



NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the Members of Hughes & Hughes Chem Limited will be held on Tuesday, the 27th day of August, 2024 at 11.00 A.M. at Registered office of the Company situated at Suite No 204, 205-206, Level -2, Bakshi House, 40-41, Nehru Place, New Delhi - 110019 to transact the following business: -

A. ORDINARY BUSINESS

1. ADOPTION OF FINANCIAL STATEMENTS, DIRECTOR'S AND AUDITOR'S REPORT:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2024 and the Reports of the Board of Directors and the Auditors thereon and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

“**RESOLVED THAT** the Audited Financial Statement of the Company for the financial year ended on 31st March 2024 along with the Director's Report and Auditor's Report thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY

To appoint M/s. **JM & Associates** having **FRN: 011270N**, as Statutory Auditors of the Company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of this 33rd Annual General Meeting of the Company until the conclusion of the 38th Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), M/s. **JM & Associates**, (Firm Registration No.: 011270N) be and is hereby appointed as Statutory Auditor of the Company in place of M/s. N.C. Raj & Associates., Chartered Accountants, (Firm Registration No.: 002249N) the retiring statutory auditor, to hold the office from the conclusion of the 33rd Annual General Meeting until the conclusion of the 38th Annual General Meeting of the Company to be held in the year 2029 at

time being in force), M/s. **JM & Associates**, (Firm Registration No.: 011270N) be and is hereby appointed as Statutory Auditor of the Company in place of M/s. N.C. Raj & Associates., Chartered Accountants, (Firm Registration No.: 002249N) the retiring statutory auditor, to hold the office from the conclusion of the 33rd Annual General Meeting until the conclusion of the 38th Annual General Meeting of the Company to be held in the year 2029 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the Auditor.”

3. REAPPOINTMENT OF DIRECTOR RETIRING BY ROTATION:

To appoint a Director in place of Mr. Rajat Singhal, Managing Director, who retires by rotation and being eligible offers himself for re-appointment and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

“**RESOLVED THAT** Mr. Rajat Singhal, who retire by rotation in terms of Section 152 of Companies Act, 2013 and being eligible to be and is hereby re-appointed, whose office shall be liable to retirement by rotation.

By order of the Board
For HUGHES & HUGHES CHEM LIMITED



BHARAT
COMPANY SECRETARY
MEMBERSHIP NO. A73717

Dated: 01.08.2024

Place: New Delhi

NOTES:

1.0 A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not to be a member of the Company.

Pursuant to Section 105 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 a person shall not act as proxy for more than fifty (50) members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total Share Capital of Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2.0 A blank proxy form is sent herewith.

3.0 The instrument appointing the proxy should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

4.0 The Register of Members and Share Transfer books of the Company will remain closed from 21st August 2024 to 27th August, 2024 (both days inclusive), for the purpose of Annual General Meeting.

5.0 Relevant documents referred to in the accompanying Notice is open for inspection by the Members at the Registered Office on all working days, except Saturdays and Sundays, between 9.30 a.m. to 6.00 p.m. from the date of circulation of this notice upto the date of the AGM i.e. August 27, 2024.

6.0 Members/proxies should bring the attendance slips duly filled in for attending the meeting.

7.0 The Proxies should carry their identity proof i.e. a PAN Card/ Aadhar Card/Passport/ Driving License.

8.0 The Route Map of the venue of this Annual General Meeting is placed below this Notice.

Venue of AGM: - Registered office of the Company situated at Suite No 204, 205-206, Level -2, Bakshi House, 40-41, Nehru Place, New Delhi - 110019

Additional information on Directors being appointed/re-appointed as required under Regulation 36(3) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in the order of the items mentioned in the Notice:

Name of Director	Mr. Rajat Singhal, Managing Director
Age	39 years
Date of original Appointment	05/05/2009
Qualification	He has also completed Certificate in Diploma Program in Finance from University of California, Berkeley in 2005. He has completed Bachelor of Arts (Summa Cum Laude) Economics with honors Mathematics, Brandeis University in 2006. He has also completed Masters of Arts from Columbia University in 2008.
Brief Resume including experience	He is having an overall experience of more than 16 years. He has worked at Merrill Lynch and Macquarie Holdings (USA) Inc. as an Investment Banker and Private Equity Analyst before his appointment at Hughes and Hughes Chem Limited. He brings to the team a host of International exposure having worked on major deals such as Equity Office Property's buyout of approximately \$36 billion by Blackstone Group, Buyout of Puget Sound Energy and Debt refinancing for Xcel Energy and Level 3 Corporation. He handles the overall management of Project, Planning, Execution and Business operations of the Company
Other Directorship	<ul style="list-style-type: none"> • Hughes Phoenix Limited • Hill Queen Cottages Private Limited • Green Earth Cottages And Holdings Private Limited • Apple Valley Properties Private Limited • Everest Cottages Private Limited • Pine View Cottages And Properties Private Limited • Regency Builders Private Limited • Naini Hills Cottages Private Limited

