the conclusion of the 1st Annual General Meeting (AGM) held on August 25, 2021, upto the conclusion of the 6th Annual General Meeting to be held in the Financial Year 2025-26. The Statutory Auditors have confirmed that they are not disqualified from continuing as Auditors of the Company.

There are no qualifications, reservations or adverse remarks made in the Statutory Auditors' Report for the financial year 2023-24.

31.2 Internal Auditors:

M/s. PKF Sridhar and Santhanam, LLP have carried out Internal Audit of the Company for financial year 2023-24. The Board of Directors at their Meeting held on March 14, 2024 have re-appointed them as Internal Auditors of the Company for the financial year 2024-25.

31.3 Cost Auditors

During the year under review, the cost records were maintained pursuant to Section 148 of the Act, read with Rule 14 of the Companies (Cost Records and Audit) Amendment Rules, 2014 by the Company. Pursuant to the effectiveness of the Scheme and transfer and vesting of chemical business undertaking to the Company effective from September 11, 2023 with effect from Appointed Date April 01, 2022, the Cost Audit report pertaining to chemical business is addressed to the Board of Directors of the Company.

The Board of Directors at their meeting held on July 31, 2024, appointed M/s. D. C. Dave & Co. Cost Accountants (Firm Registration No. 000611), to audit the cost records of the Company for the financial year ending on March 31, 2025, on a remuneration of ₹ 5,00,000/- (Rupees Five Lakhs Only) plus applicable taxes and out-of-pocket expenses as incurred by them for the purpose of Audit. The remuneration payable to the Cost Auditor is required to be ratified by the Shareholders at this AGM.

There are no qualifications, reservations or adverse remarks made in the Cost Auditors' Report for the financial year 2023-24.

31.4 Secretarial Auditors and Secretarial Audit Report

In terms of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. Parikh & Associates, Practicing Company Secretaries, have been appointed as Secretarial Auditors of the Company to carry out Secretarial Audit. The Report of the Secretarial Auditors is appended as 'Annexure II'.

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board and General Meetings.

There are no qualifications, reservations or adverse remarks made in the Secretarial Auditors' Report for the financial year 2023-24.

33. REPORTING OF FRAUDS

During the year under review, the Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under Section 143(12) of the Companies Act, 2013.

34. PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has constituted an Internal Complaints Committee for providing a redressal mechanism pertaining to sexual harassment of employees at workplace. No complaints were received during the year under review.

35. NOMINATION AND REMUNERATION POLICY

The details of the Company's Nomination and Remuneration Policy for Directors, Key Managerial



Personnel and other employees are given in the Corporate Governance Report and is disclosed on the website of the Company <https://naperol.com>

36. PARTICULARS OF EMPLOYEES

Upon the Scheme becoming effective, the demerged undertaking, i.e. chemical business along with its employees including Key Managerial Personnel, were transferred and vested to the Company with effect from the Appointed Date April 1, 2022. the statement containing the details of the Remuneration of Directors, KMPs and Employees as required in terms of provisions of Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided as Annexure V.

37. CHIEF EXECUTIVE OFFICER & CHIEF FINANCIAL OFFICER CERTIFICATION

In terms of Regulation 17(8) of the Listing Regulations, the Company has obtained Compliance Certificate

from the Chief Executive Officer and the Chief Financial Officer.

38. ACKNOWLEDGEMENTS

Your Directors would like to express their sincere appreciation to the Customers, Vendors, Bankers, Shareholders, Central and State Governments and Regulatory Authorities for their continued co-operation and support. Your Directors also take this opportunity to acknowledge the dedicated efforts made by employees for their contribution to the achievements of the Company.

On behalf of Board of Directors

Ness N. Wadia

Chairman

(DIN: 00036049)

Date: July 31, 2024
Mumbai

Annexure I to Directors' Report

REPORT ON CORPORATE GOVERNANCE

The Company's Report on Corporate Governance pursuant to Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as 'Listing Regulations') for the year ended March 31, 2024, is given below:

The Company got listed, and the equity shares are admitted to dealings on the Exchange with effect from Thursday i.e., July 04, 2024.

1. Company's Philosophy on Code of Governance

Your Company is committed to bring about good corporate governance practices. The Company's policy on Corporate Governance is to make it a way of life by, inter alia, adopting the standard Corporate Governance practices through continual improvement of internal systems and satisfaction of customers and shareholders. It strongly believes in attaining transparency, accountability and equity in all its operations and in its interactions with stakeholders including shareholders, customers, vendors, employees, government and lenders.

2. Board of Directors

(a) Composition of the Board:

The Board is headed by Mr. Ness N. Wadia, Non-Executive Chairman and is comprised of eminent persons with considerable professional experience in varied fields. The Board of Directors of the Company has an optimum combination of Executive and Non-Executive Directors with two (2) Woman Directors, one of them being

Independent. As on March 31, 2024, the Board of Directors of the Company comprised of six Directors, out of which two (2) are Non-Executive Directors, three (3) are Independent Directors and one is Executive Director.

The composition of the Board of Directors meets the requirement of Regulation 17 of the Listing Regulations as detailed below.

The Composition of the Board as on March 31, 2024 is as follows:

Category	No. of Directors	% of total number of Directors
Executive Director	1	16.67%
Non-Executive and Non-Independent Directors	2	33.33%
Non-Executive and Independent Directors (including one Woman Independent Director)	3	50.00%

(b) Board Meetings:

During the year under review, eight (8) Board Meetings were held. The dates on which the meetings were held are: May 19, 2023; August 07, 2023; September 25, 2023; October 26, 2023, November 06, 2023, November 27, 2023, February 07, 2024 and March 14, 2024. The maximum gap between any two meetings of the Board held during the year was not more than 120 days.

Membership, Attendance and Other Directorships / Committee Memberships as on March 31, 2024:

Name of Director & DIN&	Category	Number of Board Meetings attended		Whether attended last AGM (through VC)	No of Directorships in other Public Companies held #		No. of Chairmanship/ Membership held in other Board Committees **	
		Held	Attended		Chairman	Member	Chairman	Member
Mr. Ness N. Wadia* (DIN: 00036049)	Chairman Non-Executive and Non-Independent Director (Promoter Director)	8	5	Yes	2	5	-	5
Dr. (Mrs.) Minnie Bodhanwala* (DIN: 00422067)	Non-Executive and Non-Independent Director	8	5	Yes	-	4	1	5



Name of Director & DIN&	Category	Number of Board Meetings attended		Whether attended last AGM (through VC)	No of Directorships in other Public Companies held #		No. of Chairmanship/ Membership held in other Board Committees ##	
		Held	Attended		Chairman	Member	Chairman	Member
Mr. Viraf Mehta\$ (DIN: 00352598)	Non-Executive and Independent Director	8	5	Yes	-	2	2	3
Ms. Parvathi Menon\$ (DIN: 02874749)	Non-Executive and Independent Director	8	5	Yes	-	1	-	-
Mr. Jaivir Singh^ (DIN: 01362930)	Non-Executive and Independent Director	8	3	Yes	-	1	-	-
Mr. Rajiv Arora+ (DIN: 08730235)	Chief Executive Officer & Executive Director	8	6	Yes	-	1	-	1
Mr. Rajesh Batra** (DIN: 00020764)	Director	8	4	NA	-	NA	NA	NA
Mr. Girish Ranjit Advani** (DIN: 05264838)	Director	8	4	NA	-	NA	NA	NA
Mr. Jairaj Bham** (DIN: 02806038)	Director	8	4	NA	-	NA	NA	NA

& None of the Directors of the Company are related to each other.

Excludes Directorship in Foreign Companies, Private Companies and Companies under Section 8 of the Companies Act, 2013.

For the purpose of the Chairmanship and Membership of Committees, only the Audit Committee and Stakeholders' Relationship Committee of Indian Public Limited Companies are considered.

**Ceased to be Directors of the Company with effect from October 26, 2023.

*Appointed as an Non-Executive and Non-Independent Director effective October 26, 2023.

\$ Appointed as Independent Director Effective October 26, 2023.

^ Appointed as Independent Director Effective November 20, 2023.

+ Appointed as Chief Executive Officer and Director of the Company effective September 25, 2023

Note: Pursuant to the Composite Scheme of Arrangement amongst National Peroxide Limited ("Transferee Company" or "Demerged Company") and Naperol Investments Limited ("Transferor Company") and NPL Chemicals Limited ("Resulting Company" or "Company") and their respective shareholders and creditors ("Scheme"), National Peroxide Limited (Formerly known as NPL Chemicals Limited) have made an application under Rule 19(7) read with Rule 19(2) (b) of the Securities Contracts (Regulation) Rules, 1957 for listing of its shares on BSE limited.

National Peroxide Limited (Formerly known as NPL Chemicals Limited) was an unlisted Company as on March 31, 2024, and hence Company is not required to publish Report on Corporate Governance pursuant to Regulation 34 read with Schedule V of the SEBI Listing Regulations. The Company got listed and the equity shares are admitted to dealings on the Exchange with effect from Thursday i.e., July 04, 2024, however, for better Corporate Governance Practice the Company is publishing Report on Corporate Governance.

The names of other listed companies in which the Directors hold Directorships as on March 31, 2024 are as under:

Name of the Director	Directorship of Listed Companies	Category of Directorship
Mr. Ness N. Wadia	The Bombay Burmah Trading Corporation, Limited	Managing Director
	The Bombay Dyeing and Manufacturing Company Limited	Non-Executive and Non-Independent Director
	Britannia Industries Limited	
	Naperol Investments Limited	
Dr. (Mrs.) Minnie Bodhanwala	The Bombay Burmah Trading Corporation, Limited	Non-Executive and Non-Independent Director
	The Bombay Dyeing and Manufacturing Company Limited	
	Axel Polymers Limited	
	Naperol Investments Limited	
Mr. Viraf Mehta	Naperol Investment Limited	Non-Executive and Non-Independent Director
Ms. Parvathi Menon	Naperol Investment Limited	Non-Executive and Non-Independent Director
Mr. Jaivir Singh	T.V Today Network Limited	Non-Executive and Independent Director
Mr. Rajiv Arora	Naperol Investment Limited	Non-Executive and Non-Independent Director

(c) Matrix highlighting core skills/ expertise / competencies of the Board of Directors*

The Board of Directors have identified the following skills required for the Company and the availability of such skills with the Board.

Sr. No.	List of core skills / expertise / competence	Mr. Ness N. Wadia	Dr. (Mrs.) Minnie Bodhanwala	Mr. Viraf Mehta	Mr. Jaivir Singh	Ms. Parvathi Menon	Mr. Rajiv Arora
1.	Leadership of large organisations Experience of leading operations of large organisations with deep understanding of complex business processes, regulatory and governance environment, risk management and ability to visualise and manage change.	✓	-	✓	✓	-	✓
2.	Visioning and Strategic planning Expertise in developing and implementing strategies for sustainable and profitable growth of the Company.	✓	✓	✓	✓	✓	✓
3.	Industry insights and Innovation Insights of Industry behaviour and experience in understanding trends of Industry preferences and innovation management.	✓	-	✓	✓	✓	✓



Sr. No.	List of core skills / expertise / competence	Mr. Ness N. Wadia	Dr. (Mrs.) Minnie Bodhanwala	Mr. Viraf Mehta	Mr. Jaivir Singh	Ms. Parvathi Menon	Mr. Rajiv Arora
4.	Financial Management and Accounting Expertise in understanding and management of complex financial functions and processes of large organisations, deep knowledge of accounting, finance and treasury for financial health of the Company.	✓	✓	✓	✓	✓	✓
5.	Knowledge and expertise of Trade and Economic Policies Possessing knowledge and expertise of various trade and economic policies, ability to analyse their impact on the business of the Company and devise revised strategies.	✓	✓	✓	✓	✓	✓
6.	Governance and Regulatory requirements Understanding of the changing legal and regulatory landscape of the Country from time to time. Knowledge and experience in regulatory and governance requirements and ability to identify key risks affecting the governance of the Company.	✓	✓	✓	✓	✓	✓

* Above details are given as on March 31, 2024.

3. Board Committees:

The Board has constituted the following Committees of the Directors:

(a) Audit Committee:

Composition and Attendance:

As on March 31, 2024 the Audit Committee comprised of Mr. Viraf Mehta, as Chairperson, Ms. Parvathi Menon and Dr. (Mrs.) Minnie Bodhanwala as Members of the Committee.

The Committee was constituted by the Board of Directors in their meeting held on October 26, 2023.

The Company Secretary acts as the Secretary to the Audit Committee.

During the year under review, three (3) Committee Meetings were held through video conference. These were on November 03, 2023; February 06, 2024 and March 14, 2024. The maximum gap between any two meetings of the Committee held during the year was not more than 120 days.

Sr. No	Name of Directors	Designation	Category*	Number of Meetings	
				Held during the Year	Attended during the Year
1	Mr. Viraf Mehta	Chairperson	NE & ID	3	3
2	Ms. Parvathi Menon	Member	NE & ID	3	3
3	Dr. (Mrs.) Minnie Bodhanwala	Member	NE & NID	3	3

* NE: Non-Executive; NID: Non-Independent Director; ID: Independent Director

The members of the Audit Committee have wide exposure and knowledge in areas of finance and accounting.

The meetings of the Audit Committee are also attended by the Executive Director, the Chief Financial Officer, the Statutory Auditors, the Internal Auditors and the Cost Auditors as invitees.

The Audit Committee is constituted as per the provisions of Section 177 of the Companies Act, 2013 ('the Act') read with Regulation 18 of the Listing Regulations.

The Board has adopted an Audit Committee Charter, for its functioning. All the items listed in Section 177 of the Act and Regulation 18(3), read with Part C of Schedule II of the Listing Regulations are covered in its terms of reference.

The role of the Audit Committee flows directly from the Board of Directors overview function on corporate governance, which holds the Management accountable to the Board and the Board accountable to the stakeholders.

The terms of reference of the Audit Committee broadly includes:

- acting as a catalyst, in helping the organisation achieve its objectives.
- Oversight of the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible.
- Recommendation for appointment, re-appointment and replacement, remuneration and terms of appointment of auditors of the Company and the fixation of audit fee.
- Approval of payments to statutory auditors for any other services rendered by the statutory auditors of the Company.
- Monitoring the end use of funds raised through public offers and 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 utilised 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 recommendations to the Board to take up steps in this matter. This also includes monitoring the use/ application of the funds raised through the proposed initial public offer by the Company.

- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.
- Formulating a policy on related party transactions, which shall include materiality of related party transactions and the definition of material modifications of related party transactions.
- Approval of related party transactions to which the subsidiary(ies) of the Company is party but the Company is not a party, if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover as per the last audited financial statements of the Company, subject to such other conditions prescribed under the SEBI Listing Regulations;
- Review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Reviewing the functioning of the whistle blower mechanism.
- Approval of the appointment of the Chief Financial Officer of the Company ("CFO") (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc., of the candidate.



- To formulate, review and make recommendations to the Board to amend the Audit Committee's terms of reference from time to time.
- Overseeing a vigil mechanism established by the Company, providing for adequate safeguards against victimisation of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee for directors and employees to report their genuine concerns or grievances.
- Reviewing the utilisation of loans and/or advances from/investment by the Company in the subsidiary exceeding rupees 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments.

Further, the Audit Committee's primary role is to review the Company's financial statements, internal financial reporting process, internal financial controls, the audit process, adequacy, reliability and effectiveness of the internal control systems and risk management process, vigil mechanism, related party transactions, monitoring process for compliance with laws and regulations and the code of conduct. The Audit Committee also reviews various reports and presentations and the responses thereto by the management.

During the year under review, One (1) meeting of Nomination and Remuneration Committee was held through Video Conference. This was on November 27, 2023.

Sr. No	Name of Directors	Designation	Category*	Number of Meetings	
				Held during the Year	Attended during the Year
1	Mr. Viraf Mehta	Chairperson	NE & ID	1	1
2	Mr. Ness N. Wadia	Member	NE & NID	1	1
3	Ms. Parvathi Menon	Member	NE & ID	1	1

* NE: Non-Executive; NID: Non-Independent Director; ID: Independent Director

The broad terms of reference of the Nomination and Remuneration Committee include:

- Setup and Composition of the Board, its Committees and the leadership team of the Company comprising of Key Managerial Personnel (KMP) and Senior Management.

Internal Audit and Control:

M/s. PKF Sridhar and Santhanam LLP, Internal Auditors of the Company conducted Internal Audit for financial year 2023-24. The reports and findings of the Internal Auditors and the internal control system are periodically reviewed by the Audit Committee.

(b) Nomination and Remuneration Committee:

Composition and Attendance:

The Nomination and Remuneration Committee comprises of Mr. Viraf Mehta as Chairperson, Mr. Ness N. Wadia and Ms. Parvathi Menon as Members of the Committee.

The Committee was constituted by the Board of Directors in their meeting held on October 26, 2023.

The Company Secretary acts as the Secretary to the Committee.

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 178 of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II of Listing Regulations.

Apart from the above, the Committee also carries out such functions / responsibilities entrusted on it by the Board of Directors from time to time.

- Evaluation of performance of the Board, its Committees and individual Directors.

- Recommendation of remuneration for Directors, KMP, Executive Team and other employees.

- Oversight of the familiarisation programme of Directors.
- Oversight of the HR Philosophy, HR and People strategy and key HR practices.
- for every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - use the services of an external agencies, if required;
 - consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - consider the time commitments of the candidates.

Evaluation of Performance of the Board, its Committees and Directors:

Pursuant to the provisions of the Act read with the rules made thereunder and Listing Regulations,

Except as disclosed below, there have been no changes in the Key Managerial Personnel and Senior Management during the previous financial year.

Name	Designation	Date of appointment/cessation	Reason
Rupesh Ingle	Senior GM Operations	October 27, 2023	Resignation
Heena Shah	Company Secretary and Compliance Officer	November 30, 2023	Resignation
Amish Shah	Company Secretary and Compliance Officer	December 01, 2023	Appointment
Pravin Waykole	GM Operations	January 02, 2024	Appointment
Prasenjit Gaikwad	DGM - HR	January 15, 2024	Appointment

Remuneration Policy:

The Company has adopted the Remuneration Policy as required under the provisions of the Act and Regulation 19 read with Part D of Schedule II of Listing Regulations. The salient features of the Remuneration Policy are as follows:

performance evaluation of Directors, Committees and Board as a whole was carried out and evaluated by the Nomination and Remuneration Committee and the Board, seeking inputs from all the Directors. The criteria for performance evaluation of the Board and its Committees include aspects like composition, effectiveness of processes & meetings and other measures. The criteria for performance evaluation of the individual Directors include aspects like professional conduct, competency, contribution to the Board and Committee Meetings and other measures. In addition, the performance of the Chairman is also evaluated on key aspects of his roles and responsibilities.

Board Diversity:

The Company has adopted the Policy on Board Diversity as required under Regulation 19 read with Part D of Schedule II of Listing Regulations.

Succession Planning:

The Nomination and Remuneration Committee works with the Board for succession planning for its Directors, KMP and Senior Management.

Particulars of Key Managerial Personnel and senior management including the changes therein since the close of the previous financial year.

- To evaluate the performance of the members of the Board and provide a necessary report to the Board for further evaluation of the Board.
- To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.



- To provide Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

A. Remuneration to Executive Director

Mr. Rajiv Arora was appointed as Chief Executive Officer & Director for a period of two years with effect September 26, 2023 to September 25,

2025. The remuneration (including performance linked incentive) is within the limits and conditions approved by the Members and are decided by the Board of Directors on the recommendations of the NRC based on merit, key result areas and Company's performance for the year. As per the service agreement, either party is entitled to terminate the employment by giving not less than six calendar months prior notice in writing to the other party, provided that the Company shall be entitled to terminate the incumbent's employment at any time by payment of six months' basic salary in lieu of such notice. The details of remuneration paid/payable to Mr. Rajiv Arora for financial year 2023-24 are as follows:

(Amount in Rupees)

Name	Salary	Benefits *	Commission	Bonus	Total	Total no. of shares held
Mr. Rajiv Arora	3,38,56,011	13,76,952	-	-	3,52,32,963	Nil

* Company's Contribution to Provident Fund.

B. Remuneration to Non-Executive Directors:

The Non-Executive Directors are entitled to Commission on the net profits of the Company in addition to sitting fees for attending the meetings. The Board decides the aggregate amount of Commission for each year on the recommendation of the Nomination and Remuneration Committee. The amount of Commission payable to Individual Non-Executive Directors is determined based on their attendance and contribution at the meetings of the Board of Directors and its Committees as well as time spent on operational matters other than at the meetings. On recommendation of Nomination and Remuneration Committee, the Board of Directors were paid a commission of ₹ 23.33 Lakhs for the year 2023-24. The details of Sitting fees paid to Non-Executive Directors for the financial year 2023-24 are given below:

(Amount in ₹)

Name	Sitting Fees paid	Total Nos. of shares held
Mr. Ness N. Wadia@	4,00,000	4,600
Dr. (Mrs.) Minnie Bodhanwala@	5,60,000	-
Mr. Viraf Mehta@	5,80,000	-
Mr. Jaivir Singh*	1,80,000	-
Ms. Parvathi Menon@	5,80,000	-
Total	23,20,000	

@ Appointed effective October 26, 2023.

*Appointed Effective November 20, 2023

Apart from the above, there are no other pecuniary relationships of or transactions by the Non-Executive Directors with the Company.

During the year under review, Non-Executive Directors did not have pecuniary relationship or transactions with the Company other than those mentioned.

Criteria for making payment to the non-executive directors has been disseminated on the website of the Company i.e. www.naperol.com

The Company does not have a scheme for grant of stock options either to the Directors or to the employees.

(c) Stakeholders' Relationship Committee:

Composition and Attendance:

The Stakeholders' Relationship Committee comprises of Dr. (Mrs.) Minnie Bodhanwala as Chairman, Mr. Viraf Mehta and Mr. Rajiv Arora as Members of the Committee. During the year under review, no meeting of Stakeholders' Relationship Committee was held.

The Committee was constituted by the Board of Directors in their meeting held on October 26, 2023.

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 178 of the Act and Regulation 20 read with Part D of Schedule II of Listing Regulations.

Terms of Reference:

The broad terms of reference of the Committee are as follows:

- i. To resolve the grievances of the security holders of the Company including complaints related to transfer / transmission of shares, non-receipt of annual report, non-receipt of declared dividends / interest / refund order / redemption of debt securities, issue of new/ duplicate certificates etc.
- ii. To review the measures taken for effective exercise of voting rights by security holders.
- iii. To review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- iv. To review the various measures / initiatives taken by the Company inter alia for reducing

the quantum of unclaimed dividends, ensuring timely receipt of dividend warrant / annual report / statutory notices by the security holders of the Company and recommend measures to further enhance the service standards for the benefit of the security holders of the Company.

Shareholders' complaints are redressed through SEBI Complaints Redress System (SCORES).

Name and Designation of Compliance Officer:

CS Heena Shah held the position of Company secretary and Compliance Officer till November 30, 2023. Mr. Amish Shah was appointed as the Company secretary and Compliance Officer effective December 01, 2023.

Statement of Shareholders' Complaints as on March 31, 2024: NA

Shareholders' Complaints	No. of Complaints
Pending at the beginning of the year	-
Received during the year	-
Disposed off during the year	-
Not resolved to the satisfaction of shareholders	-
Pending complaints at the end of the year	-

(d) Corporate Social Responsibility (CSR) Committee:

Composition and Attendance:

The CSR Committee comprises of Mr. Ness N. Wadia, as Chairman, Ms. Parvathi Menon and Dr. (Mrs.) Minnie Bodhanwala as Members. The Committee's constitution and terms of reference are in compliance with the provisions of Section 135 of the Act.

The Committee was constituted by the Board of Directors in their meeting held on October 26, 2023.



During the year under review, one (1) meeting of CSR Committee was held through Video Conference on February 07, 2024.

Sr. No	Name of Directors	Designation	Category*	Number of Meetings	
				Held during the Year	Attended during the Year
1	Mr. Ness N. Wadia	Chairperson	NE & NID	1	1
2	Ms. Parvathi Menon	Member	NE & ID	1	1
3	Dr. (Mrs.) Minnie Bodhanwala	Member	NE & NID	1	1

* NE: Non-Executive; NID: Non-Independent Director; ID: Independent Director

Terms of Reference:

The broad terms of reference of the Committee include:

- i. Review the existing CSR Policy from time to time and the activities to be undertaken by the Company towards CSR activities;
- ii. Recommend the project / programme to be undertaken, amount of expenditure to be incurred, roles and responsibilities of various stakeholders, etc. in respect of CSR activities; and
- iii. Monitoring implementation of the projects / programmes undertaken, or the end use of the amount spent by the Company towards CSR activities.

(e) Risk Management Committee:

Composition and Attendance:

As on March 31, 2024, the Risk Management Committee comprises of Mr. Viraf Mehta as Chairman, Dr. (Mrs.) Minnie Bodhanwala and Mr. Rajiv Arora as Members of the Committee.

The Committee was constituted by the Board of Directors in their meeting held on October 26, 2023.

During the year under review, One (1) meeting of Risk Management Committee was held on February 01, 2024. The composition, powers, role and terms of reference of the Committee are in accordance with the requirements of Regulation 21 read with Part D of Schedule II of Listing Regulations.

Sr. No	Name of Directors	Designation	Category*	Number of Meetings	
				Held during the Year	Attended during the Year
1	Mr. Viraf Mehta	Chairperson	NE & ID	1	1
2	Dr. (Mrs.) Minnie Bodhanwala	Member	NE & NID	1	1
3	Mr. Rajiv Arora	Member	ED	1	1

* NE: Non-Executive; NID: Non-Independent Director; ID: Independent Director; ED: Executive Director

The Committee has been set up in order to oversee the risk management performed by the management, reviewing the risk framework of the Company, defining framework for identification, assessment, monitoring, mitigation and reporting of risks, etc.

