

Innovation

Globalisation

Partnerships

Technology

Excellence



D U C O L
ORGANICS & COLOURS LTD.

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Disclaimer

Statements in this report that describe the Company's objectives, projections, estimates, expectations or predictions of the future may be 'forward- looking statements' within the meaning of the applicable securities laws and regulations. The Company cautions that such statements involve risks and uncertainty and that actual results could differ materially from those expressed or implied. Important factors that could cause differences include raw materials' cost or availability, cyclical demand and pricing in the Company's principal markets, changes in government regulations, economic developments within the countries in which the Company conducts business, and other factors relating to the Company's operations, such as litigation, labour negotiations and fiscal regimes. Some of the images used in this report are purely for illustrative purposes only and hence they are not the photos/ images of our facilities, products or of any such nature/kind

At Ducol Organics & Colours Ltd., our journey is defined by **Innovation, Partnerships, Technology and Pursuit of Excellence**. As established players in pigment dispersions, we continually push the boundaries of **Innovation**, driving forward with cutting-edge solutions Tailored in sync with global markets. Our extensive efforts have given us a foothold in 30 countries, fostering strong **Partnerships** that fuel mutual growth. Leveraging **Technology**, we deliver products that set industry benchmarks. Our unwavering commitment to **Excellence** ensures that every aspect of our operations, from R&D to manufacturing, embodies the highest standards, enabling us to transform industries worldwide.

Who We Are

Innovative Dispersions

Established in 1994, Ducol Organics & Colours Ltd. has emerged as a leading manufacturer specialising in dispersion products. With a strong foundation rooted in a comprehensive understanding of pigments, Ducol has mastered manufacturing high-quality dispersion products, solidifying our dual-core expertise.



Three state-of-the-art manufacturing facilities and Global Reach

Three state-of-the-art manufacturing facilities support our production capabilities, with two units in Taloja and one in Mahad. This robust infrastructure enables us to meet the diverse needs of our clients and ensure the highest standards of quality and efficiency in our operations. Ducol's products have a global footprint, exported to over 30 countries, including the USA, China, South Korea, Bangladesh, Kenya, and Tanzania. This extensive market presence is a testament to global players' trust and reliability in our products.

Sound financials & Strategic Partnerships

Our commitment to strong fundamentals is evident in our healthy and growing financial ratios and positive cash flow. This economic stability underpins our operations and allows us to invest continually in innovation and expansion. We take pride in our long-standing partnerships with global players across various geographies. These relationships are built on mutual trust and a shared vision for quality and innovation in the field of dispersion products.

Ducol Organics & Colours Ltd. is dedicated to advancing in the field of pigments and dispersion, delivering excellence to our clients worldwide.



Message From The Managing Director



In the midterm, our focus will be on organic growth through expanding our customer base, geographic reach, and product offerings. In the long term, we aim to pursue strategic alliances and inorganic growth opportunities.

Dear Shareholders,

As I reflect on the past year, I do so with a blend of introspection of the challenges that we faced and optimism for what lies ahead. The latter part of FY24 brought considerable challenges, marked by tough market conditions and uncertain global trends. However, our resilience and strategic efforts have enabled us to maintain the strength of our value propositions, positioning the Company well for the future.

FY24 Performance

Our financial performance for FY24 was subdued, with revenue from operations standing at Rs. 75.41 crore, EBITDA at Rs. 6.61 crore, and PAT at Rs. 4.43 crore. The decline in raw material expenses, which had to be passed on to our customers, impacted our top line. However, we witnessed growth in volumes in the year's second half compared to the first half, reflecting a recovery in demand for our products and the overall market.

Our commitment to long-term growth remains unwavering. In April, we commercialised Shed 1 at our Mahad facility and started work on Shed II, which will be completed in FY25. Additionally, the upgrade of our unit II in Taloja is underway, further underscoring our dedication to enhancing our production capabilities.

Future Prospects

As we move into 2025, we anticipate growth in value and volume, with indicators suggesting a stronger second half of the year. Our commitment to expanding our product portfolio, exploring new business opportunities, and strengthening strategic alliances will be pivotal in achieving our growth objectives. All of this combined together will drive sustainable growth and enhance shareholder value.

In the midterm, our focus will be on organic growth through expanding our customer base, geographic reach, and product offerings. In the long term, we aim to pursue strategic alliances and inorganic growth opportunities. We are also exploring new business opportunities that may expand our scope beyond being a pigment dispersion company in the coming years.

Way Ahead

Our strategic roadmap for the future includes several key initiatives:

Operations and Growth Focus

Our primary focus remains on growth. We are actively working on our growth trajectory for the upcoming years, emphasising the expansion of our customer base, geographic reach, capacity building, and new product additions. This organic growth strategy involves increasing our footprint and touchpoints.

Exploring Inorganic Growth Opportunities

In addition to organic growth, we are exploring inorganic growth opportunities, including potential tie-ups.

Product Strategy

We are diversifying our offerings and adding new products to our portfolio. This diversification aims to meet our customers' evolving demands and expand our market presence. Furthermore, we are exploring new business opportunities that may involve stepping beyond our current focus areas. These opportunities are part of our long-term strategy, envisioning growth beyond our traditional market segments over the next few years.

Strategic Alliances and Partnerships

We are exploring strategic alliances and partnerships to strengthen our value chain, including dealership and distributorship arrangements. These alliances will aim to build critical partnerships that support our growth objectives.

Capital Expenditure

Our ongoing capital expenditure includes commencing the M2 project at Mahad following the successful commissioning and commercialisation of M1. The M2 project is expected to be completed by the end of 2025.

We thank our dedicated team, loyal customers, and all other stakeholders for their unwavering support. Despite the subdued performance in FY24, we are optimistic about the coming year. Indicators suggest stronger demand and a more robust performance in the second half of FY25.

Thank you for your continued trust and support.

Warm regards,

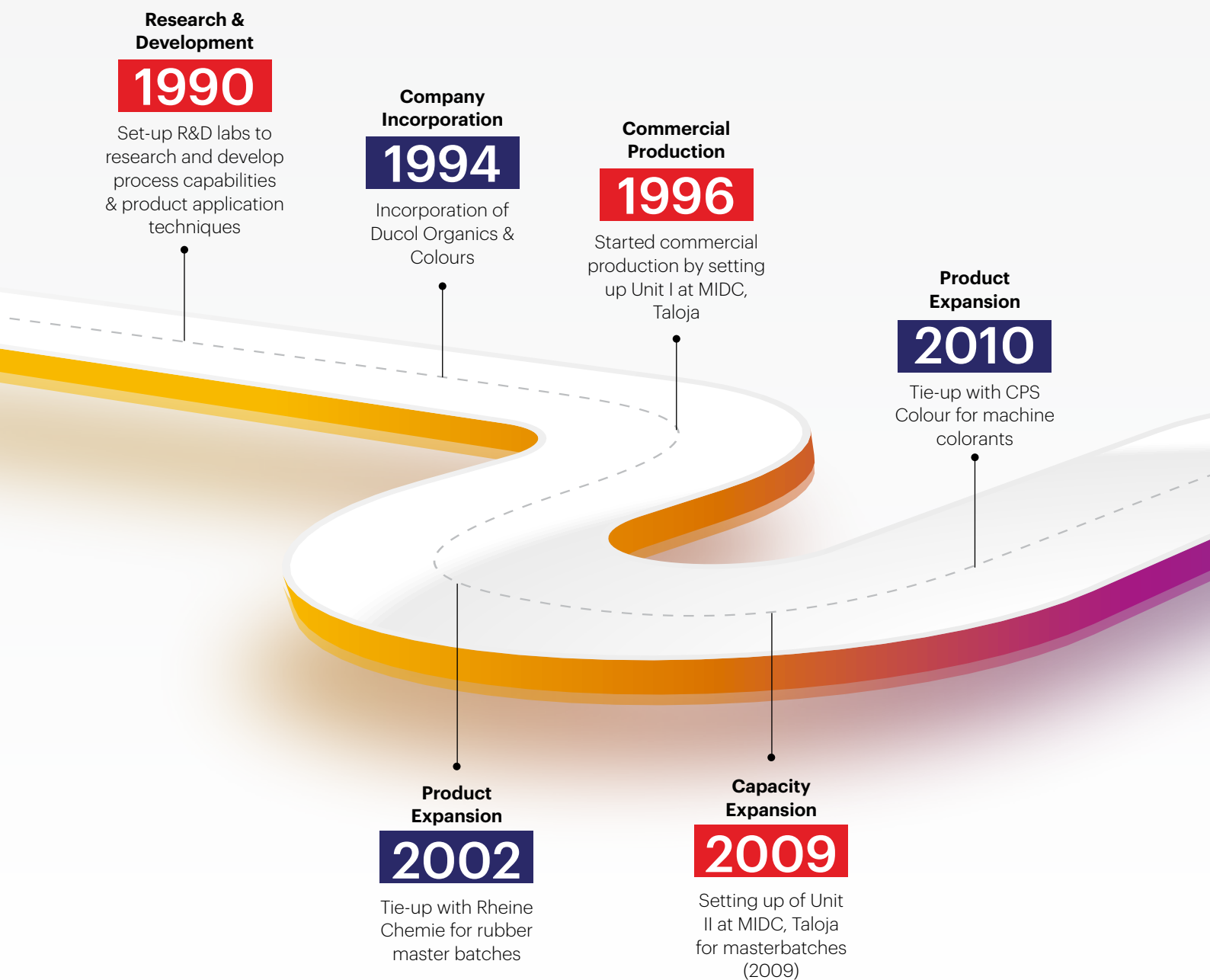
Aamer Ahmed Farid

Managing Director

Milestones

A Journey Through Colours

Ducol's journey began in 1990 as a humble laboratory focused on developing cutting-edge process capabilities and product application techniques that meet international standards. Over the decades, Ducol has blossomed into a market leader, renowned for its expertise in pigments, dispersions, masterbatches, preparations, and concentrates. Our vibrant colour solutions span various industries, including paints, inks, plastics, textiles, detergents, and paper. The past twenty-odd years have been marked by relentless research, innovation, and modernisation.



Our unwavering commitment to optimising and customising solutions has led to numerous milestones, reflecting our passion and dedication to transforming the world with colour.

**Market
Expansion****2012**

Tie-up with DIC-AP for
distribution of Ducol
products in Asia
Pacific and
Middle East

**Technology
Implementation****2014**

Implemented SAP as
operating system

**Public
Listing****2022**

SME Listing

**Capacity
Expansion****2024**

Commercialization
of shed 1 in
Mahad Plant

**Capacity
Expansion****2019**

Setting up facilities at
Mahad

Our Strategic Foundations

Vision in Vivid Colours



Vision

To create sustainable growth in pigments and dispersions and to be the industry's preferred partner globally.



Mission

To improve values at the product level providing operational convenience and innovative solutions to our customers.

Our Business Model



Value We Create

Innovative and high-quality dispersion products tailored to industry needs
Strong customer loyalty and satisfaction
Global reach with exports to over 30 countries
Expertise in pigments and dispersion technology



Our Resources

Products: Dutint, Duprint, Duplast, Dutex, Dusperse, Dupren, Dupralin

Manufacturing Facilities:
3 units (2 in Taloja, 1 in Mahad)

Advanced technology and machinery for wet and dry dispersions, masterbatches

R&D Centers: Analytical, Synthesis, Product Development, and Application Labs

Human Resources: Experienced management and technology team with over 20 years of experience



Philosophy

Expertise through better understanding of colour, colour management and technology.



Profit Formula

Revenue Generation: Sale of dispersion products globally and domestically

Cost Management: Efficient production processes and modernisation to reduce costs

Profit Margins: Maintaining strong EBITDA and PAT margins through value addition and market expansion

Investment in Growth: Strategic CapEx for capacity expansion and new product development



Processes

Research & Development: Continuous innovation and product improvement

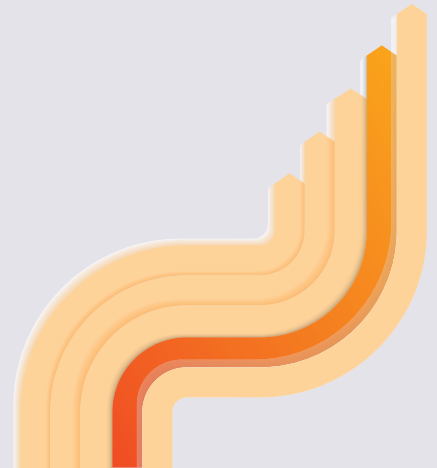
Quality Assurance: High standards for quality checks and consistency

Operational Processes: Advanced manufacturing facilities and SAP implementation

Customer Feedback Integration: Customizing products based on client needs

Global Footprint of Ducol

Ducol's impressive track record reflects its unwavering commitment to nurturing strong client relationships and expanding its global presence. Our extensive client base of market customers, which spans both domestic and international markets, highlights our products' global appeal and reliability. This wide-reaching influence speaks volumes about the resonance and trust our offerings have garnered worldwide.



Over the past two decades, we have built and sustained relationships that underline the trust and respect we have earned. These long-standing partnerships are a testament to our relentless drive to add value and ensure the success of our clients worldwide.

Each region we serve is a cornerstone of our global strategy, reflecting our dedication to meeting diverse market needs and our ability to consistently deliver exceptional results. As we continue to grow and innovate, our focus remains on enhancing our global reach and maintaining the high standards that our clients have come to expect from Ducol.





Technology

Ducol's Diverse Product Lineup

Ducol offers a vibrant range of products tailored to various industrial needs and applications. Their extensive product portfolio highlights their commitment to diversity and adaptability, precisely addressing the specific demands of multiple sectors.



Paints & Coatings



Printing Inks



Plastics



Textiles



Paper



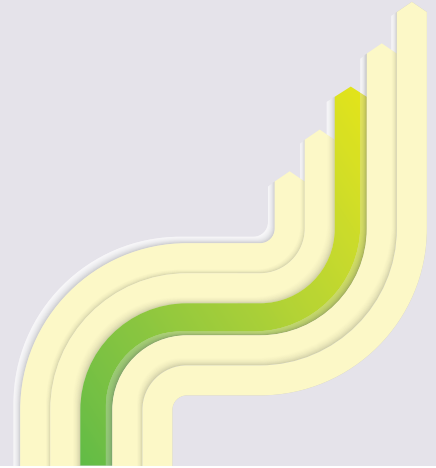
Detergents



Partnerships

Ducol's Colourful Client Spectrum

Ducol's reach extends to marquee clients across diverse industries, such as paints, inks, textiles, rubber, plastics, paper, soaps, and detergents. Our enduring associations with clients across these domains underscore our unwavering commitment to product delivery. This varied client base provides Ducol with a resilience buffer against potential economic challenges in any industry. Proudly, Ducol exports to over 30 countries and has built lasting relationships with domestic and international clients.



Marquee Clients

Industry Leaders in India



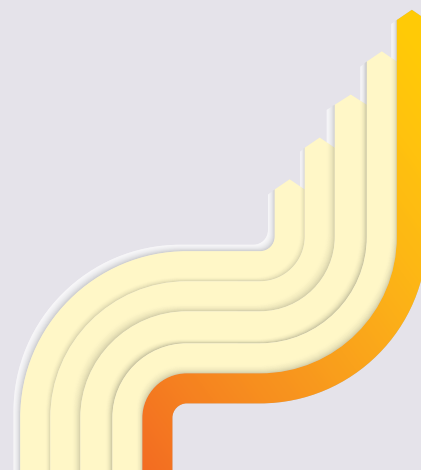
Marquee Clients – Globally



Innovation

Product Development

Ducol Organics & Colours Ltd. has established a robust foundation in product development, which has been pivotal in driving the company's growth and innovation. The journey began with the basic setup of product development labs, focusing on developing expertise and mastering solutions. This foundational work laid the groundwork for transitioning to a commercial manufacturing base, ensuring that Ducol's products are at the forefront of technological advancements.



Technology Infrastructure:

Ducol has a technology infrastructure that includes Analytical, Synthesis, Product Development, and Product Application Labs spread across three centres. This extensive setup enables thorough testing, development, and refinement of products to meet market demands and regulatory standards.



Continuous Technological Research:

The company's commitment to innovation is evident through its ongoing technological research. This research is bolstered by a multi-point employee training program, ensuring the staff is well-versed in the latest industry trends and technologies.



Experienced Team:

Ducol's technology team is led by industry experts with over 20 years of experience. This wealth of knowledge and expertise drives the company's R&D efforts, ensuring that Ducol remains at the cutting edge of the pigments industry.



Stringent Quality Standards:

The company adheres to high standards for quality checks, which are conducted periodically according to stringent test plans. These rigorous quality control measures ensure that every product meets the highest standards of quality and reliability.



Assured Quality and Consistency:

Ducol strongly emphasises the assured quality and consistency of its products. These attributes are critical for success in the pigments industry, where reliability and performance are paramount.