Chairmanship/Membership of Committees in Company	1 (One) Chairman in Corporate Social Responsibility (CSR) Committee
Relationship with the Directors/ Managerial Personnel inter-se, if any	Son of Mr. Rajender Singhal, Executive Chairman Brother of Mr. Ankit Singhal, Managing Director of the Company and not related to any other Director / Key Managerial Personnel
No. of equity shares held in the Company	44,91,060
No. of board meetings attended during the year 2023-24	35 Meetings
Terms and conditions of appointment/re appointment	As stated in the resolution.

Form No. MGT-11 Proxy form

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

CIN:	
Name of the company:	
Registered office:	

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	
No. of Shares held:	

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

1. Name:
Address:
E-mail Id:
Signature:

Or failing him/her

2. Name:
Address:
E-mail Id:
Signature:

Or failing him/her

3. Name:
Address:
E-mail Id:
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual general meeting of the company, to be held on the Tuesday, the 27th day of August, 2024 at 11.00 A.M.at Registered office of the Company situated at Suite No 204, 205-206, Level -2, Bakshi House, 40-41, Nehru Place, New Delhi – 110019 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions
Ordinary Business	
1.	Adoption of Financial statements of the Company for the year ended 31 st March, 2024 together with the Directors' Report and Auditors' Report thereon.
2.	Appointment of Statutory Auditor of the Company
3.	Re-appointment of Mr. Rajat Singhal, Managing Director of the Company who is liable for retirement by rotation.

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

<p>AFFIX REVENUE STAMP</p>

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

DP. Id*:	
Client Id*:	

*Applicable to shareholders holding shares in electronic form

Folio No.	
No. of Shares	

Name and Address of the Shareholder:

Name of the Proxy:

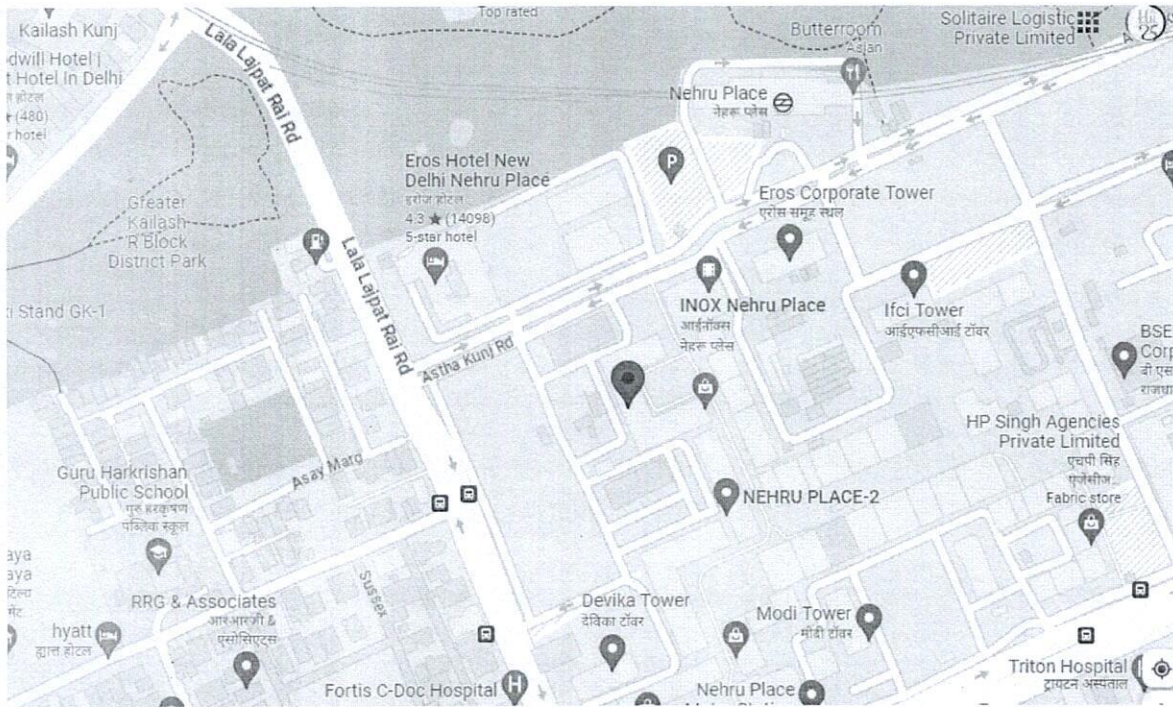
(To be filled in, if proxy attends instead of member)