Terms of Reference:

The broad terms of reference of the Committee are as follows:

- i. To discuss with senior management, the Company's Enterprise Risk Management ("ERM") and provide oversight as may be needed.
- ii. Being apprised of significant risk exposures of the Company and whether Management is responding appropriately to them.

- iii. To ensure that the Company is taking appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities.
- iv. To review the Company's portfolio of risks and consider it against the Company's Risk Appetite.

(f) Listing Committee:

The Listing Committee was constituted by the Board of Directors of the Company at its meeting held on August 07, 2023 with the specified objectives, approved by the Board which are as follows:

- i. Finalising Effective Date of the Scheme;
- ii. Noting/ fixing Record Date in consultation with Demerged Company;

- iii. Issue and allotment of equity shares to the shareholders of Demerged Company;
- iv. Review of Information Memorandum to be filed with BSE Limited along with listing application;
- v. Execution of listing agreement with the Stock Exchange;
- vi. Application for change of name of the Company;
- vii. Any other actions/ steps necessary for the implementation of the Scheme.

The Listing Committee Comprises of Mr. Viraf Mehta as Chairman, Dr. (Mrs.) Minnie Bodhanwala as Member and Mr. Rajiv Arora, Mr. Pravin Shetty and Mr. Amish Shah as Authorised Persons on March 31, 2024.

During the year under review, Two (2) meeting of listing committee were held. These were on September 11, 2023 and September 27, 2023.

Sr. No	Name of Directors	Designation	Category*	Number of Meetings	
				Held during the Year	Attended during the Year
1	Mr. Viraf Mehta@	Chairperson	NE & ID	0	0
2	Dr. (Mrs.) Minnie Bodhanwala@	Member	NE & NID	0	0
3	Mr. Rajiv Arora	Member	Authorised Person	0	0
4	Mr. Jairaj Bham**	Member	NID	2	2
5	Mr. Girish Advani**	Member	NID	2	2
6	Mr. Pravin Shetty	Member	Authorised Person	2	2
7	CS Heena Shah^	Member	Authorised Person	2	2
8	Mr. Amish Shah#	Member	Authorised Person	0	0

* NE: Non-Executive; NID: Non-Independent Director; ID: Independent Director; ED: Executive Director

** Ceased to be the member of the Committee w.e.f October 26, 2023

^ Ceased to be the member of the Committee w.e.f November 30, 2023

@ Appointed as a member of the Committee w.e.f October 26, 2023

Appointed as a member of the Committee w.e.f., December 01, 2023

**INDEPENDENT DIRECTORS:**

In the opinion of the Board, the Independent Directors fulfil the conditions specified in Listing Regulations and all are independent of the Management. The Independent Directors are appointed by the Members of the Company and a letter of appointment is issued to them as per Schedule IV of the Act. The terms and conditions of appointment of Independent Directors are disclosed on the website of the Company NPL - National Peroxide Limited (naperol.com).

During the year under review, No Meeting of the Independent Directors was held.

Familiarisation Programme:

At the time of induction, the Company familiarises the Independent Directors with industry outlook, business strategy, Company's operations, their roles & responsibilities, etc. Thereafter, the Independent Directors are provided with necessary presentations, documents, reports, internal policies and updates to familiarise them with the Company's business, policies, procedures and practices at various Meetings held during the year. The details of such Familiarisation Programs for Independent Directors are disclosed on the website of the Company. (Weblink: Microsoft Word - Familiarisation Programme (naperol.com)).

4. General Body Meetings:**a) Details of last three Annual General Meetings are as under:**

Financial Year(s)	Day, Date and Time	Location	Special Resolution(s) passed
2020-21	Wednesday, August 25, 2021 at 11:00 a.m.	Head Office of the Company, at C-1, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai – 400 025	None
2021-22	Monday, September 12, 2022 at 4:30 p.m.	Head Office of the Company, at C-1, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai – 400 025	None
2022-23	Thursday, December 21, 2023 at 12.00 noon through Video Conferencing	Registered Office (Deemed Venue): Neville House, J. N. Heredia Marg, Ballard Estate, Mumbai-400001	<ul style="list-style-type: none"> • Appointment of Mr. Viraf Mehta (DIN: 00352598) as Non-Executive Independent Director of the Company. • Appointment of Ms. Parvathi Menon (DIN: 02874749) as Non-Executive Independent Director of the Company. • Appointment of Mr. Jaivir Singh (DIN: 01362930) as Non-Executive Independent Director of the Company.

b) Extraordinary General Meeting

During the year under review, 2 (two) Extraordinary General Meeting of the Members of the Company were held and the details of which are as follows:

Day, Date & Time of the Meeting	Location	Particulars of Resolution passed
Friday, May 19, 2023 at 2:00 p.m.	Head Office of the Company, at C-1, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai – 400 025	<ul style="list-style-type: none"> • Increase in the Authorised Share Capital of the Company. • Amendment to the Memorandum of Association of the Company for increase in Authorised Share Capital.
Tuesday, September 26, 2023 at 08:15 p.m.	Head Office of the Company at The Island City Center (ICC), G. D. Ambekar Marg, Dadar (East), Mumbai – 400 014	<ul style="list-style-type: none"> • Appointment of Mr. Rajiv Arora (DIN: 08730235) as Whole-Time Director of the Company. • Approval for alteration and adoption of Article of Association

c) No postal ballot was conducted during the year. None of the resolutions proposed for the forthcoming Annual General Meeting need to be passed by Postal Ballot.

d) National Company Law Tribunal Convened Meeting

During the year under review, No National Company Law Tribunal ('NCLT') convened meetings of the equity shareholders of the Company was held.

e) Details of special resolution passed through postal ballot, the persons who conducted the postal ballot exercise and details of the voting pattern and procedure of postal ballot – Nil.

f) Details of the special resolution proposed to be conducted through postal ballot: There are no special resolutions proposed to be conducted through a postal ballot regarding any of the matters to be discussed at the forthcoming AGM.

(a) Quarterly Results:

The quarterly, half yearly and yearly financial results will be published as per the requirement of the Listing Regulations.

(b) Newspapers wherein results normally published:

Business Standard (English), Financial Express (English), Janasatta (Hindi) and Mumbai Lakshadeep (Marathi, the regional language).

(c) Any Website, where displayed: www.naperol.com and www.bseindia.com

(d) Whether Website also displays official news releases: No

(e) Whether presentations made to institutional investors or to analysts: No

(f) Management Discussion & Analysis Report: The Management Discussion & Analysis Report forms part of this Annual Report.

5. Means of Communication:

Annual Reports, Notice of the Meetings and other communications to the Members are sent through e-mail, post or courier.



6. General Shareholder Information:

- (a) **Annual General Meeting** : Tuesday, August 27, 2024 at 3:30 p.m (IST) through Video Conference / Other Audio Video Means
- (b) **Financial Year** : The financial year is from April 1 to March 31
- Tentative Schedule**
- Results for quarter ended June 30, 2024 : August 14, 2024
- Results for quarter ending September 30, 2024 : November 14, 2024
- Results for quarter ending December 31, 2024 : February 14, 2025
- Results for year ending March 31, 2025 : May 30, 2025
- AGM for year ending March 31, 2025 : September 30, 2025
- (c) **Date of Book Closure** : Wednesday, August 21, 2024 to Tuesday, August 27, 2024 (both days inclusive)
- (d) **Dividend Payment Date** : On or after Monday, September 02, 2024
- (e) **Listing on Stock Exchange** : The Company's shares are listed on BSE Limited w.e.f., 4th July, 2024, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001. The Company has paid applicable listing fees for financial year 2023-24.
- (f) **Stock Code**
- Scrip Code : 544205
- Scrip ISIN Number for NSDL & CDSL : INE0PO601011
- Scrip ID : NPL
(on the BSE website -www.bseindia.com)
- Corporate Identification Number : U24290MH2020PLC342890
- (g) **Stock Market Data (for face value of ₹ 10/- per share)** :

Stock Market data cannot be provided, Since the shares of the Company were not listed on the Stock Exchanges during the year.

Stock Performance: NA

(h) **Investor Education and Protection Fund:**

In terms of Section 124(5) of the Act read with the Rules made thereunder, the Company has credited Nil Amount during the year ended March 31, 2024, to the Investor Education and Protection Fund (IEPF). During the year, 27,413 Equity shares of the Company are in custody of IEPF Authority pursuant to effectiveness of the Scheme and Section 125(8) of the Act read with the Rules made thereunder.

(i) **Registrar and Share Transfer Agents:**

Link Intime India Private Limited

C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083.

Tel: 022-4918 6270; E-mail ID: rnt.helpdesk@linkintime.co.in

(j) **Share Transfer System:**

In terms of Regulation 40(9) of the Listing Regulations, 2015, as amended from time to time, securities can be transferred only in dematerialised form with effect from April 01, 2019. Members holding shares in physical form are requested to convert their holdings to dematerialised form and may write to Mr. Amish Shah, Company Secretary at investorrelations@naperol.com or to Registrar and Share Transfer Agent.

Shareholders' requests for issue of letter of confirmation for transmission / issue of duplicate certificates and other related matters are handled by Registrar and Transfer Agent and are effected within the stipulated timelines, if all the documents are valid and in order.

SEBI vide gazette notification dated January 24, 2022 read with SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated that the effect issuance of certificates or receipts or advices, as applicable in dematerialised form only, while processing the service requests relating to issue of duplicate securities certificate, claim from unclaimed suspense account, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition.

(k) (i) **Distribution of Shareholding as on March 31, 2024:**

Group of shares			No. of shareholders	No. of shares held	%age to No. of shareholders
1	to	500	18442	9,00,170	97.7318
501	to	1,000	236	1,74,146	1.2507
1,001	to	5,000	159	3,36,417	0.8426
5,001	to	10,000	16	1,11,386	0.0848
10,001	and	above	17	42,24,881	0.0901
Total			18870	57,47,000	100.00

(ii) **Category of Shareholders as on March 31, 2024:**

Category	No. of shares held	%age to total shares
Corporate Bodies (Promoter Co)	2817484	49.0253
Clearing Members	188	0.0033
Other Bodies Corporate	66639	1.1595
Escrow Account	47127	0.82
Financial Institutions	125	0.0022
Foreign Promoter Company	1223000	21.2807
Foreign Promoters	21575	0.3754
Hindu Undivided Family	78177	1.3603
Nationalised Banks	450	0.0078
Non Resident Indians	21909	0.3812
Non Resident (Non Repatriable)	17818	0.31
Public	1413275	24.5915
Promoters	4600	0.08
Body Corporate - Ltd Liability Partnership	2914	0.0507
FPI (Corporate) - I	4074	0.0709
NBFCs registered with RBI	232	0.004
Investor Education And Protection Fund	27413	0.477
Total	57,47,000	100.00



(l) **Dematerialisation of Shares and Liquidity:**

100% of the Equity Shares have been dematerialised upto March 31, 2024. Trading in Equity Shares of the Company is permitted only in dematerialised form.

(m) **Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, conversion date and likely impact on Equity:**

None

(n) **Plant Location:** NRC Road, P.O. Mohone, Village Vadavali, Kalyan - 421102, Maharashtra, India.

(o) **Address for Correspondence:**

For Shares held in Physical Form : Link Intime India Private Limited.
C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai – 400 083.

Tel: 022 49186270; E-mail ID : rnt.helpdesk@linkintime.co.in

For Shares held in Demat Form : To the Depository Participant.

For any query on Annual Report / Dividend / Investors' Assistance:

The Company Secretary,
National Peroxide Limited,
Neville House, J.N.Heredia Marg, Ballard Estate, Mumbai – 400001
Tel: 022 6662 0000
E-mail: investorrelations@naperol.com

Pursuant to the provisions of the Listing Regulations, the Company has designated an e-mail ID exclusively for the purpose of registering complaints by investors. The e-mail address for the same is investorrelations@naperol.com.

(p) **List of credit ratings obtained during the year:**

India Ratings & Research Private Limited has given the credit rating of 'IND A/Stable/IND A1' / Stable for debt instrument / credit facilities of the Company.

7. Disclosures:

(a) Related Party Transactions

During the year under review, all related party transactions were in the ordinary course of business and on arm's length basis and there were no transactions requiring approval of the Board / Shareholders. However, prior approval of the Audit Committee was sought for entering into the Related Party Transactions as required under Act read with rules made thereunder and Regulation 23(2) of Listing Regulations. Further, the details of Related Party Transactions entered into by the Company pursuant to each of the omnibus approvals given are also placed before the Audit Committee for its review on a quarterly basis. During the year under review, there were no

materially significant related party transactions in terms of Regulation 23 of Listing Regulations that may have potential conflict with the interests of Company at large.

As required under Regulation 23(1) of Listing Regulations, the Company has formulated a Policy on Related Party Transactions, which has been posted on the Company's website. (weblink: <https://naperol.com/DisclosureUnderRegulation46-of-the-LODR>).

(b) Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years – None

(c) Vigil Mechanism / Whistle Blower Policy

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behaviour. Towards this end, the Company has implemented a Whistle Blower Policy, with a view to provide a mechanism for employees and Directors of the Company to approach the Ethics Counsellor or the Chairman of the Audit Committee of the Company to report instances of violations of laws, rules and regulations, unethical behaviour, actual or suspected, fraud or violation of the Company's Code of Conduct.

The vigil mechanism also provides adequate safeguards against victimisation of persons who use such mechanisms and also to ensure direct access to the Ethics Counsellor or the Chairman of the Audit Committee in appropriate or exceptional cases. During the year under review, no person has been denied access to the Audit Committee.

The Company has posted Whistle Blower Policy on Company's website (weblink: <https://naperol.com/DisclosureUnderRegulation46-of-the-LODR>)

(d) Dividend Distribution Policy:

The Company has adopted a Dividend Distribution Policy in accordance with the requirements of Regulation 43A of the Listing Regulations. The same is available on the website of the Company. (weblink: <https://naperol.com/DisclosureUnderRegulation46-of-the-LODR>).

(e) Policy for determining the material subsidiaries:

The policy for determining the material subsidiaries can be accessed from the Company's website. (weblink: <https://naperol.com/DisclosureUnderRegulation46-of-the-LODR>)

(f) Disclosure of commodity price risks or foreign exchange risk and hedging activities:

The Company has a mechanism in place to manage these risks:

- I. Commodity Risk (mainly Natural Gas) is managed through long term contract entered with Gas Authority of India Limited (GAIL); and

- II. Foreign Exchange Risks are managed by using EEFC account for payment and no forwards are taken, to ensure all forex expenses are fully hedged.

(g) Code of Conduct

The Board of Directors has adopted the Code of Ethics and Business Principles for the Non-Executive Directors and for the employees including Executive Director and other Members of Senior Management. The said Code has been communicated to all the Directors and Members of the Senior Management. The Code has also been posted on the Company's website <https://naperol.com/DisclosureUnderRegulation46-of-the-LODR>.

(h) Policy for Prevention of Sexual Harassment in the Company:

The Company values the dignity of individuals and strives to provide a safe and respectable work environment to all its employees. The Company is committed to providing an environment which is free of discrimination, intimidation and abuse. Pursuant to the Sexual Harassment of Women at Workplace (Prohibition, Prevention and Redressal) Act, 2013 and rules made thereunder, the Company has a Policy for prevention of Sexual Harassment in the Company. All employees (permanent, contractual, temporary and trainees) are covered under this policy.

Further, the Company has set up an Internal Complaints Committee for providing a redressal mechanism pertaining to sexual harassment of the employees at workplace.

Your Directors further state the following pursuant to the Sexual Harassment of Women at Workplace (Prohibition, Prevention and Redressal) Act, 2013:

- i. Number of complaints filed during the financial year – Nil
- ii. Number of complaints disposed off during the financial year – N.A.
- iii. Number of complaints pending as on end of the financial year – Nil



(i) Risk Management

A detailed review of business risks and the Company's plan to mitigate them is presented to the Board. The Company has been taking steps to mitigate foreseeable business risks. Business risk evaluation and management is an ongoing and continuous process within the Company and regularly updated to the Board.

The Company has formulated a Risk Assessment and Management Policy, establishing the philosophy of the Company towards risk identification, analysis and prioritisation of risks, development of risk mitigation plans which is reported to the Board periodically. The Risk Assessment and Management Policy has also been posted on the Company's website at <https://naperol.com/DisclosureUnderRegulation46-of-the-LODR>

(j) Disclosure of Accounting Treatment

In the preparation of financial statements, the Company has followed the Indian Accounting Standards (Ind-AS) issued by the Institute of Chartered Accountants of India to the extent applicable and notified under the Act.

(k) CEO / CFO Certification

Mr. Rajiv Arora, CEO & Director, and Mr. Pravin Shetty, Chief Financial Officer, have certified to the Board in accordance with Regulation 17(8) of Listing Regulations, pertaining to CEO / CFO certification for the financial year ended March 31, 2024.

(l) Compliance Reports:

The Board has reviewed the compliance reports pertaining to the laws applicable to the Company at its meetings on a quarterly basis.

(m) Subsidiary Companies Monitoring Framework:

The Company has adopted the Policy for determining Material Subsidiaries as required under Regulation 16(1) (c) of Listing Regulations and the same is disclosed on the website of the Company (weblink: <https://naperol.com/DisclosureUnderRegulation46-of-the-LODR>).

As on March 31, 2024, the Company does not have any subsidiary or joint venture or associate as defined under Listing Regulations.

(n) Audit of Reconciliation of Share Capital:

National Peroxide Limited (Formerly known as NPL Chemicals Limited) is an unlisted Company as on March 31, 2024, and hence Company is not required to carry out the Audit of Reconciliation of Share Capital on a quarterly basis to reconcile the total admitted capital with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') and the total issued and paid-up capital and submit the Audit report to the Stock Exchanges and place before the Board at its meetings.

The Company being a unlisted public company has to file E-form PAS_6 with Ministry of Corporate Affairs on half yearly basis Pursuant to sub-rule (8) of rule 9A Companies (Prospectus and Allotment of Securities Rules, 2014) and the same has been certified by a Company secretary in whole-time practice.

(o) Information flow to the Board Members:

As required under Regulation 17(7), Part A of Schedule II of Listing Regulations, information is provided to the Board members for their information, review, inputs and approval from time to time.

(p) Code of Conduct for Prevention of Insider Trading:

In accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015 including amendments thereof, the Company has adopted a comprehensive Code of Conduct for Prohibition of Insider Trading and procedures for fair disclosure of Unpublished Price Sensitive Information.

The Company has also adopted the Policy for determination of Legitimate Purposes and Policy for Inquiry in case of leak or suspected leak of unpublished price sensitive information in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

(q) Where the Board had not accepted any recommendation of any committee of the Board which is mandatorily required, in the relevant financial year. Not Applicable

(r) Total fees paid by the Company to its Statutory Auditors:

During the year under review, total fee of ₹ 61.59 Lakhs has been paid by the Company to the Statutory Auditors and all entities in the network firm / network entity of which the Statutory Auditors is part..

(s) Disclosure on Loans and Advances

During the year under review, the Company have not given any loans and advances to firms/ companies in which directors are interested.

(t) Compliance with mandatory requirements:

The Company has complied with all the mandatory requirements specified in Regulation 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of Listing Regulations.

Discretionary Requirements (Non-mandatory):

(a) Office of the Chairman of the Board:

The expenses incurred by the Chairman's Office in respect of Company's business is borne by the Company.

(b) Shareholder Rights:

National Peroxide Limited (Formerly known as NPL Chemicals Limited) is an unlisted Company as on March 31, 2024, and hence the Company has not furnished quarterly and half-yearly results

to the Stock Exchange and also not published in any newspapers and are also not posted on the Company's website and not sent to the Shareholders.

(c) Audit Qualifications:

There is no qualification in the Independent Auditor's Report on the financial statements for the financial year 2023-24.

(d) Separate posts of Chairperson and the Managing Director or the Chief Executive Officer/Manager

The Company has a separate post for Chairman and Chief Executive Officer/Manager.

(e) Reporting of Internal Auditors:

The Internal Auditors report directly to the Audit Committee.

8. Certificate from Company Secretary in Practice

The Company has obtained a certificate from M/s. Parikh & Associates, Company Secretaries, required under Listing Regulations confirming that none of the Directors on Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by SEBI / Ministry of Corporate Affairs or any such statutory authority.

DECLARATION

As required under Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to confirm that all the Members of the Board and the Senior Management have affirmed compliance with the Code of Conduct for the year ended March 31, 2024.

For National Peroxide Limited
(Formerly Known as NPL Chemicals Limited)

Mumbai
Date: July 31, 2024

Rajiv Arora
CEO & Director
DIN: 08730235



PRACTISING COMPANY SECRETARIES' CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF

NATIONAL PEROXIDE LIMITED

(Formerly known as NPL Chemicals Limited)

We have examined the compliance of the conditions of Corporate Governance by **NATIONAL PEROXIDE LIMITED** ('the Company') (Name of the Company has been changed from **NPL CHEMICALS LIMITED to NATIONAL PEROXIDE LIMITED** effective from 31st January, 2024 vide fresh Certificate of Incorporation issued by the Registrar of Companies, Maharashtra, Mumbai) for the year ended on March 31, 2024, as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The Company's equity shares got listed effective from 4th July, 2024 on the platform of BSE Limited.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, we certify that the Company has generally complied with the conditions of Corporate Governance to the extent applicable as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2024.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Parikh & Associates
Practicing Company Secretaries

J.U Poojari

FCS No: 8102 CP No: 8187

UDIN: F008102F000863077

PR No.: 1129/2021

Mumbai

Date: July 31, 2024

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
NATIONAL PEROXIDE LIMITED
(Formerly known as NPL Chemicals Limited)
Neville House, J. N. Heredia Marg,
Ballard Estate, Mumbai-400001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of National Peroxide Limited having CIN U24290MH2020PLC342890 and having registered office at Neville House, J. N. Heredia Marg, Ballard Estate, Mumbai-400001 (hereinafter referred to as 'the Company'), (Name of the Company has been changed from NPL CHEMICALS LIMITED to NATIONAL PEROXIDE LIMITED effective from 31st January, 2024 vide fresh Certificate of Incorporation issued by the Registrar of Companies, Maharashtra, Mumbai) produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company's equity shares got listed effective from 4th July, 2024 on the platform of BSE Limited.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers and considering the relaxations granted by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company*
1.	Mr. Ness Nusli Wadia	00036049	26/10/2023
2.	Dr. Minnie Aarasp Bodhanwala	00422067	26/10/2023
3.	Mr. Viraf Rustom Mehta	00352598	26/10/2023
4.	Mr. Jaivir Singh	01362930	20/11/2023
5.	Ms. Parvathi Menon	02874749	26/10/2023
6.	Mr. Rajiv Arora	08730235	25/09/2023

* the date of appointment is as per the MCA Portal.

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Parikh & Associates**
Practicing Company Secretaries

J.U Poojari

FCS No: 8102 CP No: 8187
UDIN: F008102F000863044
PR No.: 1129/2021

Mumbai,
Date: July 31, 2024



Annexure II to Directors' Report

FORM No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

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

To,
The Members,
National Peroxide Limited
(Formerly known as NPL Chemicals Limited)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **National Peroxide Limited (Formerly known as NPL Chemicals Limited)** (hereinafter called "the Company"), (Name of the Company has been changed from **NPL CHEMICALS LIMITED to NATIONAL PEROXIDE LIMITED** effective from 31st January, 2024 vide fresh Certificate of Incorporation issued by the Registrar of Companies, Maharashtra, Mumbai) 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.

The Composite Scheme of arrangement amongst National Peroxide Limited ('the Transferee Company or Demerged Company') and Naperol Investments Limited ('the Transferor Company') and NPL Chemicals Limited ('the Resulting Company') and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 ('the Scheme') was approved by the Hon'ble National Company Law Tribunal, Mumbai Bench on May 4, 2023. The Scheme was made effective on September 11, 2023 upon receipt of all requisite approvals, with the Appointed Date of the Scheme being April 1, 2022 and the said Scheme inter-alia provided for demerger, transfer and vesting of the Demerged Undertaking (as defined in the Composite Scheme) from the Transferee Company into the Resulting Company on a going concern basis.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information to the extent provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs,

we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on 31st March, 2024, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable to the Company during the audit period)
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (Not applicable to the Company during the audit period)
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;

- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during the audit period)
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the audit period)
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the audit period)
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the Company during the audit period) and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)
- (vi) Other laws applicable specifically to the Company namely:-
 - a) The Manufacture Storage & Import of Hazardous Chemicals Rules, 1989, as amended;
 - b) The Hazardous & Other Waste (Management, Handling & Trans Boundary Movements) Rules, 2016;
 - c) The Indian Boilers Act, 1923;
 - d) Indian Boiler Regulations 1950 and amendments thereof;
 - e) Explosives Act, 1884 & Rules, 1981 & Static and Mobile Pressure Vessel (Unfired) Rules, 1981; and
 - g) Air (Prevention and Control of Pollution) Act, 1981
 - h) Water (Prevention and Control of Pollution) Act, 1974
 - i) The Legal Metrology Act, 2009

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings.

During the year, under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc., as 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 for meetings other than those held at shorter notice and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings were taken unanimously.

We further report that there are 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 etc.

We further report that during the audit period, the Company had following event which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

1. The Composite Scheme of arrangement amongst National Peroxide Limited ('the Transferee Company or Demerged Company') and Naperol Investments Limited ('the Transferor Company') and NPL Chemicals Limited ('the Resulting Company') and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 ('the Scheme') was approved by the Hon'ble National Company Law Tribunal, Mumbai Bench on May 4, 2023. The Scheme was made effective on September 11, 2023 upon receipt of all requisite approvals, with the Appointed Date of the Scheme being April 1, 2022. The Scheme, inter alia, provided for:



- (a) the demerger, transfer and vesting of the Demerged Undertaking (as defined in the Composite Scheme) from the Transferee Company into the Resulting Company on a going concern basis and the consequent issue of shares by the Resulting Company in the manner set out in the Scheme;
- (b) the amalgamation of the Transferor Company with the Transferee Company in the manner set out in the Scheme;
- (c) the reduction of the share capital of the Resulting Company in the manner set out in the Scheme;
- (d) the name of the Transferee Company namely National Peroxide Limited to be changed to Naperol Investments Limited in the manner set out in the Scheme; and
- (e) The name of the Resulting Company namely NPL Chemicals Limited to be changed to

National Peroxide Limited in the manner set out in the Scheme.