Manufacturing Excellence

The company operates three manufacturing units strategically located to maximise production efficiency and capacity. The Taloja Plant, situated in Taloja, Maharashtra, houses two units, Taloja T1 and Taloja T2. The Mahad Plant is comprised of a single unit in Mahad, Maharashtra.

Ducol Organics & Colours Ltd. stands out as a prominent manufacturer of pigment dispersions, leveraging extensive experience and state-of-the-art technology to deliver high-quality products. The company operates three manufacturing units strategically located to maximise production efficiency and capacity. The Taloja Plant, situated in Taloja, Maharashtra, houses two units, Taloja T1 and Taloja T2. The Mahad Plant is comprised of a single unit in Mahad, Maharashtra. The manufacturing infrastructure supports a variety of dispersion and batching processes tailored to meet diverse industry requirements.

The current production capacities are as follows: Wet Dispersions range from 3,000 to 4,000 MTPA, Dry Dispersions range from 15,000 MTPA, and Master Batches range from 2,000 to 3,000 MTPA. These capacities indicate Ducol's ability to cater to large-scale demands while maintaining flexibility for product mix adjustments. These capacities are currently under expansion.

Ducol's manufacturing facilities are ISO 9001:2015 certified, ensuring adherence to quality management systems. The company is also recognised as a government export house, reflecting its global reach and compliance with international standards. With a total manufacturing area of over 100,000 sq.ft., Ducol has an extensive infrastructure to support large-scale production. The company is committed to ongoing modernisation, investing in top-grade and latest technology alongside high-end machinery for producing wet and dry dispersions and masterbatches.

Ducol's commitment to quality, continuous improvement, and technological advancement positions it as a leader in the pigment dispersion industry, capable of meeting its clients' dynamic needs.

Production Capabilities

100,000 Sq Ft

Total Manufacturing Area

3-4,000 MTPA

Wet Dispersions

15,000 MTPA

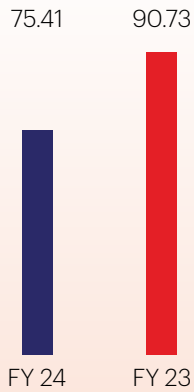
Dry Dispersions

2-3,000 MTPA

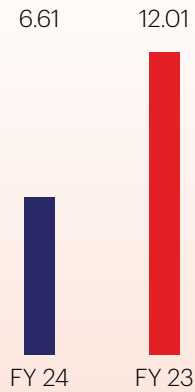
Master Batches

Financial Highlights

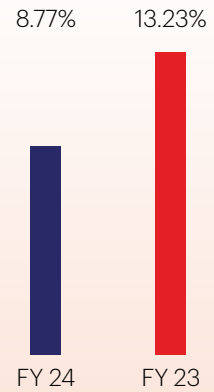
Revenue from operations



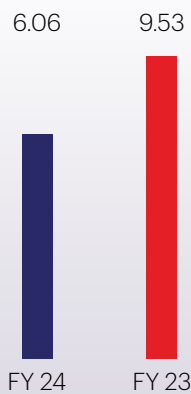
EBITDA



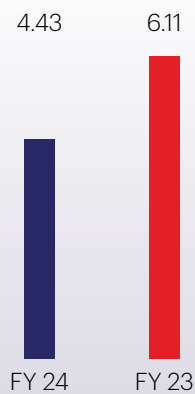
EBITDA Margin %



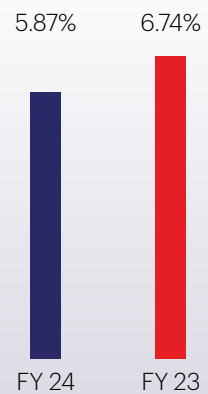
Profit Before Tax



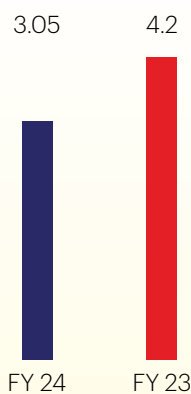
Profit After Tax



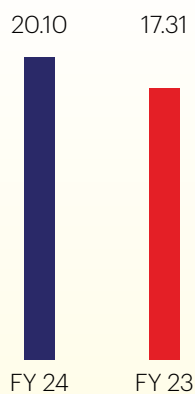
PAT Margin %



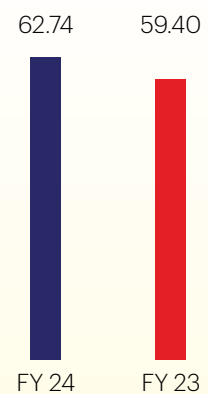
Basic EPS* (in Rs.)



Fixed Assets



Networth



Notice of Annual General Meeting

Notice is hereby given that the 30th Annual General Meeting of the members of Ducol Organics And Colours Limited (Formerly known as Ducol Organics & Colours Private Limited) will be held on Friday, 13th September, 2024 at 2:30 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

Ordinary Business:

Item no. 1: Adoption of Standalone audited financial statements of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors and Auditors thereon.

To consider and pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board and Independent Auditors thereon and other Annexures and attachment therewith, as circulated to the members be and are hereby received, considered, approved and adopted."

Item no. 2: Re-appointment of Mr. Hani Ahmed Farid (holding DIN: 00711968) as a director liable to retire by rotation.

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be, and is hereby accorded to the re-appointment of Mr. Hani Ahmed Farid (holding DIN: 00711968) as a Director, to the extent that he is required to retire by rotation."

Item no. 3: To declare a Dividend of ₹ 0.50 per share (i.e., 5% on face value) per Equity share of face value of ₹10/- each fully paid-up of the Company for the financial year ended March 31, 2024.

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

"RESOLVED that a Dividend of ₹ 0.50 per share (i.e., 5% on face value) (Equity) Share of the face value of ₹ 10 each for the year ended 31st March, 2024 on 1,45,40,000 Ordinary (Equity) Shares of the Company aggregating ₹ 72.7 Lakhs as recommended by the Board of Directors be declared and that the said Dividend be distributed out of the Profits for the year ended on 31st March, 2024."

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
DUCOL ORGANICS AND COLOURS LIMITED**

Place: Mumbai
Date : 14/08/2024

Sd/-
SABINA QURESHI
Company Secretary
ACS: A65859

Registered Address:

Office No 302, Express Building, 14-E Road, Churchgate, Mumbai 400020

NOTES

- Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, read with other related circulars including General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, ("MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with other related SEBI circulars including Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI ("SEBI Circulars"), companies are allowed to hold AGM through VC, without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC. Electronic copy of the Annual Report for the financial year 2024 is being sent to all the members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes. In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2024 and Notice of the 30th AGM of the Company, may send request to the Company's e-mail address at cs@ducol.com mentioning Folio No./DP ID and Client ID
- Effective April 1, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details viz. (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature, shall be eligible to get dividend only in electronic mode. Accordingly, payment of dividend (as and when declared), subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios. Shareholders are requested to complete their KYC by writing to the Company's RTA, M/s Bigshare Services Pvt.Ltd. The forms for updating the same are available at Company's website <https://www.ducol.com/> and RTA <https://www.bigshareonline.com/>.
- In compliance with Section 108 of the Companies Act, 2013 (the "Act") (including any statutory modifications or reenactment thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended from time to time, read with MCA Circulars, SEBI Circular and pursuant to Regulation 44 of SEBI (Listing obligations and Disclosure Requirements) Regulations 2015 ("the Listing Regulations"), permitted the holding of Annual General Meeting through Video Conference (VC) or Other Audio-Visual Means (OAVM) without the physical presence of Members at a common venue, the 30th Annual General Meeting of the Members of the Company is being held

through VC/OAVM. Hence, the Members can attend and participate in the ensuing 30th AGM through VC/OAVM only. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue for the 30th AGM.

4. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 30TH AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON THEIR BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS 30TH AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS & SEBI CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

5. The Company has engaged the services of MessrsBigshare Services Private Limited (Hereinafter referred to as the “Registrar and share transfer agent”), who are also the Registrar and Transfer Agent of the Company, as the authorized agency for conducting the VC/OAVM 30th AGM and providing remote e-voting facility for the 30th AGM of the Company. The instructions for participation by Members are given in the subsequent paragraphs.
6. MessrsDeep Shukla & Associates, through its Proprietor Shri Deep Shukla (FCS 5652/CP No. 5364), Practicing Company Secretaries (hereinafter referred to as the “Scrutinizer”), has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the AGM of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the 30th AGM. The result will also be submitted to the www.nseindia.com and also will be disseminated on <https://www.ducol.com/>.
7. The Notice of the 30th Annual General Meeting along with the Annual Report for the financial year 2023-24 is being sent only by electronic mode to those Members whose email addresses are registered with the MessrsBigsharesServices Private Limited/Depositories pursuant to the MCA Circulars 10/2022 dated December 28, 2022 read with Securities Exchange Board of India Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023. The members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2023-24 will also be available on the Company's website <https://www.ducol.com/> and on the website of National Stock Exchange of India Limited at <https://www.nseindia.com/>. Members can attend and participate in the 30th Annual General Meeting through VC/OAVM facility only.
8. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also

annexed.

9. The Members attending the 30th AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum pursuant to Section 103 of the Act.
10. Members seeking any information with regard to the accounts or any matter to be placed at the 30th AGM, are requested to write to the Company at least 03 days before the 30th AGM so as to enable the Management to keep the information ready at the Meeting, by mentioning their name demat account number/folio number, email id, mobile number through email at cs@ducol.com. The same will be replied by the Company suitably.
11. Those Members who intend to speak at the 30th AGM can register themselves as Speaker by marking their email to cs@ducol.com at least 03 days before the 30th AGM. Those shareholders who have registered themselves as a speaker will only be allowed to express their ask questions during the meeting.
12. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
13. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
14. Institutional/corporate shareholders (i.e., other than individuals, HUF, NRI, etc.), are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorisation etc., authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting. The said Resolution/Authorisation shall be sent by e-mail on Scrutinizer's e-mail address at cs@ducol.com with a copy marked to csoffice@deepshukla.com. Corporate Members/Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on the “Upload Board Resolution/Authority Letter” displayed under the “e-Voting” tab in their login.
15. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all days except Sunday & public holidays between 09.30 a.m. to 02.00 p.m. up to the date of 30th Annual General Meeting.
16. The Register of Members and share transfer books of the Company will remain closed from September 06, 2024 to September 13, 2024 (both days inclusive).
17. The Company has fixed cutoff date i.e.; September 05, 2024 for determining the eligibility for e-voting by electronic means at 30th AGM.
18. Members are requested to promptly notify any changes in their addresses to the Registrar and Share Transfer Agent i.e., Messrs. Bigshare Services Private Limited at

their Address Office Pinnacle Business Park, Office No S6-2, 6th, Mahakali Caves Rd, next to Ahura Centre, Andheri East, Mumbai, 400093.

19. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cutoff date i.e., September 05, 2024.
20. In order to exercise strict control over the transfer documents, members are requested to send the transfer documents/ correspondence, if any, directly to: Bigshare Services Private Limited Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India Phone : 022-62638200 | Fax : 022-62638299 Email : info@bigshareonline.com.
21. In terms of Section 152 of the Act, Mr. Hani Ahmed Farid (holding DIN: 00711968), Managing Director is liable to retire by rotation at this 30th Annual General Meeting and being eligible, has offered himself for reappointment.
22. Members who have not yet registered their e-mail addresses are requested to register the same with their DP in case the shares are held by them in demat mode.
23. Pursuant to MCA and SEBI Circular, the facility to appoint proxy to attend and cast vote for the members is not available for this 30th AGM. However, in pursuance of Section 112 and Section 113 of the Act representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting. Accordingly, Corporate Members (i.e., other than individuals / HUF, NRI, etc.) intending to send their authorised representatives to attend the meeting are requested to send to the Scrutinizer a scanned copy of the Board or governing body Resolution/Authorization etc., authorising their representatives to attend the e-AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through the registered email address to csoffice@deepshukla.com.
24. The remote e-Voting period will commence on September 10, 2024, AT 9:00 A.M (IST) and end on September 12, 2024, AT 05:00 P.M. (IST). During this period, Members of the Company, holding shares in dematerialized form, as of the cut-off date of September 05, 2024 may cast their vote by remote e-Voting.
25. The remote e-Voting module shall be disabled by Messrs Bigshare Services Private Limited for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
26. The e-Voting module on the day of the 30th AGM shall be activated during the proceeding of the 30th AGM and shall be disabled by Messrs Bigshare Services Private Limited for voting 15 minutes after the conclusion of the 30th AGM.
27. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All

documents referred to in the Notice will be available electronically for inspection by the Members during the 30th AGM, Members seeking to inspect such documents can send an email to cs@docol.com.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING:

- 1) In compliance with Regulation 44, SEBI Listing Obligation and Disclosure Requirements, 2015 as amended from time to time, provisions of Section 108 and other applicable provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means ("e-Voting") and the items of business as detailed in this Notice may be transacted through e-voting services provided by Bigshare Services Private Limited (RTA).
- 2) The Remote E-voting facility will commence from 09:00 AM (IST) on September 10, 2024 and will end at September 12, 2024 PM (IST) on 5 :00 P.M. Remote E-voting will not be allowed beyond the aforesaid date and time and the Remote E-voting module shall be disabled by Bigshare Services Private Limited upon expiry of aforesaid period.
- 3) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / beneficial owner as on the cut-off date i.e., September 05, 2024.
- 4) In order to increase the efficiency of the voting process, SEBI has decided to enable e-voting to all the demat account holders (including public non-institutional shareholders/retail shareholders) by way of a single login credentials, through their Demat accounts or websites of Depositories/Depository Participants. Demat account holder shall be able to cast their vote without having register again with the e-voting service providers.
- 5) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Bigshare i-Vote E-Voting System

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on September 10, 2024 and 09:00 AM and ends on September 12, 2024 and 05:00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 05, 2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants**. Demat account holders would be able to

cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

1. Pursuant to above said SEBI Circular, Login method for

e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website 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 i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link 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 e-voting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdEasDirectReg.jsp</p> <p>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 name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter your ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password, please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’. (In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**INFAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/ UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.
- NOTE:** If Custodian have registered on to e-Voting

system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**'.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
 - Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
 - Click on upload document "**CHOOSE FILE**"

and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".

Note: The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote, select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD**". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on custodian portal.

Helpdesk for queries regarding virtual meeting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

4. Procedure for joining the AGM/EGM through VC/OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

The Members may attend the AGM through VC/OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on "VC/OAVM" link placed beside of "VIDEO CONFERENCE LINK" option.
- Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM areas under: -

- The Members can join the AGM/EGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

Annexure to Notice

Details of Directors seeking appointment / re-appointment at the Annual General Meeting

[In pursuance of Clause 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015]

Name of Director	Mr. Hani Ahmed Farid
DIN	00711968
Date of Birth	September 20, 1955
Actual date of Appointment	June 16, 1994
Qualifications	B.Com.
Expertise in Specific Functional Area	He has been associated with our Company since Inception and has been designated as Whole-Time Director w.e.f. October 1, 2022. He is actively involved in day-to-day business administration and marketing of the Company.
Directorships held in other listed companies (As on March 31, 2024)	Nil
Chairmanships/ Memberships of the Committees of the Board of Directors of other listed companies (As on March 31, 2024)	Nil
Shareholding of Directors (As on March 31, 2024)	28,01,290
Relationship between Directors inter-se	Mr. Hani Ahmed Farid is a brother of Mr. Aamer Ahmed Farid (Managing Director)

Board's Report

To,
The Members,
Ducol Organics And Colours Limited,

Your directors are pleased to present the 30th Annual Report of the business and operations of your Company Ducol Organics And Colours Limited (hereinafter referred to as the said "Company" or "DUCOL") accompanied with Audited Financial Statements for the Financial Year ended on March 31, 2024. The standalone performance of the Company has been consider whenever required.

1. FINANCIAL RESULTS

The summarized financial performance for the financial year under review compared to the previous financial year is given here-in-below:

[Amounts in Lakhs]

	Current Financial Year ended on March 31, 2024	Previous Financial Year ended on March 31, 2023
Revenue from Operations	7540.50	90,73.30
Other Income	360.74	70.69
Total Revenue	7901.25	9143.99
Less: Total Expenditure (Excluding Depreciation, Finance Costs, and Taxes)	6879.28	7872.63
Profit / (Loss) before Depreciation, Finance cost & Tax	1021.96	1271.36
Less: Depreciation and amortization	237.41	137.95
Less: Finance Cost	178.32	180.65
Profit before Tax	606.24	952.76
Less: Provision for Tax (Including for prior year and deferred tax)	163.32	341.56
Profit after Tax	442.91	611.20
Earnings per equity share – Basic and diluted	₹ 3.05	₹ 4.20

2. REVIEW OF OPERATIONS

The Company's total revenue from operations decreased by 16.89% at ₹75.41 crores (previous year ₹90.73 crores) and Net Profit after Tax decreased by 27.53% at ₹4.43 crores (previous year ₹6.11 crores)

3. STATE OF AFFAIRS AND FUTURE OUTLOOK:

Your company has proactively initiated measures to navigate these challenges and drive growth. Key focus areas include optimizing supply chain efficiencies, expanding capacities, fostering innovation through the development of new products, and strengthening marketing and operational capabilities. By addressing these areas strategically, your company is poised to overcome obstacles and thrive in the evolving business landscape of 2024-25.