Signature of attending member or Proxy

I hereby record my presence at the 33rd Annual General Meeting of the Company held at the Registered office of the Company situated at Suite No 204, 205-206, Level -2, Bakshi House, 40-41, Nehru Place, New Delhi - 110019.

Route Map for venue of Annual General Meeting

Venue: - Registered office of the Company situated at Suite No 204, 205-206, Level -2, Bakshi House, 40-41, Nehru Place, New Delhi – 110019.





N C RAJ & ASSOCIATES

Chartered Accountants
10, Community Centre No.2,
Ashok Vihar Phase-II,
Delhi – 110 052
Phone: +911149057181
Website: www.ncraj.com
Email: info@ncraj.com
Peer Review No.: 014034

INDEPENDENT AUDITOR'S REPORT

TO,

**The Members of
Hughes and Hughes Chem Limited
New Delhi.**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the **accompanying financial** statements of **Hughes And Hughes Chem Limited** ("the Company"), which comprise the Balance Sheet as at **March 31, 2024**, the Statement of Profit and Loss and Cash Flow Statement for the year ended then and a summary of the significant accounting policies and other explanatory information.

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

Basis for Opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 Statements.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance



(Forming part of Audit Report of M/s. Hughes And Hughes Chem Ltd. For the year ended March 31, 2024)

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.

Auditor's Responsibility

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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A statement on the matters specified in paragraph 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 and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid 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 **March 31, 2024** taken on record by the Board of Directors, none of the directors is disqualified as **March 31, 2024** from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The company does not have any pending litigations which would impact its financial position except those disclosed in financial statements. Refer Note (k) of significant accounting policies to the financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.



N C RAJ & ASSOCIATES

Chartered Accountants

Peer Review No.: 014034

(Forming part of Audit Report of M/s. Hughes And Hughes Chem Ltd. For the year ended March 31, 2024)

- iii. There is no amount required to be transferred by the company to the Investor Education and Protection Fund in accordance with the relevant provisions.
 - iv. (a) The management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, 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 it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, 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; and

(c) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
 - v. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.
3. 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, as per the information & explanation provided to us, the company has complied to the limit prescribed by section 197 for maximum permissible managerial remuneration.
 4. The Company has maintained audit trail in its books of accounts since, as per the proviso to rule 3(1) of companies (Accounts) Rules, 2014 is applicable for company w.e.f April,2023.
 5. The company has maintained its books of accounts electronically, adhering to relevant provisions and standards. The records are complete, accurate, and current, ensuring statutory compliance. Adequate security measures protect against unauthorized access, alteration, and loss. The system is reliable and allows efficient retrieval and verification of financial information.

For N C Raj & Associates

Chartered Accountants

(FRN: 002249N)



(Sanjay Garg)

Partner

M. No. 088636

Place: New Delhi

Dated: 27/05/2024

UDIN: 24088636BKARIX9996

“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of HUGHES AND HUGHES CHEM LIMITED.

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

We have audited the internal financial controls over financial reporting of **HUGHES AND HUGHES CHEM LIMITED** (“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 control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and operating effectiveness of internal control based on the assessed risk. The procedures selected depend upon on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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



(Forming part of Audit Report of M/s. Hughes And Hughes Chem Ltd. For the year ended March 31, 2024)

dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls 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, 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 issues by the Institute of Chartered Accountants of India.