- 2. The equity shares of the Company got listed effective from July 04, 2024 on the platform of BSE Limited.

For **Parikh & Associates**
Company Secretaries

Signature:

Name of Company Secretary:

J.U Poojari

Partner

FCS No: 8102 CP No: 8187

UDIN: F008102F000863110

PR No.: 1129/2021

Place: Mumbai

Date: July 31, 2024

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

'Annexure A'

To,
The Members,
National Peroxide Limited
(Formerly known as NPL Chemicals 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 process 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 process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure 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 **Parikh & Associates**
Company Secretaries

Signature:
Name of Company Secretary:

J.U Poojari
Partner

FCS No: 8102 CP No: 8187
UDIN: F008102F000863110
PR No.: 1129/2021

Place: Mumbai
Date: July 31, 2024



Annexure III to Directors' Report

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

[As prescribed under Section 135 of the Companies Act, 2013 ('the Act') and Companies (Corporate Social Responsibility Policy)]

1. A brief outline of the Company's CSR policy:

The CSR initiatives of the Company aim towards village development, nutrition awareness, malnutrition reduction, water resource and livelihood development and skill development programmes.

The Company has framed a CSR Policy in compliance with the provisions of the Act, which is available on the Company's website and the web-link for the same is <https://www.naperol.com/CSR-Home>

2. Composition of the CSR Committee:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Ness N. Wadia	Chairman Non-Independent, Non-Executive Director	1	1
2.	Ms. Parvathi Menon	Member Non-Executive, Independent Director	1	1
3.	Dr. (Mrs.) Minnie Bodhanwala	Member Non-Executive Non-Independent Director	1	1

3. Provide the Web-link(s) where the Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company: <https://www.naperol.com/CSR-Home>

4. Provide the executive summary along with web link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8, if applicable: Not Applicable

5. (a) Average net profit of the Company as per sub-section (5) of section 135: ₹ 1,350.64 Lakhs

(b) Two percent of average net profit of the Company as per sub-section (5) of section 135: *₹ 27.10 Lakhs

(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Not Applicable

(d) Amount required to be set off for the financial year, if any: Not Applicable

(e) Total CSR obligation for the financial year. (7a+7b-7c): *₹ 27.10 Lakhs

*rounded off to nearest thousand

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 27.10 lakhs

Details of CSR amount spent against other than ongoing projects for the financial year: Nil

Details of CSR amount spent against ongoing projects for the financial year:

Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes / No)	Location of the project		Amount spent for the project (₹ in Lakhs)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR Registration Number
1	Infrastructure Development of School under Jurisdiction of KDMC	(ii)	Yes	MH	Kalyan	27.10	No	SNWF	CSR00000818
Total						27.10			

MH - Maharashtra

KDMC – Kalyan Dombivli Municipal Corporation

SNWF – Sir Ness Wadia Foundation

(b) Amount spent in Administrative Overheads: Nil

(c) Amount spent on Impact Assessment, if applicable: Not Applicable

(d) Total amount spent for the Financial Year (a+b+c): ₹ 27.10 Lakhs

(e) CSR amount spent or unspent for the financial year: Not Applicable

(f) Excess amount for set off, if any:

Sl.	Particulars	Amount (₹ in Lakhs)
(i)	Two percent of average net profit of the Company as per sub-section (5) of Section 135.	27.10
(ii)	Total amount spent for the Financial Year	27.10
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	Nil
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	Nil

7. Details of Unspent Corporate Social Responsibility amount for the preceding three financial years: NA

Sl.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in Lakhs)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in Lakhs)	Amount Spent in the Financial Year (in Lakhs)	Amount transferred to a fund specified under Schedule VII as per second proviso to sub section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in Lakhs)	Deficiency, if any
					Amount (₹ in Lakhs)	Date of transfer		
Not Applicable								



8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Nil

If Yes, enter the number of Capital assets created / acquired: Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property/ asset(s)	Date of creation	Amount of CSR amount spent	Details of Entity / Authority / beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address
Not Applicable							

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5):

Not Applicable

For **National Peroxide Limited**
(Formerly known as NPL Chemicals Limited)

Mumbai,
July 31, 2024

Ness N. Wadia
Chairman
DIN: 00036049

Rajiv Arora
CEO & Director
DIN: 08730235

Annexure IV to the Directors' Report

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

[Pursuant to Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

A. CONSERVATION OF ENERGY:

(a) The steps taken or impacts on conservation of energy:

Several measures for conservation of energy were undertaken during the year. Some of the key measures are highlighted as under:

- Optimisation of compressed air to oxidizer by monitoring O2 content – saved around 0.66 million energy units.
- CW network optimisation, an ENCON project was commissioned in Feb 2024. The energy savings for March 2024 around 0.11 million
- Use of optimal combination of available process air compressors for overall reduction of power
- Automation of main water supply pumps for energy conservation

These measures, along with the measures taken during the past few years, have resulted in significant reduction in energy consumption.

Total energy consumption & energy consumption per unit of production:

A. POWER AND FUEL CONSUMPTION

		FY 2023-24	FY 2022-23
1.	Electricity		
	a. Purchased:		
	Units (KWH)	4,35,15,968	4,28,19,560
	Total Amount (₹ Lakhs)	4,116.15	3,981
	Rate/Unit (Rs./KWH)	9.46	9.29
	b. Own Generation:		
	(i) Through diesel generator Units (KWH)	2,448	16,824
	Units/litre of diesel oil (KWH)	1.549	2.463
	Cost of diesel /Unit (₹/KWH)	44.93	39.37
	(ii) Through steam turbine/ generator (KWH)	0	0
2.	Coal	Not Applicable	
3.	Fuel		
	A Natural Gas		
	Quantity (MMBTU)	67,409	65,666
	Total amount (Rs. lacs)	609.55	960.70
	Average rate (Rs./MMBTU)	1344.85	1462.86
4.	Other / Internal Generation	Not Applicable	

**B. CONSUMPTION PER UNIT OF PRODUCTION**

		FY 2023-24	FY 2022-23
1.	Electricity (KWH/MT)	371.89	373.3
2.	Fuel		
	a. Furnace Oil (Kgs/MT)	0.00	0.00
	b. Natural Gas (MMBTU/MT)*	0.58	0.57

* The consumption for fuel is calculated on the basis of annual production. The equivalent fuel oil specific consumption on gross calorific value basis for 2022-23 and 2023-24 works out to 19.50 and 14.16 of Fuel Oil Kgs/MT respectively.

(b) The steps taken by the Company for utilising alternate sources of energy:

The Company is in the process of evaluating the utilisation of alternate sources of energy.

(c) The capital investment on energy conservation equipment: Nil**B. TECHNOLOGY ABSORPTION:****(a) the efforts made towards technology absorption: NA****(b) the benefits derived like product improvement, cost reduction, product development or import substitution: NA****(c) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):**

- The details of technology imported: N.A
- The year of import: N.A
- Whether the technology been fully absorbed: N.A.
- If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: N.A

(d) The expenditure incurred on Research and Development:

- Capital expenditure : NIL
- Recurring expenditure : NIL
- Total expenses : NIL
- Total as % of turnover : NIL

C. FOREIGN EXCHANGE EARNING AND OUTGO:

The foreign exchange earned in terms of actual inflows and the foreign outgo in terms of actual outflows, during the year, are as follows:

(Amount in ₹ Lakhs)

Particulars	FY 2023-24	FY 2022-23
Foreign exchange earned	4941.27	11,822.83
Foreign exchange used	4515.96	9177.02

Annexure V to the Directors' Report

DETAILS OF THE REMUNERATION OF DIRECTORS, KMPs AND EMPLOYEES

[Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The percentage increase in remuneration of each Director, during the financial year 2023-24, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-24 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under.

Sr. No.	Name of Director / KMP and Designation	Remuneration of Director for the FY 2023-24 (₹ in Lakhs)	% increase in Remuneration in the FY 2023-24	Ratio of remuneration of each Director / KMP to median remuneration of employees
1.	Mr. Ness N. Wadia, Chairman@ Non-Executive & Non-Independent Director	4.00	-	0.21
2.	Dr. (Mrs.) Minnie Bodhanwala@ Non-Executive & Non-Independent Director	5.60	-	0.29
3.	Mr. Viraf Mehta^ Non-Executive & Independent Director	5.80	-	0.31
4.	*Ms. Parvathi Menon^ Non-Executive & Independent Director	5.80	-	0.31
5.	Mr. Jaivir Singh# Non-Executive & Independent Director	1.80	-	0.09
7.	Mr. Rajiv Arora+ Chief Executive Officer & Director	352.33	9	17.06
8.	Mr. Pravin Shetty Chief Financial Officer	49.61	-	2.61
9.	Mr. Amish Shah* Company Secretary	5.50	-	0.29
10.	CS Heena Shah** Company Secretary	19.24	19	1.01

Notes:

*Appointed as Non-Executive and Non-Independent Director effective October 26, 2023.

^Appointed as Independent Director Effective October 26, 2023.

#Appointed as Independent Director Effective November 20, 2023.

+ Appointed as Chief Executive Officer and Director of the Company effective September 25, 2023.

* Appointed as Company Secretary of the Company w.e.f., December 01, 2023.

** Resigned as Company Secretary of the Company w.e.f., November 30, 2023.

Pursuant to the Composite Scheme of Arrangement amongst National Peroxide Limited ("Transferee Company" or "Demerged Company") and Naperol Investments Limited ("Transferor Company") and NPL Chemicals Limited ("Resulting Company" or "Company") and their respective shareholders and creditors ("Scheme"), the services of all the Employees and KMP's were transferred to the Company with effect from September 11, 2023, effective April 01, 2022 (the "Appointed Date").



1. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

The median remuneration of employees of the Company during the financial year was ₹ 19.00 Lakhs and the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year is provided in the above table.

2. The percentage increase in the median remuneration of employees in the financial year:

In the financial year, there was an increase of 9.11 % in the median remuneration of employees.

3. The number of permanent employees on the rolls of the Company:

There were 130 permanent employees on the rolls of the Company as on March 31, 2024.

4. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average percentage increase in the salaries of employees other than Managerial Personnel in financial year 2023-24 on comparable basis was 40.13% over previous year whereas Managerial Remuneration was increased by 26.34%.

5. Top 10 Employees in terms of remuneration drawn pursuant to the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sr. No	Name & Age	Designation & Nature of Employment	Remuneration (₹)	Qualification & Experience	Date of Commencement of Employment	Last Employment Held	% of Equity Shares Held
1.	Rajiv Arora (61 Years)	Chief Executive Officer and Director Permanent Employee	3,52,32,963	BE Chemical, Post Graduate Diploma in Management.	04-06-2020	Shriram Axiall Pvt Ltd	-
2.	Surabhi Mittal (50 Years)	Vice President – HR Permanent Employee	1,10,71,057	PGDHRD, Post Graduation -MSW	26-09-2022	Lanxess India Pvt Ltd	-

None of the above person are related to any director or Manager of the Company.

6. Affirmation that the remuneration is as per the remuneration policy of the Company

It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

On Behalf of the Board of Directors

Ness N. Wadia

Chairman

DIN: 00036049

Mumbai, July 31, 2024

Independent Auditor's Report

TO THE MEMBERS OF NATIONAL PEROXIDE LIMITED (FORMERLY KNOWN AS NPL CHEMICALS LIMITED)

Report on the Audit of the Ind-AS Financial Statements

Opinion

We have audited the accompanying Ind-AS financial statements of NATIONAL PEROXIDE LIMITED (FORMERLY KNOWN AS NPL CHEMICALS LIMITED) ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity, the Statement of Cash Flows for the year then ended and the Notes to the financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the Ind-AS financial statements").

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

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

Key Audit Matter	How the matter was addressed in our audit
<p>Revenue Recognition</p> <p>Revenue is one of the key profit indicators and susceptible to misstatement.</p> <p>We have considered cut-off as the key assertion insofar as revenue recognition is concerned since an inappropriate cut-off could lead to a material misstatement of the results for the year. (Refer note 2(e) and 28 to the Ind-AS financial statements)</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> Assessing the appropriateness of the revenue recognition accounting policies. Testing the design, implementation and operating effectiveness of the controls with respect to dispatches/deliveries. Inventory reconciliations and circularisation of receivable balances. Testing cut-offs by verifying the underlying documents, which includes sales invoices, contracts, shipping documents and proof of deliveries where applicable.

Basis for Opinion

We conducted our audit of the Ind-AS financial statements 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 Ind-AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind-AS financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matter

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



Information Other than the Ind-AS financial statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises of Management Discussion & Analysis and Directors' Report and its Annexures, but does not include the Ind-AS financial statements. This other information is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the Ind-AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind-AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the other information as specified above, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind-AS financial statements that give a true and fair view of the financial position, financial performance, changes in equity and the cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind-AS') specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind-AS financial statements, Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Directors either

intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Ind-AS Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place with reference to financial statements 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.

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by 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 Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by section 143(3) of the Act, 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, except for the matter stated in paragraph [h(vi)] below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- c) The Balance Sheet, the Statement of Profit and Loss (including 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 Ind-AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder.
- e) On the basis of the written representations received from the Directors of the Company as on March 31, 2024, taken on record by the Board of Directors, none of the Directors of the Company are disqualified as on March 31, 2024, from being appointed as a Director in terms of Section 164 (2) of the Act.
- f) The observations relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph (b) above on reporting under Section 143(3)(b) and paragraph [h(vi)] below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
- 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 has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 47 to the Ind-AS financial statements.
 - ii) The Company did not have any long-term contracts including derivative contracts for



which there were any material foreseeable losses as at March 31, 2024.

- iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv) The Management has represented that:
 - a) to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entity(ies) ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) to the best of their knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - c) Based on such audit procedures performed by us 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) of the Rules as provided under iv (a) and iv (b) above contain any material misstatement.
- v) As per information and explanation represented by Management and based on

the records of the Company, the dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.

The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

- vi) Based on our examination which included test checks, the Company has used an accounting software INFOR LN 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, except for the audit trail feature to maintain master data, which was enabled only on January 18, 2024. We checked the master's and noted that there were no changes in master's for the period April 1, 2023 to January 17, 2024.

Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

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

- 3. According to information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act.

For **KALYANIWALLA & MISTRY LLP**
CHARTERED ACCOUNTANTS
Firm Regn. No.: 104607W / W100166

Jamshed K. Udwardia
PARTNER

M. No.: 124658
UDIN: 24124658BKAIZW8001

Mumbai: May 09, 2024.

Annexure A to the Independent Auditor's Report

Referred to in Paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our Independent Auditor's Report to the members of the Company on the Ind-AS financial statements for the year ended March 31, 2024:

Statement on Matters Specified in paragraphs 3 & 4 of the Companies (Auditor's Report) Order, 2020:

- i) a) A) The Company has generally maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- B) The Company has maintained proper records showing full particulars of intangible assets.
- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all Property, Plant and Equipment are verified in

a phased manner over a period of three years. In accordance with this programme, certain Property, Plant and Equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

- c) According to the information and explanations given to us and based on the audit procedures performed by us, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company, except for the following which are not held in the name of the Company.

Description of property	Gross carrying value (Rs. in lakhs)	Held in the name of	Whether promoter, director or their relative	Period held	Reason for not being held in the name of company
Building (factory, Office and Residential Flats)	1,104.14	Naperol Investments Limited (formerly known as National Peroxide Limited)	Entity within the promoter group	April 1, 2022	The titles of assets transferred pursuant to the Composite Scheme of Arrangement are in the process of being transferred in the name of the Company
Right of Use Assets	969.65	Naperol Investments Limited (formerly known as National Peroxide Limited)	Entity within the promoter group	April 1, 2022	Right to use of Land is vested in the Company through the Composite Scheme of Demerger. The Company is in the process of executing the required agreements.

- d) According to the information and explanations given to us, and based on the audit procedures performed by us, the Company has not revalued its Property, Plant and Equipment or intangible assets or both during the year.
- e) According to the information and explanations provided to us and our verification of the books and records of the Company, no proceedings

have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

- ii) a) The Management has conducted physical verification of inventory (excluding goods-in-



- transit) at reasonable intervals. In our opinion, the frequency of such verification is reasonable, and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate of each class of inventory.
- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such a bank are in agreement with the books of account.
- iii) According to the information and explanations given to us and based on records of the Company examined by us, the Company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties during the year. Accordingly, reporting under clause 3(iii) of the Order is not applicable to the Company.
- iv) According to the information and explanations given to us and based on records of the Company examined by us, the Company has not granted any loans, made any investments or provided any guarantees or security to the parties covered under Section 185 and 186 of the Act. Accordingly, reporting under clause 3 (iv) of the Order is not applicable to the Company.
- v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for maintenance of cost records under Section 148 of the Companies Act, 2013, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with view to determine whether these are accurate or complete.
- vii) a) According to the information and explanations given to us and based on the audit procedures performed by us, in our opinion, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Goods and Services tax ('GST'), Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Profession Tax, Cess and other statutory dues have regularly deposited by the Company with the appropriate authorities wherever applicable, and there are no such outstanding dues as at March 31, 2024, for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to value added tax and sales tax which have not been deposited on account of any dispute are as follows:

Name of Statute	Nature of Dues	Amount (Rs. in lakhs)	Period to which the Amount Relates	Forum where Dispute is pending
Maharashtra Value Added Tax Act, 2002	Value Added Tax	479.39*	FY 2006-07	Joint Commissioner of Sales Tax (Appeal)
Central Sales Tax Act, 1956	Sales Tax	1,656.58**	FY 2006-07	Joint Commissioner of Sales Tax (Appeal)

* net of Rs. 8.33 lakhs paid as deposit

** net of Rs. 59.32 lakhs paid as deposit

- viii) According to the information and explanations given to us and based on the audit procedures performed by us, we have not come across any transactions not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- ix) a) According to the information and explanations given to us and based on the audit procedures performed by us, the Company has not defaulted in repayment of any loans or other borrowings or in the payment of interest thereon to any lender.
- b) According to the information and explanations given to us and based on the audit procedures performed by us, the Company has not been declared wilful defaulter by any bank or financial institution or other lender.

- d) According to the information and explanations given to us, the Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.
- d) According to the information and explanations given to us and based on the audit procedures performed by us, Company has not raised any funds on short-term basis during the year. Accordingly, reporting under clause 3(ix)(d) of the Order is not applicable to the Company.
- e) The Company does not have any subsidiary, associates, or joint venture. Accordingly, reporting under clause 3(ix)(e) of the Order is not applicable to the Company.
- f) The Company does not have any subsidiary, associate or joint venture. Accordingly, reporting under clause 3(ix)(f) of the Order is not applicable to the Company.
- x) a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- b) The Company has not made any preferential allotment or private placement of shares or fully, partially or optionally convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- xi) a) Based upon the audit procedures performed by us for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the Management, we report that no fraud by the Company or no fraud on the Company has been noticed or reported during the year.
- b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report. Accordingly, reporting under Clause 3 (xi)(b) of the Order is not applicable to the Company.
- c) According to the information and explanations given to us and as represented to us by the Management, there are no whistle blower complaints received by the Company during the year.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, reporting under clause 3(xii) (a) to (c) of the Order is not applicable to the Company.
- xiii) According to the information and explanations and records made available to us by the Company and audit procedures performed by us, all transactions with related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements, as required by the applicable accounting standards.
- xiv) a) In our opinion, the Company has an internal audit system commensurate with the size and the nature of its business.
- b) We have considered the internal audit reports of the Company issued during the financial year for the period under audit.
- xv) According to the information and explanations given to us, in our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of Section 192 of the Act are not applicable to the Company. Accordingly, reporting under clause 3(xv) of the Order is not applicable to the Company.
- xvi) a) According to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.
- b) The Company has not conducted any Non-Banking Financial or Housing Finance activities. Accordingly, reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.
- c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.



- d) According to the information and explanations given to us, the Group does not have any CICs, which are part of the Group. Accordingly, reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii) The Company has neither incurred any cash losses in the current financial year covered by our audit nor in the immediately preceding financial year.
- xviii) There is no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3 (xviii) of the Order is not applicable to the Company.
- xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, 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 the 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) a) There are no unspent amounts towards Corporate Social Responsibility (CSR) other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- b) There are no unspent amounts towards Corporate Social Responsibility (CSR) under section (5) of section 135 of the Act, pursuant to any ongoing projects requiring a transfer to special account in compliance with the provision of section 135(6) of the Act.

For **KALYANIWALLA & MISTRY LLP**
CHARTERED ACCOUNTANTS
Firm Regn. No.: 104607W / W100166

Jamshed K. Udawadia
PARTNER

M. No.: 124658
UDIN: 24124658BKAIZW8001

Mumbai: May 09, 2024.

Annexure B to the Independent Auditor's Report

Referred to in Paragraph 2(g) under 'Report on Other Legal and Regulatory Requirements' section of our Independent Auditor's Report to the members of the Company on the Ind-AS financial statements for the year ended March 31, 2024:

Report on the Internal Financial Controls with reference to Ind-AS financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to Ind-AS financial statements of **NATIONAL PEROXIDE LIMITED (FORMERLY KNOWN AS NPL CHEMICALS LIMITED)** ("the Company") as at March 31, 2024 in conjunction with our audit of the Ind-AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Ind-AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with

reference to financial statements, both issued by the ICAI. 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 with reference to financial statements were 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to Ind-AS financial statements.

Meaning of Internal Financial Controls with Reference to Ind-AS Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition,



use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Ind-AS Financial Statements

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all

material respects, an adequate internal financial controls with reference to Ind-AS financial statements and such internal financial controls with reference to Ind-AS financial statements were operating effectively as at March 31, 2024, based on the criteria for internal financial control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **KALYANIWALLA & MISTRY LLP**
CHARTERED ACCOUNTANTS
Firm Regn. No.: 104607W / W100166

Jamshed K. Udawadia
PARTNER

M. No.: 124658
UDIN: 24124658BKAIZW8001

Mumbai: May 09, 2024.