4. DIVIDEND AND RESERVES

Your directors have pleasure in recommending payment of dividend ₹0.50/- being 5% per share on Equity Shares of ₹10/- for the financial year ended 31st March 2024. This will absorb a total cash outflow of ₹72.70 Lacs The dividend, if approved, will be paid to those members whose names shall appear on the Register of Members /

List of Beneficiaries as on, 5th September 2024.

During the financial year under review, the Company has not transferred any amount to the General Reserve.

5. CHANGE IN THE NATURE OF THE BUSINESS OF THE COMPANY

During the financial year under review, there has been no change in the nature of the business of the Company.

6. INITIAL PUBLIC OFFER ("IPO") AND LISTING:

During the year under review, the company has not issued any securities and therefore there is no change in the share capital of the company.

As on March 31, 2024, the authorized capital of the company was INR 15,00,00,000/- (Indian Rupees Fifteen Crores only) divided into 1,50,00,000 (One crore fifty Lacs only) Equity Shares of INR 10/- (Indian Rupees Ten Only) each.

Further, the issued, subscribed and paid-up share capital of the company was INR 14,54,00,000/- (Indian Rupees Fourteen Crores Fifty-Four Lacs only) divided into 1,45,40,000 (One Crore Forty -Five Lacs Forty Thousand Only) Equity Shares of INR 10/- (Indian Rupees Ten Only) each.

7. INVESTORS EDUCATION AND PROTECTION FUND ("IEPF") RELATED INFORMATION:

Section 125 of the Companies Act, 2013 ('the Act'), read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules'), provides that, all unpaid or unclaimed dividends shall be transferred by the Company to the IEPF Authority established by the Government of India after the completion of seven years. Further, according to the said IEPF Rules, the shares on which dividend remains unpaid or unclaimed by the shareholders for seven consecutive years or more shall also be transferred to the Demat account of the IEPF Authority.

The details of unpaid and unclaimed dividends lying with the Company as on March 31, 2024 are uploaded on the website of the Company and can be accessed through the link <https://www.ducol.com/>

Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial years 2023-24 transferred to the Unclaimed Dividend Account all the shares in respect of which has been remained unpaid or unclaimed. Details of shares so far transferred to the Unclaimed Dividend Account are available on the website of the Company and the same can be accessed through the link: <https://www.ducol.com/>.

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority.

Last date to claim Unclaimed/Unpaid Dividends before transfer to IEPF for the Financial Year 2022-23, are as under;

Statement of Unclaimed Dividend for the F.Y 2022-23

Name of Shareholders	Address	Number of Equity Shares held	Amount (INR)	Tentative Due Date for Transfer in IEPF
Mr. David Edward Wilde	C O Aashish Poredi National P Post Post Box 5822 Sharjah UAE 999999	1600	950	25th September, 2029
Mr. Mathews Mathew Kakkudimannil	202 Bethel Cross Road No 3, IC Colony, Borivali West, Mumbai - 400 103	1600	1200	25th September, 2029
Mr. Mudit Trivedi	A 1 First Floor, Parsvnath Par Mohan Nagar, Ghaziabad 201007	6400	4800	25th September, 2029
Mr. Naveen Chokkakula	Rly Qr No 2, F2 Unit 8, Old Settlement Dt Midnapur W Kharagpur 721301	1600	1200	25th September, 2029
Mr. Haresh Parchani	36 Tollygunge Circular Road Near Mahabirtala Petrol Pump, Kolkata 700053	1600	1200	25th September, 2029
GRAND TOTAL		12800	9350	

The last date for claiming unclaimed dividend for the Financial Year 2022-23 is 25th September, 2029.

8. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT.

There were no material changes and commitments affecting the financial position of the Company between the end of the financial year to which the financial statements relate and up to the date of this report.

9. MANAGEMENT DISCUSSION AND ANALYSIS.

The Management Discussion and Analysis as required in terms of the Listing Regulations is annexed to the report as "Annexure I" and is incorporated herein by reference and forms an integral part of this report.

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

- Appointments or Re-appointment and Cessation of Directors and Key Managerial Personnel
 - Pursuant to the provisions of Section 152 of the Act, Mr. Hani Ahmed Farid (holding DIN: 00711968) retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment. The Board recommends the said reappointment for shareholders' approval.
 - Mrs. Manisha Agrawal has resigned from the post of CFO w.e.f. July 31, 2024. The Board appreciated the work done by her during her tenure.

As on 31st March, 2024, the following were Key Managerial Personnel (KMP) of the Company in accordance with the provisions of Section 203 of the Act.

Sr. No.	Name of KMP	Designation
1.	Mr. Aamer Ahmed Farid	Managing Director
2.	Mr. Hani Ahmed Farid	Whole Time Director
3.	Ms. Sabina Qureshi	Company Secretary & Compliance Officer
4.	*Mrs. Manisha Agrawal	Chief Financial Officer

* Resigned w.e.f. July 31, 2024

11. SEPARATE MEETING OF INDEPENDENT DIRECTORS: BOARD EVALUATION & DISCUSSIONS WITH INDEPENDENT DIRECTORS:

Pursuant to paragraph VII of Schedule IV, in terms of Section 149 (8) of Companies Act, 2013 and Regulation 25 (3) & (4) of Securities Exchange Board of India (Listing Obligations and Disclosure requirements, 2015), the Board's policy is to regularly have separate meetings with Independent Directors, to update them on all business-related issues, new initiatives and changes in the industry specific market scenario. At such meetings, the Executive Directors and other Members of the Management make presentations on relevant issues.

Sr.no	Name of Directors	Ms. Shivani Tiwari	Mr. Ratnakar V. Rai	Mr. Abhishek Agrawal
	Designation as on March 31,2024	Independent Director	Independent Director	Independent Director
1	12, February, 2024	Y	Y	Y

Pursuant to the provisions of the Companies Act, 2013 and the Listing Agreement/SEBI (LODR) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its committees. The Directors expressed satisfaction with the evaluation process.

12. DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received the necessary declaration from each Independent Director in accordance with Section 149(7) of the Act and Regulations 16(1)(b) and 25(8) of the SEBI Listing Regulations, that he/she meets the criteria of independence as laid out in Section 149(6) of the Act and Regulations 16(1)(b) of the SEBI Listing Regulations.

In the opinion of the Board, there has been no change in the circumstances which may affect their status as 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 Act and applicable rules thereunder) of all Independent Directors on the Board. Further in terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Independent Directors of the Company have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs.

13. COMPOSITION OF BOARD, NUMBER OF BOARD MEETINGS & ITS POLICY:

The existing policy is having a blend of appropriate combination of executive, non-executive and independent directors to maintain the independence of the Board and separate its functions of governance and management. As of March 31, 2024, the Board had 5 (Five) members, consisting of 2 (Two) executive directors, 01(One) non-executive & independent director of the board is a woman and 2 (Two) Independent directors. Dates for Board Meetings are well decided in advance and communicated to the Board and the intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the Listing Agreement. The information as required under Regulation 17(7) read with Schedule II Part A of the LODR is made available to the Board. The agenda and explanatory notes are sent to the Board in advance. The Board periodically reviews compliance reports of all laws applicable to the Company. The Board meets at least once a quarter to review the quarterly financial results and other items on the agenda and also on the occasion of the Annual General Meeting ('AGM') of the Shareholders. Additional meetings are held, when necessary.

Further, Committees of the Board usually meet on the same day of formal Board Meeting, or whenever the need arises for transacting business. The recommendations of the Committees are placed before the Board for necessary approval and noting.

During the Financial Year 2023-24, the Company held 05 (Five) board meetings of the Board of Directors as per Section 173 of Companies Act, 2013 which is summarized below. The provisions of Companies Act, 2013 was adhered to while considering the time gap between two meetings.

Sr No.	Dates of Meeting	Board Strength	No. of Directors Present
1.	08-05-2023	5	5
2.	19-05-2023	5	5
3.	24-08-2023	5	5
4.	06-11-2023	5	5
5.	12-02-2024	5	5

Attendance details of Directors for the year ended March 31, 2024 are given below:

Name of the Directors	Category	No. of Board Meetings attended
Mr. Aamer Ahmed Farid	Managing Director	5
Mr. Hani Ahmed Farid	Whole-time Director	5
Mr. Ratnakar Venkappa Rai	Independent Director	5
Mr. Shivani Shivshankar Tiwari	Independent Director	5
Mr. Abhishek Agrawal	Independent Director	5

14. FORMATION OF THE COMMITTEES OF THE BOARD

COMPOSITION AND NUMBER OF MEETING OF THE AUDIT COMMITTEE:

Your Company has formed an Audit Committee pursuant to Section 177 of the Companies Act, 2013 and Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. All members of the Audit Committee are Independent Director possess strong knowledge of accounting and financial management.

During the year ended 31st March, 2024, 04 (Four) meetings of the Committee were held the dates of which are 8th May, 2023, 19th May, 2023, 24th August, 2023, 6th November, 2023 And 12th February, 2024.

Details of Composition of the Committee:

Sr. No	Name of Director	Position in Committee	No. of Meetings Attended
1	Mr. Ratnakar Venkappa Rai	Chairperson, Independent Director	05
2	Ms. Shivani Tiwari	Member, Independent Director	05
3	Mr. Abhishek Agrawal	Member, Independent Director	05

The primary objective of the Audit Committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The Committee oversees the work carried out in the financial reporting process by the Management, the statutory auditor and notes the processes and safeguards employed by each of them.

COMPOSITION OF THE NOMINATION & REMUNERATION COMMITTEE:

Pursuant to Section 177 read with Regulation 19 of Securities Exchange Board of India (listing Obligations and Disclosure requirements) 2015, your Company has formed a Nomination & Remuneration Committee to lay down norms for identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.

Furthermore, Nomination & remuneration committee look after remuneration payable to directors, key managerial personnel and senior management.

The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employee's determination of qualified Directors for induction in the board remuneration of the executive as well as non-executive directors and executives at all levels of the Company.

The Nomination & Remuneration committee has been assigned to approve and settle the remuneration package with optimum blending of monetary and non-monetary outlay.

During the year ended 31st March, 2024, 02 (Two) meeting of the Committee were held on 24th August, 2023 and 6th November, 2023.

Details of the Composition of the Committee and attendance during the year are as under:

Sr. No	Name of Director	Category	No. of Meetings Attended
1	Mr. Ratnakar Venkappa Rai	Chairperson, Independent Director	02
2	Miss Shivani Tiwari	Member, Independent Director	02
3	Mr. Abhishek Agrawal	Member, Independent Director	02

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors. This policy also lays down criteria for selection and appointment of Board Members.

The Nomination & Remuneration Committee is authorized to decide Remuneration to Executive Directors. The Remuneration structure comprises of Salary and Perquisites. Salary is paid to Executive Directors within the Salary grade approved by the Members.

The Nomination & Remuneration committee has been assigned to approve and settle the remuneration package with optimum blending of monetary and non-monetary outlay.

In terms of requirements prescribed under Section 178(3) of the Companies Act, 2013, the Nomination and Remuneration Policy inter-alia providing the terms for appointment and payment of remuneration to Directors and Key Managerial Personnel.

The policy is available on our website <https://www.ducol.com>.

During the year under review, the details of remuneration paid to Directors and Key Managerial Personnel are as under:

Sr.No.	Name of Directors and KMP	Designation	Remuneration per annum (In Lakhs.)
1	Mr. Aamer Ahmed Farid	Whole-time Director	84.00/-
2	Mr. Hani Ahmed Farid	Whole-time Director	78.00/-
3.	Mrs. Manisha Agrawal	Chief Financial Officer	4.63/-
4.	Ms. Sabina Qureshi	Company secretary	5.82/-

Nomination and Remuneration Policy

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors. This policy also lays down criteria for selection and appointment of Board Members. The Board of Directors is authorized to decide Remuneration to Executive Directors. The Remuneration structure comprises of Salary and Perquisites. Salary is paid to Executive Directors within the Salary grade approved by the Members. The Nomination & Remuneration committee has been assigned to approve and settle the remuneration package with optimum blending of monetary and non-monetary outlay.

In terms of requirements prescribed under Section 178(3) of the Companies Act, 2013, the Nomination and Remuneration Policy inter-alia providing the terms for appointment and payment of remuneration to Directors and Key Managerial Personnel.

During the year, there have been no changes to the Policy. The same is annexed to this report as "Annexure II" and is available on our website www.ducol.com.

COMPOSITION OF THE STAKEHOLDER'S RELATIONSHIP COMMITTEE:

Pursuant to Section 178 of the Companies Act, 2013 read with Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee reviews Shareholder's/ Investor's complaints. This Committee is also empowered to consider and resolve the grievance of other stakeholders of the Company including security holders.

During the year ended 31st March, 2024, 02 (Two) meetings of the Committee were held, the dates of which are 19th May, 2023 and 6th November, 2023.

Sr. No	Name of Director	Category	No. of Meetings Attended
1	Mr. Ratnakar Venkappa Rai	Chairman, Non- Executive Director	02
2	Miss Shivani Tiwari	Member, Independent Director	02
3	Mr. Abhishek Agrawal	Member, Independent Director	02
4	Mr. Aamer Ahmed Farid	Member, Managing Director	02

Details of the composition of the Committee and attendance during the year are as under:

The details of complaints received and resolved during the Financial Year ended March 31, 2024 are given in the Table below. The complaints relate to non-receipt of annual report, dividend, share transfers, other investor grievances, etc.

Details of complaints received and resolved during the Financial Year 2023-24:

Particulars	Number of Compliant
Opening as on April 1, 2023	-
Received during the year	-
Resolved during the year	-
Closing as on March 31, 2024	-

15. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) & 134(5) of the Companies Act, 2013, the Board of Directors of the Company hereby confirm that:

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors have prepared the annual accounts on a 'going concern' basis;
- (e) the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

16. CODE FOR PROHIBITION OF INSIDER TRADING

Your Company has adopted the Internal Code of conduct for Regulating, monitoring and reporting of trades by Designated persons under the Securities Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 ("Code") for prohibition of insider trading in the securities of the DUCOL to curb the practice for dealing in the securities while having Unpublished Price Sensitive Information ("UPSI") by the Insiders of the Company.

The Code, inter alia, prohibits dealing in securities by insiders while in possession of unpublished price sensitive information. The said Code has been amended, from time to time, to give effect to the various notifications/circulars of Securities and Exchange Board of India ("SEBI") with respect to the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Your Company has also formulated and adopted the Policy and Procedures for inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information [Under Regulation 9A (5) of Securities and Exchange Board of India (Prevention of Insider Trading) Regulations, 2015].

17. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 in respect of employees of the Company, is enclosed as "Annexure III" and forms an integral part of this report.

Further, as per the provisions specified in Chapter XIII of Companies (Appointment & Remuneration of Managerial Personnel) Amendment Rules, 2016, none of the employees of the Company are in receipt of remuneration exceeding ₹ 1,02,00,000/- per annum, if employed for whole of the year or ₹ 8,50,000/- per month if employed for part of the year.

18. ANNUAL RETURN:

Pursuant to Notification dated 28th August, 2020 issued by the Ministry of Corporate Affairs as published in the Gazette of India on 28th August, 2020, the details forming part of the extract of Annual Return in Form MGT-9 is not required to be annexed herewith to this report. However, the Annual Return will be made available at the website of the Company at: www.ducol.com.

19. DETAILS OF SUBSIDIARY/JOINT VENTURES/ ASSOCIATE COMPANIES:

The Company does not have any subsidiary / Associate company and has not entered into a joint venture with any other company.

20. STATUTORY AUDITORS' AND AUDITORS' REPORT:

The Members of the Company at the 29th Annual General Meeting ('AGM') held on September 26, 2023 approved the appointment M/s Choudhary Choudhary & Co., Chartered Accountants (Firm Registration No. 002910C), and they were appointed as Statutory Auditors of the Company to hold office till the conclusion of the 34th Annual General Meeting.

The Independent Auditors' Report for fiscal year 2024 provided by Messer Choudhary Choudhary & Co, Chartered Accountants does not contain any qualification, reservation, or adverse remark. The Independent Auditors' Report is integrated in the 30th Annual Report.