For N C Raj & Associates
Chartered Accountants
(FRN: 002249N)



(Sanjay Garg)

Partner

M. No. 088636

Place: New Delhi

Dated: 27/05/2024

UDIN: 24088636BKARIX9996

ANNEXURE A

Reports under The Companies (Auditor's Report) Order, 2020 (CARO 2020) for the year ended on 31st March 2024

To,
The Members of
M/s Hughes And Hughes Chem Limited
New Delhi.

i. **In respect of the Company's Property, Plant and Equipment and Intangible Assets:**

- (a) (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 does not own any intangible assets.
- (b) The Company has a program of physical verification of Property, Plant and Equipment and right-of use assets at regular intervals which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed except stated below:

Quarter	Name of Bank	Particulars of Securities Provided	Amount as per Books of Account (₹ in Lakhs)	Amount as reported in the quarterly return/ statement (₹ in Lakhs)	Amount of difference (₹ in Lakhs) (Unbilled Revenue)	Reason for material discrepancies
Q4	State bank of India	Stock statement	2,597.82	4,395.06	(1,797.24)	The difference is due to Unbilled Revenue shown in other current asset

- (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 immovable properties are held in the name of the company.
- (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.



ANNEXURE A

Reports under The Companies (Auditor's Report) Order, 2020 (CARO 2020) for the year ended on 31st March 2024

ii. In Respect of inventories and working capital.

(a) The Company has a program of physical verification of inventory at regular intervals which, in our opinion, is reasonable having regard to the size of the Company and the nature of its inventory. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(b) Loan for working capital in excess of Rs.5 crores is taken from financial institutions/banks, current assets are held for security and monthly statements are sent to the financial institutions/banks from which the company has taken loan from.

iii. Compliance regarding Investments, Guarantee / Security, Loans or Advances

During the year the company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties and hence, clause (iii) of the Order is not applicable.

iv. Compliance under section 185 and 186 of The Companies Act , 2013 relating to Loans advances investment and security

The company has not given any loan, made any investment and provided any security to the parties covered under section 185 and 186 of the companies Act, 2013. Accordingly, the provisions of clause 3 (iv) of the Order are not applicable to the Company.

v. Compliance under section 73 to 76 of The Companies Act, 2013 and Rules framed thereunder while accepting Deposits

According to information and explanation given to us and on the basis of examination of records, we understand that the company has not accepted any deposits or amounts which are deemed to be deposits from public. Accordingly clause 3(v) of the order is not applicable.

vi. Maintenance of cost records

According to the information and explanations given to us, the central Government has not prescribed the maintenance of Cost records under sub section (1) of section 148 of the companies Act for the services provided by it accordingly clause 3(vi) of the order is not applicable.

vii. In respect of statutory dues

(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 provident fund, employees state insurance, income-tax, Wealth Tax, Service Tax, Goods and Service Tax (GST), State Insurance, VAT, PF, ESI, Customs Duty, Excise Duty, Cess and other statutory dues to the appropriate authority.



ANNEXURE A

Reports under The Companies (Auditor's Report) Order, 2020 (CARO 2020) for the year ended on 31st March 2024

- (b) According to the information and explanations given to us, no dues of Income Tax, Sales Tax, VAT, Customs, Excise which have not been deposited with the appropriate authorities on account of disputes.

Name of the statute	Nature of Dues	Amount (Rs. In Lakhs.)	Period	Forum Where Dispute is pending
Income Tax Department	Income Tax	627.02	Assessment year 2020-2021	Commissioner of Income tax

viii. **Unrecorded Income**

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).

ix. **Repayment of Loans and Borrowings**

- a) According to the information and explanations given to us and on the basis of our audit procedures, company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- b) According to the information and explanations given to us and on the basis of our audit procedures, the Company has not been declared willful defaulter by any bank or financial institution or other lender.
- c) According to the information and explanations given to us and on the basis of our audit procedures, we report that Term loans are applied for the purpose for which the loans were obtained.
- d) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that funds have been raised on short term basis by the company have not been utilized for long term purposes.
- e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under The Companies Act, 2013 since the company does not have any subsidiary accordingly, clause 3(ix)(e) of the order is not applicable.
- f) According to the information and explanations given to us and on the basis of our audit procedures, we report that The Company has not raised any loans during the year on the pledge of any securities held in its subsidiaries and hence reporting on clause 3(ix)(f) of the Order is not applicable.