National Peroxide Limited
(Formerly known as NPL Chemicals Ltd)

Balance Sheet as at March 31, 2024

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

Particulars	Notes	As at March 31, 2024	As at March 31, 2023
ASSETS			
Non-current assets			
Property, plant and equipment	5	31,234.48	32,635.27
Right of use assets	5.1	840.28	905.05
Capital work-in-progress	5	1,126.31	262.13
Intangible assets	6	3.10	24.15
Financial assets			
- Other financial assets	7	361.42	80.31
Non-current tax assets (net)	8	238.15	-
Other non current assets	9	125.54	86.40
Total non-current assets		33,929.28	33,993.31
Current assets			
Inventories	10	3,384.67	3,614.69
Financial assets			
- Investments	11	3,510.23	3,995.91
- Trade receivables	12	2,714.65	2,426.70
- Cash and cash equivalents	13	860.81	642.67
- Bank balances other than above	14	858.68	54.55
- Other financial assets	15	5.21	26.28
Other current assets	16	669.10	592.75
Total current assets		12,003.35	11,353.55
Asset held for sale	17	-	7.69
Total assets		45,932.63	45,354.55
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	18	574.70	-
Equity share capital suspense	18	-	574.70
Other equity	19	35,321.78	34,624.65
		35,896.48	35,199.35
LIABILITIES			
Non-current liabilities			
Financial liabilities			
- Borrowings	20	700.57	1,036.42
- Lease liability	5.1	903.59	927.54
Provisions	21	323.40	316.45
Deferred tax liabilities (net)	37	4,019.90	3,822.58
Total non-current liabilities		5,947.46	6,102.99
Current liabilities			
Financial liabilities			
- Borrowings	22	345.86	355.94
- Lease liabilities	5.1	23.95	21.83
- Trade payables	23		
Total outstanding dues of micro enterprises and small enterprises; and		237.30	151.86
Total outstanding dues to creditors other than micro and small enterprises		1,996.07	2,153.91
- Other financial liabilities	24	510.57	610.37
Contract liabilities		431.21	141.68
Other current liabilities	25	424.59	270.46
Provisions	26	119.14	126.85
Income tax liabilities (net)	27	-	219.31
Total current liabilities		4,088.69	4,052.21
Total liabilities		10,036.15	10,155.20
Total equity and liabilities		45,932.63	45,354.55

Material accounting policies

2

The accompanying notes are an integral part of the Ind AS Financial Statements

As per our report attached
For **Kalyaniwalla & Mistry LLP**
Chartered Accountants

Firm Regn. No.: 104607W / W100166

Jamshed K. Udawadia

Partner

M. No.: 124658

For and on behalf of the Board of Directors of
National Peroxide Limited
(formerly known as NPL Chemicals Limited)
CIN:-U24290MH2020PLC342890

Rajiv Arora

Chief Executive Officer & Director

DIN: 08730235

Ness N. Wadia

Chairman

DIN: 00036049

Pravin Shetty

Chief Financial Officer

Amish Shah

Company Secretary

Place: Mumbai
Date: May 09, 2024

Place: Mumbai
Date: May 09, 2024



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

(All amounts are in Indian ₹ Lakhs, unless otherwise stated)

Particulars	Notes	For the year ended March 31, 2024	For the year ended March 31, 2023
Income			
Revenue from operations	28	33,298.62	37,708.95
Other income	29	516.33	763.91
Total income		33,814.95	38,472.86
Expenses			
Cost of raw materials and packing materials consumed	30	15,438.12	19,126.02
Purchase of stock in trade		-	131.39
Changes in inventories of stock-in-trade and finished goods	31	634.09	(1,149.14)
Power, fuel and water		5,421.72	5,376.45
Employee benefit expenses	32	2,850.61	2,645.08
Finance costs	33	198.15	701.99
Depreciation and amortisation expense	34	1,925.96	1,979.95
Other expenses	35	5,194.92	5,606.15
Total expenses		31,663.57	34,417.89
Profit before exceptional items and tax		2,151.38	4,054.97
Exceptional Items	36	-	1,295.16
Profit before tax		2,151.38	5,350.13
Tax expense:	37		
Current tax		353.62	991.78
Tax adjustments relating to previous year		(70.58)	-
Deferred tax		189.31	408.19
Total tax expense		472.35	1,399.97
Profit for the year		1,679.03	3,950.16
Other comprehensive income			
Items that will not be reclassified to profit or loss		31.84	35.02
Re-measurements of the net defined benefit obligations		(8.01)	(9.45)
Income tax relating to above item			
Items that will be reclassified to profit or loss			
Effective portion of gain on cash flow hedge		-	41.24
Income tax relating to above item		-	(10.38)
Other comprehensive income for the year, net of tax		23.83	56.43
Total comprehensive income for the year		1,702.86	4,006.59
Earnings per share			
- Basic and diluted	38	29.22	68.73

2

Material accounting policies

The accompanying notes are an integral part of the Ind AS Financial Statements

As per our report attached
For **Kalyaniwalla & Mistry LLP**
Chartered Accountants

Firm Regn. No.: 104607W / W100166

Jamshed K. Udawadia
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For and on behalf of the Board of Directors of
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(formerly known as NPL Chemicals Limited)
CIN:-U24290MH2020PLC342890

Rajiv Arora
Chief Executive Officer & Director
DIN: 08730235

Ness N. Wadia
Chairman
DIN: 00036049

Pravin Shetty
Chief Financial Officer

Amish Shah
Company Secretary

Place: Mumbai
Date: May 09, 2024

Place: Mumbai
Date: May 09, 2024



Statement of Cash Flows for the year ended March 31, 2024

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Cash flow from operating activities		
Profit before tax	2,151.38	5,350.13
Adjustments for:		
Depreciation and amortisation expense	1,925.96	1,979.95
Finance costs	198.15	701.99
Interest income	(51.40)	(1.81)
(Gain) on sale of property, plant and equipment	(21.34)	(24.65)
Fair value gain on investments (including gain on sale of investments) measured at FVTPL	(254.32)	(339.06)
Loss allowances	-	(22.07)
Net unrealised foreign exchange (gain) / loss	(3.40)	5.79
Operating cashflow before working capital changes	3,945.03	7,650.27
Change in operating assets and liabilities		
Decrease/(Increase) in inventories	237.71	(690.43)
(Increase) in trade receivables	(280.95)	(522.78)
Decrease in non-current financial asset	16.52	272.24
Decrease in other non current assets	9.75	29.44
Decrease/(Increase) in current financial asset	21.07	(12.50)
(Increase) in other current assets	(76.35)	(51.54)
Increase in trade payables	23.42	911.68
Increase in provisions	31.08	59.19
Increase/(Decrease) in other current financial liabilities	9.92	(30.36)
Increase in other current liabilities	154.13	86.07
Increase/(Decrease) in contract Liability	289.53	(217.80)
Cash generated from operations	4,380.86	7,483.48
Income taxes paid (net)	(740.50)	(772.47)
Net cash generated from operating activities	3,640.36	6,711.01
Cash flows from investing activities		
Payments for property, plant and equipment (including capital work-in-progress and advances)	(1,463.40)	(599.04)
Proceeds from sale of property, plant and equipment	22.50	32.52
Payment for purchase of investments	(6,685.00)	(21,322.36)
Proceeds from sale of investments	7,425.10	24,402.22
Interest received	51.40	1.81
Fixed Deposits (placed)/matured (net)	(1,101.76)	(36.64)
Changes in balances in unpaid dividend bank accounts	(0.10)	-
Net cash (used in)/generated from investing activities	(1,751.26)	2,478.51
Cash flows from financing activities		
Proceeds from intercorporate deposit	15.76	3.00
Repayment of intercorporate deposit	(18.76)	-
Repayment of borrowings	(352.96)	(7,965.87)
Dividends paid to company's shareholders	(1,005.63)	-
Principal elements of lease payments	(42.11)	-
Interest on lease rent	(157.89)	-
Interest paid on borrowings	(109.95)	(633.17)
Net cash (used in) financing activities	(1,671.54)	(8,596.04)



Statement of Cash Flows for the year ended March 31, 2024

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Net increase in cash and cash equivalents	217.56	593.48
Cash and cash equivalents at the beginning of the year	642.67	0.21
Cash and cash equivalents received pursuant to Composite Scheme of Arrangement	-	48.98
Effect of exchange rate changes on cash and cash equivalents	0.58	-
Cash and cash equivalents at the end of the year	860.81	642.67
Cash and cash equivalents comprises of:		
Cash and cash equivalents (Refer note 13)	860.81	642.67
	860.81	642.67

Note:

- The above cash flow statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard (Ind AS) 7- "Cash Flow Statements" as notified under Companies (Accounts) Rules, 2015.
- For disclosure requirement pertaining to change in liability arising from financing activities in accordance to Ind AS 7 (Refer Note 5.1 and Note 20)

As per our report attached
For **Kalyaniwalla & Mistry LLP**
Chartered Accountants

Firm Regn. No.: 104607W / W100166

Jamshed K. Udawadia
Partner
M. No.: 124658

Place: Mumbai
Date: May 09, 2024

For and on behalf of the Board of Directors of
National Peroxide Limited
(formerly known as NPL Chemicals Limited)
CIN:-U24290MH2020PLC342890

Rajiv Arora
Chief Executive Officer & Director
DIN: 08730235

Pravin Shetty
Chief Financial Officer

Place: Mumbai
Date: May 09, 2024

Ness N. Wadia
Chairman
DIN: 00036049

Amish Shah
Company Secretary

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

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

A. Equity share capital

Particulars	Amount
Balance as at March 31, 2022	1.00
Less: Shares cancelled pursuant to the Composite Scheme of Arrangement (Refer note 4)	(1.00)
Balance as at March 31, 2023	-
Add: Equity shares issued pursuant to Composite Scheme of Arrangement (Refer note 18)	574.40
Balance as at March 31, 2024	574.40

B. Equity share capital suspense

Particulars	Amount
Balance as at March 31, 2022	-
Add: Addition pursuant to composite scheme of arrangement (Refer note 4)	574.70
Balance as at March 31, 2023	574.70
Less: Equity shares issued pursuant to Composite Scheme of Arrangement (Refer note 18)	(574.70)
Balance as at March 31, 2024	-

C. Other equity

Particulars	Reserves and Surplus			
	Capital reserve	Retained earnings	Cash flow hedge reserve	Total other equity
Balance as at March 31, 2022	-	(1.55)	-	(1.55)
Addition pursuant to Composite Scheme of Arrangement (Refer note 4)	30,649.47	-	(30.86)	30,618.61
Shares cancelled pursuant to the Composite Scheme of Arrangement (Refer note 4)	1.00	-	-	1.00
Restated Balance as at April 01, 2022	30,650.47	(1.55)	(30.86)	30,618.06
Profit for the year	-	3,950.16	-	3,950.16
Other comprehensive income (net of tax)	-	25.57	30.86	56.43
Total comprehensive income for the year	-	3,975.73	30.86	4,006.59
Transactions with owners in their capacity as owners:				
Balance as at March 31, 2023	30,650.47	3,974.18	-	34,624.65
Profit for the year	-	1,679.03	-	1,679.03
Other comprehensive income (net of tax)	-	23.83	-	23.83
Total comprehensive income for the year	-	1,702.86	-	1,702.86
Transactions with owners in their capacity as owners:				
Dividend paid	-	(1,005.73)	-	(1,005.73)
Balance as at March 31, 2024	30,650.47	4,671.31	-	35,321.78

Material accounting policies

The accompanying notes are an integral part of the Ind AS Financial Statements

As per our report attached
For **Kalyaniwalla & Mistry LLP**
Chartered Accountants

Firm Regn. No.: 104607W / W100166

Jamshed K. Udwadia

Partner
M. No.: 124658

For and on behalf of the Board of Directors of
National Peroxide Limited
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Rajiv Arora

Chief Executive Officer & Director
DIN: 08730235

Ness N. Wadia

Chairman
DIN: 00036049

Pravin Shetty

Chief Financial Officer

Amish Shah

Company Secretary

Place: Mumbai
Date: May 09, 2024

Place: Mumbai
Date: May 09, 2024



Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

1) General information:

National Peroxide Limited (formerly known as NPL Chemicals Limited) ("NPL", "the Company") is a public limited Company incorporated on July 29, 2020 under the provisions of the Companies Act, 2013 with ROC-Mumbai with CIN U24290MH2020PLC342890. The Company's registered office is situated at Neville House, J.N. Heredia Marg, Ballard Estate, Mumbai - 400001.

Pursuant to the Composite Scheme of Arrangement (Refer note 4) the Chemical Business Undertaking of Naperol Investments Limited (formerly known as National Peroxide Limited) ("Demerged Company") was demerged into the Company. Consequent thereto, the Company will continue to be manufacturer of Hydrogen Peroxide in India, with an installed capacity of 150 KTPA on 50% w/w. basis.

2) Material accounting policies:

Basis of preparation, measurement and material accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of preparation

(i) Compliance with Ind AS

The words financial statements in the accounts should read as Ind-AS financial statements. These financial statements are the separate financial statements of the Company and comply in all material aspects with the Indian Accounting Standards ("Ind AS") notified under section 133 of the Companies Act, 2013 ("the Act"), read together with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time, relevant provisions of the Act and other accounting principles generally accepted in India.

(ii) Historical cost convention

The financial statements have been prepared on historical cost basis, except for the following:

- Certain financial assets and financial liabilities are measured at fair value (including derivative instruments);

- Defined benefit plans – plan assets are measured at fair value.
- Assets held for sale – measured at fair value less cost to sell.

(iii) Recent pronouncements-

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

(iv) Current vis-à-vis non-current classification

The assets and liabilities reported in the balance sheet are classified on a "current / non-current basis".

An asset is classified as current when it is expected to be realised or intended to be sold or consumed in normal operating cycle, held primarily for the purpose of trading, expected to be realised within twelve months after the reporting period, or cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

A liability is classified as current when it is expected to be settled in normal operating cycle, it is held primarily for the purpose of trading, it is due to be settled within twelve months after the reporting period, or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company has determined its operating cycle as twelve months for the purpose of current – non-current classification of assets and liabilities. Deferred tax assets and liabilities, and all assets and liabilities which are not current are classified as non-current assets and liabilities.

The derivatives designated in hedging relationship and separated embedded derivatives are classified basis the hedged item and host contract respectively.

Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

(b) Material Accounting Policies

(i) Business Combination

The acquisition method of accounting is used to account for all business combinations (other than common control business combinations), regardless of whether equity instruments or other assets are acquired. The acquisition date is the date on which control is transferred to the acquirer. Judgement is applied in determining the acquisition date and determining whether control is transferred from one party to another. The excess of the consideration transferred over the fair value of the net identifiable assets acquired is recorded as goodwill. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses.

Business combinations arising from transfers of interests in entities that are under common control are accounted for using the pooling of interest method and as per the provisions of the Scheme approved by the regulator. The difference between any consideration transferred and the aggregate historical carrying values of assets and liabilities of the acquired entity are recognised in Capital reserve.

(ii) Segment reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision-Maker (CODM).

The Chief Executive Officer and Executive Director of the Company has been identified as CODM and he is responsible for allocating resources, assessing the financial performance and position of the Company and make strategic decisions.

The Company has identified one reportable segment 'manufacturing of peroxygens' based on

information reviewed by the CODM. Refer note 40 for segment information presented.

(iii) Foreign currency translation:

(a) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements are presented in 'Indian Rupees' (₹), which is the Company's functional and presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year-end exchange rates are generally recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equity instruments held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equity investments classified as FVOCI are recognised in other comprehensive income.

(iv) Revenue recognition:

Revenue from sale of goods

Revenue is generated primarily from sale of peroxygens. Revenue is recognised at the point in time when the performance obligation is satisfied and control of the goods is transferred to the customer upon dispatch or delivery, in accordance



Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

with the terms of customer contracts. Revenue is recognised at an amount that the Company expects to receive from customers that is net of trade discounts and goods and service tax (GST).

A contract liability is the obligation to transfer goods to the customer for which the Company has received consideration from the customer. Contract liabilities are recognised as revenue when the Company performs under the contract.

(v) Government Grants and Incentives:

Other operating income includes export and other recurring and non-recurring incentives from Government (referred as "incentives"). Government grants are recognised when there is a reasonable assurance that the Company will comply with the relevant conditions and the grant will be received. Government grants are recognised in the statement of profit and loss, either on a systematic basis when the Company recognises, as expenses, the related costs that the grants are intended to compensate or, immediately if the costs have already been incurred. Government grants related to assets are deferred and amortised over the useful life of the asset. Government grants related to income are presented as an offset against the related expenditure, and government grants that are awarded as incentives with no ongoing performance obligations to the Company are recognised as income in the period in which the grant is received.

(vi) Income tax:

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current tax is measured using tax rates that have been enacted by the end of reporting period for the amounts expected to be recovered from or paid to the taxation authorities. Management periodically evaluates positions taken in tax returns with respect

to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised, or the deferred income tax liability is settled.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognized in Profit or Loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

(vii) Leases

As a lessee

Leases are recognized as a right-of-use asset and corresponding liability at the date which the lease asset is available for use by the Company. Contracts may contain both lease and non-lease components. The Company allocates the consideration in the contract to the lease and non-lease components based on relative stand-alone prices.

The Company assesses whether a contract is or contains a lease at inception of the contract. This assessment involves the exercise of judgement about whether there is an identified asset, whether the Company has the right to direct the use of the asset and whether the Company obtains substantially all the economic benefits from the use of that asset.

Assets and liabilities arising from lease are initially measured on present value basis. Lease liabilities include the net present value of the following lease payments:

- Fixed payments (including in-substance fixed payments), less any lease incentives receivable
- Variable lease payments that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- Amounts expected to be payable by the Company under residual value guarantees.
- The exercise price of a purchase option if the Company is reasonably certain to exercise that option, and
- Payment of penalties for terminating the lease, if the lease term reflects the Company exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If the rate cannot be readily determined, the lessee's incremental borrowing rate is used,

being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Company:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received.
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Company, which does not have recent third party financing.
- makes adjustments specific to the lease, e.g. term, country, currency and security.

If a readily observable amortising loan rate is available to the individual lessee (through recent financing or market data) which has a similar payment profile to the lease, then the Company use that rate as a starting point to determine the incremental borrowing rate.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement of date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and lease term on a straight-line basis. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.



Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

The Company has elected not to apply the requirements of IND AS 116 Leases to short-term leases of all assets that, at the commencement date, have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

(viii) Impairment of non-financial assets:

Assets are tested for impairment, whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(ix) Cash and Cash Equivalents:

Cash and cash equivalents in the balance sheet comprise cash at bank and on hand, and short-term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the purpose of statement of cashflow cash and cash equivalent consist of cash and short-term deposit as defined above.

(x) Trade Receivables:

Trade receivables are amounts due from customers for goods sold in the ordinary course of business. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Company holds the trade receivables with the objective to collect the

contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

(xi) Inventories:

Inventories are valued at lower of cost and net realisable value. In the case of raw materials, packing materials, traded goods and stores and spares parts, cost is determined in accordance with the moving weighted average principle. Costs include the purchase price, non – refundable taxes and delivery and handling costs. Cost of finished goods includes all costs of purchases, direct materials, direct labour and appropriate proportion of variable and fixed overheads expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

(xii) Non-Current assets held for sale

Non- current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and sale is considered highly probable. They are measured at lower of their carrying amount and fair value less costs to sell.

An impairment loss is recognised for any initial or subsequent write-down of the asset to fair value less costs to sell. A gain is recognised for subsequent increase in fair value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non -current asset is recognised at the date of de-recognition.

Non-Current assets are not depreciated or amortised while they are classified as held for sale. Non-current assets classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group

Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

classified as held for sale are presented separately from other liabilities in the balance sheet.

(xiii) Investments and other financial instruments:

(a) Financial Instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Initial recognition and measurement

Financial assets and financial liabilities are initially measured at fair value except for trade receivables not containing significant financing component are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than those measured at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the statement of Profit or loss.

(b) Classification and subsequent measurement of financial assets

The classification of a financial asset depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost

Financial assets measured at amortised cost

Financial assets that are held for the collection of contractual cash flow where those cash flows represent solely payments of principal and interest are measured at amortised cost Interest income from these financial assets is included in finance income using the effective interest rate method.

Financial assets measured at fair value through other comprehensive Income (FVTOCI)

Assets that are held for the collection of contractual cash flows and for selling the financial assets, where the assets cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVTOCI). Changes in fair value of instrument is taken to other comprehensive income which are reclassified to the statement of profit or loss.

Financial assets measured at fair Value through profit or loss (FVTPL)

Financial assets that do not meet the criteria for amortised cost or FVTOCI are measured as fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss. Dividend income from these financial assets is included in other income once the Company's right to receive the dividend is established and it is probable that the economic benefits associated with the dividend will flow to the entity.

Impairment of Financial Assets

The Company assesses on a forward-looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109- 'Financial Instruments', which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Derecognition of Financial Assets

A financial assets is derecognised only when the Company has transferred the right to receive cash flows from the financial assets or retains the contractual rights to receive the cash flows of the financial assets, but assumes a contractual obligation to pay cash flows to one or more recipients.



Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

(c) Financial Liabilities & Equity Instruments

An instrument issued by a company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs. Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Company's own equity instruments. Dividend paid on equity instruments are directly reduced from equity.

Financial Liabilities

Subsequent measurement of financial liabilities

Financial liabilities at fair value through profit and loss

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.

Financial liabilities measured at amortised cost

All the financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. Company does not owe any financial liabilities which is held for trading.

Derecognition of Financial Liabilities

A financial liability (or, where applicable, a part of a financial liability) is primarily derecognised when, and only when, the obligation under the liability is discharged or cancelled or expires.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income/ interest expenses over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts/ payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

(d) Derivatives and hedging activities

The Company enters into derivative financial instruments to manage its exposure to interest rate and foreign exchange rate risks such as cross currency interest rate swaps.

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged, and the type of hedge relationship designated.

Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

The Company designates derivatives as hedges of a particular risk associated with the cash flows of recognised assets and liabilities (cash flow hedges). The Company has designated the cross-currency interest rate swap as a cash flow hedge for changes in both interest rate and foreign exchange rates.

At the inception of the hedge relationship, the Company documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Company documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in cash flow hedging reserve within equity. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss, within other gains/(losses).

Amounts previously recognised in other comprehensive income and accumulated in equity relating to effective portion as described above are reclassified to profit or loss in the periods when the hedged item affects profit or loss, in the same line as the recognised hedged item. However, when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability, such gains and losses are transferred from equity (but not as a reclassification adjustment) and are included in the initial measurement of the cost of the non-financial asset or non-financial liability.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gain or loss recognised in other comprehensive income and accumulated in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is reclassified immediately in profit or loss.

If the hedge ratio for risk management purposes is no longer optimal but the risk management objective remains unchanged and the hedge continues to qualify for hedge accounting, the hedge relationship will be rebalanced by adjusting either the volume of the hedging instrument or the volume of the hedged item so that the hedge ratio aligns with the ratio used for risk management purposes. Any hedge ineffectiveness is calculated and accounted for in profit or loss at the time of the hedge relationship rebalancing.

Embedded derivatives

Derivatives embedded in a host contract that is an asset within the scope of Ind AS 109 are not separated. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Derivatives embedded in all other host contract are separated only if the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristics and risks of the host and are measured at fair value through profit or loss. Embedded derivatives closely related to the host contracts are not separated.

Derivatives that are not designated as hedges

The Company enters certain derivative contracts to hedge risk which are not designated as hedges. Such contracts are accounted for at fair value through profit or loss and are included in other gains/(losses).



Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

(xiv) Offsetting Financial Instruments:

Financial assets and liabilities are offset, and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

(xv) Income recognition:

Interest income

Interest income from financial assets is recognized using the effective interest rate method.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

Dividend

Dividends are received from financial assets at fair value through profit or loss and at FVOCI. Dividends are recognised as other income in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

(xvi) Property, plant and equipment:

All other items of property, plant and equipment are stated at historical cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Expenditure incurred on assets which are not ready for their intended use comprising direct cost, related incidental expenses and attributable borrowing cost are disclosed under Capital Work-in-Progress.

Depreciation methods, estimated useful lives and residual value:

Depreciation is calculated using Straight Line Method (SLM) to allocate their cost, net of their residual values, over their estimated useful lives. The useful lives have been determined based on technical evaluation done by the management, which is in line with those specified by Schedule II to the Companies Act, 2013 except for catalyst and working solutions where useful life ranges between 3 to 25 years based on technical assessment. The residual values are at 5% of the original cost of the asset.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

The estimated useful lives of the property, plant and equipment are as under:

Sr No	Class of assets	Estimated useful life
A	Freehold Building	05 - 60 years
B	Furniture and fixtures	10 years
C	Plant and equipment	05 - 25 years
D	Office equipment	03 - 05 years
E	Computer	3 years
F	Vehicles	05 - 08 years

Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

(xvii) Intangible assets:

Intangible assets being computer software, are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any.

Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the disposal proceeds and the carrying amount of the asset and are recognised as income or expense in the Statement of Profit and Loss.

Cost of software is amortised over a period of 5 years being the estimated useful life.

(xviii) Trade and other payables:

These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. Trade and other payables are presented as current liabilities unless the payment is not due within 12 months of reporting period. Trade and other payables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method.

(xix) Borrowings:

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is

capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains / (losses).

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

(xx) Borrowing Costs:

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

(xxi) Provisions and Contingencies:

(a) Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used



Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

(b) Contingent liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or reliable estimate of the amount cannot be made, is termed as contingent liability.

(c) Contingent assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent assets are not recognised but disclosed only when an inflow of economic benefits is probable.

(xxii) Employee benefits:

(a) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(b) Post Employment obligations

The Company operates the following post-employment schemes:

- a. defined benefit plans such as gratuity, pension and provident fund contributions

- b. defined contribution plans such as provident fund and superannuation fund.

Pension and gratuity obligations

The liability or asset recognised in the balance sheet in respect of defined benefit pension and gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. Gratuity contributions are made to a trust ('National Peroxide Limited Employees' Gratuity Fund') administered by the Company.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in Other Comprehensive Income. They are included in Retained Earnings in the Statement of Changes in Equity and in the Balance Sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Provident fund contributions made to a trust administered by the Company

In respect of certain employees, provident fund contributions are made to a trust ('National Peroxide Limited Employees' Provident Fund') administered by the Company. The interest rate payable to the members of the trust shall not be lower than the statutory rate of interest declared

Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

by the Central Government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, shall be made good by the Company. The liability in respect of the shortfall of the interest earnings of the fund is determined based on actuarial valuation.

Defined contribution plans

The Company pays provident fund contributions to publicly administered provident funds as per local regulations and superannuation contributions to superannuation fund. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

(c) Other long-term employee benefit obligations

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in Statement of Profit or Loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(xxiii) Earnings per share:

Basic Earnings per share

Basic earnings per share is calculated by dividing:

- the net profit for the period attributable to the owners of the Company

- by the weighted average number of equity shares outstanding during the financial year.

Diluted Earnings per share

Diluted Earnings per share adjust the figures used in the determination of basic earnings per share to take into account;

- the after-income tax effect of interest and other financing cost associated with dilutive potential equity shares and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(xxiv) Exceptional items:

Exceptional items include income or expense that are of such significance and nature that separate disclosure enables the user of the financial statements to understand the impact in a more meaningful manner. Exceptional items are identified by virtue of their size, nature and incidence.

If the management believes that losses/ gain are material and is relevant to an understanding of the entity's financial performance, it discloses the same as an exceptional item.

(xxv) Rounding of amounts:

All amounts disclosed in financial statements and notes have been rounded off to the nearest Lakhs as per the requirement of Schedule III, unless otherwise stated.

3) Critical accounting estimates and judgements:

The preparation of financial statements requires the use of accounting estimates, which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policies. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items, which are more likely to be materially adjusted due to estimates and assumptions turning out to be different from those originally assessed.



Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

- **Estimation of useful life**

Useful lives of property, plant and equipment are based on the management's estimation. The useful lives as estimated are same as prescribed in Schedule II of the Companies Act, 2013.

The useful lives of Company's assets are determined by management at the time the asset is acquired/capitalised and reviewed annually for appropriateness. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life such as changes in technology.

- **Estimation of defined benefit obligation**

The present value of obligations under defined benefit plan is determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual development in the future. These include the determination of the discount rate, future salary escalations, attrition rate and mortality rates etc. Due to the complexities involved in the valuation and its long-term nature, these obligations are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

- **Impairment of trade receivables**

The impairment provisions for trade receivables are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

- **Fair value measurements and valuation processes**

Some of the assets and liabilities are measured at fair value for financial reporting purposes.

The Management determines the appropriate valuation techniques and inputs for the fair value measurements.

In estimating the fair value of an asset or a liability, the Company uses market-observable data to the extent it is available. Where Level 1 inputs are not available, fair values are determined on the basis of the third-party valuations. The models used to determine fair values including estimates/judgements involved are validated and periodically reviewed by the management. Refer note 43 to the financial statements.

- **--Inventory obsolescence**

The Company writes down inventories to net realisable value based on an estimate of the realisability of inventories. Write downs on inventories are recorded where events or changes in circumstances indicate that the balances may not realise. The identification of write-downs requires the use of estimates of net selling prices of the down-graded inventories. Where the expectation is different from the original estimate, such difference will impact the carrying value of inventories and write-downs of inventories in the periods in which such estimate has been changed.