21. SECRETARIAL AUDIT:

Pursuant to Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, made there under, mandate the company to have Company Secretary in practice for furnishing secretarial audit report. Accordingly, M/s Deep Shukla & Associates has been appointed as Secretarial Auditors of the Company. The Board of Directors of your company has already appointed Messrs Deep Shukla & Associates, Practicing Company Secretaries, Mumbai, a peer-reviewed firm, to act as the Secretarial Auditor. The Secretarial Audit Report for the financial year ended 31st March 2024, as required under Section 204 of the Act.

The Secretarial Auditors' Report for fiscal 2024 does not contain any qualification, reservation, or adverse remark. The Secretarial Auditors' Report is enclosed as **Annexure IV** to the Board's report, which forms part of this Integrated Annual Report.

22. INTERNAL AUDIT & CONTROLS:

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

The Audit Committee of the Board periodically reviews the internal control systems with the management and Statutory Auditors.

Further, M/s. A.P & Co., Chartered Accountants (Firm Reg. No. 100040W) acting as an Internal Auditor of the Company for a term of five (5) years i.e., from Financial Year 2022-23 to 2026-27.

23. EMPLOYEES' STOCK OPTION PLAN:

Your Company has not provided stock options to any employee.

24. VIGIL MECHANISM:

In pursuant to the provisions of sections 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.ducol.com. The employees of the Company are made aware of the said policy at the time of joining the Company.

25. RISK MANAGEMENT POLICY:

The Company does not fall under the ambit of top 1000 listed entities, determined on the basis of market capitalisation as at the end of the immediately preceding financial year. Hence, compliance under Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable. However, the Company has laid down the procedure to inform the Board about the risk assessment and minimization procedures. These procedures are reviewed by the Board annually to ensure that there is timely identification and assessment of risks, measures to mitigate them, and mechanisms for their proper and timely monitoring and reporting.

26. CORPORATE GOVERNANCE REPORT:

Your Company is committed to achieving and adhering to the highest standards of Corporate Governance. However, the provisions of Corporate Governance are not applicable to the Company pursuant to Regulation read with Regulation 15(2)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

However, your Company undertakes that when the above said provision is applicable to the Company the same will be duly complied with in the period of 6 months.

27. DEPOSITS:

The Company has neither accepted nor renewed any fixed deposits during the year under review under Section 76 of the Companies Act, 2013. There are no unclaimed deposits, unclaimed / unpaid interest, refunds due to the deposit holders or to be deposited to the Investor Education and Protection Fund as on March 31, 2024.

28. LOANS & GUARANTEES:

During the year under review, the Company has not provided any loan, guarantee, security or made any investment covered under the provisions of Section 186 of the Companies Act, 2013, to any person or other body corporate.

29. RELATED PARTY TRANSACTIONS:

Related party transactions, if any, that were entered into during the period ended March 31, 2024, were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

The details of the related party transactions as per Indian Accounting Standard 24 are set out in Note No. 36 to the Significant Accounting policies part of this report.

30. CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE:

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

(a) Conservation of Energy:

The use of energy is being optimized through improved operational methods. Continuous efforts are being made to optimize and conserve energy by improvement in production process. Even though its operations are not energy-intensive, significant measures are taken to reduce energy consumption by using energy-efficient equipment. The Company regularly reviews power consumption patterns in its all locations and implements requisite improvements/changes in the process in order to optimize energy/ power consumption and thereby achieve cost savings.

Steps taken for utilizing alternate sources of energy:

The Company has not made any investment for utilizing alternate source of energy.

Capital investment on energy conservation equipment;

The Company has taken adequate measures to conserve energy by way of optimizing usage of power.

(b) Absorption of Technology:

The efforts made towards technology absorption:

In this era of competition, in order to maintain and increase the number of clients and customers, we need to provide the best quality services to our clients and customers at a minimum cost, which is not possible without innovation, and adapting to the latest technology available in the market for providing the services.

The Company has not imported any technology during the year under review;

The Company has not expended any expenditure towards Research and Development during the year under review.

Foreign exchange earnings and outgo (Rs Lakhs)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Earning in Foreign Exchange	870.22	558.90
Expenditure in Foreign Currency		
CIF Value of Import Purchase	234.70	796.34
Foreign Travelling Expenses	23.20	5.95

31. CORPORATE SOCIAL RESPONSIBILITY:

The Company is committed to discharging its social responsibility as a good corporate citizen.

Pursuant to the section 135 of the act, the Board has recommended, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company. The CSR Policy is displayed on the website of the Company at www.ducol.com. Report on CSR activities undertaken by the Company is appended to this report as Annexure - V.

32. COST AUDIT / COST RECORDS:

As per the Cost Audit Orders and in terms of the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, Cost Audit is not applicable to our Company. However, in accordance with the provisions of Section 148(1) of the Act, read with the Companies (Cost Records and Audit) Rules, 2014, the Company has maintained cost records.

33. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment at Workplace (Prevention, Prohibition, and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year ended 31st March 2024, Company has not received any complaint of harassment.

34. LISTING WITH STOCK EXCHANGE:

The shares of the Company were listed on National Stock Exchange of India Limited on Small, Medium Enterprise ("SME") on Thursday, January 19, 2023 only.

35. SECRETARIAL STANDARDS:

The Company has in place proper systems to ensure compliance with the provisions of the applicable secretarial standards issued by The Institute of Company Secretaries of India and such systems are adequate and operating effectively.

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

There are no significant and material orders passed by the Regulators / Courts / Tribunals which would impact the going concern status of the Company and its future operations.

37. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

During the year under review there were no material changes which would affect the financial position of the Company.

38. ACKNOWLEDGEMENT:

The Directors would like to thank all shareholders, customers, bankers, suppliers and everybody else with whose help, cooperation and hard work, the Company is able to achieve the results. The Directors would also like to place on record their appreciation of the dedicated efforts put in by the employees of the Company.

**ON BEHALF OF THE BOARD OF DIRECTORS
DUCOL ORGANICS AND COLOURS LIMITED**

Sd/-
AAMER AHMED FARID
MANAGING DIRECTOR
(DIN: 00711705)

Sd/-
HANI AHMED FARID
WHOLE TIME DIRECTOR
(DIN: 00711968)

PLACE: MUMBAI
DATE: 14th AUGUST, 2024

Registered Address:

Office No 302, Express Building, 14-E Road, Churchgate,
Mumbai 400020

Annexure – I

Management Discussion and Analysis Report

Forward looking statement -

Statements in this Management Discussion and Analysis of Financial Condition and Results of Operations of the Company describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities laws and regulations. Forward looking statements are based on certain assumptions and expectations of future events.

The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company assumes no responsibility to publicly amend, modify or revise forward looking statements, on the basis of any subsequent developments, information or events. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include changes in government regulations, tax laws, economic developments within the country and such other factors globally.

The financial statements of the Company have been prepared under the historical cost convention, in accordance with generally accepted accounting principles in India (Indian GAAP) on an accrual basis. The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounts) Rules, 2014, and the relevant provisions of the Companies Act, 2013, to the extent applicable and the guidance notes, standards issued by the Institute of Chartered Accountants of India. As per MCA notification dated 16th February 2015, companies whose shares are listed on SME exchange as referred to in Chapter XB of SEBI (Issue of Capital and Disclosure requirements) Regulations, 2009 are exempted from the compulsory requirement of adoption of IND-AS. As the Company is covered under the exempted category, it has not adopted IND-AS for preparation of the financial results. The management of Ducol Organics and Colours Limited has used estimates and judgments relating to the financial statements on a prudent and reasonable basis, in order that the financial statements, reflect in a true and fair manner, the state of affairs and profit for the year.

The following discussions on our financial condition and result of operations should be read together with our audited consolidated financial statements and the notes to these statements included in the annual report. Unless otherwise specified or the context otherwise requires, all references herein to "we", "us", "our", "the Company", "Ducol" are to Ducol Organics and Colours Limited

About the Company

Ducol Organics and Colours has emerged as a prominent industry player, solidifying its position over the course of 25 years. Having originated as a small laboratory in 1990, the Company has achieved notable advancements in product development, innovation, and enhancements. Commercial production commenced in 1995, marking the beginning of Ducol's journey to cater to diverse sectors such as Paints, Inks,

Textile, Paper, Rubber, Plastics, and FMCG through its extensive range of pigment dispersions and color solutions.

As a specialized manufacturing enterprise, Ducol excels in producing and distributing pigment dispersions, preparations, concentrates, paste colorants, and master batches. The Company operates across three well-established manufacturing facilities, including two plants situated in Taloja and one in Mahad, that facilitate the development of robust process capabilities and application techniques for its product portfolio.

Ducol's customer base spans the entire Indian market, delivering comprehensive product solutions tailored to meet diverse needs. By virtue of its integrated operations, the Company ensures a seamless experience, offering customers the highest quality products alongside exceptional service.

Global Economic Outlook

The global economic outlook for 2024 and 2025 shows moderate growth, with projections at 3.1% and 3.2% respectively. This forecast is slightly higher than previous estimates due to stronger economic activities in the United States and some large emerging markets, along with fiscal support in China. However, this growth rate is still below the average growth seen from 2000 to 2019. The improvement in the forecast is partly because these economies are doing better than expected, which helps the global economy.

Inflation, which has been a significant concern globally, is expected to decrease. By 2024, the global inflation rate is projected to fall to 5.8% and further down to 4.4% by 2025. This decline is attributed to the easing of supply chain issues and strict monetary policies by central banks. These measures are helping to reduce the cost of goods and services more quickly than anticipated, which is good news for consumers and businesses alike.

Despite these positive signs, the global economy faces several challenges. High debt levels and the withdrawal of fiscal support in many countries are likely to slow economic growth. Additionally, while advanced economies like the United States and Europe are expected to see slight improvements in growth, emerging markets and developing economies might experience a slowdown. This mixed growth pattern reflects the varying impacts of economic policies and external factors across different regions.

Looking ahead, the risks to the global economy are considered balanced. There could be better-than-expected outcomes if inflation continues to decrease rapidly, allowing for more relaxed monetary policies. However, there are also potential downsides, such as unexpected spikes in commodity prices or further economic disruptions from geopolitical tensions. Overall, while the global economic landscape shows signs of resilience, it remains laden with uncertainties that could shift the growth trajectory.

Source: <https://www.imf.org/en/Publications/WEO/Issues/2024/01/30/world-economic-outlook-update-january-2024>

<https://www.imf.org/en/Publications/WEO>

<https://www.imf.org/-/media/Files/Publications/WEO/2024/Update/January/English/text.ashx>

Indian Economic Outlook

The Indian economy in 2024 has demonstrated remarkable resilience and robust growth, despite facing global uncertainties and geopolitical challenges. According to the Press Information Bureau, India's Real GDP is projected to grow at 7.3% for FY 2023-24. Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are seen as among the key driver of the GDP.

On the supply side, industry and services sectors were the primary growth drivers. India has registered the highest growth among major advanced and emerging market economies during this period. The strength of the domestic demand has driven the economy to a 7 per cent plus growth rate in the last three years.

The robustness seen in domestic demand, namely, private consumption and investment, traces its origin to the reforms and measures implemented by the government over the last ten years. The supply side has also been strengthened with investment in infrastructure – physical and digital – and measures that aim to boost manufacturing. These have combined to provide an impetus to economic activity in the country.

As per the IMF, India is likely to become the third-largest economy in 2027. Fiscal policy has played a crucial role in India's economic performance. The government has increased its capital expenditure outlay by 11.1% to ₹11,111 crore for the next fiscal year, which is expected to have a substantial multiplier effect on economic growth and employment creation.

Source: <https://pib.gov.in/PressReleasePage.aspx?PRID=2001124>

https://dea.gov.in/sites/default/files/The%20Indian%20Economy-A%20Review_Jan%202024.pdf

Indian Specialty Chemical Sector

The Indian specialty chemicals sector is experiencing significant growth and development, with several key trends and projections shaping its future. As of 2024, the sector is poised for expansion, driven by increasing demand from various end-user industries such as food processing, personal care, and home care. India, holding a modest share of around 3% in the global specialty chemicals market, is expected to witness a compound annual growth rate (CAGR) of 11% until FY26. This growth is attributed to the export of insecticides and the demand from the textile industry, with agrochemicals, dyes, and pigments accounting for 51% of the market share in the Indian specialty chemicals sector.

The sectors of construction chemicals, flavors and fragrances, and dyes and pigments are identified as key drivers for the domestic specialty chemicals industry's growth. The

industry's expansion is further supported by the Indian government's initiatives, such as the introduction of a production-linked incentive (PLI) scheme aimed at promoting domestic manufacturing of agrochemicals and the allocation of significant funds to the Department of Chemicals and Petrochemicals in the Union Budget 2023-24.

The specialty chemicals market in India represents 22% of the country's overall chemicals and petrochemicals market, valued at USD 32 billion. It accounts for more than 50% of all chemical exports from India, with the top 10 specialty chemical manufacturers experiencing a CAGR of over 20% between FY15-FY20. The growth of the Indian specialty chemicals market is driven by factors such as strong process engineering capabilities, low-cost manufacturing, and abundant manpower. Government policies like the PCPIR policy and PLI schemes have bolstered manufacturers' confidence to invest within the country.

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

<https://www.thehindubusinessline.com/portfolio/in-charts-indian-specialty-chemicals-sector/article67817659.ece>

<https://kpmg.com/in/en/home/insights/2022/11/specialty-chemicals-industry-india.html>

Indian Paint Industry

The Indian paint industry is on a vibrant growth trajectory, with significant developments and projections shaping its landscape in 2024. The sector is witnessing a robust expansion, driven by various factors including urbanization, increased disposable incomes, and a growing inclination towards eco-friendly paint solutions. As of 2024, the market size of the Indian paint industry is projected to reach \$14.61 billion, underpinned by a compound annual growth rate (CAGR) of 1.85% from 2024 to 2028. This growth is attributed to the rising demand for paints across different segments, including residential and industrial applications, fueled by urban expansion and higher consumer spending power. The usage of nanotechnology and the increasing influence of the architectural industry are two major trends influencing the future of India's paint industry.

A favourable development for the paints and coatings industry occurred in fiscal year 2022-23 when the prices of raw materials dipped from their previous highs. The input costs of the industry saw an improvement in margins due to price corrections in crude and other essential components, which account for 55% to 60% of the total.

Source: <https://www.stockgro.club/blogs/trending/paint-industry-in-india/>

Indian Packaging Industry

The Indian packaging industry is projected to grow significantly, reaching a market size of USD 84.37 billion in 2024 and is expected to expand to USD 142.56 billion by 2029, with a compound annual growth rate (CAGR) of 11.06% during this period.

This growth is largely driven by the increasing demand in consumer markets, particularly in sectors like processed food, personal care, and pharmaceuticals. The industry is one of the fastest-growing sectors in India, contributing to various manufacturing sectors including agriculture and fast-moving consumer goods (FMCG).

Technological advancements and government initiatives such as the 'Make in India' policy are major factors fueling this growth. The industry is also moving towards more innovative packaging solutions that enhance the customer experience, especially in the food and beverage sector, which dominates the market. Additionally, there is a strong emphasis on sustainability, with paper packaging emerging as a preferred eco-friendly option.

Source: <https://www.mordorintelligence.com/industry-reports/packaging-industry-in-india>

Financial Overview

The financial performance of the Company for the financial year ended March 31, 2024, is as follows:

Total revenue from operations stood at ₹ 75.41 crore for the year ended March 31, 2024, as against ₹ 90.73 crore for the corresponding previous period, an decrease of 16.89% Y-o-Y, mainly due to significant decrease in raw materials cost which has been passed on to the customers and hence impacting revenue despite higher volume sales.

The EBITDA (earnings before interest, depreciation and tax, excluding other income) was ₹ 6.61 crore for the year ended March 31, 2024, as against ₹ 12.01 crore for the corresponding previous period, a decrease of 44.93% Y-o-Y. EBITDA margin was at 8.77%.

The PAT (profit after tax) was ₹ 4.43 crore for the year ended March 31, 2024, as against ₹ 6.11 crore for the corresponding previous period, a decrease of 27.53% Y-o-Y. This is mainly due to decline in revenue and higher depreciation on account of ongoing CapEx. PAT Margin was at 5.87%.

FY24 EPS was at ₹ 3.05 vs ₹ 4.20 in FY23.

Resources and Liquidity

Interest Coverage Ratio was at 4.40 times in FY24 vs 6.27 times in FY23. This is mainly due to decline in Earnings before Interest and Tax by over 30% whereas, the interest expense only decreased marginally around 1.66%.

Current Ratio for FY24 was 2.28 times vs 3.18 times in FY23, this decline was mainly due increase in short term borrowings in FY24 as compared to previous year (₹ 14.41 cr in FY24 vs ₹ 3.14 cr in FY23).