ANNEXURE A

Reports under The Companies (Auditor's Report) Order, 2020 (CARO 2020) for the year ended on 31st March 2024

- x. **Utilization of Money Raised by Public Offers and Term Loan For which they Raised and Private Placement**
- (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi. **Reporting of Fraud During the Year**
- (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) No whistle-blower complaints were received by the auditor during the year and hence, reporting under clause 3(xi)(c) of the Order is not applicable.
- xii. **Compliance by Nidhi Company Regarding Net Owned Fund to Deposits Ratio**
- The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. **Related party compliance with Section 177 and 188 of companies Act – 2013**
- In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. **Internal Audit function**
- (a) The company has an internal audit system commensurate the size and nature of its business.
- (b) The reports of the internal auditor for the period under audit were considered wherever necessary.



ANNEXURE A**Reports under The Companies (Auditor's Report) Order, 2020 (CARO 2020) for the year ended on 31st March 2024****xv. Non-cash transactions**

In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. Reserve Bank of India

- (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) of the Order is not applicable.
- (b) The company is not a Core Investment company (CIC) as defined in the regulations made by the Reserve bank of India. Accordingly, clause 3(xvi) (c) of the Order is not applicable.
- (c) According to the information and explanation provided to us during the course of audit, the Group does not have any CIC. Accordingly the requirements of clause 3(xvi) (d) of the Order is not applicable.

xvii. Cash losses

The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year and hence clause (xvii) is not applicable.

xviii. Resignation of statutory auditors

There is no resignation of the statutory auditor during the year.

xix. No Material Uncertainty

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.



ANNEXURE A

Reports under The Companies (Auditor's Report) Order, 2020 (CARO 2020) for the year ended on 31st March 2024

xx. **Corporate social responsibility**

The company has transferred unspent CSR amount of Rs 14,39,308/- to a separate bank account as required under section 135(6) of the Companies Act,2013. Details of the transfer including the amount, date of transfer, and the bank account details are as follows:

CSR UNSPENT AMOUNT	DATE OF TRANSFER	BANK	ACCOUNT NUMBER
1439308/-	27/03/2024	STATE BANK OF INDIA	42818186619

xxi. **Qualification and adverse report**

The Company did not have any subsidiaries companies, Thus reporting under clause (xxi) is not applicable.

For N C Raj & Associates
Chartered Accountants
(FRN: 002249N)



(Sanjay Garg)
Partner
M. No. 088636
Place: New Delhi
Dated: 27/05/2024
UDIN: 24088636BKARIX9996

HUGHES & HUGHES CHEM LIMITED

CIN: U24100DL1991PLC045290

Suite No. 205-206, Level-2, Bakshi House, 40-41, Nehru Place, New Delhi-110019

Balance Sheet as on 31/03/2024

(Amount in Lakhs)

Particulars	Note No.	As at 31st March 2024	As at 31st March 2023
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2	1,800.00	300.00
(b) Reserves and Surplus	3	4,004.15	4,478.68
(c) Money received against share warrants		-	-
2 Share Application Money Pending Allotment		-	-
3 Non-current liabilities			
(a) Long-term borrowings	4	30.08	495.63
(b) Deferred tax liabilities (Net)		15.28	14.16
(c) Other Long term liabilities	5	0.40	0.40
(d) Long-term provisions	6	-	20.35
4 Current liabilities			
(a) Short-term borrowings	7	3,963.67	1,703.20
(b) Trade payables	8	62.86	98.48
(c) Other current liabilities	9	1,176.75	754.24
(d) Short-term provisions	10	184.00	11.34
TOTAL		11,237.18	7,876.47
II. ASSETS			
Non-current assets			
1 (a) Fixed assets	11		
(i) Tangible assets		694.92	707.71
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments		-	-
(c) Deferred tax assets (net)		-	-
(d) Long-term loans and advances		-	-
(e) Other non-current assets	12	0.38	11.53
2 Current assets			
(a) Current investments		-	-
(b) Inventories	13	2,597.82	1,865.60
(c) Trade receivables	14	4,081.51	3,281.97
(d) Cash and cash equivalents	15	1,058.37	1,087.53
(e) Short-Term Loans and advances	16	1,006.94	922.13
(f) Other current assets	17	1,797.24	-
TOTAL		11,237.18	7,876.47

Notes on Accounts Forming Part of Balance Sheet are enclosed

1 to 25

As per our report of even date attached.