- **Taxes**

Deferred tax assets are recognised for temporary differences to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

4 Particulars, Accounting and Disclosures of the Composite Scheme of Arrangement

A) Description of Composite Scheme of Arrangement

As the Composite Scheme of Arrangement ('the Scheme') became effective on September 11, 2023, the accounting effects to the Scheme, as approved by National Company Law Tribunal Order vide order dated May 2023 had been given in the accounts for the financial year ended March 31, 2023, by transferring the carrying amount of assets and liabilities pertaining to the Demerged Undertaking of the Demerged Company (Naperol Investments Ltd formerly known as National Peroxide Ltd) to the Resulting Company (National Peroxide Ltd formerly known as NPL Chemicals Ltd) and amalgamation of the Transferor Company (erstwhile Naperol Investments Ltd) into the Demerged Company with effect from the Appointed Date of April 01, 2022. In order to give effect to the Scheme, the Company revised the audited Ind AS financial statements for the year ended March 31, 2023.

- B) The assets and liabilities (including cashflow hedge reserve) pertaining to the Demerged Undertaking have been transferred to and vested in the Resulting Company pursuant to the Scheme at their respective carrying values as appearing in the books of Demerged Company.
- C) The existing share capital of ₹ 100,000 consisting of 10,000 shares of ₹ 10 each held by Demerged Company has been cancelled and the amount is credited to capital reserve and the Company has ceased to be a subsidiary of the Demerged Company from the Appointed date. As per the share swap ratio approved in the Scheme, the Company issued equity shares of ₹ 10 each in the ratio of 1:1 to the shareholders of Demerged Company. The Company has increased its authorised equity share capital by 99,90,000 shares of ₹10 each to 1,00,00,000 equity shares to give effect to the Scheme and issued new equity shares to the shareholders of Demerged Company. The shares of the Company shall be separately listed.
- D) The difference between the net assets transferred from the Demerged Company, and the aggregate of the fresh share capital issued by the Company has been credited to Capital Reserves - ₹ 30,649.47 Lakhs as provided under the Scheme. For the purpose of the Scheme, "Net Assets" means the difference between the book value of assets and liabilities (including cash flow hedge reserves) as on Appointed date.

Table 1 - Property, Plant and Equipment, Intangible Asset and Capital Work in Progress except land transferred from Demerged Company:

Particulars	₹ in Lakhs
	As at April 01, 2022
Property, Plant and Equipment	40,740.64
Accumulated Depreciation on Property, Plant and Equipment	(7,025.50)
Capital Work in Progress	398.67
Intangible Assets	104.96
Accumulated Amortisation	(59.82)

**Notes** to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

Notes to the Financial Statements as of and for the year ended March 31, 2024

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

5 Property, plant and equipment

Particulars	Freehold Building	Plant and equipment	Furniture and fixtures	Office equipment	Vehicles	Total	Capital work-in-progress
Gross block							
Balance as at April 01, 2022	-	-	-	-	-	-	-
Transfer pursuant to composite scheme of arrangement (Refer note 4D)	1,008.34	39,397.50	199.32	93.17	42.31	40,740.64	398.67
Additions	80.98	85.59	-	37.60	-	204.17	483.35
Disposals	-	(7.55)	-	(7.90)	(3.85)	(19.30)	-
Transfer	11.82	497.01	111.06	-	-	619.89	(619.89)
Balance as at March 31, 2023	1,101.14	39,972.55	310.38	122.87	38.46	41,545.40	262.13
Additions	-	149.12	42.43	29.01	-	220.56	1,084.13
Disposals	-	-	-	(5.80)	-	(5.80)	-
Transfer	-	213.00	6.95	-	-	219.95	(219.95)
Balance as at March 31, 2024	1,101.14	40,334.67	359.76	146.08	38.46	41,980.11	1,126.31
Balance as at April 01, 2022	-	-	-	-	-	-	-
Transfer pursuant to composite scheme of arrangement (Refer note 4D)	230.89	6,659.43	57.35	51.44	26.39	7,025.50	-
Depreciation charge for the year	57.88	1,783.58	26.00	20.54	6.36	1,894.36	-
Disposals	-	(2.74)	-	(6.63)	(0.36)	(9.73)	-
Balance as at March 31, 2023	288.77	8,440.27	83.35	65.35	32.39	8,910.13	-
Disposals	-	-	-	0.53	-	0.53	-
Depreciation charge for the Year	49.67	1,736.84	31.55	21.02	1.05	1,840.13	-
Disposals	-	-	-	(4.63)	-	(4.63)	-
Balance as at March 31, 2024	338.44	10,177.11	114.90	81.74	33.44	10,745.63	-
Net carrying amount as on March 31, 2023	812.37	31,532.28	227.03	57.52	6.07	32,635.27	262.13
Net carrying amount as on March 31, 2024	762.70	30,157.56	244.86	64.34	5.02	31,234.48	1,126.31

i) Refer note 48 (i) for disclosure of contractual commitments.

ii) For details of Property, plant and equipment which are pledged as security for borrowings - Refer note 20(II) Non-current borrowings.

iii) Plant and equipment includes computers gross block ₹149.21 Lakhs (March 31, 2023 ₹136.07 Lakhs), accumulated depreciation ₹102.28 Lakhs (March 31, 2023 ₹92.47 Lakhs) and written down value ₹46.93 Lakhs (March 31, 2023 ₹43.54 Lakhs).

iv) Since, all the immovable properties comprising of building have been acquired pursuant to the composite scheme of arrangement (Refer note 4) the title deeds thereof are being held in the name of Naperol Investments Limited (formerly known as National Peroxide Limited) ("Demerged Company"). The Company is in the process of transferring the title deeds of buildings in its own name.

Title deeds of immovable property not held in the name of the Company as at March 31, 2024

Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

Relevant line item in the Balance Sheet	Description of the property	Net carrying amount (₹ in Lakhs)	Whether title deed holder is promoter, director or relative of promoter/ director or employee of promoter/ director	Property held since	Reason for not being held in the name of the Company
Property, plant and equipment	Buildings	762.70	Entity within the promoter group	April 01, 2022	Demerger of undertakings had taken place from the appointed date April 01, 2022 which became effective on September 11, 2023. The immovable properties of Demerged Undertaking continue to be held by Naperol Investments Limited (formerly known as National Peroxide Limited) ("Demerged Company") as at March 31, 2024. Necessary steps are being taken by the Company to get the legal formalities completed for transferring the ownership in its name in the Government records.

- v) During the year, Company has received sale proceeds amounting to ₹ 22.37 Lakhs towards sale of Plant and Machinery which had been decommissioned in the prior years. The gross block as well as accumulated depreciation of this asset had already been written off in prior years. Accordingly, the receipt is directly credited to the Statement of Profit and Loss.

5 Aging of Capital work-in-progress:

(b) (i) Amount in capital work-in-progress for:

As at March 31, 2024

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	919.09	163.41	4.53	1.80	1,088.83
Projects temporarily suspended	25.98	11.50	-	-	37.48
Total	945.07	174.91	4.53	1.80	1,126.31

As at March 31, 2023

Particulars	Amounts in capital work-in-progress for				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	242.61	19.48	0.04	-	262.13
Projects temporarily suspended	-	-	-	-	-
Total	242.61	19.48	0.04	-	262.13

**Notes** to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

(ii) Completion schedule for capital work-in-progress where completion is overdue or has exceeded its cost compared to its original plan:**As at March 31, 2024**

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress					
PAC Tank	44.40	-	-	-	44.40
Electrical Projects	647.75	-	-	-	647.75
Substation and MCC Rooms	32.73	-	-	-	32.73
Energy Conservation Projects	52.15	-	-	-	52.15
Renovation of Control Room	33.78	-	-	-	33.78
Oxygen Analyser	31.51	-	-	-	31.51
Reformer tube replacement	-	106.50	-	-	106.50
Replacement of Pressure vessel Equipment	-	42.56	-	-	42.56
Others	97.45	-	-	-	97.45
Projects temporarily suspended	-	-	-	-	-
Capacity expansion of PAA	-	36.50	-	-	36.50
Others	-	0.98	-	-	0.98
Total	939.77	186.54	-	-	1,126.31

As at March 31, 2023

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress					
Caustic & Sulphuric Tank	111.10	-	-	-	111.10
Projects temporarily suspended	-	-	-	-	-
Total	111.10	-	-	-	111.10

5.1 Right to use assets and lease liabilities**As Lessee****(i) Carrying value of right of use assets at the year end by class**

Particulars	Land
Gross block	
Balance as at April 01, 2022	-
Additions (Refer note (d) below)	969.65
Disposals	-
Balance as at March 31, 2023	969.65
Additions	-
Disposals	-
Balance as at March 31, 2024	969.65

Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

Particulars	Land
Accumulated depreciation and impairment	
Balance as at April 01, 2022	-
Depreciation charge for the year	64.60
Disposals	-
Balance as at March 31, 2023	64.60
Depreciation charge for the year	64.77
Disposals	-
Balance as at March 31, 2024	129.37
Net carrying amount as on March 31, 2023	905.05
Net carrying amount as on March 31, 2024	840.28

(ii) The following is the break-up of lease liability as at reporting date

Particulars	As at March 31, 2024	As at March 31, 2023
Current lease liability	23.95	21.83
Non-current lease liability	903.59	927.54
Total	927.54	949.37

(iii) The following is the movement of lease liability during the year

Particulars	As at March 31, 2024	As at March 31, 2023
Opening Balance	949.37	-
Additions	-	969.65
Deletions	-	-
Finance cost incurred	78.17	79.72
Transferred to trade payable	-	(100.00)
Payment of lease liabilities	(100.00)	-
Closing balance	927.54	949.37

(iv) The table below provides details regarding the contractual maturities of lease liabilities as at reporting date on an undiscounted basis:

Particulars	As at March 31, 2024	As at March 31, 2023
Less than one year	100.00	100.00
One to five years	440.64	424.00
More than five years	1019.34	1,135.98
Total	1,559.98	1,659.98



Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

(v) Amount recognised in Statement of Profit and Loss

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest on lease liability (Refer note 33)	78.17	79.72
Expense relating to short-term leases and low value assets (Refer note 35)	31.58	56.33
Depreciation (Refer note 34)	64.77	64.60
	174.52	200.65

Notes:

- Total cash outflow for leases for the year ended March 31, 2024 was ₹ 200.00 Lakhs (March 31, 2023 - ₹ Nil) which includes payment of rental dues amounting to ₹ 100.00 Lakhs pertaining to previous year.
- There are no variable lease payments included in the measurement of lease liability.
- Extension and termination options: Extension and termination options are included in the lease contracts of the Company. These are used to maximise operational flexibility in terms of managing the assets of the Company. All the extension and termination options held are exercisable both by the Company and the respective lessor.
- Pursuant to the composite scheme of arrangement approved by NCLT, as per para 4.4 of the scheme, on the same becoming effective and w.e.f appointed date i.e. April 01, 2022 as per scheme, Naperol Investments Limited (NIL) shall effect the lease of land as specified in schedule IB and schedule II to the scheme in the name of the Company. Accordingly, the Company has considered commencement date for the lease from April 01, 2022 for 15 Years or extended as agreed between NIL and the Company.

6 Intangible assets

Particulars	Computer Software
Balance as at April 01, 2022	-
Transfer pursuant to Composite Scheme of Arrangement (Refer note 4D)	104.96
Additions	-
Disposals	-
Balance as at March 31, 2023	104.96
Additions	-
Disposals	-
Balance as at March 31, 2024	104.96
Accumulated amortisation	
Balance as at April 01, 2022	-
Transfer pursuant to Composite Scheme of Arrangement (Refer note 4D)	59.82
Amortisation charge for the year	20.99
Disposals	-
Balance as at March 31, 2023	80.81
Amortisation charge for the year	21.05
Disposals	-
Balance as at March 31, 2024	101.86
Net carrying amount as on March 31, 2023	24.15
Net carrying amount as on March 31, 2024	3.10

Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

7 Other non-current financial assets

Particulars	As at March 31, 2024	As at March 31, 2023
(Unsecured, considered good unless otherwise stated)		
Security deposits		
- Considered Good	28.79	45.31
- Considered Doubtful	17.47	-
- Less: Allowance for Doubtful Deposit	(17.47)	-
	28.79	45.31
Bank deposits with more than 12 months maturity [^]	332.63	35.00
	361.42	80.31

[^]Includes deposits under lien with Maharashtra Pollution Control Board of ₹ 31.70 Lakhs and bank deposit amounting to ₹ 300.93 Lakhs held as security against guarantees with Canara Bank.

8 Income tax assets (net)

Particulars	As at March 31, 2024	As at March 31, 2023
Advance taxes [Net of provision for taxation ₹ 1,084.18 Lakhs (March 31, 2023: ₹ Nil)]	238.15	-
	238.15	-

9 Other non-current assets

Particulars	As at March 31, 2024	As at March 31, 2023
(Unsecured, considered good)		
Prepayments	10.01	19.76
Capital advances	55.68	6.79
(Unsecured, considered doubtful)		
Balances with government authorities [#]	124.10	124.10
Less : Provision for sales tax [#]	(64.25)	(64.25)
	125.54	86.40

[#] During the earlier years, the Company had provided ₹ 64.25 Lakhs towards sales tax matters based on estimation for probable liabilities arising out of pending disputes / liabilities with indirect tax authorities.



Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

10 Inventories

Particulars	As at March 31, 2024	As at March 31, 2023
Raw materials and packing materials#	1,091.74	1,109.28
Finished goods	712.27	1,346.36
Traded goods	-	0.63
Stores and spares#	1,580.66	1,158.42
	3,384.67	3,614.69

#During the year, obsolete inventory amounting to ₹ 174.86 Lakhs has been written off and the existing provision for such obsolescence inventory amounting to ₹ 175.18 Lakhs created in earlier years has been reversed. The reversal of excess provision amounting to ₹ 0.32 Lakhs has been accounted under Cost of Raw Material and Packing Material Consumed in the Statement of Profit and Loss. In the previous year, write-down of inventories to net realizable value amounted to ₹ 109.93 Lakhs. These were recognized as an expense and included in 'Other expenses - Consumption of stores and spares' and 'Cost of Raw Material and Packing Material Consumed' in Statement of Profit and Loss.

11 Current investments

Particulars	As at March 31, 2024	As at March 31, 2023
Investment in mutual funds (Unquoted Investments - FVTPL)		
65,972.86 units (March 31, 2023: 98,005.79 units) of ICICI Prudential Overnight Fund Direct Plan Growth of ₹ 10 each^	851.23	1,184.38
22,446.89 units (March 31, 2023: 33,337.57 units) of HDFC Overnight Fund - Direct Plan - Growth Option of ₹ 10 each^	798.00	1,109.62
58,720.97 units (March 31, 2023: 95,138.35 units) of Bandhan Overnight Fund Direct Plan# - Growth of ₹ 10 each^	750.00	1,137.49
47,203.53 units (March 31, 2023: 47,203.53 units) of Kotak Overnight Direct Plan Growth of ₹ 10 each^	603.00	564.42
49,99,750.01 units (March 31, 2023: Nil) of Canara Robeco Mutual Fund - Regular - Daily Dividend of ₹ 10 each	508.00	-
	3,510.23	3,995.91
Aggregate amount of quoted investments and market value thereof	-	-
Aggregate amount of unquoted investments	3,510.23	3,995.91
Aggregate amount of impairment in value of investments	-	-
	3,510.23	3,995.91

#Erstwhile known as IDFC Overnight Fund

^ The above investment in Mutual Funds have been acquired under the Composite Scheme of Arrangement (Refer note 4) from Naperol Investments Limited (formerly known as National Peroxide Limited) ("Demerged Company") but are held in the name of Demerged Company. Necessary steps are being taken by the Company to get the legal formalities completed for transfer of investments.

Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

12 Trade receivables

Particulars	As at March 31, 2024	As at March 31, 2023
Trade receivables from contract with customers	2,714.65	2,493.35
Less: Expected Credit Loss allowance	-	(66.65)
	2,714.65	2,426.70
Breakup of security details		
Secured, considered good	-	-
Unsecured, considered good	2,714.65	2,426.70
Credit impaired	-	66.65
	2,714.65	2,493.35
Impairment allowance (allowance for bad and doubtful debts)		
Loss allowance	-	(66.65)
Total trade receivables	2,714.65	2,426.70

Ageing of trade receivables:

As at March 31, 2024

Particulars	Unbilled	Not Due	Outstanding for following period from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	-	2,180.36	523.98	8.92	1.39	-	-	2,714.65
(ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade receivables - credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade receivables - credit impaired	-	-	-	-	-	-	-	-
Total	-	2,180.36	523.98	8.92	1.39	-	-	2,714.65



Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

As at March 31, 2023

Particulars	Unbilled	Not Due	Outstanding for following period from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	-	2,286.60	137.99	1.98	0.13	-	-	2,426.70
(ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade receivables - credit impaired	-	-	-	-	-	1.29	65.36	66.65
(iv) Disputed Trade receivables - considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade receivables - credit impaired	-	-	-	-	-	-	-	-
Total	-	2,286.60	137.99	1.98	0.13	1.29	65.36	2,493.35

Note- For the purpose reporting of ageing of trade receivables as at March 31, 2023, due date has been considered as applicable in Demerged Company.

13 Cash and cash equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
Cash in hand	1.20	2.22
Balances with banks in current accounts	859.61	640.45
	860.81	642.67

14 Bank balances other than above

Particulars	As at March 31, 2024	As at March 31, 2023
Unclaimed dividend accounts	0.10	-
Deposits with maturity of less than three months [^]	594.44	54.55
Deposits with maturity of more than three months but less than twelve month	264.14	-
	858.68	54.55

[^]Includes deposits under lien with Maharashtra Pollution Control Board of ₹ 55.90 Lakhs (March 31, 2024: 54.55 Lakhs)

Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

15 Other financial assets

Particulars	As at March 31, 2024	As at March 31, 2023
(Unsecured, considered good)		
Security deposits		
- Considered Good	5.21	26.28
- Considered Doubtful	1.41	-
- Less: Allowance for Doubtful Deposit	(1.41)	-
	5.21	26.28

16 Other current assets

Particulars	As at March 31, 2024	As at March 31, 2023
(Unsecured, considered good)		
Advances to suppliers	4.63	123.71
Advances for expenses	20.07	45.88
Prepayments	235.50	384.83
Balances with government authorities	107.53	0.38
Receivable from Demerged entity on account of Composite Scheme of Arrangement	301.37	37.95
	669.10	592.75

17 Asset held for sale

Particulars	As at March 31, 2024	As at March 31, 2023
Capital work in progress	-	7.69
	-	7.69

18 Equity Share Capital

(a) Authorised capital

Particulars	Number of shares	Amount
Balance as at March 31, 2022	10,000	1.00
Add:-Increase in Authorised Equity share capital on account of Composite Scheme of Arrangement (Refer note 4C)	99,90,000	999.00
Movement during the year	-	-
Balance as at March 31, 2023	1,00,00,000	1,000.00
Movement during the year	-	-
Balance as at March 31, 2024	1,00,00,000	1,000.00

**Notes** to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

(b) Issued, subscribed and fully paid-up

Particulars	Number of shares	Amount
Balance as at March 31, 2022	10,000	1.00
Less: Shares cancelled pursuant to the Composite Scheme of Arrangement [^]	(10,000)	(1.00)
Movement during the year	-	-
Balance as at March 31, 2023	-	-
Add: Equity shares issued pursuant to Composite Scheme of Arrangement	57,47,000	574.70
Balance as at March 31, 2024	57,47,000	574.70

(c) Equity Share Capital Suspense

Particulars	Number of shares	Amount
Balance as at March 31, 2022	-	-
Add:- Addition on account of Composite Scheme of Arrangement [^]	57,47,000	574.70
Balance as at March 31, 2023	57,47,000	574.70
Less: Equity shares issued pursuant to Composite Scheme of Arrangement	(57,47,000)	(574.70)
Balance as at March 31, 2024	-	-

[^]The Composite Scheme of Arrangement has become effective on September 11, 2023 and as per the terms of the Scheme, one equity share of ₹ 10 each is to be allotted to the existing shareholders of Naperol Investments Limited (formerly known as National Peroxide Limited) ("NIL") ("Demerged Company") whose name appear in register of members of NIL as on the record date. Till the shares are allotted the same would appear in equity share capital suspense account. The Company has allotted 57,47,000 equity shares on September 27, 2023 to the existing shareholders of NIL as on record date. Hence, the equity shares have been transferred from Equity Share Capital Suspense to Issued, subscribed and fully paid-up Equity Share Capital.

Notes:**i) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting period:****Equity shares**

Particulars	Number of shares	Amount
Balance as at March 31, 2022	10,000	1.00
Less: Shares cancelled in pursuant to Composite Scheme of Arrangement (Refer note 4C)	(10,000)	(1.00)
Balance as at March 31, 2023	-	-
Add: Equity shares issued pursuant to Composite Scheme of Arrangement	57,47,000	574.70
Balance as at March 31, 2024	57,47,000	574.70

ii) Shares in respect of each class in the Company held by its holding company or its ultimate holding company including shares held by or by subsidiaries or associates of the holding company or the ultimate holding company in aggregate:

None.

Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

iii) Shareholders holding more than 5% of equity shares of the Company:

Name of the shareholder	As at March 31, 2024		As at March 31, 2023	
	Number of shares	%	Number of shares	%
Equity shares				
Nowrosjee Wadia and Sons Limited	17,69,125	30.78%	-	-
Macrofil Investments Limited	7,46,609	12.99%	-	-
Baymanco Investments Limited	11,71,500	20.38%	-	-

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares. Since shares were allotted on September 27, 2023, the disclosure pertaining to previous year is not applicable.

iv) Rights, preferences and restrictions attached to equity shares:

The Company has one class of equity share having a par value of ₹ 10 per share. Every holder of equity shares present at a meeting in person or by proxy is entitled to one vote, and upon a poll each share is entitled to one vote. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting, except in case of interim dividend.

In the event of liquidation of the Company, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholdings.

v) Shareholding of promoters and promoter group:

Shares held by promoters as at March 31, 2024

Shares held by promoters and promoter group at the end of the year

Sr.	Promoter/promoter group name	Number of shares	% of total number of shares	% of change during the year
1	Ness Nusli Wadia	4,600	0.08%	100%
2	Nusli Neville Wadia	16,325	0.28%	100%
3	Varnilam Investments & Trading Company Limited	16,750	0.29%	100%
4	The Bombay Dyeing and Manufacturing Company Limited	61,000	1.06%	100%
5	The Bombay Burmah Trading Corporation Limited	2,24,000	3.90%	100%
6	Nowrosjee Wadia and Sons Limited	17,69,125	30.78%	100%
7	Macrofil Investments Limited	7,46,609	12.99%	100%
8	Dina Neville Wadia	5,250	0.09%	100%
9	Baymanco Investments Limited	11,71,500	20.38%	100%
10	Ben Nevis Investments Limited	51,500	0.90%	100%
	Total	40,66,659	70.75%	

Since shares were allotted on September 27, 2023, the disclosure pertaining to previous year is not applicable.

vi) Details of shares allotted without payment being received in cash in last five years:

The Company has not made any buy-back, nor there has been an issue of shares by way of bonus share nor issue of share pursuant to contract without payment being received / paid in cash for the period of five years immediately preceding the balance sheet date. However, 57,47,000 equity shares of ₹ 10 each has been allotted on September 27, 2023 to the existing shareholders of Naperol Investments Limited (formerly known as National Peroxide Limited) as on record date (Refer note 4C) without payment received in cash in accordance with Composite Scheme of Arrangement.



Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

19 Other Equity

Particulars	As at March 31, 2024	As at March 31, 2023
i) Capital Reserve	30,650.47	30,650.47
ii) Retained earnings	4,671.31	3,974.18
iii) Cash flow hedge reserves	-	-
	35,321.78	34,624.65

(i) Capital Reserve

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	30,650.47	-
Addition pursuant to Composite Scheme of Arrangement (Refer note 4D)	-	30,649.47
Shares cancelled pursuant to the Composite Scheme of Arrangement (Refer note 4C)	-	1.00
Add: Addition during the year	-	-
Less: Reduction during the year	-	-
Balance at the end of the year	30,650.47	30,650.47

Capital reserve was created on transfer of demerged undertaking under the Composite Scheme of Arrangement.

(ii) Retained earnings

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	3,974.18	(1.55)
Add: Net Profit/(Loss) for the year	1,679.03	3,950.16
Less: Dividend Paid	(1,005.73)	-
Add: Other comprehensive income (net of tax)	23.83	25.57
Balance at the end of the year	4,671.31	3,974.18

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Further, it also includes the impact of remeasurements of the defined benefit obligations, net of tax.

(iii) Cash flow hedge reserves

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	-	-
Add: Transfer in pursuant to Composite Scheme of Arrangement (Refer note 4D)	-	(30.86)
Add: Other comprehensive income (net of tax)	-	30.86
Balance at the end of the year	-	-

Cash flow hedge reserve is used to recognise the effective portion of gains or losses on derivatives that qualify as cash flow hedges. Amount are subsequently reclassified to statement of profit and loss as appropriate.

Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

20 Non-current borrowings

Particulars	As at March 31, 2024	As at March 31, 2023
Secured		
Term loan from bank:		
Rupee loan (Refer note I below)	1,046.43	1,389.36
	1,046.43	1,389.36
Less: Current maturities of long term debt (Refer note 22) (included in current borrowings)	(345.86)	(352.94)
	700.57	1,036.42

I) Term of repayment

The sanctioned amount of Rupee term loan from bank is ₹ 1,500 Lakhs (March 31, 2023: ₹ 1,500 Lakhs). This facility carries floating interest rate of 8.55% to 9.70%. The loan is repayable in 17 equal quarterly instalments commencing from the end of 12th month from date of first drawdown (i.e. January 07, 2022).