As on March 31, 2024, the net worth stood at ₹ 62.74 crore and the consolidated debt was at ₹ 20.36 crore.

The debt-to-equity ratio of the Company stood at 0.32 crore as on March 31, 2024. This is mainly due to increase in short term borrowings for working capital requirements.

Risk and Concerns

Like every business, the Company faces risks, both internal and external, in the undertaking of its day-to-day operations and in pursuit of its longer-term objectives. A detailed policy drawn up and dedicated risk workshops are conducted for each business vertical and key support functions wherein risks are identified, assessed, analyzed and accepted / mitigated to an acceptable level within the risk appetite of the organization. The risk registers are also reviewed from time to time.

The Company faces the following Risks and Concerns:

Market Risk

Market risk is the risk that changes with market prices – such as foreign exchange rates and interest rates, will affect our Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Credit Risk

To manage its credit exposure, Ducol has determined a credit policy with credit limit requests and approval procedures. Company does its own research of client's financial health and project prospects before bidding for a project. Timely and rigorous process is followed up with clients for payments as per schedule. The Company has suitably streamlined the process to develop a focused and aggressive receivables management system to ensure timely collections.

Interest Rate Risk

The Company has judiciously managed the debt-equity ratio. It has been using a mix of loans and internal cash accruals. The Company has well managed the working capital to optimize the overall interest cost.

Contractual Risk

Ducol follows a meticulous process to evaluate the legal risks involved in a contract and ascertain its legal responsibilities under the applicable law of the contract. All the worst possible scenarios are considered and as a strategic priority with consultation from advisors, stringent terms are inserted to restrict liabilities to the maximum extent possible.

Competition Risk

Like in most other industries, growth opportunities lead to a rise in competition. We face different levels of competition, from domestic as well as multinational companies. Furthermore, the Company continues to invest in technology and its people to maintain a competitive edge. A stable and long-standing client base comprising large and mid-sized companies further helps maintain a strong order book and insulate the Company from this risk. We also mitigate this risk with the quality of our infrastructure, our customer-centric approach and our ability to innovate customer specific solutions, focusing on pricing and aggressive marketing strategy, disciplined project executions, coupled with prudent financial and human resources management and better control over costs. Thus, we do not expect to be significantly affected by this risk.

Input Cost Risk

Our profitability and cost effectiveness may be affected due to change in the prices of raw materials, power and other input costs. Some of these risks that are potentially significant in nature and need careful monitoring are raw material prices, and availability of power, among others.

Liability Risk

This risk refers to our liability arising from any damage to cargo, equipment, life and third parties which may adversely affect our business. The Company attempts to mitigate this risk through contractual obligations and insurance policies.

Opportunities:

Favorable Market Outlook for Indian Growth: The Indian market presents a promising outlook for growth, providing ample opportunities for our Company to expand and thrive. With a growing economy and increasing consumer demand, we can capitalize on the favorable market conditions to enhance our market share and profitability.

Opportunities to Expand Share in Exports: The potential to expand our presence in the global market is significant. By leveraging our strengths and capabilities, we can explore and capture new export opportunities. This expansion in exports can further diversify our revenue streams and contribute to our overall growth and success.

Increased Product Portfolio and End User Applications: There are possibilities for expanding our product portfolio and exploring new end-user applications. By investing in research and development, we can introduce innovative products that cater to evolving customer needs and tap into emerging markets and industries. This diversification can drive revenue growth and strengthen our competitive position in the market.

Threats:

Technological Obsolescence: Rapid advancements in technology pose a threat to our business. To remain competitive, we must stay abreast of technological developments and continually upgrade our processes, machinery, and systems. Failure to adapt to technological changes can lead to obsolescence and hinder our ability to meet customer expectations.

Attraction and Retention of Human Capital: A key challenge lies in attracting and retaining skilled professionals. The industry's success depends on the expertise and talent of our workforce. To mitigate this threat, we need to focus on creating an attractive work environment, providing opportunities for growth and development, and implementing effective talent management strategies.

Execution Risk: Successful execution of our business plans is crucial for sustained growth. However, various execution risks, such as supply chain disruptions, regulatory compliance, and operational challenges, can hinder our progress. It is important to identify and mitigate these risks through robust risk management practices and proactive contingency planning.

Competition from Local and International Players: The industry we operate in is highly competitive, with both local and international players vying for market share. To maintain our position, we must continuously monitor and analyze the

competitive landscape, identify our unique value proposition, and differentiate ourselves through product quality, innovation, customer service, and operational excellence.

Internal Control Systems and Adequacy – To be reviewed

The Company has appointed, M/s. A.P & Co., Chartered Accountants (Firm Reg. No. 100040W) as an Internal Auditor of the Company for a term of five (5) years i.e., from Financial Year 2022-23 to 2026-27. The Company has in place adequate internal controls which covers all significant areas of Company's operations such as accounting and finance, procurement, business operations, statutory compliances, IT processes, safeguarding the assets and their protection against unauthorized use, among others. The Internal Auditor performs the internal audit of Company's activities based on an internal audit plan, which is reviewed each year and is approved by the Audit Committee. The Audit Committee reviews the report submitted by the internal auditors. Suggestions for improvement are considered and the audit committee follows up on corrective action. Disciplinary action is taken, wherever required, for non-compliance to corporate policies and controls.

The Company has also implemented effective systems for achieving highest level of efficiency in operations, to achieve optimum and effective utilization of resources, monitoring thereof and the compliance with provisions all laws including the Companies Act, 2013, Listing Agreement, directions issued by the Securities and Exchange Board of India, labour laws, tax laws etc. It also aims at improvement in financial management, and investment policy. The System ensures appropriate information flow to facilitate effective monitoring.

Human Resources

Ducol has Human Relations and Industrial Relations policies in force. These are reviewed and updated regularly in line with the Company's strategic plans. The human relations team continually conducts training programs for talent development. The Company aims to develop the potential of every individual associated with it as a part of its business goal. Ducol leverages a mix of experienced as well as young talent to drive growth.

The Company values its human resources as the principal drivers of change. The Company focuses on providing individual development and growth in a work culture that encourages team work and high performance.

As on March 31, 2024, the Company had a workforce of 105 (permanent and contractual).

Changes in Key Financial Ratios:

Pursuant to provisions of Regulation 34 (3) of SEBI (LODR) Regulation, 2015 read with Schedule V part B(1) details of changes in Key Financial Ratios is given hereunder:

S. NO.	Key Financial Ratio		FY 2023-24	*FY 2022-23
1.	Debtors Turnover Ratio	%	0.16	0.11
2.	Inventory Turnover Ratio	%	2.37	2.91
3.	Interest Coverage Ratio	%	Net finance charge is positive	7.47
4.	Current Ratio	%	2.28	3.18
5.	Debt Equity Ratio	%	0.32	0.17
6.	Operating Profit Margin	%	8.77	13.23
7.	Net Profit Margin	%	5.87	6.74
8.	Change in Return on Net Worth	%	7.06	10.29

*Previous year's Figures have been regrouped / rearranged wherever necessary

Outlook

The recovery and growth in the paints and coatings industry present a significant opportunity for the pigment and dispersion sector, and the Company is well-positioned to capitalize on these trends. As the residential construction sector expands and home remodeling activities increase, the demand for pigments will continue to rise. Ducol, with its enhanced production capacity and modern technology, is ready to meet growing demand with high-quality and sustainable products. The Company is also in the position to leverage its established relationships and market presence to secure newer contracts and expand its customer base.

After enduring challenging period, it is evident that the market has bottomed out, signaling a turning point for our industry. We are optimistic about the future as indicators suggest a rebound in demand. Our strong cash flow and ongoing capital expenditures as part of our long-term growth strategy underscores our resilience and commitment to driving our business forward. Our unit upgradation at the Taloja facility is well underway and is important for us to be prepared to meet the evolving needs of the market. This will enhance our production capabilities as we are already experiencing notable growth in volume and demand.

Looking ahead, we remain dedicated to our core values and strategic goals. Our focus on sustainability, research and development, and strengthening relationships with customers and partners will continue to be our guiding principles. By leveraging our expertise and resources, we are confident in our ability to deliver sustainable growth.

ON BEHALF OF THE BOARD OF DIRECTORS DUCOL ORGANICS AND COLOURS LIMITED

Sd/-
AAMER AHMED FARID
MANAGING DIRECTOR
(DIN: 00711705)

Sd/-
HANI AHMED FARID
WHOLE TIME DIRECTOR
(DIN: 00711968)

PLACE: MUMBAI
DATE: 14th AUGUST, 2024

Registered Address:
Office No 302, Express Building, 14-E Road, Churchgate,
Mumbai 400020

Annexure - II

Nomination and Remuneration Policy

CONSTITUTION OF COMMITTEE

The Board of Directors of the Company ("the Board") constituted the committee to be known as the Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one-half are independent directors. The Chairman of the Committee is an Independent Director. However, the chairperson of the company (whether executive or non-executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee."

OBJECTIVE

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement. The objective of this policy is to lay down a framework in relation to the remuneration of directors, KMP, senior management personnel and other employees.

The Key Objectives of the Committee would be:

- To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
- To formulation of criteria for evaluation of Independent Director and the Board.
- To evaluate the performance of the members of the Board and provide 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 to 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.
- To develop a succession plan for the Board and to regularly review the plan.
- To assist the Board in fulfilling responsibilities.
- To Implement and monitor policies and processes regarding principles of corporate governance.

APPLICABILITY

- Directors (Executive and Non-Executive)
- Key Managerial Personnel
- Senior Management Personnel

DEFINITIONS:

"**Act**" shall mean the Companies Act, 2013 and the Rules made thereunder, including the modifications, amendments, clarifications, circulars or re-enactment thereof.

"**Board**" means Board of Directors of the Company.

"**Committee**" means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.

"**Company**" means Ducol Organics and Colours Limited.

"**Directors**" mean Directors of the Company.

"**Independent Director**" means a Director referred to in Section 149 (6) of the Companies Act, 2013.

"**Key Managerial Personnel**" means key managerial personnel as defined under the Companies Act, 2013 and includes –

- Managing Director, or Executive Director or manager and in their absence, a whole- time director; (includes Executive Chairman)
- Company Secretary;
- Chief Financial Officer; and
- Such other officer as may be prescribed.

"**Policy**" or "**This policy**" means Nomination and Remuneration Policy.

"**Remuneration**" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income Tax Act, 1961.

"**Senior Management**" Senior Management means personnel of the company who are members of its core management team excluding the Board of Directors. This would also include all members of management one level below the executive directors including all functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and the Listing Agreement as may be amended from time to time shall have the meaning respectively assigned to them therein.

ROLE AND POWER OF THE COMMITTEE: -

Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee:

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

Policy for appointment and removal of Director, KMP and Senior Management

(i) Appointment criteria and qualifications

- a. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- B. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- C. The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

(II) Term / Tenure

a. Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b. Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the

Company in any other capacity, either directly or indirectly.

- At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

c. Evaluation

- The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

d. Removal

- Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

e. Retirement

- The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel

(i) General:

The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required;

The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act;

Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director;

Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief

Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

(ii) Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

- Fixed pay:

The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

- Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

- Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

(iii) Remuneration to Non- Executive / Independent Director:

- Remuneration / Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Act.

- Sitting Fees

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed ₹ One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

- Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

- Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

MEMBERSHIP: -

- The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.
- Minimum two (2) members shall constitute a quorum for the Committee meeting.
- Membership of the Committee shall be disclosed in the Annual Report.
- Term of the Committee shall be continued unless terminated by the Board of Directors.

CHAIRMAN: -

- Chairman of the Committee shall be an Independent Director;
- Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee;
- In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman;
- Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

COMMITTEE MEMBERS' INTERESTS

A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

SECRETARY

The Company Secretary of the Company shall act as Secretary of the Committee.

VOTING

- Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- In the case of equality of votes, the Chairman of the meeting will have a casting vote.

MINUTES OF COMMITTEE MEETING

- Proceedings of all meetings must be minutes and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

IMPLEMENTATION

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may Delegate any of its powers to one or more of its members.

AMENDMENTS TO THE POLICY

- The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit.

AMENDMENTS IN THE LAW

- Any subsequent amendment/modification in the listing agreement and/or other applicable laws in this regard shall automatically apply to this Policy.

**ON BEHALF OF THE BOARD OF DIRECTORS
DUCOL ORGANICS AND COLOURS LIMITED**

**Sd/-
AAMER AHMED FARID
MANAGING DIRECTOR
(DIN: 00711705)**

**Sd/-
HANI AHMED FARID
WHOLE TIME DIRECTOR
(DIN: 00711968)**

**PLACE: MUMBAI
DATE: 14th AUGUST, 2024**

**Registered Address:
Office No 302, Express Building, 14-E Road, Churchgate,
Mumbai 400020**

Annexure III

Particulars of Remuneration

[Information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016]

- i. The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-24; and
- ii. The percentage increase in remuneration of each Director, Managing Director, Chief Financial Officer and Company Secretary of the Company in the financial year 2023-24.

Name & Designation	*Remuneration of each Director & KMP for Financial Year 2023-24 (Amount in ₹)	% increase/ decrease in remuneration in the Financial Year 2022-23	Ratio of remuneration of each Directors to median remuneration of employees
A. Directors			
Mr. Aamer Ahmed Farid (MD)	84,00,000	7.7%	15.86
Mr. Hani Ahmed Farid (WTD)	78,00,000	4.0%	14.72
B. Key Managerial Personnel			
Mrs. Manisha Agrawal (CFO)	4,63,113	28.3%	0.98
Ms. Sabina Qureshi (CS)	5,82,114	25.5%	1.23

MD – Managing Director, WTD – Whole-time Director, CFO – Chief Financial Officer; CS – Company Secretary

Notes:

1. Median remuneration of all the employees of the Company for the financial year 2023-24 is ₹ 5,29,739/-

- i. The percentage increase/decrease in the median remuneration of employees in the financial year 2023-24

Particulars	Financial Year 2023-24 (Amount in ₹)	Financial Year 2022-23 (Amount in ₹)	Increase by%
Median remuneration of all employees	5,29,739	5,21,171	1.6%

Note: The calculation of % increase in the median remuneration has been done based on comparable employees

- iii. The number of permanent employees on the rolls of Company.

There were 73 permanent employees on the rolls of Company as on March 31, 2024.

- iv. Average percentile increase/decrease 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 percentile increases in the salaries of employee other than the Key managerial personnel in the Financial Year 2023-24 was 10.6%.

- v. Affirmation that the remuneration is as per the Remuneration Policy of the Company

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, KMPs, Senior Management and other employees of the Company is as per the Remuneration Policy of the Company.

- B. Names of other employees who are in receipt of aggregate remuneration of not less than rupees one crore and two lakhs during the F.Y. 23-24 or not less than rupees eight lakh and fifty-thousand per month (if employed for part of the F.Y. 23-24): NA
- C. If employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company: NA

**ON BEHALF OF THE BOARD OF DIRECTORS
DUCOL ORGANICS AND COLOURS LIMITED**

**Sd/-
AAMER AHMED FARID
MANAGING DIRECTOR
(DIN: 00711705)**

**Sd/-
HANI AHMED FARID
WHOLE TIME DIRECTOR
(DIN: 00711968)**

**PLACE: MUMBAI
DATE: 14th AUGUST, 2024**

**Registered Address:
Office No 302, Express Building, 14-E Road, Churchgate,
Mumbai 400020**

Annexure IV

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 the Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,

Ducol Organics And Colours Limited

(Formerly known as Ducol Organics & Colours Private Limited)

Regd. Office: Office No 302, Express Building,

14-E Road, Churchgate, Mumbai 400020, Maharashtra, India

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Ducol Organics And Colours Limited [CIN: U24239MH1994PLC079015] (hereinafter called the Company). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on my said verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2024 ('Audit Period') 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:

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder as amended;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder as amended; (Not applicable during period).
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder as amended;
- (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; (to the extent as may be applicable to the Company);
- (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;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2015; (Not applicable during period)
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not Applicable to the Company during the Audit Period);
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (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;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable to the Company during the Audit Period); and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not Applicable to the Company during the Audit Period);

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

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (b) The Listing Agreements entered into by the Company with the Stock Exchange viz NSE Ltd along with SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as applicable for respective periods.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I 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.
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All the resolutions were passed with consent of majority Directors

I further report that:

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

I further report that during the audit period there were no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, guidelines and standards.

Place: Mumbai
Date: 05/08/2024

For: M/s. DEEP SHUKLA & ASSOCIATES
COMPANY SECRETARIES
(Peer Review Certificate No.: 2093/2022)

Sd/-
DEEP SHUKLA
{PROPRIETOR}
FCS: 5652
CP NO.5364
UDIN: FO05652FO00896652

Annexure to Secretarial Report and forming part of the report

To,
The Members,
Ducol Organics And Colours Limited
(Formerly known as Ducol Organics & Colours Private Limited)
Regd. Office: Office No 302, Express Building,
14-E Road, Churchgate, Mumbai 400020 , Maharashtra, India .

I further state that my said report of the even date has to be read along with this letter.

1. Maintenance of Secretarial/ Statutory Records is the responsibility of the Management of the Company. My responsibility is to express an opinion on these records based on the audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required I have obtained the Management representation about the compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standard is the responsibility of management. My examination is limited to the verification of procedures on test basis and shall not stand responsible for any non-compliance.
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: M/s. DEEP SHUKLA & ASSOCIATES
COMPANY SECRETARIES
(Peer Review Certificate No.: 2093/2022)

Sd/-
DEEP SHUKLA
{PROPRIETOR}
FCS: 5652
CP NO.5364
UDIN: F005652F000896652

Place: Mumbai
Date: 05/08/2024

Annexure V

REPORT ON CSR ACTIVITIES

Brief outline on CSR Policy of the Company:

The CSR policy has been formulated in accordance with the requirements of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 and the relevant amendments / notifications / circulars. The CSR activities undertaken / to be undertaken by the Company as per the Company's Policy.

Composition of CSR Committee: NA

Note: Section 135(9) of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014 states that Where the amount to be spent by a company under sub-section (5) of section 135 does not exceed fifty lakhs rupees, the requirement under sub-section (1) of section 135 for constitution of the Corporate Social Responsibility Committee shall not be applicable and the functions of such Committee provided under this section shall, in such cases, be discharged by the Board Of Directors of such company.

Provide the web-link where Composition of CSR committee (if any), CSR Policy and CSR projects approved by the board are disclosed on the website of the company: - www.ducol.com

Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): NA

Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:

Sr. No	Financial Year	Amount available for set-off from preceding financial years (in INR)	Amount required to be set-off for the financial year, if any (in INR)
1.	2023-24	--	--

47

Average net profit of the company as per section 135(5): ₹ 3,81,84,996/-

- (a) Two percent of average net profit of the company as per section 135(5): ₹ 7,63,700/-
- (b) Surplus arising out of the CSR projects or programs or activities of the previous financial years: NIL
- (c) Amount required to be set off for the financial year, if any: NIL
- (d) Total CSR obligation for the financial year (7a+7b+7c). ₹ 7,63,700/-
- (a) CSR amount spent or unspent for the financial year:

Amount unspent (in ₹)					
Total Amount spent for the Financial Year 2023-24 (if any)	Total Amount transferred to Unspent CSR Account as per section 135(6)	Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)			
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
47,28,739	NIL	N/A	N/A	NIL	N/A

- (b) Details of CSR amount spent against ongoing projects for the financial year: NIL
- (c) Details of CSR amount spent against other than ongoing projects for the financial year: ₹ 47,28,739/-
- (d) Amount spent in Administrative Overheads: NIL
- (e) Amount spent on Impact Assessment, if applicable: NA
- (f) Total amount spent for the financial year: ₹ 47,28,739/-

Short Summaries

Sr.No	Particulars	Amount (in ₹)
I.	Two percent of average net profit of the company as per section 135(5)	7,63,700
II.	Total amount spent for the Financial Year	47,28,739
III.	Excess amount spent for the financial year [(ii)-(i)]	39,65,039
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)]	39,65,039

**ON BEHALF OF THE BOARD OF DIRECTORS
DUCOL ORGANICS AND COLOURS LIMITED**

AAMER AHMED FARID
MANAGING DIRECTOR
(DIN: 00711705)

HANI AHMED FARID
WHOLE TIME DIRECTOR
(DIN: 00711968)

Place: Mumbai
Date: 14th August, 2024

Registered Address:
Office No 302, Express Building, 14-E Road, Churchgate,
Mumbai 400020

Independent Auditor's Report

To the Members of DUCOL ORGANICS AND COLOURS LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of DUCOL ORGANICS AND COLOURS LIMITED ("the Company") having CIN No U24239MH1994PLC079015, which comprise the balance sheet as at 31st March, 2024, and the statement of Profit and Loss, (statement of changes in equity) and statement of cash flows for the year ended as on 31st March, 2024, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information [in which are included the Returns for the period ended on that date audited by the branch auditors of the Company's branches.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2024, and profit (changes in equity) and its cash flows for the year ended on 31st March, 2024.

Basis for Opinion:

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are Independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 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 on the financial statement.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have not found any such matters related to the audit of this standalone financial statement which are to be reported here.

Other Matters

Other matters are those matters other than those that are

presented or disclosed in the financial statements that, in our opinion is relevant to user's understanding of the audit. We have not found any such matters related to the audit of this standalone financial statement which are to be reported here.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statements.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for

- which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) 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 or entity, including foreign entity ("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) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our

notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. The dividend declared or paid during the year by the company is in compliance with section 123 of the Companies Act, 2013
- vi. Based on our examination, which includes test checks, the company has used accounting software 'SAP Business One' for maintaining its books of accounts for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of audit we did not come across any instance of 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 statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

For Choudhary Choudhary & Co.
Chartered Accountants
Firm Reg. No. 02910C

Alok Kumar Mishra
Partner
Membership No. 124184
Place: Mumbai
Date:
UDIN:

“Annexure A” to the Independent Auditors’ Report

(Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date)

TO THE MEMBERS OF DUCOL ORGANICS AND COLOURS LIMITED

- i. (a) In respect of Property, Plant and Equipment:
- (1) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and relevant details of right-of-use assets.
 - (2) The Company has maintained proper records showing full particulars of intangible assets.
 - (b) All Property, Plant and Equipment have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, 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 on the basis of our examination of the records of the Company, the title deeds of all the 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.
- (d) According to the information and explanations provided to us, the Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2024.
- (e) According to the information and explanations provided to us, there are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii. a) The Inventory has been physically verified by management.
- 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) The Company has been sanctioned working capital limits in excess of ₹ 5 crore (₹ 15 crore), in aggregate, at any points of time during the year, from bank (NKGSB Co-operative Bank Ltd.) on the basis of security of current assets and quarterly returns or statements filed by the company with such bank are in agreement with the books of accounts of the company.

- c) The company valued its inventory at purchased cost.
- iii. The company has made investments in companies and granted unsecured loans to other parties during the year in respect of which:

- a) The Company has provided loans during the year and details of which are given below:

Particulars	Advances in nature of loans (Amount in ₹)
A. Aggregate amount granted/ provided during the year	
1) Subsidiaries	0.00
2) Joint Ventures	0.00
3) Associates	0.00
4) Others	0.00
B. Balance outstanding as at balance sheet date in respect of above cases	
1) Subsidiaries	0.00
2) Joint Ventures	0.00
3) Associates	0.00
4) Others	0.00

The Company has not provided any guarantee or security to companies, firms, limited liability partnerships or other parties.

- b) In our opinion, the investments made and the terms and conditions of the grant of loans, during the year are, prima facie, not prejudicial to the Company's interest.
- c) In respect of loans granted by the company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal and payment of interest are generally been regular as per stipulation.
- d) In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.
- f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii) (f) is not applicable.

- iv. The Company has not advanced loans or made investments in or provided guarantee or security to parties covered by section 185 and section 186 is not applicable to the Company. Hence reporting under paragraph 3(iv) of the Order is not applicable.
- v. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- vi. As per the information and explanation provided, the company has maintained cost records as required by the provisions of section 148 of Companies Act, 2013.
 - (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. According to the information and explanation given to us there were no outstanding statutory dues as on 31st of March, 2024 for a period of more than six months from the date they became payable.
- vii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- viii. Loans or other borrowings from any lender:
 - (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.
 - (b) Company is not declared wilful defaulter by any bank or financial institution or other lender;
 - (c) According to the information and explanation given to us, term loans were applied for the purpose for which the loans were obtained;
 - (d) According to the information and explanation given to us, funds raised on short term basis have not been utilized for long term purposes;
 - (e) According to the information and explanation given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures;
 - (f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- ix. The company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3(x)(a) of the Order is not applicable.
- x. (a) No fraud by the Company and no material 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 up to the date of this report.
 - (c) As per information provided, the company did not receive any whistle blower complaints during the reporting period and hence reporting under clause 3(xi)(c) is not applicable.
- xi. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable
 - xii. In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, where applicable and the details have been disclosed in the financial statements, as required by the applicable accounting standards;
- xiii. (a) In our opinion, the Company has an adequate internal control commensurate with the size and the nature of its business.
 - (b) The company is a listed entity and covered by section 138 of the Companies Act, 2013. The company has complied the provisions of Clause (xiv) (a) and (b) of paragraph 3 of the order. We have consider the reports of the internal auditors report for the period under audit.
- xiv. According to the information and explanations provided to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. Accordingly, requirement to report on clause 3(xv) of the Order is not applicable to the Company and hence not commented upon.
- xv. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
 - (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvi. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xvii. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- xviii. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions,

nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xix. Based on our examination, the provisions of section 135 of Companies Act 2013 towards Corporate Social Responsibility are not applicable on the company.

Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

- xx. The company is not required to prepare Consolidate financial statement hence this clause is not applicable.

For Choudhary Choudhary & Co.
Chartered Accountants
Firm Reg. No. 02910C

Alok Kumar Mishra
Partner
Membership No. 124184
Place: Mumbai
Date:
UDIN:

“Annexure B” to the Independent Auditor’s Report

(Referred to in paragraph 2(f) under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date)

We have audited the internal financial controls over financial reporting of DUCOL ORGANICS AND COLOURS LIMITED, having CIN No U24239MH1994PLC079015 (“the Company”) as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company, (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone 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 standalone financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Choudhary Choudhary & Co.
Chartered Accountants
Firm Reg. No. 02910C

Alok Kumar Mishra
Partner
Membership No. 124184

Place: Mumbai
Date:
UDIN:

Standalone Balance Sheet

as at 31st March, 2024

(₹ In Lakh's)

Particulars	Note No.	As at 31st March, 2024	As at 31st March, 2023
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	1,454.00	1,454.00
(b) Reserves And Surplus	3	4,820.33	4,486.47
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	4	594.85	965.79
(b) Deferred Tax Liability (net)	5	154.22	192.12
(c) Long-Term Provisions	6	102.30	82.69
(3) Current liabilities			
(a) Short Term Borrowings	7	1,440.74	314.07
(b) Trade payables			
(A) Total outstanding dues of micro enterprises and small enterprises			
(B) Total outstanding dues of creditors others than micro enterprises and small enterprises	8	1,040.04	1,315.90
(c) Other current liabilities	9	122.59	136.49
(d) Short-Term Provisions	10	81.45	132.05
Total Equity and Liabilities		9,810.52	9,079.58
II. ASSETS			
(1) Non - current Assets			
(a) Property, Plant and Equipment & Intangible assets			
(i) Property, Plant and Equipment	11	2,009.41	1,730.13
(ii) Intangible assets	12	1.22	0.67
(iii) Capital Work In Progress	13	1,482.61	1,134.13
(b) Non-current Investments	14	86.58	41.45
(c) Deferred tax assets (net)		-	-
(d) Long-term loans and advances	15	108.24	137.94
(e) Other non-current assets		-	-
(2) Current Assets			
(a) Inventories	16	1,979.26	2,090.64
(b) Trade receivables			
from Customer	17	1,219.93	997.47
from related parties			
(c) Cash and cash equivalents			
(A) Bank balances other than cash and cash equivalents	18	2,741.08	2,817.68
(d) Short-term loans and advances	19	81.89	-
(e) Other current assets	20	100.31	129.46
Total Assets		9,810.52	9,079.58
Significant accounting policies and estimates	1		
The accompanying notes 1 to 43 are an integral part of the financial statement.			
As per our report of even date attached.			

As per our report of even date
 For Choudhary Choudhary & Co.
 Chartered Accountants
 Firm's Registration Number - 002910C

Alok Kumar Mishra
 Partner
 M. No. 124184
 UDIN No: 24124184BKCXWA2778

Place : Mumbai
 Dated : 21st May, 2024

For and on behalf of the Board of Directors of
 Ducol Organics and Colours Limited

Aamer Ahmed Farid
 Managing Director
 DIN : 00711705

Manisha Agrawal
 Chief Financial Officer

Place : Mumbai
 Dated : 21st May, 2024

Hani Ahmed Farid
 Whole-time Director
 DIN : 00711968

Sabina Qureshi
 Company Secretary
 M. No. 65859

Standalone Profit and Loss Account

for the year ended 31st March, 2024

(₹ In Lakh's)

Particulars	No.	For the Year ended 31st March, 2024	For the Year ended 31st March, 2023
I. Revenue from operations	21	7,540.50	9,073.30
II. Other income	22	360.74	70.69
III. Total Income (I+II)		7,901.25	9,143.99
IV. Expenses:			
Cost of materials consumed	23	4,670.33	5,868.61
Purchase of Traded Goods	24	97.40	-
Changes in inventories of finished goods, by-products and work in progress	25	64.91	(94.33)
Employee benefits expense	26	801.05	725.74
Finance costs	27	178.32	180.65
Depreciation and amortization expense		237.41	137.95
Other expenses	28	1,245.59	1,372.60
Total expenses (IV)		7,295.01	8,191.24
V. Profit before exceptional and extraordinary items tax (III-IV)		606.24	952.76
VI. Tax expense :			
Current tax		185.00	258.00
Deferred tax		(37.90)	30.37
Income tax relating to earlier years		16.22	53.19
		163.32	341.56
VII. Profit for the year		442.91	611.20
VIII Other comprehensive income			
(i) Items that will not be reclassified to profit or loss		-	-
Remeasurement of the net defined benefit liability/asset			
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
Total other comprehensive income, net of tax		-	-
IX. Total comprehensive income for the year		442.91	611.20
X. Earnings per equity share (Nominal value per share ₹ /-)			
- Basic (₹)		3.05	4.20
- Diluted (₹)		3.05	4.20
Number of shares used in computing earning per share			
- Basic (Nos.)		14540000	14540000
- Diluted (Nos.)		14540000	14540000
Significant accounting policies and estimates	1		
The accompanying notes 1 to 43 are an integral part of the financial statement.			

As per our report of even date
For Choudhary Choudhary & Co.
Chartered Accountants
Firm's Registration Number - 002910C

Alok Kumar Mishra
Partner
M. No. 124184
UDIN No: 24124184BKCXWA2778

Place : Mumbai
Dated : 21st May, 2024

For and on behalf of the Board of Directors of
Ducol Organics and Colours Limited

Aamer Ahmed Farid
Managing Director
DIN : 00711705

Manisha Agrawal
Chief Financial Officer

Place : Mumbai
Dated : 21st May, 2024

Hani Ahmed Farid
Whole-time Director
DIN : 00711968

Sabina Qureshi
Company Secretary
M. No. 65859

Statement of Cash Flow Statement

for the year ended 31st March, 2024

(₹ In Lakh's)

PARTICULARS	Y. E. 31.03.2024	Y. E. 31.03.2023
CASH FLOW FROM OPERATING ACTIVITY		
Net Profit Before Taxes	606.24	952.76
Adjustment for other head & non cash expenses		
Add: Depreciation & Amortisation	237.41	137.95
Finance Cost	178.32	180.65
	415.73	318.60
Less: Income From Non Operating Activities:		
Interest Income	188.98	33.37
Profit On Sale Of Car	-	2.15
Profit On Sale Of Investment	149.78	-
Dividend Received	0.35	0.76
	339.11	36.28
Add/(Less): Operating Profit Before Change In Working Capital	682.85	1,235.08
Adjustment For Working Capital		
Increase/(Decrease) In Short Term Borrowings	1,126.67	(573.09)
Increase/(Decrease) In Trade Payables	(275.86)	(460.76)
Increase/(Decrease) In Other Current Liabilities	(13.90)	46.73
Increase/(Decrease) In Short Term Provision	1.13	1.07
Increase/(Decrease) In Long Term Provision	19.61	15.11
(Increase)/Decrease In Inventories	111.38	(209.15)
(Increase)/Decrease In Trade Receivables	(222.46)	25.79
(Increase)/Decrease In Long Term Loans And Advances	29.70	(61.01)
(Increase)/Decrease In Short Term Loans And Advances	(81.89)	-
(Increase)/Decrease In Other Current Assets	29.16	803.70
Cash Generated From Operations	1,406.40	823.47
Adjustment For Income Tax		
Less: Income Taxes Paid	252.96	287.33
Net Cash Flow From Operating Activity - (A)	1,153.44	536.13
CASH FLOW FROM INVESTING ACTIVITY		
Interest Income	188.98	33.37
(Purchase) / Sale Of Fixed Assets	(865.71)	(744.15)
Purchase Of Investments (Net)	104.64	(2.82)
Long term FDs with banks	(143.80)	(2,036.22)
Dividend Income	0.35	0.76
Net Cash Flow From Investing Activity - (B)	(715.53)	(2,749.06)
CASH FLOW FROM FINANCING ACTIVITY		
Issue Of Shares (Including Share Premium)	-	3,151.20
Repayment Of Loans	(370.93)	(138.55)
Dividend Paid	(109.05)	(30.00)
Finance Cost	(178.32)	(180.65)
Net Cash Flow From Financing Activity - (C)	(658.30)	2,802.00
CASH GENERATED DURING THE YEAR (A + B + C)	(220.39)	589.07
Add: Cash & Cash Equivalents As On 01.04.2023	781.46	192.39
Cash & Cash Equivalents As On 29.02.2024	561.06	781.46

As per our report of even date
 For Choudhary Choudhary & Co.
 Chartered Accountants
 Firm's Registration Number - 002910C

Alok Kumar Mishra
 Partner
 M. No. 124184
 UDIN No: 24124184BKCXWA2778

Place : Mumbai
 Dated : 21st May, 2024

For and on behalf of the Board of Directors of
 Ducol Organics and Colours Limited

Aamer Ahmed Farid
 Managing Director
 DIN : 00711705

Manisha Agrawal
 Chief Financial Officer

Place : Mumbai
 Dated : 21st May, 2024

Hani Ahmed Farid
 Whole-time Director
 DIN : 00711968

Sabina Qureshi
 Company Secretary
 M. No. 65859

Notes to financial statements

for the year ended 31 March, 2024

Company Overview

Ducol Organics and Colours Limited (the company) is a public limited company (CIN:U24239MH1994PLC079015) incorporated on under the provisions of the Companies Act, 2013 with the Registrar of companies. Its registered office is Express Building, Office No. 302, 3rd Floor, 14-E Road, Churchgate, Mumbai - 400 020.