II) Nature of security

The above loan are secured by a pari passu charge on entire movable fixed assets including plant and machinery of the Company located in Kalyan, Maharashtra. As this loan was transferred to the Company pursuant to the composite scheme of arrangement, the process of transfer of charges from the Demerged Entity to the Company is in progress.

III) Change in liability arising from financing activities

Particulars	As at March 31, 2023	Transfer in pursuant to composite scheme of arrangement (Refer note 4)	Cash Flows	Effect of amortisation of loan origination cost (Non Cash)	Foreign Exchange (Gain)/Loss (Non Cash)	As at March 31, 2024
Borrowings (Non-current and Current)	1,392.36	-	(355.96)	10.03	-	1,046.43
	1,392.36	-	(355.96)	10.03	-	1,046.43

Particulars	As at March 31, 2022	Transfer in pursuant to composite scheme of arrangement (Refer note 4)	Cash Flows	Effect of amortisation of loan origination cost (Non Cash)	Foreign Exchange (Gain)/Loss (Non Cash)	As at March 31, 2023
Borrowings (Non-current and Current)	-	9,407.37	(7,962.87)	12.31	(64.45)	1,392.36
	-	9,407.37	(7,962.87)	12.31	(64.45)	1,392.36



Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

21 Non-current Provisions

Particulars	As at March 31, 2024	As at March 31, 2023
For employee benefits (refer note 42)		
Leave encashment and compensated absence	260.01	250.35
Pension	63.39	66.10
	323.40	316.45

22 Current borrowings

Particulars	As at March 31, 2024	As at March 31, 2023
Secured		
Term loan:		
From bank		
Current maturities of long term borrowings [^]	345.86	352.94
Unsecured		
Loans from related party [#]	-	3.00
	345.86	355.94

[^] includes interest accrued on borrowings.

[#] The Unsecured Borrowings represents Inter corporate deposit taken from Naperol Investments Limited (formerly known as National Peroxide Limited). The rate of interest on the borrowings is 9.25% p.a. payable on quarterly basis and the borrowings is repaid during the year.

23 Trade payables

Particulars	As at March 31, 2024	As at March 31, 2023
Total outstanding dues of micro enterprises and small enterprises (MSME) (Refer note 46)	237.30	151.86
Total outstanding dues to creditors other than micro and small enterprises	1,996.07	2,153.91
	2,233.37	2,305.77

*Includes Amount payable to related parties - Refer note 41

Aging of trade payables:

As at March 31, 2024

Particulars	Unbilled	Not due	Outstanding for following period from the due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed dues - MSME	53.57	109.21	74.52	-	-	-	237.30
(ii) Undisputed dues - Others	501.64	692.75	801.45	-	0.23	-	1,996.07
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	555.21	801.96	875.97	-	0.23	-	2,233.37

Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

As at March 31, 2023

Particulars	Unbilled	Not due	Outstanding for following period from the due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed dues - MSME	4.25	147.61	-	-	-	-	151.86
(ii) Undisputed dues - Others	1,070.25	1,063.98	18.15	0.24	1.29	-	2,153.91
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	1,074.50	1,211.59	18.15	0.24	1.29	-	2,305.77

For the purpose of reporting ageing of trade payables as at March 31, 2023, due date has been considered as applicable in Demerged Company.

24 Other current financial liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Deposits	33.12	4.80
Capital creditors [^]	68.53	178.35
Unpaid dividend	0.10	-
Payable to employees	408.82	427.22
	510.57	610.37

[^]Including dues to micro and small enterprises for ₹ Nil Lakhs (March 31, 2023: ₹ 5.16 Lakhs) (Refer note 46).

25 Other current liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Statutory dues (including provident fund, tax deducted at source and others)	424.59	270.46
	424.59	270.46

26 Current provisions

Particulars	As at March 31, 2024	As at March 31, 2023
For employee benefits (Refer note 42)		
Leave encashment and compensated absence	107.41	117.85
Pension	11.73	9.00
	119.14	126.85

27 Income tax liabilities (net)

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for tax [Net of advance tax ₹ Nil (March 31, 2023: ₹ 772.47 Lakhs)]	-	219.31
	-	219.31



Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

28 Revenue from operations

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Revenue from contracts with customers		
Manufactured goods	33,072.34	37,396.39
Traded goods	1.35	139.25
Other operating income		
Scrap Sales	87.23	51.80
Export Incentives	137.70	121.51
	33,298.62	37,708.95

Disclosure pursuant to Ind AS 115 - Revenue from Contracts with Customers

(A) Revenue streams

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Sales of Goods/Income from operations	33,073.69	37,535.64
Sale of Goods / Income from operations	33,073.69	37,535.64

(B) There are no material unsatisfied performance obligations for the year ended March 31, 2024. Further, entire revenue is recognised at the point in time when the performance obligation is satisfied and control of the goods is transferred to the customer.

(C) Disaggregation of revenue from contracts with customers

In the following table, revenue from contracts with customers is disaggregated by primary geographical market

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Domestic	24,798.85	23,755.14
Exports	8,274.84	13,780.50
Sale of goods / income from operations	33,073.69	37,535.64

(D) Reconciliation of revenue recognised with contract price:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Revenue as per contract price	35,880.29	40,189.62
Less: Refund Liabilities - Sales Returns / Credits / Reversals	374.05	361.25
Less: Discounts and freight adjustments	2,432.55	2,292.73
	33,073.69	37,535.64

(E) The entire amount of contract liability as on March 31, 2023 of ₹ 141.68 Lakhs has been recognised as revenue during the current year.

(F) There are no significant changes in contract liabilities during the year ended March 31, 2024.

Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

29 Other income

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest income on financial assets at amortised cost		
On fixed deposits	51.40	1.80
Other interest income	-	0.01
Other non-operating income		
Fair value gain on investments (including gain on sale of investments) measured at FVTPL	254.31	339.06
Profit on sale of assets	21.34	24.65
Reversal of Loss allowance	-	22.07
Net foreign exchange gain	60.32	251.31
Miscellaneous income	128.96	125.01
	516.33	763.91

30 Cost of raw materials and packing materials consumed

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening balance of raw materials and packing materials	1,109.28	-
Add: Transferred in pursuant to composite scheme of arrangement (Refer note 4)	-	1,816.80
Add: Purchases made during the year	15,420.58	18,418.50
Less: Closing balance of raw materials and packing materials	(1,091.74)	(1,109.28)
	15,438.12	19,126.02

31 Changes in inventories of stock-in-trade and finished goods

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening balance	1,346.36	-
Add: Transferred in pursuant to composite scheme of arrangement (Refer note 4)	-	197.22
Closing balance	(712.27)	(1,346.36)
	634.09	(1,149.14)

32 Employee benefits expense

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, wages and bonus	2,345.50	2,204.13
Contribution to provident fund and other funds (Refer note 42)	120.72	114.72
Provident fund benefits (Refer note 42)	0.55	2.53
Gratuity (Refer note 42)	33.90	34.76
Pension benefits (Refer note 42)	6.98	6.45
Workmen and staff welfare expenses	342.96	282.49
	2,850.61	2,645.08



Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

33 Finance costs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest and finance charges on financial liabilities not at fair value through profit or loss	119.59	381.84
Interest and finance charges on lease liabilities not at fair value through profit or loss	78.17	79.72
Fair value changes on cross currency interest rate swap designated as cash flow hedges - transferred from other comprehensive income	-	219.21
Other interest expense	0.39	21.22
	198.15	701.99

34 Depreciation and amortisation expense

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation on property, plant and equipment (Refer note 5)	1,840.14	1,894.36
Depreciation on right of use assets (Refer note 5.1)	64.77	64.60
Amortisation of intangible assets (Refer note 6)	21.05	20.99
	1,925.96	1,979.95

35 Other expenses

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Consumption of stores and spares	412.66	452.65
Legal and professional fees	611.82	632.41
Auditors Remuneration [^]	61.59	46.01
Rates and taxes	40.89	32.16
Repairs and maintenance		
-plant and machinery	770.90	833.25
-building	2.57	4.73
Freight charges	567.64	158.89
Insurance charges	349.46	416.04
Director sitting fees (Refer note 41)	23.00	-
Corporate social responsibility expense (Refer note 39)	27.10	-
Director commission (Refer note 41)	23.63	-
Rental charges ^{**}	31.58	56.33
Bad debts	67.61	-
Reversal of Loss allowance	(66.65)	-
Clearing and forwarding expenses	1,474.46	2,041.94
Miscellaneous expenses	796.66	931.74
	5,194.92	5,606.15

^{**}Rental Expenses recorded for short term leases for the year ended March 31, 2024 ₹ 31.58 Lakhs (March 31, 2023: ₹ 56.33 Lakhs)

Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

Auditors Remuneration[^]

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Statutory audit fees	26.00	28.25
Limited review audit fees	14.75	15.50
Others*	20.45	-
Reimbursement of out of pocket expenses	0.39	2.26
	61.59	46.01

*Others include fees for audit of Special Purpose/Restated Financial Information.

36 Exceptional Items

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Insurance claim received due to loss on account of breakdown of machinery	-	1,295.16
	-	1,295.16

The Company received insurance claim towards the machinery breakdown incident that occurred in March 2021 which was settled by the insurance company at the replacement value for ₹ 1,545.16 Lakhs, against which an amount of ₹ 250.00 Lakhs was received during the year ended March 31, 2022 and the balance amount of ₹ 1,295.16 Lakhs was received during the year ended March 31, 2023.

37 Income tax

The major components of income tax expense for the years ended March 31, 2024 and March 31, 2023 are:

(a) Income tax recognised in statement of profit and loss

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Income tax expense		
(i) Current tax expense	353.62	991.78
Adjustment in respect of current tax of previous years	(70.58)	-
Total current tax expense	283.04	991.78
(ii) Deferred tax (benefit)/ expense		
Decrease (increase) in deferred tax assets	(1.84)	(20.64)
(Decrease) increase in deferred tax liabilities	191.15	428.83
Total deferred tax (benefit)/ expense	189.31	408.19
Total Income tax (benefit)/ expense	472.35	1,399.97

(b) Income tax recognised in other comprehensive income

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Income tax expense		
(i) Current tax benefit/ (expense)	-	-
Total current tax benefit/ (expense)	-	-

**Notes** to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(ii) Deferred tax benefit/ (expense)		
Remeasurement of defined benefit obligation	(8.01)	(9.45)
Cash flow hedge reserve	-	(10.38)
Total deferred tax benefit/ (expense)	(8.01)	(19.83)
Total Income tax benefit/ (expense)	(8.01)	(19.83)

(c) Reconciliation of effective tax rate:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit before tax	2,151.38	5,350.13
Tax at the Indian applicable tax rate 25.17%	541.46	1,346.52
Tax adjustments relating to previous year	(70.58)	-
Tax effect of amounts which are not deductible / (taxable) in calculating taxable income:		
Expenses which are not deductible/ (taxable) in calculating taxable income:		
Corporate social responsibility expenditure	6.82	-
Other amounts which are not deductible/ (taxable) in calculating taxable income	-	53.45
Changes in recognised deductible temporary differences	(5.35)	-
Income tax expense	472.35	1,399.97

(d) Tax assets

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening balance	(219.31)	-
Add: Taxes paid	740.50	772.47
Less: Current tax payable for the year	(353.62)	(991.78)
Add: Current Tax adjustments relating to previous year	70.58	-
Closing balance	238.15	(219.31)
Income tax assets	238.15	-
Income tax liabilities	-	219.31
Net Tax liabilities	238.15	(219.31)

(e) Movement in deferred tax liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Deferred tax liabilities	4,169.41	3,978.26
Less: Deferred tax assets	(149.51)	(155.68)
Deferred tax liability (net)	4,019.90	3,822.58

Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

Movement of deferred tax balances

March 31, 2024

Particulars	As at March 31, 2023	Transfer pursuant to composite scheme of arrangement (Refer note 4)	Recognised in Profit and Loss	Recognised in OCI	As at March 31, 2024
Property, plant and equipment	3,962.29	-	171.55	-	4,133.84
Financial asset measured at FVTPL	15.97	-	19.60	-	35.57
Total deferred tax liabilities	3,978.26	-	191.15	-	4,169.41
Provision for post retirement benefits and other employee benefits	111.17	-	8.23	(8.01)	111.39
Right of use assets (net of lease liabilities)	11.15	-	10.80	-	21.95
Loss allowance	17.19	-	(17.19)	-	-
Provision for sales tax	16.17	-	-	-	16.17
Total deferred tax assets	155.68	-	1.84	(8.01)	149.51
Deferred tax liability (net)	3,822.58	-	189.31	8.01	4,019.90

March 31, 2023

Particulars	As at March 31, 2022	Transfer pursuant to composite scheme of arrangement (Refer note 4)	Recognised in Profit and Loss	Recognised in OCI	As at March 31, 2023
Property, plant and equipment	-	3,537.12	425.17	-	3,962.29
Financial asset measured at FVTPL	-	12.31	3.66	-	15.97
Total deferred tax liabilities	-	3,549.43	428.83	-	3,978.26
Provision for post retirement benefits and other employee benefits	-	105.99	14.63	(9.45)	111.17
Right of use assets (net of lease liabilities)	-	-	11.15	-	11.15
Loss allowance	-	22.33	(5.14)	-	17.19
Provision for sales tax	-	16.17	-	-	16.17
Loss on cash flow hedging reserve	-	10.38	-	(10.38)	-
Total deferred tax assets	-	154.87	20.64	(19.83)	155.68
Deferred tax liability (net)	-	3,394.56	408.19	19.83	3,822.58



Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

38 Earning per share

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Basic and diluted earnings per share		
Profit for the year (₹ in Lakhs)	1679.03	3,950.16
Weighted average number of shares (including shares in Equity Share Capital Suspense)	57,47,000	57,47,000
Basic and diluted earnings per share (₹)	29.22	68.73
Face value per share (₹)	10.00	10.00

39 Corporate social responsibility ("CSR")

Pursuant to the provision of Section 135 of the Company's Act 2013, the Company has formed a Corporate Social Responsibility (CSR) Committee. The CSR Committee of the Company provides an oversight of CSR policy and its execution to ensure that CSR objectives of the Company are met.

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Gross amount required to spent during the year	27.10	-
Amount of expenditure incurred	27.10	-
Excess CSR amount spent and claimed during the year and not carried forward	-	-
Amount of shortfall for the year	-	-
Amount of cumulative shortfall at the end of the year	-	-
Accrual towards unspent obligations in relation to:		
Ongoing project	-	-
Other than ongoing projects	-	-

Details related to amount spent on corporate social responsibility:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(i) Contribution to Sir Ness Wadia Foundation	27.10	-
	27.10	-

Amount spent during the year on:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(i) Construction / acquisition of any asset	-	-
(ii) On purpose other than (i) above	27.10	-
	27.10	-

Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

Nature of CSR Activities

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(i) Sir Ness Wadia Foundation	Infrastructure Development of Schools under jurisdiction of Kalyan Dombivli Municipal Corporation (KDMC) - Repair, renovation and refurbishment of Schools run by KDMC.	-

40 Segment information

The CEO & Executive Director reviews the Company's performance. Presently, the Company is engaged in only one segment viz 'Manufacturing of peroxygens' and as such there is no separate reportable segment as per Ind AS 108 'Operating Segments'. Presently, the Company's operations are predominantly confined in India.

Information about geographical areas

Revenue	For the year ended March 31, 2024	For the year ended March 31, 2023
Within India	24,798.85	23,806.94
Outside India	8,274.84	13,780.50
Total Revenue	33,073.69	37,587.44

No single customer of the Company accounts for 10% or more of total revenue.

41 Related party disclosures

Related party disclosures as required by Ind AS-24 "Related Party Disclosures" are given below:

(i) Key managerial personnel

Executive Director

Mr. Rajiv Arora, Chief Executive Officer (w.e.f. September 25, 2023)

Mr. Rajiv Arora, Executive Director (w.e.f. September 25, 2023)

Non-executive directors

Mr. Ness N. Wadia - Chairman (w.e.f. October 26, 2023)

Mr. Jairam Bham (upto October 26, 2023)

Mr. Rajesh Batra (upto October 26, 2023)

Mr. Girish Advani (upto October 26, 2023)

Dr (Mrs.) Minnie Bodhanwala (w.e.f. October 26, 2023)

Independent directors

Mr. Viraf Mehta (w.e.f. October 26, 2023)

Ms. Parvathi Menon (w.e.f. October 26, 2023)

Mr. Jaivir Singh (w.e.f. December 21, 2023)



Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

Chief Financial Officer

Mr. Conrad David Fernandes (upto May 31, 2023)

Mr. Pravin Shetty (w.e.f. September 25, 2023)

Company Secretary

Mrs. Heena Nikunj Shah (w.e.f. September 25, 2023) (upto November 30, 2023)

Mr. Amish Shah (w.e.f. December 01, 2023)

(ii) Employee benefits plans with whom transactions were carried out during the year

National Peroxide Limited Employees' Provident Fund (w.e.f. April 01, 2022)

National Peroxide Limited Employees' Gratuity Fund (w.e.f. April 01, 2022)

(iii) Enterprises forming part of Promoter group and with whom transactions were carried out during the year

The Bombay Dyeing & Manufacturing Company Limited (w.e.f. September 27, 2023)

Naperol Investments Limited (formerly known as National Peroxide Limited) (w.e.f. April 01, 2022)

Nowrosjee Wadia and Sons Limited (w.e.f. September 27, 2023)

The Bombay Burmah Trading Corporation Limited (w.e.f. September 27, 2023)

Macrofil Investments Limited (w.e.f. September 27, 2023)

Baymanco Investments Limited (w.e.f. September 27, 2023)

Varnilam Investments & Trading Company Limited (w.e.f. September 27, 2023)

Ben Nevis Investments Limited (w.e.f. September 27, 2023)

Nusli Neville Wadia (w.e.f. September 27, 2023)

Dina Neville Wadia (w.e.f. September 27, 2023)

Note: Pursuant to Composite Scheme of Arrangement (Refer note 4) the Company has reassessed the relationship and disclosed the related party transactions accordingly.

The following transactions were carried out with related parties during the year in the ordinary course of business:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Inter-corporate deposit taken		
Naperol Investments Limited (formerly known as National Peroxide Limited)	15.76	3.00
Inter-corporate deposit repaid		
Naperol Investments Limited (formerly known as National Peroxide Limited)	18.76	-
Interest expense on inter-corporate deposit		
Naperol Investments Limited (formerly known as National Peroxide Limited)	0.95	0.14
Rent Expenses		
The Bombay Dyeing and Manufacturing Company Limited	20.53	44.31
Naperol Investments Limited (formerly known as National Peroxide Limited)	100.00	100.00
Recovery of shared service charges		
The Bombay Burmah Trading Corporation Limited	109.27	76.65
Payment of shared service charges		
Nowrosjee Wadia and Sons Limited	114.28	134.70
Reimbursement of expenses		
Nowrosjee Wadia and Sons Limited	4.91	6.87
The Bombay Dyeing and Manufacturing Company Limited	80.37	76.07

Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Sale of other Assets		
Nowrosjee Wadia and Sons Limited	-	4.00
Dividend Paid		
Ness Nusli Wadia	0.81	-
Nusli Neville Wadia	2.86	-
Varnilam Investments & Trading Company Limited	2.93	-
The Bombay Dyeing and Manufacturing Company Limited	10.68	-
The Bombay Burmah Trading Corporation Limited	39.20	-
Nowrosjee Wadia and Sons Limited	309.60	-
Macrofil Investments Limited	130.66	-
Dina Neville Wadia	0.92	-
Baymanco Investments Limited	205.01	-
Ben Nevis Investments Limited	9.01	-
Total	711.68	-
Compensation to key managerial personnel		
Rajiv Arora		
Short term employee benefits	338.57	280.40
Post employment benefits**	13.76	12.74
Mr. Conrad Fernandes		
Short term employee benefits	33.61	96.51
Post employment benefits**	0.72	4.30
Mr. Pravin Shetty		
Short term employee benefits	41.57	-
Post employment benefits**	2.16	-
Ms. Heena Shah		
Short term employee benefits	20.64	23.45
Post employment benefits**	0.85	1.10
Mr. Amish Shah		
Short term employee benefits	5.49	-
Post employment benefits**	0.37	-
Total	457.74	418.50
Commission to Non-executive Directors	23.63	-
Director Sitting fees to Non-executive Directors	23.00	-
Contribution to employee benefit plans		
National Peroxide Limited Employees' Provident Fund	1.50	2.53

**As the liabilities for defined benefit plans are provided on actuarial basis for the Company, the amounts pertaining to Key Managerial Personnel are not included.

#During the year, pursuant to the Composite Scheme of Arrangement all employees related to demerged undertaking are transferred from Demerged Company. Accordingly the Company has reassessed the transactions with Key Managerial Persons basis on which disclosure has been made.



Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

Balances outstanding as at the year end:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Other Current Assets		
The Bombay Burmah Trading Corporation Limited	-	26.97
Security Deposits		
The Bombay Dyeing and Manufacturing Company Limited	21.75	21.75
Accounts Payable		
The Bombay Dyeing and Manufacturing Company Limited	-	7.01
Nowrosjee Wadia & Sons Ltd.	7.68	4.31
Naperol Investments Limited (formerly known as National Peroxide Limited) (Refer Note below)	-	100.00
Other Payable		
Naperol Investments Limited (formerly known as National Peroxide Limited) (Refer Note below)	301.37	37.95
Loans		
Naperol Investments Limited (formerly known as National Peroxide Limited)	-	3.00

#Note: Receivable from Demerged Company pursuant to Composite Scheme of Arrangement

As per the composite scheme of arrangement Naperol Investments Limited (formerly known as National Peroxide Limited) ("Demerged Company") has continued to manage the operations of demerged business undertaking, hence the inter-se transactions between the demerged & resulting company pertaining to the operations of resulting company including interest, transfer of inventories, sales of goods, assets, employee funds etc. have not been reported here on above. A sum of ₹ 301.37 Lakhs is receivable as at March 31, 2024 (March 31, 2023 - ₹ 37.95 Lakhs) from Naperol Investments Limited (formerly known as National Peroxide Limited) on account of money held in trust by them for managing the operations of demerged undertaking.

Above related party transactions were made on normal commercial terms and conditions and at market rates.

42 Employee benefit obligations

The Company has classified various employee benefits as under:

(a) Leave Obligations

The leave obligations cover the Company's liability for sick and privileged leave

Provision for leave encashment	As at March 31, 2024	As at March 31, 2023
Current	107.41	117.85
Non-current	260.01	250.35
(b) Defined Contribution Plan		
(i) Provident fund		
(ii) Superannuation fund		
The Company has recognised the following amounts in the Statement of Profit and Loss for the year:		
(i) Contribution to provident fund	111.62	108.77
(ii) Contribution to superannuation fund	9.1	5.96

Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

(c) Post employment obligations

Gratuity

The Company has a defined benefit plan, governed by the Payment of Gratuity Act, 1972. The plan entitles an employee, who has rendered at least five years of continuous service, to gratuity. Where the period of service is more than 5 years but less than 10 years, gratuity will be calculated at the rate of fifteen days basic salary for every completed years of services or part thereof in excess of six months, based on the rate of basic salary last drawn by the employee concerned. Where the period of service is more than 10 years but less than or equal to 15 years, gratuity will be calculated at the rate of two third of the one month's salary for each completed year of service, being calculated over and above the provisions of the Gratuity Act, 1972. Where the period of service is more than 15 but less than or equal to 20 years, gratuity will be calculated at the rate of one month's salary for each completed year of service over 15 years, being calculated over and above the provisions of the Gratuity Act, 1972. Where the period of service is more than 20 years, gratuity will be calculated at the rate of one month's salary for each completed year of service over 20 years, being calculated over and above the provisions of the Gratuity Act, 1972. This is subject to maximum of 20 months' salary in case of resignation and termination of service. In case of Pre-mature retirement, the maximum Ex-gratia gratuity is 30 months' salary.

(i) Significant estimates: actuarial assumptions

Particulars	As at March 31, 2024	As at March 31, 2023
Valuations in respect of gratuity have been carried out by an independent actuary, as at the Balance Sheet date		
Discount rate (per annum)	7.20%	7.45%
Salary escalation rate		
-For management employees	8.00%	8.00%
-For other employees	8.00%	8.00%
Mortality rate	Indian Assured Lives Mortality (2012-14) Ult table	Indian Assured Lives Mortality (2012-14) Ult table

The estimates of salary escalation rate considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

(ii) Gratuity Plan

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

Particulars	Present value of obligation	Fair value of plan assets	Net amount
As at April 01, 2023	1,057.26	(1,057.26)	-
Current service cost	46.41	-	46.41
Interest expense / (income)	48.96	(61.47)	(12.51)
Total amount recognised in statement of profit and loss	95.37	(61.47)	33.90
Remeasurements:			
Return on plan assets, excluding amount included in interest expense / (income)	-	(29.19)	(29.19)
(Gain) / loss from change in financial assumptions	7.77	-	7.77

**Notes** to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

Particulars	Present value of obligation	Fair value of plan assets	Net amount
(Gain) / loss from change in demographic assumptions	-	-	-
Experience (gains) / losses	(12.48)	-	(12.48)
Total amount recognised in other comprehensive income	(4.71)	(29.19)	(33.90)
	-	-	-
Benefits payments	(131.52)	131.52	-
As at March 31, 2024	1,016.40	(1,016.40)	-
	-	-	-
As at April 01, 2022	-	-	-
Transfer pursuant to composite scheme of arrangement (Refer note 4)	1,036.67	(1,036.67)	-
Current service cost	45.66	-	45.66
Interest expense / (income)	50.09	(60.99)	(10.90)
Total amount recognised in statement of profit and loss	1,132.42	(1,097.66)	34.76
Remeasurements:			
Return on plan assets, excluding amount included in interest expense / (income)	-	(34.81)	(34.81)
(Gain) / loss from change in financial assumptions	(16.35)	-	(16.35)
(Gain) / loss from change in demographic assumptions	-	-	-
Experience (gains) / losses	16.40	-	16.40
	0.05	(34.81)	(34.76)
Employer contributions	-	-	-
Benefits payments	(75.21)	75.21	-
Assets acquired / (settled) on account of business combination or intergroup transfer	-	-	-
As at March 31, 2023	1,057.26	(1,057.26)	-

The net liability disclosed above relates to funded plans are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Present value of funded obligations	1,016.40	1,057.26
Fair value of plan assets	(1,016.40)	(1,057.26)
Deficit of gratuity plan	-	-
Current portion	-	-
Non-current portion	-	-

Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

(iii) Sensitivity analysis

Significant estimates: Sensitivity of actuarial assumptions

The sensitivity of the provision for defined benefit obligation to changes in the weighted principal assumptions is:

Particulars	Impact on defined benefit obligation					
	Change in assumption		Increase in assumption		Decrease in assumption	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Discount rate	0.50%	0.50%	(1.74%)	(1.71%)	1.86%	1.82%
Salary escalation rate	0.50%	0.50%	1.83%	1.60%	(1.73%)	(1.58%)

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. While calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

(iv) The above defined benefit gratuity plan was administrated 100% by a trust as at March 31, 2024.