Note - 1. Significant accounting policies

1.1 Basis of preparation of financial statements

The financial statements of the company have been prepared under the historical cost convention, in accordance with generally accepted accounting principles in India (Indian GAAP) on an accrual basis. The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounts) Rules, 2014, and the relevant provisions of the Companies Act, 2013, to the extent applicable and the guidance notes, standards issued by the Institute of Chartered Accountants of India. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard required a change in the accounting policy hitherto in use.

1.2 Use Of Estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

As per MCA notification dated 16th February 2015, companies whose shares are listed on SME exchange as referred to in Chapter XB of SEBI (Issue of Capital and Disclosure requirements) Regulations, 2009 are exempted from the compulsory requirement of adoption of IND-AS. As the Company is covered under the exempted category, it has not adopted IND-AS for preparation of the financial results.

1.3 Fixed Assets, Intangible assets and capital work in progress

Fixed assets are stated at cost, after reducing accumulated depreciation and impairment up to the date of the Balance Sheet. Direct costs are capitalized until the assets are ready for use and include financing costs relating to any borrowing attributable to acquisition of construction of those fixed assets which necessarily take a substantial period of time to get ready for their intended use. Capital

work in progress includes the cost of fixed assets that are not yet ready for their intended use. Intangible assets, if any, are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization and impairment.

1.4 Depreciation

Depreciation on fixed assets is determined based on the estimated useful life of the assets using the written down value method as prescribed under the schedule II to the Companies Act, 2013. Individual assets costing less than ₹ 5000.00 or less are depreciated within a year of acquisition. Depreciation on assets purchased/sold during the period is proportionately charged. Leasehold land is amortized on a straight line basis over the period of lease. Intangible assets, if any, are amortized over their useful life on a straight line method.

1.5 Employee benefits

Short Term benefits are recognized as an expense at the undiscounted amount in the statement of Profit and Loss of the year in which related service is rendered. Retirement benefits in form of gratuity, leave encashment etc. are accounted for on an accrual basis. The company has incurred the liabilities in this respect at the end of the year. Provisions of Employees' Provident Fund and Miscellaneous Provisions Act and Payment of gratuity act are applicable to the company. In compliance with AS 15 (Revised) Employee Benefits, upto current year ended 31 March 2024 company has made provision for Gratuity at ₹ 109.32 Lakhs Previous year: ₹ 88.58 Lakhs.

1.6 Government grants

Grants and subsidies from the government are recognized when there is reasonable assurance that (i) the company will comply with the conditions attached to them, and (ii) the grant/subsidy will be received.

When the grants or subsidy related to revenue, it is recognized as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to an asset, it is recognized as deferred income and released to income in equal amounts over the expected useful life of the related asset.

Government grants of the nature of promoters' contribution are credited to capital reserve and treated as a part of the shareholders' fund.

1.7 Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long term

Notes to financial statements

for the year ended 31 March, 2024

investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

1.8 Inventories

All trading goods are valued at lower of cost and net realizable value. Cost of inventories is determined on first in first out basis. Scrap is valued at net realizable value. Net realizable value is the estimated selling price in the ordinary course of business.

1.9 Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Sale of goods

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. The company collects GST on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence, they are excluded from the revenue.

Income from Job work/Services

Revenue from Job work/ Services is recognized when the contractual obligation is fulfilled and goods/services are delivered to the contractee.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable rate of interest. Interest income is included under the head "Other Income" in the statement of profit and loss.

1.10 Income Taxes

Tax expenses comprise current and deferred tax. Current Income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred Income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidences that they can be realized against future taxable profits. Deferred tax assets are reviewed at each reporting date. Minimum Alternate Tax paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset in accordance with the guidance note on accounting for credit available in respect of minimum alternate tax under the income tax act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The company reviews the "MAT credit entitlement" at each reporting date.

1.11 Provisions and contingent liabilities

The company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a present obligation that cannot be estimated reliably or a possible or present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

1.12 Earning Per Share

Earning per share are calculated by dividing the net profit or loss after taxes for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating, diluted earnings per share, the net profit/ (loss) for the year attributable to equity shareholders and weighted average number of shares outstanding during the year are adjusted for the effects of dilutive potential equity shares.

1.13 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

Notes to financial statements

for the year ended 31 March, 2024

Note No : 2

Share capital

Particulars	As at 31.03.2024		As at 31.03.2023	
	No. of shares	Amount	No. of shares	Amount
(a) Authorised				
Equity shares of par value ₹10/- each	15000000	1,500.00	15000000	1,500.00
	15000000	1,500.00	15000000	1,500.00
(b) Issued, subscribed and fully paid up				
Equity shares of par value ₹10/- each at the beginning of the year	14540000	1,454.00	3000000	300.00
Bonus shares issued during the year	-	-	7500000	750.00
Shares issued for cash during the year [#]	-	-	4040000	404.00
Balance At the end of the year	14540000	1,454.00	14540000	1,454.00

[#]During the Previous year ended March 31, 2023, the Company had issued 40,40,000 shares of ₹10 each at a premium of ₹68 Each

- (c) The Company has only one class of equity shares having a par value of ₹10/- per share. Each holder of equity shares is entitled to one vote per share. The holders of Equity Shares are entitled to receive dividends as declared from time to time. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

- (d) Shareholders holding more than 5% of the equity shares in the Company :

Name of shareholder	As at 31.03.2024		As at 31.03.2023	
	No. of shares held	% of holding	No. of shares held	% of holding
Hani Ahmed Farid	2801290	19.27%	2800800	19.26%
Aamer Ahmed Farid	2800800	19.26%	2801290	19.27%
Ali MohmedAli Bagash	2741400	18.85%	2741400	18.85%
Total Shares for the year	8343490	57.38%	8343490	57.38%

- (e) Shares held by the promoters and promoters group at the end of the year ending 31 March 2024

Particulars	No. of Equity shares held	% of total shares	% Change during the year
Hani Ahmed Farid	2801290	19.27%	0.00%
Aamer Ahmed Farid	2800800	19.26%	0.00%
Ali MohmedAli Bagash	2741400	18.85%	0.00%
Total Shares for the year	8343490	57.38%	0.00%

Shares held by the promoters and promoters group at the end of the year ending 31 March 2023

Particulars	No. of Equity shares held	% of total shares	% Change during the year
Hani Ahmed Farid	2800800	19.26%	35.71%
Aamer Ahmed Farid	2801290	19.27%	35.70%
Ali MohmedAli Bagash	2741400	18.85%	36.48%
Total Shares for the year	8343490	57.38%	35.96%

Notes to financial statements

for the year ended 31 March, 2024

(₹ In Lakh's)

Note No : 3

Reserves And Surplus

Particulars	As at 31.03.2024	As at 31.03.2023
(a) General reserve		
Balance as per last account	-	-
Add: Transfer from Retained earnings	-	-
(b) Share Premium	2,747.20	2,747.20
(c) Retained earnings		
Balance as per Last Account	1,739.27	1,908.07
Add : Surplus as per Statement of Profit and Loss	442.91	611.20
Other Comprehensive Income(net of tax)	-	-
Amount available for appropriation	2,182.18	2,519.27
Less : Appropriations:		
Bonus share issued	-	(750.00)
Dividend on equity shares	(109.05)	(30.00)
Transfer to general reserve	-	-
Balance at the end of the year	2,073.13	1,739.27
(c) Other Comprehensive Income (OCI)		
Balance as per Last Account	-	-
Add: Other comprehensive income for the year	-	-
Less: Transfer to retained earnings	-	-
Total other equity	4,820.33	4,486.47

Note No : 4

Long-Term Borrowings

Particulars	As at	
	31.03.2024	31.03.2023
Secured Long Term Borrowings (See note below) #	594.85	965.79
	594.85	965.79

Notes#:

Vehicle loans

Loans against vehicles are secured against hypothecation of vehicles against which loans are taken.

Term Loan: Apna Sahakari Co-Operative Bank Ltd

Primary:- First charge by way of mortgage & hypothecation of following immovable fixed assets:

- Land & building situated at Plot No.22/2 MIDC Ind. Area, Taloja, Taluka Panvel, Dist - Raigad.
- Land & building situated on Plot No. T-5/1 MIDC Ind. Area, Taloja, Taluka Panvel, Dist - Raigad.

Loans are guaranteed by the Managing Director and the Wholetime Director

Rate of Interest: 9%

Notes to financial statements

for the year ended 31 March, 2024

(₹ In Lakh's)

Note No : 5

Deferred tax assets/liability (net)

Particulars	As at	
	31.03.2024	31.03.2023
Tax effect of items constituting deferred tax assets/(liability)		
On Depreciation	123.81	167.48
On Gratuity	30.41	24.64
	154.22	192.12

Note No : 6

Long-Term Provisions

Particulars	As at	
	31.03.2024	31.03.2023
Provision for employee benefits	102.30	82.69
	102.30	82.69

Note No : 7

Short - term borrowings

Particulars	As at	
	31.03.2024	31.03.2023
<u>Other Loans</u>		
From banks - Secured (see note below)#	1,084.32	-
Current maturities of Term Loan from bank - Secured (refer note 4)	356.43	314.07
From Directors	-	-
	1,440.74	314.07

Working Capital Security#:

Company has sanction of 15 Cr from NKGSB Co operative Bank Ltd as working capital limits

Primary :- First charge by way of hypothecation of entire current assets of the company, present and future, including entire stocks (including goods in transit) & receivables

Collateral: Extension of first charge on entire immovable Property, plant & Equipments of the company and include the followings:

- Land & building situated at Plot No.22/2 MIDC Ind. Area, Taloja, Taluka Panvel, Dist Raigad.
- Land & building situated on Plot No. T-5/1 MIDC Ind. Area, Taloja, Taluka Panvel, Dist Raigad.
- Land & building situated at Plot No.K-7 Additional MIDC Mahad, Dist Raigad.

Loans are guaranteed by the Managing Director and the Wholetime Director

Notes to financial statements

for the year ended 31 March, 2024

(₹ In Lakh's)

Note No : 8

Trade Payables

Particulars	As at 31.03.2024		As at 31.03.2023	
Total outstanding dues of micro enterprises and small enterprises				
Creditors for Goods	-		-	
Creditors for Services	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises				
Creditors for goods	812.35		1,144.35	
Creditors for services	227.69	1,040.04	171.56	1,315.90
		1,040.04		1,315.90
Trade Payables Ageing Schedule (Outstanding for following periods from due date of payment)				
Micro and small enterprises (Undisputed)				
- less than 1 year	-		-	
- 1 year to 2 years	-		-	
- 2 year to 3 years	-		-	
- More than 3 years	-	-	-	-
Others (Undisputed)				
- less than 1 year	1,006.97		1,293.43	
- 1 year to 2 years	19.12		3.77	
- 2 year to 3 years	3.37		5.42	
- More than 3 years	10.57	1,040.04	13.27	1,315.90
		1,040.04		1,315.90

Note No : 9

Other current liabilities

Particulars	As at	
	31.03.2024	31.03.2023
Advances Received	10.16	5.00
Statutory Liabilities	37.07	44.05
Other Liabilities	75.27	87.44
Unpaid Dividend	0.09	-
	122.59	136.49

Note No : 10

Short-Term Provisions

Particulars	As at	
	31.03.2024	31.03.2023
Provision for Income Tax	74.42	126.16
Provision for Employee benefits	7.02	5.89
	81.45	132.05

Notes to financial statements

for the year ended 31 March, 2024

(₹ In Lakh's)

Particulars	Gross Block				Depreciation		Net Block	
	As at 1st April, 2023	Additions - Year ended 31-03-2024	Adjust/ Ded - Year ended 31/03/2024	As at 31-03-2024	For the Year ended 31-03-2024	Adjust with Ret Earnings - Year ended 31-03-2024	Upto 31-03-2024	As at 31-03-2024
Land (Free hold)	567.51	-	-	567.51	59.03	-	59.03	508.48
	567.51	-	-	567.51	59.03	-	59.03	508.48
Factory Buildings	1,000.51	250.00	-	1,250.51	61.19	-	667.59	582.92
	1,000.51	-	-	1,000.51	41.37	-	606.40	394.11
Plant & Equipment	1,339.27	184.50	-	1,523.77	89.95	-	827.79	695.98
	1,108.50	230.77	-	1,339.27	54.84	-	737.84	601.43
Office equipment	77.25	23.95	0.14	101.06	18.77	(0.14)	74.23	26.83
	57.46	19.79	-	77.25	7.23	-	55.59	21.66
Furniture & Fixtures	56.24	54.11	-	110.36	17.11	-	30.82	79.54
	18.92	37.33	-	56.24	4.94	-	13.71	42.54
Vehicles	300.06	-	-	300.06	49.61	-	187.75	112.30
	161.37	150.61	11.92	300.06	29.54	11.92	138.15	161.91
Art Work	-	3.36	-	3.36	-	-	-	3.36
	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Total Property, Plant and Equipment	3,340.84	515.92	0.14	3,856.62	236.64	-0.14	1,847.21	2,009.41
	2,914.28	438.49	11.92	3,340.84	137.92	-	1,610.72	1,730.13

Note No : 12

Intangible assets

Computer software (acquired)	0.70	1.32	-	2.02	0.77	-	0.80	1.22
	-	0.70	-	0.70	0.03	-	0.03	0.67

Notes to financial statements

for the year ended 31 March, 2024

(₹ In Lakh's)

Note No : 13

Capital Work In Progress

Particulars	As at	
	31.03.2024	31.03.2023
Projects Work In Progress		
- less than 6 months	285.66	192.34
- 1 year to 2 years	505.15	472.42
- 2 year to 3 years	348.01	133.29
- More than 3 years	343.79	336.09
	1,482.61	1,134.13
Projects Temporarily Suspended		
- less than 6 months	-	-
- 1 year to 2 years	-	-
- 2 year to 3 years	-	-
- More than 3 years	-	-
	-	-

Note No : 14

Non-current investments

Particulars	Face value	Number of Shares/units	As at 31.03.2024	Number of Shares/units	As at 31.03.2023
(1) Designated at fair value through profit or loss:					
(i) Quoted					
In equity shares of Companies					
Fully paid up:					
Bew Engineering Limited	10.00	10000	40.52	8000	14.02
Shanthala FMCG	10.00	25200	25.99		
Vaidya Sane Ayurved Laboratories Limited	10.00	-		20800	17.37
			66.52		31.38
(ii) Unquoted					-
NKGSB Co-oprative Bank Ltd.	10.00	50000	5.00	50000	5.00
Shamrao Vithal Co-oprative Bank	78.00	100	0.08	100	0.08
Apna Sahakari Bank Ltd.	25.00	19960	14.99	19960	4.99
			20.07		10.07
			86.58		41.45
Aggregate market value of quoted Investments			81.28		105.73

Notes to financial statements

for the year ended 31 March, 2024

(₹ In Lakh's)

Note No : 15

Long-term loans and advances
(Unsecured, considered good)

Particulars	As at	
	31.03.2024	31.03.2023
Security deposits	108.24	137.94
	108.24	137.94

Note No : 16

Inventories

Particulars	As at	
	31.03.2024	31.03.2023
Raw materials	615.30	656.77
Packing materials	23.67	28.67
Work-in-progress	589.92	820.96
Finished goods	750.37	584.24
	1,979.26	2,090.64