(v) Defined benefit liability and employer contributions

The Company will pay demand raised by the trust towards gratuity liability on time to time basis to eliminate the deficit in defined benefit plan.

The weighted average duration of the defined benefit obligation is 4.77 years (Previous Year: 4.78 years)

(vi) Risk exposure

Aforesaid post-employment benefit plans typically expose the Company to actuarial risks such as: Investment risk, interest rate risk and salary risk.

Investment risk: The present value of the defined benefit liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities and other debt instruments.

Interest risk: A fall in the discount rate which is linked to the G. Sec. rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increase the mark to market value of the assets depending on the duration of asset.

Salary risk: The present value of the defined benefit liability is calculated by reference to the future salaries of plan participants. As such, an increase in salary of the plan participants will increase the plan's liability.

**Notes** to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

(vii) Category of plan asset

Particulars	As at March 31, 2024		As at March 31, 2023	
	Amount	in %	Amount	in %
Government debt instruments	380.30	37%	429.50	41%
Other debt instruments	454.03	45%	499.10	47%
Entity's own equity instruments	-	-	-	-
Insurer managed funds	-	-	-	-
Others	182.07	18%	128.67	12%
Total	1,016.40	100%	1,057.27	100%

(viii) Projected cash flow

Particulars	As at March 31, 2024	As at March 31, 2023
Less than a year	439.08	464.51
Between 1-2 years	87.16	60.21
Between 2-5 years	245.60	291.09
Between 5-9 years	103.62	120.61
10 years and above	385.69	382.13

The Company expects to contribute Nil to the plan during the financial year 2024-25.

Pension

The Company operates a defined benefit pension plan. The pension benefits payable to the employees are based on the employee's service and last drawn salary at the time of leaving. The employees do not contribute towards this plan and the full cost of providing these benefits are met by the Company. The Company does not contribute annually to any trust or a fund towards the liability under the plan, this plan is unfunded.

(i) Significant estimates: actuarial assumptions

Valuations in respect of pension have been carried out by an independent actuary, as at the Balance Sheet date

	As at March 31, 2024	As at March 31, 2023
Discount rate (per annum)	7.20%	7.45%
Salary escalation rate	8.00%	8.00%

Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

(ii) Pension Plan

Particulars	Present value of obligation
As at April 01, 2023	75.10
Current service cost	1.72
Interest expense / (income)	5.26
Total amount recognised in statement of profit and loss	6.98
Remeasurements	
(Gain) / loss from change in financial assumptions	0.84
(Gain) / loss from change in demographic assumptions	-
Experience (gains) / losses	1.22
Total amount recognised in other comprehensive income	2.06
Benefits payment	(9.01)
As at March 31, 2024	75.13
As at April 01, 2022	-
Transfer pursuant to composite scheme of arrangement (Refer note 4)	77.94
Current service cost	1.37
Interest expense / (income)	5.08
Total amount recognised in statement of profit and loss	84.39
Remeasurements	
(Gain) / loss from change in financial assumptions	(1.77)
(Gain) / loss from change in demographic assumptions	-
Experience (gains) / losses	1.51
Total amount recognised in other comprehensive income	(0.26)
Benefits payment	(9.03)
As at March 31, 2023	75.10

The net liability disclosed above relates to unfunded plans are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Present value of unfunded obligations	75.13	75.10
Deficit of pension plan	75.13	75.10
Current portion	11.73	9.00
Non-current portion	63.40	66.10

(iii) Sensitivity analysis

The sensitivity of the provision for defined benefit obligation to changes in the weighted principal assumptions is:

Particulars	Impact on defined benefit obligation					
	Change in assumptions		Increase in assumptions		Decrease in assumptions	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Discount rate	0.50%	0.50%	(2.20%)	(2.26%)	2.32%	2.38%



Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. While calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

(iv) Risk exposure

Aforesaid post-employment benefit plans typically expose the Company to actuarial risks such as: Investment risk, interest rate risk and salary risk.

Investment risk: The present value of the defined benefit liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit.

Interest risk: A fall in the discount rate which is linked to the G. Sec. rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increase the mark to market value of the assets depending on the duration of asset.

(v) Defined benefit liability and employer contributions

The weighted average duration of the defined benefit obligation is 4.51 years (Previous Year: 4.63 years)

(vi) Projected cash flow

Particulars	As at March 31, 2024	As at March 31, 2023
Less than a year	11.73	8.99
Between 1-2 years	10.73	11.54
Between 2-5 years	31.84	29.95
Between 5-9 years	23.29	29.18
10 years and above	37.55	37.15

Provident Fund

In respect of certain employees, provident fund contributions are made to a trust administered by the Company. The interest rate payable to the members of the trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, shall be made good by the Company. The liability in respect of the shortfall of interest earnings of the Fund is determined on the basis of an actuarial valuation.

Company measures its liability towards provident fund through actuarial valuation using 'projected credit unit method'. In case of net assets, assets are recognised to the extent of liability only.

Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

(i) Significant estimates: actuarial assumptions

Valuations in respect of provident fund have been carried out by an independent actuary, as at the Balance Sheet date

Particulars	As at March 31, 2024	As at March 31, 2023
Discount rate (per annum)	7.20%	7.45%

(ii) Provident fund plan

Particulars	Present value of obligation	Fair value of plan assets	Net amount
As at April 01, 2023	643.03	(643.03)	-
Current service cost	1.50	-	1.50
Interest expense / (income)	43.46	(44.41)	(0.95)
Interest on net defined benefit liability / assets	44.96	(44.41)	0.55
Remeasurements:			
Return on plan assets, excluding amount included in interest expense / (income)	-	(5.08)	(5.08)
(Gain) / loss from change in financial assumptions	10.38	-	10.38
(Gain) / loss from change in demographic assumptions	-	-	-
Experience (gains) / losses	(4.35)	-	(4.35)
Total amount recognised in other comprehensive income	6.03	(5.08)	0.95
Employer's contributions	-	(1.50)	(1.50)
Employee's contributions	1.60	(1.60)	-
Benefits payment	(96.86)	96.86	-
As at March 31, 2024	598.76	(598.76)	-
As at April 01, 2022	-	-	-
Transfer pursuant to composite scheme of arrangement (Refer note 4)	588.55	(588.55)	-
Current service cost	2.53	-	2.53
Interest expense / (income)	41.09	(41.09)	-
Interest on net defined benefit liability / assets	43.62	(41.09)	2.53
Remeasurements:			
Return on plan assets, excluding amount included in interest expense / (income)	-	(8.11)	(8.11)
(Gain) / loss from change in financial assumptions	0.82	-	0.82
(Gain) / loss from change in demographic assumptions	-	-	-
Experience (gains) / losses	7.29	-	7.29
Total amount recognised in other comprehensive income	8.11	(8.11)	-
Employer's contributions	-	(2.53)	(2.53)
Employee's contributions	2.75	(2.75)	-
Benefits payment	-	-	-
As at March 31, 2023	643.03	(643.03)	-



Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

The net liability disclosed above relates to funded plans are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Present value of funded obligations	598.76	643.03
Fair value of plan assets	(598.76)	(643.03)
Deficit of provident fund plan	-	-
Current portion	-	-
Non-current portion	-	-

(iii) Sensitivity analysis

The sensitivity of the provision for defined benefit obligation to changes in the weighted principal assumptions is:

Particulars	Impact on defined benefit obligation					
	Change in assumptions		Increase in assumptions		Decrease in assumptions	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Discount rate	0.50%	0.50%	(1.26)	(0.69%)	2.27	1.11%

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. While calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

(iv) The above defined benefit plan was administrated 100% by a trust as at March 31, 2024.

(v) Defined benefit liability and employer contributions

The Company will pay demand raised by the trust towards provident fund liability on time to time basis to eliminate the deficit in defined benefit plan.

The weighted average duration to payment is 9.41 years (Previous Year: 9.17 years)

(vi) The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets under perform this yield, this will create a deficit.

(vii) Category of plan asset

Particulars	As at March 31, 2024		As at March 31, 2023	
	Amount	in %	Amount	in %
Government debt instruments	293.41	49%	307.50	48%
Other debt instruments	155.23	26%	176.35	27%
Entity's own equity instruments	64.52	11%	50.62	8%
Insurer managed funds	-	-	-	-
Others	85.60	14%	108.56	17%
Total	598.76	100%	643.03	100%

(viii) The Company expects to contribute ₹ 1.61 Lakhs to the plan during the financial year 2024-25.

Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

43 Fair value measurements

(a) Financial instruments by category

Particulars	As at March 31, 2024			As at March 31, 2023		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Investment in Mutual Funds	3,510.23	-	-	3,995.91	-	-
Trade receivables	-	-	2714.65	-	-	2,426.70
Cash and cash equivalents	-	-	860.81	-	-	642.67
Bank balances other than cash and cash equivalents	-	-	1191.31	-	-	89.55
Security deposits	-	-	34.00	-	-	71.58
Total financial assets	3,510.23	-	4,800.77	3,995.91	-	3,230.50
Financial liabilities						
Borrowings (includes current maturities of borrowings and accrued interest)	-	-	1046.43	-	-	1,392.36
Trade payable	-	-	2233.37	-	-	2,305.77
Lease liabilities	-	-	927.54	-	-	949.37
Other financial liabilities	-	-	510.57	-	-	610.37
Total financial liabilities	-	-	4,717.91	-	-	5,257.87

(b) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial assets and liabilities measured at fair value - recurring fair value measurements as at March 31, 2024	Level 1	Level 2	Level 3	Total
Financial assets				
Investment in mutual funds (at FVTPL)	3,510.23	-	-	-
Total financial assets	3,510.23	-	-	-
Financial liabilities				
Total financial liabilities	-	-	-	-
Financial assets and liabilities measured at fair value - recurring fair value measurements as at March 31, 2023	Level 1	Level 2	Level 3	Total
Financial assets				
Investment in mutual funds (at FVTPL)	3,995.91	-	-	-
Total financial assets	3,995.91	-	-	-
Financial liabilities				
Total financial liabilities	-	-	-	-



Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

Financial Instrument not measured using Fair Value i.e. measured using amortised cost

The carrying value of Other financial assets / liabilities represent reasonable estimate of its fair value.

Note:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

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

There are no transfers between any levels during the year.

The Company does not have financial instrument at level 3 with unobservable input and hence no sensitivity analysis performed.

(c) Valuation techniques used to determine fair value

The Mutual Funds are valued using closing NAV.

(d) Fair value of financial assets and liabilities measured at amortised cost

Particulars	As at March 31, 2024		As at March 31, 2023	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets				
Security deposits	28.79	28.79	45.31	45.31
Bank deposits with more than 12 months maturity	332.63	332.63	35.00	35.00
Total financial assets	361.42	361.42	80.31	80.31
Financial Liabilities				
Borrowings (including accrued interest)	700.57	700.57	1,036.42	1,036.42
Lease liabilities	903.59	903.59	927.54	927.54
Total financial liabilities	1,604.16	1,604.16	1,963.96	1,963.96

The carrying amounts of cash and cash equivalents, other bank balances, trade receivables, investment in mutual funds, inter corporate deposits, other financial assets, current financial liabilities- borrowings including accrued interest, lease liabilities, trade payables and other current financial liabilities are considered to be the same as their fair values due to their short term nature.

44 Financial risk management

The Company's business activities expose it to a variety of financial risks, namely liquidity risk, market risks and credit risk. In order to minimise any adverse effects on the financial performance of the Company, derivative financial instruments, such as cross currency interest rate swap are entered to hedge certain foreign currency risk exposures and interest rate exposures. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments.

Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

Risk	Exposure arising from	Measurement	Management
Credit Risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost.	Ageing analysis	Credit limits, timely review, diversification of deposits
Liquidity Risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk – foreign exchange	Recognised financial liabilities not denominated in Indian rupee (₹)	Sensitivity analysis	Foreign currency borrowing - hedged - CCIRS
Market risk- interest risk	Borrowing at variable rates	Sensitivity analysis	Cross currency interest rate swaps
Market risk- price risk	Investment in mutual funds	Sensitivity analysis	Diversification of portfolio

The Company has adopted a Risk Management Policy wherein all material risks faced by the Company are identified and assessed. The Risk Management framework defines the risk management approach of the Company and includes collective identification of risks impacting the Company's business and documents their process of identification, mitigation and optimisation of such risks.

Hedge accounting is applied to remove the accounting mismatch between the hedging instrument and the hedged item. The effective portion of the change in the fair value of the hedging instrument is deferred into the cash flow hedge reserve through OCI and will be recognised in profit or loss when the hedged item affects profit or loss. This will effectively result in recognising interest expense at a fixed interest rate for the hedged loans and foreign currency borrowing at the fixed foreign currency rate.

(a) Credit risk

The Company is exposed to credit risk, which is the risk that counterparty will default on its contractual obligation resulting in a financial loss to the Company. Credit risk arises from cash and cash equivalents, financial assets carried at amortised cost as well as credit exposures to trade customers including outstanding receivables.

The board provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.

Credit risk management

The Company's credit risk arises from accounts receivable balances. The Company has a credit risk policy in place to ensure that sales are made to customers only after an appropriate credit risk assessment and credit line allocation process. Procedures are standardised within a customer credit risk policy and supported by the information technology system by limiting the credit exposure to each customer and allowing an average credit period of 30-90 days. The Company has adopted a policy of only dealing with creditworthy counterparties.

The Company provides for life time allowance on trade receivable using simplified approach and on a case to case basis on specified customers. Specific debtors represents debtors facing bankruptcy cases, operation shutdown and other scenario as determined by the management. Such debtors are categorised as specific debtors upon intimation/news. Such specific debtors has no nexus with the macro economy factor. The Company recognises expected credit loss on specified receivables as determined by the management.



Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

Reconciliation of loss allowance on trade receivables	Amount
Loss allowance on April 01, 2022	-
Transfer pursuant to composite scheme of arrangement (Refer note 4)	88.72
Reversal of loss allowance	(22.07)
Loss allowance on March 31, 2023	66.65
Amounts written off during the year	(66.65)
Loss allowance on March 31, 2024	-

For banks and financial institutions, only highly rated banks / institutions are accepted. Generally all policies surrounding credit risk have been managed at Company level.

(b) Liquidity risk

Liquidity risk is the risk that the Company will fail in meeting its obligations to pay its financial liabilities. The Company's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. In respect of its operations, the Company funds its activities primarily through cash generated in operations and working capital borrowings.

Management monitors the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. Cash which is not needed in the operating activities of the Company is invested in marketable liquid funds.

Based on recent trends observed, profitability, cash generation, cash surpluses held by the Company and the borrowing lines available, the Company does not envisage any material liquidity risks.

(i) Maturities of financial liabilities

The amounts disclosed below are the non derivative contractual undiscounted cash flows of financial liabilities. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

March 31, 2024	Less than 1 year	Between 1 year and 5 years	More than 5 years	Total
Non derivative financial liabilities				
Borrowings (includes current maturities of borrowings and accrued interest)	345.86	700.57	-	1,046.43
Trade payables	2,233.37	-	-	2,233.37
Other financial liabilities	510.57	-	-	510.57
Lease liabilities	100.00	440.64	1,019.34	1,559.98
Total non derivative financial liabilities	3,189.80	1,141.21	1,019.34	5,350.35
March 31, 2023	Less than 1 year	Between 1 year and 5 years	More than 5 years	Total
Non derivative financial liabilities				
Borrowings (includes current maturities of borrowings and accrued interest)	355.94	1,036.42	-	1,392.36
Trade payables	2,305.77	-	-	2,305.77
Other financial liabilities	610.37	-	-	610.37
Lease liabilities	100.00	424.00	1,135.98	1,659.98
Total non derivative financial liabilities	3,372.08	1,460.42	1,135.98	5,968.48

Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

(ii) Undrawn borrowing facilities (fund based and non-fund based)

	As at March 31, 2024	As at March 31, 2023
The Company has following undrawn facilities:		
Bank Overdraft, Letter of Credit and Bank Guarantees	402.15	628.50

(c) Market risk

Market risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because of volatility of prices in the financial markets. Market risk can be further segregated as: a) Foreign currency risk, b) Interest rates risk and c) Other price risk.

(i) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Foreign exchange risks arise from recognised assets and liabilities, when they are denominated in a currency other than functional currency of the Company. The Company imports certain raw materials and spare parts used in manufacturing and exports finished goods. Therefore it is exposed to foreign exchange risks arising from various currency exposures, primarily with respect to the US-dollar ("USD"). Company's exposure to foreign currency risk due to operation is very limited and it always ensures that the such exposure is within the approved limit for which the Company does not require to hedge through derivatives. However, for foreign currency variable interest rate denominated borrowings the Company's risk management policy is to hedge 100% of the exposure using cross currency interest rate swaps. Under the Company's policy, the critical term of the cross currency interest rate swaps must align the hedged item.

The Company's unhedged foreign currency exposure at the end of the reporting period expressed in ₹, are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Financial assets		
Trade receivables (USD 0.003 million; March 31, 2023: USD 0.27 million)	2.19	222.21
Bank Balances (USD 0.39 million; March 31, 2023: USD 0.47 million)	265.38	385.62
Net exposure to foreign currency risk (assets)	267.57	607.83
Financial liabilities		
Trade Payable (USD 0.01 million ; March 31, 2023: USD Nil)	11.21	-
Contract liabilities		
Advance from Customer (USD 0.28 million ; March 31, 2023: USD 0.69 million)	235.77	561.12
Net exposure to foreign currency risk (liabilities)	246.98	561.12



Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from unhedged foreign currency denominated financial instruments.

Particulars	Impact on profit before tax	
	Year ended March 31, 2024	Year ended March 31, 2023
Assets		
FX rate – increase by 5% on closing rate on reporting date*	13.38	30.39
FX rate– decrease by 5% on closing rate on reporting date *	(13.38)	(30.39)
Liabilities		
FX rate – increase by 5% on closing rate on reporting date*	(12.35)	(28.06)
FX rate– decrease by 5% on closing rate on reporting date *	12.35	28.06

* Holding all other variables constant

The above amounts have been disclosed based on the accounting policy for exchange differences.

(ii) Interest rate risks

The Company's interest risk arises from long term borrowings with variable rates, which exposes the Company to cash flow interest rate risk.

(a) Interest rate risk exposures

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Floating rate borrowings	1,046.43	1,389.36
Total	1,046.43	1,389.36

(b) Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows

Particulars	Year ended March 31, 2024		Year ended March 31, 2023	
+100	-	(10.46)	-	(13.89)
(100)	10.46	-	13.89	-

* Holding all other variable constant

(iii) Other price risks

The Company is exposed to price risks arising from mutual funds. Further, mutual funds are subject to changes in the market price of securities.

Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

Sensitivity

If mutual fund prices had been 10% higher / lower, profit before tax for the year ended March 31, 2024 would increase / (decrease) by ₹ 351.02 Lakhs and (351.02) Lakhs (March 31, 2023: ₹ 399.59 Lakhs and (399.59) Lakhs) as a result of the changes in fair value of mutual funds measured at FVTPL.

(iv) Disclosure of effects of hedge accounting on financial performance

As at March 31, 2024

Type of hedge	Change in the value of the hedging instrument recognised in other comprehensive income	Hedge ineffectiveness recognised in profit or loss	Amount reclassified from cash flow hedging reserve to profit or loss	Line item affected in statement of profit and loss because of the reclassification
Cash flow hedge				

No hedge instrument is entered during the year or outstanding as on March 31, 2024.

As at March 31, 2023

Type of hedge	Change in the value of the hedging instrument recognised in other comprehensive income	Hedge ineffectiveness recognised in profit or loss	Amount reclassified from cash flow hedging reserve to profit or loss	Line item affected in statement of profit and loss because of the reclassification
Cash flow hedge				
Cross currency interest rate swap	(271.79)	-	313.03	Net foreign exchange gain under Other income of ₹ 41.24 Lakhs

Movements in cash flow hedging reserve

Risk category

Derivative instruments	Cross currency interest rate swap	
	FY 2023-24	FY 2022-23
Cash flow hedging reserve		
Opening balance	-	-
Add: Pursuant to composite scheme of arrangement (Refer note 4)	-	30.86
Add/ (Less): Changes in fair value of CCIRS	-	271.79
Add/ (Less): Amounts reclassified through profit or loss	-	(313.03)
Add/ (Less): Deferred tax relating to above (net)	-	10.38
Closing balance	-	-

Since External commercial borrowings had been foreclosed on March 06, 2023, the cross currency interest rate swap had been terminated from the said date.



Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

45 Capital Management

(a) Risk Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Company monitors capital on the basis of the gearing ratio. Gearing ratio is determined as net debt (total borrowings and lease liabilities net of cash and cash equivalents) divided by total 'equity'.

Particulars	As at March 31, 2024	As at March 31, 2023
Total debt (Refer note 5.1 and 20)	1,973.97	2,341.73
Less: Cash and cash equivalents (Refer note 13)	(860.81)	(642.67)
Net debt	1,113.16	1,699.06
Total equity	35,896.48	35,199.35
Net debt to equity ratio	3.10%	4.83%

(b) Dividends

Particulars	As at March 31, 2024	As at March 31, 2023
(i) Equity shares		
Final dividend for the year ended March 31, 2023 of ₹ 17.5 per fully paid share	1,005.73	-
(ii) Dividends not recognised at the end of the reporting period	718.38	1,005.73
For the year ended March 31, 2024, the directors have recommended a final dividend of ₹ 12.50 per fully paid equity share (March 31, 2023 - ₹ 17.50). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.		

46 Micro, small and medium enterprise

Disclosure in respect to Micro and Small Enterprises as per Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED') Act, 2006 is as follows:

The information as required under Micro, Small and Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the Company and relied upon by the auditors. The principal amounts / interest payable amounts for delayed payments to such vendors as at Balance Sheet date during the current year and previous year mentioned below.

Particulars	As at March 31, 2024	As at March 31, 2023
The principal amount remaining unpaid to any supplier registered under the Micro, Small and Medium Enterprises Development Act, 2006 and remaining unpaid as at the year end.	237.30	157.02
Principal amount paid to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-

Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
Interest paid, other than under section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-
Interest paid, under section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Amount of interest accrued and remaining unpaid for the year.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
The amount of further interest 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.	-	-

47 Contingent liability

- (i) Contingent liability relating to determination of provident fund liability, based on judgement of the Hon'ble Supreme Court, is not determinable at present for the period prior to March 2019, due to uncertainty on the impact of the judgement in the absence of further clarification relating to applicability. The Company has paid provident fund to employees as applicable with effect from March 2019. The Company will continue to assess any further developments in this matter for their implications on Ind AS financial statements, if any.
- (ii) The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as Contingent liability, where applicable, in its financial statements. The Company's management does not reasonably expect that these legal notices, when ultimately concluded and determined, will have material and adverse effect on Company's result of operations or financial conditions.

48 Capital and other commitments

Capital commitments

- (i) Estimated amount of contracts remaining to be executed on capital account and not provided (net of advances) for ₹ 18.58 Lakhs (March 31, 2023: ₹ 462.30 Lakhs).

- (ii) **Other commitment:**

The Company has entered into a long term agreement with GAIL (India) Limited ("GAIL") for purchase of Natural Gas. The agreement is valid till December 31, 2025. As per the said agreement, the Company under 'Take or Pay obligation' clause has to make payment for a fixed quantity of gas on an annual basis, whether used or not. GAIL has the discretion to waive off the Take or Pay charges. A request for supply of Make Up gas can be made by the Company corresponding to Take or Pay deficiencies which are outstanding and for which the Company would pay to GAIL at the time of annual program.

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

- (i) **Details of benami property held**

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.



Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

(ii) Borrowing secured against current assets

The Company has borrowings from financial institutions on the basis of security of current assets. The quarterly statements of current assets filed by the Company with financial institutions is in agreement with the books of accounts.

(iii) Wilful defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(iv) Relationship with struck off companies

The Company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

(v) Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under the Companies Act, 2013.

(vi) Compliance with approved scheme(s) of arrangements

In the previous year, the effect of the Composite Scheme of Arrangement as explained in Note 4 has been accounted for in the books of accounts of the Company is 'in accordance with the Scheme' and 'in accordance with the applicable accounting standards'. For the current year, the Company has not entered into any approved Scheme of arrangement.

(vii) Utilisation of borrowed funds and share premium

I 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 that the Intermediary shall:

- (a) 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
- (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

II The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- (a) 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
- (b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries

(viii) Undisclosed income

(ix) Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(x) Valuation of Property, plant and equipment, intangible asset and investment property

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

The Company does not have investment property.

50 Other regulatory information

(i) Title deeds of immovable properties not held in name of the Company

The Company is in process of transferring the title deeds of buildings in its own name. This has been disclosed in note 5 to the Ind AS financial statements.

Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

(ii) Registration of charges or satisfaction with Registrar of Companies

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period. The Company is in the process of transferring the charges in its name from the Demerged Company.

(iii) Utilisation of borrowings availed from banks and financial institutions

The borrowings obtained by the Company from banks and financial institutions have been applied for the purposes for which such loans were taken.

51 Analytical Ratios

Sr. No.	Ratio	Numerator	Denominator	March 31, 2024	March 31, 2023	% Change	Remarks
1	Current Ratio	Current assets	Current liabilities	2.94	2.80	4.85%	
2	Debt- Equity Ratio	Non current borrowings + Current borrowings + Interest accrued but not due on borrowings	Shareholder's equity	0.03	0.04	(27.12%)	Improved because of repayment of borrowings.
3	Debt Service coverage Ratio	Profit after tax + Interest + Non cash expenses	Interest and lease payments + Principal repayments	5.58	0.76	634.10%	Improved on account of lower finance cost due to repayment of borrowings.
4	Return on equity (ROE)	Net Profits after taxes	Average shareholder's equity	4.72%	11.22%	(57.90%)	Decrease on account of lower operational margin and Nil exceptional income as compared to previous year.
5	Inventory Turnover Ratio	Cost of goods sold	Average inventory	4.59	5.01	(8.33%)	
6	Trade receivables turnover ratio	Net credit sales	Average accounts receivable	12.95	15.49	(16.38%)	
7	Trade payables turnover ratio	Net credit purchases	Average trade payables	6.79	8.04	(15.49%)	
8	Net capital turnover ratio	Net sales	Current assets - Current liabilities	4.21	5.15	(18.31%)	
9	Net profit ratio	Net profit after tax	Net sales	5.04%	10.51%	(52.02%)	Decrease was primarily on account of lower operational margin and Nil exceptional income as compared to previous year.



Notes to Ind AS Financial Statements

(All amounts are in Indian ₹ in Lakhs, unless otherwise stated)

Sr. No.	Ratio	Numerator	Denominator	March 31, 2024	March 31, 2023	% Change	Remarks
10	Return on capital employed (ROCE)	Earning before interest and taxes	Tangible net worth + Total borrowings + Deferred tax liability	5.74%	14.98%	(61.71%)	Decrease was primarily on account of lower operational margin and Nil exceptional income as compared to previous year.
11	Return on Investment	Income generated from Mutual funds	Average invested funds in Mutual Funds	6.78%	8.00%	(15.30%)	

52 Pursuant to the Scheme as referred to in Note 4, the Registrar of Companies, Maharashtra, Mumbai has approved the change of name of the Company from "NPL Chemicals Limited" to "National Peroxide Limited" with effect from January 31, 2024.

53 Events Occurring after the Balance Sheet Date

No material events have occurred after the Balance Sheet date and upto the approval of the Ind AS financial statements.

54 Reclassification / Re-groupings carried out during the year

The Company has reclassified comparative amounts with current years presentation as per the requirements of Ind AS. The impact of such classification is summarised below:

Sr. No.	Particulars	March 31, 2023 (as previously reported)	Increase/(Decrease)	March 31, 2023 (restated)
i)	Statement of Profit and Loss (Extract)			
	Revenue from Operations - Other Operating Income	51.80	121.51	173.31
	Other Income - Other Non-operating Income	883.61	(121.51)	762.10

55 The Ind AS financial statements are authorised by the Board of Directors of the Company at their meeting held on May 09, 2024.

Notice

CIN: U24290MH2020PLC342890

Registered & Head Office: Neville House, J. N. Heredia Marg,
Ballard Estate, Mumbai – 400 001.

Email: investorrelations@naperol.com; Website: www.naperol.com; Phone: 022- 6662 0000

NOTICE is hereby given that the Fourth Annual General Meeting ('AGM') of the Members of National Peroxide Limited (Formerly Known as NPL Chemicals Limited) will be held on Tuesday, August 27, 2024 at 3:30 p.m. (IST), through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') facility to transact the following business. The venue of this AGM shall be deemed to be the Registered Office of the Company at Neville House, J. N. Heredia Marg, Ballard Estate, Mumbai – 400 001:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ness N. Wadia (DIN: 00036049), who retires by rotation and is eligible for re-appointment;
3. To declare dividend on Equity Shares for the financial year ended March 31, 2024.

Special Business:

4. **Payment of Commission to Non- Executive Directors of Company**

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

"RESOLVED THAT pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time including any statutory modification(s) or reenactment thereof, the approval of the Members be and is hereby accorded for payment of sum not exceeding one percent or three percent of the net profits of the Company for each financial year, as the case may be, computed in the

manner laid down in Section 198 of the Act, which will be paid to and distributed amongst the Non- Executive Directors including Independent Directors of the Company or some or any of them (whether existing or future) (other than the Managing Director and/or Whole-time Directors) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors of the Company.

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee constituted or to be constituted by the Board) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

"RESOLVED FURTHER THAT such payment of remuneration by way of commission as aforesaid will be in addition to the payment of sitting fees for attending the meetings of the Board of Directors or Committee thereof and reimbursement of expenses in accordance with the relevant provisions of the Act and Listing Regulations for the time being in force.

RESOLVED FURTHER THAT the Directors and/or the Chief Financial Officer and/or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution."

5. **Ratification of the remuneration payable to Cost Auditors for the financial year ending March 31, 2025**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. D. C. Dave & Co., Cost



Accountants (Firm Registration No. 000611), Cost Auditors appointed by the Board of Directors of the Company to conduct audit of the cost records of the Company for the financial year ending March 31, 2025, be paid remuneration of ₹ 5,00,000/- plus applicable taxes and out-of-pocket expenses incurred by them for the purpose of Audit, and the same be and is hereby ratified."

RESOLVED FURTHER THAT any one of the Directors and/or the Chief Financial Officer and/or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and

things as may be necessary, proper or expedient to give effect to this Resolution."

By Order of the Board of Directors
For National Peroxide Limited
(Formerly Known as NPL Chemicals Limited)

Amish Shah

Company Secretary
ACS: 41237

Mumbai,
Date: July 31, 2024

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), setting out material facts relating to the Special Business for Item Nos. 4 to 5 of the Notice, is annexed hereto. The relevant details required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India, in respect of appointment / re-appointment at this AGM is provided / annexed hereunder.
2. The Ministry of Corporate Affairs ("MCA") vide its Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No 10/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, read with SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (collectively referred to as "SEBI Circulars") have permitted the holding of the AGM through VC/OAVM without the physical presence of the Members at a common venue. The venue of this AGM shall be deemed to be the Registered Office of the Company.
3. **In terms of the aforesaid MCA Circulars, since the physical presence of Members has been dispensed with, there is no requirement of appointment of proxies under Section 105 of the Act. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.**
4. 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 / Authorisation etc., authorising its representative to attend the AGM through VC / OAVM and vote on its behalf. The said Resolution/ Authorisation should be e-mailed to the Company at investorrelations@naperol.com and to Link Intime India Private Limited Registrar and Share Transfer Agent, at rnt.helpdesk@linkintime.co.in with a copy marked to evoting@nsdl.com. Further, Institutional Shareholders can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on 'Upload Board Resolution / Authority Letter' displayed under 'e-voting' tab in their login.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, August 21, 2024 to Tuesday, August 27, 2024 (both days inclusive) for the purpose of determining eligibility of Members entitled to the dividend for the financial year 2023-24.
6. The dividend of ₹ 12.50/- per equity share having face value of ₹ 10/- each (i.e., 125%), as recommended by the Board of Directors, if approved by the Members at this AGM, shall be paid on or after Monday, September 02, 2024, to those Members whose names appear in the Register of Members of the Company as on the Book Closure Date.
7. The National Automated Clearing House (NACH) facility should mandatorily be used by companies for

the distribution of dividend to its Members. In order to avail the facility of NACH, Members holding shares in physical form are requested to provide bank account details to the Company or its Registrar and Share Transfer Agent.

8. Members holding shares in electronic form are hereby informed that Bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants ("DPs") of the Members.
9. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of Shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to Shareholders at the prescribed rates. The Shareholders are requested to update their PAN with the Depositories .
10. Members are requested to notify immediately any change of address to their Depository Participants in respect of their demat accounts.
11. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios and transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website at <http://naperol.com/Investor-Service-Request> and on the website of the Company's Registrar and Share Transfer Agent at <https://linkintime.co.in>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

DISPATCH OF ANNUAL REPORT THROUGH EMAIL AND REGISTRATION OF EMAIL IDs:

1. In compliance with the Circulars issued by MCA and SEBI, Notice of the AGM along with the Annual

Report for financial year 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / DPs. Members may note that the Notice and Annual Report for financial year 2023-24 is available on the Company's website at www.naperol.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office / Head Office in Mumbai for inspection during normal business hours on working days. Members desirous of obtaining the physical copy of the Notice of the AGM and the Annual Report for financial year 2023-24, may send request mentioning their Folio No./DP Id and Client Id to the Company at investorrelations@naperol.com.

2. For receiving all communication (including Annual Report, Notices, Circulars etc.) from the Company electronically, Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant DPs.
3. Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company at investorrelations@naperol.com.

PROCEDURE FOR ATTENDING AGM THROUGH VC / OAVM:

1. Members will be able to attend the AGM through VC/ OAVM through the NSDL e-Voting system. Members may access it by following the steps mentioned below for Access to NSDL e-Voting system. After successful login, members can see link of "VC/OAVM" placed under "Join meeting" menu against company name. members are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/ OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members



can also use the OTP based login for logging into the e-voting system of NSDL.

- Members are requested to join the Meeting through Laptops for better experience and will be required to allow camera and use internet with a good speed to avoid any disturbance during the Meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connected 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 glitches.
- 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. Members may note that the VC / OAVM facility, provided by NSDL, allows participation of at least 1,000 Members on a 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. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.com / 022 - 4886 7000.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

PROCEDURE TO RAISE QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

- Members are encouraged to express their views / send their queries in advance with regard to the financial statements or any other matter being placed at the AGM from their registered email address, mentioning their name, Folio No./DP Id and Client Id and mobile number to investorrelations@naperol.com to enable smooth conduct of Meeting. Queries received by the Company on the aforementioned email ID by Tuesday, August 20, 2024 5:00 P.M. IST will be considered and responded.
- Members who would like to express their views or ask questions during the AGM may register themselves as

speaker by sending the request from their registered email address mentioning their name, Folio No./ DP Id and Client Id and mobile number at investorrelations@naperol.com on or before Tuesday, August 20, 2024 5:00 P.M. IST. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.

- When a pre-registered speaker is invited to speak at the Meeting but does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera with good internet speed.
- The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING AGM:

- In compliance with 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 and Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e., Tuesday, August 20, 2024 shall only be entitled to attend and vote at the AGM. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- Member holding share in physical form and non-individual Shareholders, who acquires shares of the

Company and becomes Member of the Company after the notice is sent through e-mail and holding shares as on the cut-off date i.e. Thursday, August 1, 2024 may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 022 – 4886 7000 and 022 – 2499 7000. In case of Individual Shareholders holding shares in demat mode who acquires shares of the Company and becomes Member of the Company after Notice is sent through e-mail and holding shares as on cut-off date may follow steps mentioned in the Notice of the AGM under Step 1 "Access to NSDL e-Voting system".

13. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in order of names as per Register of Members will be entitled to vote.
14. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
15. The remote e-voting period commences on Saturday, August 24, 2024 (9:00 a.m. IST) and ends on Monday, August 26, 2024 (5:00 p.m. IST). During this period, Members of the Company, holding shares in dematerialised form, as on the cut-off date may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the

Members, the Member shall not be allowed to change it subsequently.

16. In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the AGM.
17. The details of the process and manner for remote e-voting / e-voting and joining the AGM are explained herein below:

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

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

Step 1: Access to NSDL e-Voting system

- A) Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp



Type of shareholders	Login Method
	<p>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 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

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

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8



digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to nilesh@ngshah.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mathre (Name of NSDL Official) at evoting@nsdl.com.

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

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorrelations@naperol.com.
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorrelations@naperol.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

- Only those Members/ shareholders, 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 in the AGM.
- Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

DECLARATION OF VOTING RESULTS:-

- The Company has appointed Mr. Nilesh Shah, (Membership No. FCS 4554) or failing him Mr. Mahesh Darji (Membership No. FCS 7175) or failing him Mrs. Hetal Shah (Membership No. FCS 8063) of M/s. Nilesh Shah & Associates, Practicing Company Secretaries as the Scrutiniser, to scrutinise the remote E-voting and E-voting process in a fair and transparent manner.
- The Scrutiniser shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote E-voting and E-voting and make, not later than two working days of conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- The results declared along with the Scrutiniser's Report shall be placed on the Company's website - <https://www.naperol.com> and on NSDL's website - <https://www.evoting.nsdl.com/> immediately and will be sent to BSE Limited, the stock exchange and will be placed on the Notice Board at the Registered Office of the Company..

INVESTOR EDUCATION AND PROTECTION FUND (IEPF) RELATED INFORMATION

- As on record date i.e. Thursday, August 1, 2024 equity shares of Company were lying with the Investor Education and Protection Fund Authority (IEPFA). The shares of Company issued to such shareholders of the Company were also transferred to the IEPFA by the Company.



22. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be, transferred to the IEPF as per Section 125 of the Act. (Provide note as to how to claim dividend and shares from IEPF authority)

PROCEDURE FOR INSPECTION OF DOCUMENTS:-

23. All the documents referred to in the accompanying Notice of the AGM shall be available for inspection through electronic mode upto the date of AGM, basis the request sent to the Company at investorrelations@naperol.com.

24. During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection upon login at NSDL E-voting system at <https://www.evoting.nsdl.com/>.

OTHER INFORMATION:

25. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify any change in information to Registrar and Share Transfer Agent or Company as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified.

26. SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested

to submit the PAN to their DPs with whom they are maintaining their Demat accounts.

27. Pursuant to the Scheme, the Company has issued shares in dematerialised form only. The shareholders who were holding shares in physical mode in the Demerged Company and not submitted their demat account details with the Company and/ or Registrar and Transfer Agent, their shares have been transferred to "National Peroxide Limited Suspense Escrow Demat Account". Such shareholders are requested to update details of their demat account along with the copy of their Client Master List (CML) with the Registrar and Transfer Agent of the Company at Link Intime India Private Limited Registrar and Share Transfer Agent, at rnt.helpdesk@linkintime.co.in and/or to the Company at investorrelations@naperol.com.

28. All documents, transfers, dematerialisation requests and other communications in relation thereto shall be addressed directly to the Company's Registrar and Share Transfer Agent.

29. Pursuant to the provisions of Listing Regulations, the Company is maintaining an email ID investorrelations@naperol.com exclusively for quick redressal of Members' / Investors' grievances.

By Order of the Board of Directors
For **National Peroxide Limited**
(Formerly Known as NPL Chemicals Limited)

Amish Shah

Company Secretary

ACS: 41237

Mumbai, July 31, 2024

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('THE ACT') AND SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ('SEBI LISTING REGULATIONS, 2015')

Item No. 4

Section 197 of the Act, permits the payment of remuneration to a director who is neither a whole-time director nor a managing director of a Company, by way of commission not exceeding one percent of the net profits of the Company (if there is a managing or whole -time director) and three percent of the net profits (in any other case), In view of the increased demands on non-executive directors' participation in Board and Committee meetings and the higher responsibilities they are expected to bear in the interest of higher level of excellence in corporate governance on account of statutory and regulatory changes, it is proposed to pay such commission to the non-executive directors. This remuneration will be distributed amongst all or some of the Directors in accordance with the directions given by the Board.

The above payment to non-executive directors will be in addition to the sitting fees payable to them for attending Board/committee meetings.

None of the Directors/key managerial personnel and/or their relatives, except the concerned non-executive director are directly or indirectly concerned or interested, financially or otherwise, except to the extent of remuneration that may be received by them and their respective shareholding, if any, in the Company, in the resolution set out in Item No. 4 of the Notice.

The Board commends the Ordinary resolution set out in Item no. 4 for approval by shareholders.

Item No. 5

The Board of Directors, at its Meeting held on July 31, 2024, approved the appointment of M/s D. C. Dave & Co., Cost Accountants having Firm Registration Number 000611, as Cost Auditors of the Company for conducting the audit of the cost records of the Company, for the Financial Year ending March 31, 2025, at a remuneration of ₹ 5,00,000/- (Rupees Five Lakhs only) plus applicable taxes and out-of-pocket expenses.

D. C. Dave & Co., Cost Accountants, Mumbai have confirmed that they are eligible to be appointed as Cost Auditors of the Company and hold a valid certificate of practice under Section 6(1) of the Cost and Works Accountants Act, 1959.

Pursuant to section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, Members of the Company are required to ratify the remuneration to be paid to the cost auditors of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending March 31, 2025.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

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

By Order of the Board of Directors
For **National Peroxide Limited**
(Formerly Known as NPL Chemicals Limited)

Amish Shah

Company Secretary
ACS: 41237

Mumbai, July 31, 2024



Annexure to the Notice

Brief resume and other details of Director proposed to be Re-appointed as Director as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2")

Particulars	Details of Directors
	Mr. Ness N. Wadia
DIN	00036049
Date of Birth	May 30, 1971
Age	53
Qualifications	(M.Sc.) of Engineering Management
Experience (including expertise in specific functional area)/Brief Resume	<p>Mr. Ness N. Wadia is currently the Chairman of the Company and was inducted as a Non-Executive Director in March 1997 in erstwhile National Peroxide Limited. He currently serves as Managing Director of The Bombay Burmah Trading Corporation, Limited, Chairman of Naperol Investment Limited and Director on Boards of Wadia Group companies including The Bombay Dyeing and Manufacturing Company Limited and Britannia Industries Limited.</p> <p>As Trustee of Sir Ness Wadia Foundation and Britannia Nutrition Foundation, he drives the Group's efforts in bridging the socio-economic gap that exists in the society and carrying forward the foundation's commitment towards addressing the intergenerational cycle of malnutrition and improving the health and nutritional well-being of children, adolescents and expectant/new mothers.</p> <p>Mr. Wadia is Secretary of Modern Education Society, Pune, whose objective is to establish and run educational institutions, encourage, promote, advance and impart literacy, education and training in various streams.</p> <p>He is also overseeing the family's tradition of providing housing to the needy through Wadia Baugs which are managed under the aegis of Nowrosjee Nusserwanjee Wadia Trust and the Rustomji Nowrosjee Wadia Trust.</p> <p>As a Board Member of Wadia Hospitals, he has played an important role in bringing a positive transformation at Wadia Hospitals. As a result of its relentless pursuit of excellence, Wadia Hospitals now hosts the world's largest and 155-bedded NICU in Asia; the Pediatric hospital with 450 beds, caters to more than 30 super-specialty services, thus providing comprehensive treatment to children under one roof.</p> <p>Mr. Wadia is also a Board Member of School for Social Entrepreneurs India, whose mission is to address inequalities and social exclusion by supporting social entrepreneurs from all backgrounds to transform their talent into real social outcomes.</p> <p>Mr. Wadia did his Master's degree in Science (M.Sc.) of Engineering Management from the University of Warwick with a thesis titled "Leading to Success in India".</p> <p>He is also a co-owner of Punjab Kings and St Lucia Zouks - prominent cricket teams in the Indian Premier League and Caribbean Premier League, respectively.</p>
Terms and Conditions of appointment	Re-appointment of Mr. Ness N. Wadia as Non-Executive Director of the Company liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	₹ 4.00 Lakhs



Particulars	Details of Directors
Remuneration proposed to be paid	As a Non-Executive Director, Mr. Ness N. Wadia is entitled to commission in addition to sitting fees for attending the Meetings.
Date of first appointment on the Board	October 26, 2023
Shareholding in the Company as on the date of Notice	4,600 equity shares
Relationship with other Directors/ Key Managerial Personnel(s)	Not related to any other Director/Key Managerial Personnel(s) of the Company.
Number of meetings of the Board attended during the financial year (2023-2024)	Refer Corporate Governance Report
Directorships of other Boards as on the date of Notice (excluding National Peroxide Limited)	<p>Public Companies</p> <ul style="list-style-type: none">➤ The Bombay Dyeing & Manufacturing Company Limited➤ The Bombay Burmah Trading Corporation Limited➤ Britannia Industries Limited➤ Go Airlines (India) Limited➤ Naperol Investment Limited <p>Private Companies</p> <ul style="list-style-type: none">➤ Virtual Education Network Private Limited➤ K.P.H. Dream Cricket Private Limited➤ Go Investments & Trading Private Limited➤ Nitapo Holdings Private Limited <p>Foreign Companies</p> <ul style="list-style-type: none">➤ Island Horti-Tech Holdings Pte. Ltd.➤ Leila Lands SB, Malaysia➤ Island Landscape & Nursery Pte Ltd.➤ Strategic Foods International Co. (LLC), Dubai <p>Section 8 Companies</p> <ul style="list-style-type: none">➤ School for Social Entrepreneurs India➤ Nammyoho Daan Foundation➤ Patricia Keelan Foundation



Particulars	Details of Directors
Membership/ Chairmanship of Committee of other Boards as on the date of notice	<p data-bbox="466 231 671 264">Mr. Ness N. Wadia</p> <p data-bbox="466 272 775 304">Britannia Industries Limited</p> <ul style="list-style-type: none"> <li data-bbox="466 312 1110 344">➤ Corporate Social Responsibility Committee – Chairman <li data-bbox="466 352 1091 385">➤ Nomination and Remuneration Committee – Member <li data-bbox="466 393 850 425">➤ Finance Committee – Member <li data-bbox="466 433 1106 465">➤ Strategy and Innovation Steering Committee - Member <p data-bbox="466 473 756 506">Go Airlines (India) Limited</p> <ul style="list-style-type: none"> <li data-bbox="466 514 1096 546">➤ Corporate Social Responsibility Committee – Member <li data-bbox="466 554 844 586">➤ Finance Committee - Member <p data-bbox="466 594 1070 626">The Bombay Dyeing & Manufacturing Company Limited</p> <ul style="list-style-type: none"> <li data-bbox="466 635 1110 667">➤ Corporate Social Responsibility Committee – Chairman <li data-bbox="466 675 863 707">➤ Strategic Committee – Member <li data-bbox="466 715 898 747">➤ Rights Issue Committee – Member <li data-bbox="466 756 887 788">➤ Investment Committee – Member <p data-bbox="466 796 1010 828">The Bombay Burmah Trading Corporation Limited</p> <ul style="list-style-type: none"> <li data-bbox="466 836 959 868">➤ Risk Management Committee – Member <li data-bbox="466 876 1096 909">➤ Corporate Social Responsibility Committee – Member <p data-bbox="466 917 775 949">Naperol Investment Limited</p> <ul style="list-style-type: none"> <li data-bbox="466 957 1091 989">➤ Nomination and Remuneration Committee – Member <li data-bbox="466 997 1110 1030">➤ Corporate Social Responsibility Committee – Chairman
Listed entities from which the Director has resigned in the past 3 years	Not applicable

By Order of the Board of Directors
For **National Peroxide Limited**
(Formerly Known as NPL Chemicals Limited)

Amish Shah
Company Secretary
ACS: 41237

Mumbai, July 31, 2024

INFORMATION AT A GLANCE

Particulars	Details
Date of AGM	Tuesday, August 27, 2024
Time of AGM	03:30 p.m. (IST)
Venue	Video Conference ('VC') / Other Audio-Visual Means ('OAVM')
Weblink for Members to participate in the AGM through Video Conference	https://www.evoting.nsdl.com
Service Provider for VC / OAVM Platform and remote e-Voting / e-Voting during the AGM	National Securities Depository Limited
EVEN	129646
Final Dividend	12.50 per equity share having face value of 10 each (i.e., 125%) subject to approval of Members at this AGM
Record Date for Final Dividend	Tuesday, August 20, 2024
Remote e-Voting start time and date	Saturday, August 24, 2024 at 9:00 a.m. (IST)
Remote e-Voting end time and date	Monday, August 26, 2024 at 5:00 p.m. (IST)
Cut-off date for e-Voting	Tuesday, August 20, 2024
Weblink for Members to initiate remote e-Voting	https://www.evoting.nsdl.com/
Name, address and contact details of Service Provider	National Securities Depository Limited 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013. Mr. Amit Vishal Assistant Vice President Ms. Pallavi Mhatre Senior Manager Email ID: evoting@nsdl.co.in Contact Nos.: 022 - 4886 7000 and 022 - 2499 7000
Name, address and contact details of Registrar and Transfer Agents	Link Intime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083 Email ID: rnt.helpdesk@linkintime.co.in Contact No.: +91 81081 16767 Website: https://linkintime.co.in/
Name, address and contact details of Company Secretary	Amish Shah National Peroxide Limited (Formerly Known as NPL Chemicals Limited) Neville House, J. N. Heredia Marg, Ballard Estate, Mumbai – 400 001 Email ID: investorrelations@naperol.com Contact No.: 022- 6662 0000



THE WADIA GROUP

The Group has scaled great heights in innovation and entrepreneurship, inspired by the centuries-old legacy of goodwill and trust. The British Coat of Arms, granted to Nowrosjee Wadia, symbolises this legacy and the Wadia Group's commitment to advancement and innovation.

The crest is a representation of the Group, its philosophy, beliefs and businesses. The crest and base of the shield represent the family origins in the shipbuilding industry during the 1700s. The middle and upper parts of the shield depict the Group's interests in cotton growing and its links with England in the form of the Lancastrian rose. The hand holding the hammer atop the shield signifies industriousness, together with workmanship and skill.

The sun that surrounds the hand stands for global recognition and merit.

The motto, IN DEO FIDE ET PERSEVERANTIA means 'Trust in God and Perseverance'.

www.wadiagroup.com



National Peroxide Limited
(Formerly NPL Chemicals Limited)

Registered Office

Neville House, J. N. Heredia Marg,
Ballard Estate,
Mumbai - 400 001

www.naperol.com