(At lower of cost and net realizable value, unless stated otherwise)

Note No : 17

Trade receivables - Current

Particulars	As at	
	31.03.2024	31.03.2023
Unsecured, considered good	1,219.93	997.47
Unsecured, considered doubtful	38.53	13.54
	1,258.46	1,011.01
Provision for doubtful debts	(38.53)	(13.54)
	1,219.93	997.47
Trade Receivables Ageing Schedule		
Undisputed, considered good		
- not yet due	260.01	590.50
- less than 6 months	790.89	247.59
- 6 months to 1 year	34.27	5.66
- 1 year to 2 years	8.83	2.10
- 2 year to 3 years	0.56	2.59
- More than 3 years	163.91	162.57
	1,258.46	1,011.02
Provision for doubtful debts	(38.53)	(13.54)
	1,219.93	997.47

Note: Debts due by directors or other officers of the company - ₹ NIL (previous year ₹ NIL)

Notes to financial statements

for the year ended 31 March, 2024

(₹ In Lakh's)

Note No : 18

Cash and cash equivalents

Particulars	As at	
	31.03.2024	31.03.2023
Balances with banks		
In current accounts	5.62	81.22
Debit balance in CC Account with NKGSB CO OP BANK LTD	-	169.29
Cash on hand	34.67	30.95
Dividend Account	0.09	-
Fixed deposits with banks		
- Current portion of original maturity period more than 12 months	2,180.02	2,036.22
- Original maturity period upto 12 months	520.68	500.00
	2,741.08	2,817.68

Note No : 19

Short-term loans and advances

(Unsecured, considered good)

Particulars	As at	
	31.03.2024	31.03.2023
Capital Advances	58.37	
Advances to suppliers	23.52	
	81.89	-

Note No : 20

Other current assets

Particulars	As at	
	31.03.2024	31.03.2023
(Unsecured, considered good)		
Other Loans & Advances		
Advance to Suppliers & Others	19.81	10.04
Deferred Revenue expenditure :[to the extent not written off]	18.10	65.08
VAT & Other Receivables	30.08	32.78
Interest Accrued But Not Due	12.87	4.13
Prepaid Expenses	15.61	15.44
Export incentive receivable	3.84	2.00
	100.31	129.46

Notes to financial statements

for the year ended 31 March, 2024

(₹ In Lakh's)

Note No : 21

Revenue From Operations

Particulars	For the year ended	
	31.03.2024	31.03.2023
Sale Of Goods	7,533.85	9,073.30
Sale Of Scrap	6.65	-
	7,540.50	9,073.30

Note No : 22

Other Income

Particulars	For the year ended	
	31.03.2024	31.03.2023
Interest Income		-
- Fixed Deposits With Banks	188.98	33.37
Dividend Income	0.35	0.76
Net Gain on Sale of Investments	149.78	-
Other Non- Operating Income		
- Profit On Sale of Property, Plant & Equipment	-	2.15
- Other Income	21.63	34.41
	360.74	70.69

Note No : 23

Cost of materials Consumed

Particulars	For the year ended	
	31.03.2024	31.03.2023
Raw Materials Consumed		
Opening stock	656.77	537.87
Add: Purchases	4,434.49	5,718.37
	5,091.26	6,256.24
Less: Closing Stock	615.30	656.77
	4,475.96	5,599.48
Packaging Materials Consumed		
Opening stock	28.67	32.74
Add: Purchases	189.36	265.07
	218.04	297.81
Less: Closing Stock	23.67	28.67
	194.37	269.14
Total Cost of material Consumed	4,670.33	5,868.61

Notes to financial statements

for the year ended 31 March, 2024

(₹ In Lakh's)

Note No : 24

Purchase Of Traded Goods

Particulars	For the year ended	
	31.03.2024	31.03.2023
Purchases	97.40	-
	97.40	-

Note No : 25

Changes in Inventory of Finished goods, Work in Progress & Stock-in-Trade

Particulars	For the year ended	
	31.03.2024	31.03.2023
(Increase)/Decrease in Stocks		
Stock at the end of the Year:		
Work-in-process	589.92	820.96
Finished Goods	750.37	584.24
TOTAL(A)	1,340.29	1,405.20
Less: Stock at the Beginning of the year		
Work-in-process	820.96	926.05
Finished Goods	584.24	384.82
TOTAL(B)	1,405.20	1,310.87
TOTAL (B-A)	64.91	(94.33)

Note No : 26

Employee Benefit expenses

Particulars	For the year ended	
	31.03.2024	31.03.2023
Salaries & Wages	717.31	654.72
Contribution to Provident & Other Funds	32.15	29.17
Gratuity	21.26	16.18
Staff Welfare Expenses	30.33	25.68
	801.05	725.74

Note No : 27

Finance Costs

Particulars	For the year ended	
	31.03.2024	31.03.2023
Interest Expenses	161.70	143.26
Bill Discounting Charges	16.62	37.39
	178.32	180.65

Notes to financial statements

for the year ended 31 March, 2024

(₹ In Lakh's)

Note No : 28

Other Expenses

Particulars	For the year ended	
	31.03.2024	31.03.2023
Payment to Auditors		
As auditor:		
~Audit Fee	3.50	5.15
Bank Charges	17.52	28.38
Business Promotion Expenses	20.18	35.77
Capital Advances Written Off	49.67	59.23
Carriage Outward	142.48	141.93
Clearing & Forwarding Charges	4.19	9.56
Commission Paid	90.12	169.27
Computer Expenses	8.74	9.19
Conveyance & Travelling	100.18	86.20
Consumption of Store Spares	0.99	1.13
Courier Charges	7.61	10.83
Discount Given	0.19	0.35
Donations	54.60	55.87
Export Charges	5.32	6.92
Factory Expenses	220.29	227.96
Insurance	16.08	14.80
IPO Listing Charges	-	54.44
Membership & Subscription	1.23	0.57
Office Expenses	43.67	45.32
Power & fuel expense	149.95	137.79
Printing & Stationery	23.56	26.29
Professional Fees	126.26	125.33
Provision For Doubtful Debts	24.99	13.54
Rates & Taxes		
~Interest On Duties & Taxes	17.62	0.05
~Interest On Duties & Taxes Tds & Tcs	0.05	0.27
Rent	47.01	35.46
Repairs - Machinery	16.36	17.92
Repairs & Maintenance - Others	10.42	26.96
Security Charges	30.02	12.84
Telephone Charges	12.80	13.27
	1,245.59	1,372.60

Notes to financial statements

for the year ended 31 March, 2024

(₹ In Lakh's)

Note: 29

Earning Per Share (EPS)

Particulars	Year Ended	
	March 31, 2024	March 31, 2023
Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders	442.91	611.20
Weighted Average number of equity shares used as denominator for calculating EPS	14,540,000	14,540,000
Basic and Diluted Earnings per share	3.05	4.20
Face Value per equity share	10	10

Note: 30

Disclosures

Loans or Advances in the nature of loans granted to Promoters, Directors, KMPs and the related parties , either severally or jointly with any other person:

Type Of Borrowers	Amount Of Loan or Advance in the nature of loan Outstanding	Percentage to the Loans & Advances in the nature of Loans
Promoters	-	-
Directors	-	-
KMPs	-	-
Related Parties	-	-

Note: 31

Contingent Liability & Capital Commitments

Particulars	As at 31 March 2024	As at 31 March 2023
Contingent liability - Claims the company not acknowledged as debt.		
- Indirect Tax matters	-	21,775.59
Estimated amount of contract remaining to be executed on capital account and not provided for.	-	-

Note: 32

In compliance with AS 15 (Revised), Employee Benefits, Upto current year ended 31 March 2024 company has made provision for Gratuity at ₹ 1,09.32 including that of earlier years ₹ 88.58 (₹ In Lacs).

Note: 33

Earnings and expenditure in foreign exchange

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Earning in Foreign Exchange	870.22	558.90
Expenditure in Foreign Currency		
CIF Value of Import Purchase	234.70	796.34
Foreign Travelling Expenses	23.20	5.95

Notes to financial statements

for the year ended 31 March, 2024

(₹ In Lakh's)

Note: 34

Foreign Currency Exposure

Particulars	US Dollar	₹ Lakh's
Foreign Currency Receivable	383,803	290.73
	(192,484)	(157.58)
Foreign Currency Payable	9,522	7.99
	(31,000)	(25.89)

Figures in the bracket represents figures of previous year

Note: 35

Segment Reporting

The company has only one business segment viz. Manufacture of other chemical products, which is being considered as the primary segment.

The information regarding the secondary segment, i.e. 'geographical segments' is given below:

Particulars	Geographical Segments		
	India	Outside India	Total
<u>Segment Revenue</u>			
Sales and Other Income from operations	7,031.03	870.22	7,901.25
	(8,585.10)	(558.90)	(9,143.99)
<u>Carrying amount of assets by geographical location of assets</u>			
Segment Assets - Debtors	929.20	290.73	1,219.93
	(839.89)	(157.58)	(997.47)
<u>Additions to fixed assets and intangible assets</u>			
Addition to fixed assets	865.57	-	865.57
	(734.38)	-	(734.38)

Notes

- Secondary segments identified are as per the requirements of Accounting Standard AS-17 'Segment Reporting' issued by The Institute of Chartered Accountancy of India, taking into account the organization structure as well as the differing risks and returns
- The segment revenue, results and total assets include the revenue and assets respectively, which are identifiable with each segment and amounts allocated to the segments on a reasonable basis
- Figures in the bracket represents figures of previous year

Notes to financial statements

for the year ended 31 March, 2024

(₹ In Lakh's)

Note: 36

Related party disclosures

Transactions with related parties / Key Management Personnel:

Name	On account	Year ended 31 March 2024	Year ended 31 March 2023
Key Management Personnel			
Mr. Hani Farid	Director Remuneration	78.00	75.00
Mr. Aamer Farid	Director Remuneration	84.00	78.00
Ms. Manisha Agarwal	CFO - Remuneration	4.63	3.60
Ms. Sabina Qureshi	CS - Remuneration	5.82	4.62
Enterprises on which key management personnel or their relatives has significant influence			
M/s. M.A. Bagash	Rent Paid	15.58	11.40
Mr. Hani Farid	Dividend Paid	21.01	10.00
Mr. Aamer Farid	Dividend Paid	21.01	10.00
Mr. Ali Bagash	Dividend Paid	20.56	10.00
Prime Foods & Confectionery LLP	Loan Given (excluding interest credited)	-	53.79
Prime Foods & Confectionery LLP	Loan advanced Repayment	-	713.10
Mr. Hani Farid	Loan Received	-	5.12
Mr. Hani Farid	Loan Repaid	-	7.90
Mr. Aamer Farid	Loan Received	-	5.13
Mr. Aamer Farid	Loan Repaid	-	5.50

Balances outstanding of related parties :

Name	As at 31 March 2024	As at 31 March 2023	Remarks
M/s. M.A. Bagash	35.80	35.80	Rent Deposit Receivable

Note: 37:

Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:

Type of Borrower	As at 31 March 2024	As at 31 March 2023
	Amount of loan or advance in the nature of loan outstanding	% to the total Loans and Advances in the nature of loans
Promoters	-	-
Directors	-	-
Key managerial personnel	-	-
Related Parties	-	-

Note 38

Corporate Social Responsibility Expenses

As per Section 135 of the companies act 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceeding three financial years on corporate social respsnibility (CSR) activities. The CSR comittee has been formed by the company as per the act. The funds were allocated and utilised through the year on CSR activities specified in schedule 7 of the companies act 2013.

Notes to financial statements

for the year ended 31 March, 2024

(₹ In Lakh's)

Particulars	As at	
	31.03.2024	31.03.2023
a. Amount required to be spent by the Company during the year	7.67	3.71
b. Amount of expenditure incurred	47.29	4.63
c. Shortfall / (excess) at the end of the year (a-b)	-	-
d. Total of previous years shortfall / (gain)	-	-
e. Reasons for shortfall	Not applicable	Not applicable
f. details of related party transactions	Not applicable	Not applicable
g. Where a provision is made with respect to liability incurred by entering into a contractual obligation	Not applicable	Not applicable

Nature of CSR activities: Education and healthcare

Note: 39:

Immovable Property Not Held In Company's Name

The company shall provide the details of all the immovable property (other than properties where the company is the lessee and the lease agreement are duly executed in favour of the lessee) whose title deeds are not held in the name of the company in format given below and where such immovable property is jointly held with others, details are required to be given to the extent of the company's share

Relevant Line Item in the Balance Sheet	Description of Items Of Property	Gross Carrying Value	Title Deeds held in the name of	Whether Title deed holder is a promoter/ director, OR relative of Promoter/ Director OR employee of promoter/director	Property Held since which date	Reason for not being held in the name of the company
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- None -

Note: 40: Details Of Benami Property

The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property

Note : 41: Registration Of Charges or Satisfaction with Registrar of Companies

The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

Note: 42: Undisclosed Income

The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

Note : 43: Details of Crypto / Virtual Currency

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year

Note : 44: Transactions with companies struck off

The Company does not have any transactions with companies struck off.

As per our report of even date
For Choudhary Choudhary & Co.
Chartered Accountants
Firm's Registration Number - 002910C

Alok Kumar Mishra
Partner
M. No. 124184
UDIN No: 24124184BKCXWA2778

For and on behalf of the Board of Directors of
Ducol Organics and Colours Limited

Aamer Ahmed Farid
Managing Director
DIN : 00711705

Hani Ahmed Farid
Whole-time Director
DIN : 00711968

Manisha Agrawal
Chief Financial Officer

Sabina Qureshi
Company Secretary
M. No. 65859

Place : Mumbai
Dated : 21st May, 2024

Place : Mumbai
Dated : 21st May, 2024

Ratio Analysis

Particulars		F.Y. 2023-24	F.Y. 2022-23
1	CURRENT RATIO	2.28	3.18
	(Total Current Assets / Current Liabilities)		
	Current Liabilities = Total Current Liabilities- Current Maturities of Non current Borrowings & Lease Obligations		
2	NET DEBT EQUITY RATIO(In Times)	0.32	0.17
	(Net Debt/ Average Equity)		
	Net Debt = Non Current Borrowings+Current Borrowings+Non current and Current Lease Liabilities- current Investments- Cash & Cash Equivalents- Other Balances with Banks		
	Equity = Equity Share Capital+ Reserves and surplus		
3	DEBT SERVICE COVERAGE RATIO	Net finance charge is positive	7.47
	EBIT/ Net Finance Charges		
	EBIT = Profit before taxes(+/-) Exceptional Items + Net Finance Charges		
	Net Finance Charges = Finance Costs (excluding interest on current borrowings) - Interest Income - Dividend Income from Current Investments - Net Gain / Loss on sale of Current Investments		
4	DEBTORS TURNOVER RATIO	0.16	0.11
	(Trade Receivable / Turnover)		
	Turnover = Revenue From Operations		
5	INVENTORY TURNOVER RATIO (In Times)	2.37	2.91
	(Average Inventory/ Sale of Product in days)		
6	NET PROFIT MARGIN (%)	5.87%	6.74%
	(Net Profit after tax/ Turnover)		
	Turnover = Revenue From Operations		
7	RETURN ON EQUITY (%)		
	(Profit after Preference Dividend / Equity + Reserves)	7.1%	10.3%
8	TRADE PAYABLES TURNOVER RATIO (In Times)	4.65	4.39
	(Cost of Goods & Services / Trade Payables)		
9	NET CAPITAL TURNOVER RATIO (In Times)	2.01	3.42
	(Turnover / Average Working Capital)		
10	RETURN ON CAPITAL EMPLOYED (%)	10.99%	15.78%
	(Earning before Interest & Tax / Capital Employed)		
11	RETURN ON INVESTMENT (%)	0.40%	1.82%
	(Profit after Tax / Total Average Investment)		

Notes:

- 1 Debt Service Coverage ratio: During the year, net interest earned is more than interest expense
- 2 Current Ratio: Change is due to higher utilisation of cash credit limits
- 3 Ratios relating to return: is lower following drop in sales

Notes



D U C O L
ORGANICS & COLOURS LTD.

Ducol Organics And Colours Limited

Registered Office: Office No 302,
Express Building, 14-E Road,
Churchgate Mumbai 400020.
cs@ducol.com
www.ducol.com

Plant Locations

Unit 1

Plot No. 22/2, Taloja Industrial Area, MIDC Taloja,
Tal - Panvel, Dist. - Raigad Pin - 410208

Unit 2

Plot No. T-5/1, Taloja Industrial Area, MIDC Taloja,
Tal - Panvel, Dist. - Raigad Pin - 410208

Unit 3

Unit Address: Plot No. K-7, Addl Mahad Industrial Area,
Tal - Mahad, Dist. - Raigad Pin - 402302