For N C RAI & ASSOCIATES

Chartered Accountants

(FRN : 002249N)



(Sanjay Garg)

Partner

M.No. 088636

Date : 27/05/2024

Place : New Delhi

UDIN : 24088636BKARIX9996

On behalf of the board of Directors

For Hughes and Hughes Chem Limited

Ankit Singhal

Managing Director

DIN : 00884360

Rajat Singhal

Managing Director

DIN : 02638828

Teena Rathi

CFO

Bharat

Company

Secretary

M.No.A73717

HUGHES & HUGHES CHEM LIMITED

CIN: U24100DL1991PLC045290

Suite No. 205-206, Level-2, Bakshi House, 40-41, Nehru Place, New Delhi-110019

Profit and Loss statement for the year ended on 31/03/2024

(Amount in Lakhs)

Particulars	Refer Note No.	As at 31st March 2024	As at 31st March 2023
I. Revenue from operations	18	11,315.15	8,018.19
II. Other income	19	77.32	85.20
III. Total Revenue (I + II)		11,392.48	8,103.39
IV. Expenses:			
Cost of materials consumed		808.03	957.48
Purchases of Stock-in-Trade			67.97
Changes in inventories of finished goods work-in-progress and Stock-in-Trade		-685.96	-646.88
Finance costs	20	331.62	201.62
Employee benefits expense	21	7,778.39	5,652.67
Other expenses	22	1,626.28	1,108.45
Depreciation and amortization expense	23	74.49	66.64
Total expenses		9,932.85	7,407.95
V. Profit before exceptional and extraordinary items and tax (III-IV)		1,459.63	695.45
VI. Exceptional items			-
VII. Profit before extraordinary items and tax (V - VI)		1,459.63	695.45
VIII. Extraordinary Items			-
IX. Profit before tax (VII- VIII)		1,459.63	695.45
X Tax expense:	24		
(1) Current tax (Provision for Tax)		368.00	177.00
(2) Earlier year tax (Provision for Tax)		-3.59	-1.15
(2) Deferred tax		1.12	-2.53
XI Profit (Loss) for the period from continuing operations (VII-VIII)		1,094.09	522.13
XII Profit/(loss) from discontinuing operations		-	-
XIII Tax expense of discontinuing operations		-	-
XIV Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-
XV Profit (Loss) for the period (XI + XIV)		1,094.09	522.13
XVI Earnings per equity share:			
(1) Basic		6.08	2.90
(2) Diluted		-	-

Notes on Accounts Forming Part of Balance Sheet are enclosed

1 to 25

As per our report of even date attached.

For N C RAJ & ASSOCIATES

Chartered Accountants

(FRN : 002249N)



(Sanjay Gargi)
Partner

M.No. 088636

Date : 27/05/2024

Place : New Delhi

UDIN: 24088636BKARIX9996

On behalf of the board of Directors

For Hughes and Hughes Chem Limited

(Signature)

Ankit Singhal
Managing Director
DIN : 00884360

(Signature)

Rajat Singhal
Managing Director
DIN : 02638828

(Signature)

Teena Rathi
CFO

(Signature)

Bharat
Company
Secretary
M.No.A73717

HUGHES & HUGHES CHEM LIMITED

CIN: U24100DL1991PLC045290

Suite No. 204, 205-206, Level-2, Bakshi House, 40-41, Nehru Place, New Delhi-110019

Statement of Cash Flows for the year ended on 31.03.2024

(Amount in Lakhs)

PARTICULARS	F.Y. 2023-24	F.Y. 2022-23
Profit before extraordinary items	1,459.63	695.45
ADD:- Non Cash and Non Operating Expenses		
Depreciation	74.49	66.64
Interest expense	331.62	175.41
Dividends paid		
LESS :- Non Cash and Non Operating Income		
Profit / (Loss) on the sale of property, plant & equipment	-	3.56
Cash Flow before Working Capital changes	1,865.73	941.05
Working Capital Changes:		
Add:- Increase in Current Liabilities and Decrease in Current Assets		
Increase in other current liabilities	422.51	
Increase in Short Term Borrowings	2,260.47	207.67
Increase in Short Term Provision	-3.21	
Increase in Trade Payables		35.84
Decrease in Short term Loans & Advances		-
Decrease in Inventories		-
Less:- Decrease in Current Liabilities and Increase in Current Assets		
Decrease in Short Term Borrowings		-
Decrease in Other current liabilities		493.31
Increase in Inventories	732.22	647.99
Increase in other current assets	1,797.24	-
Increase in Trade and other receivables	799.54	110.86
Increase In Short Term Loans & Advances	84.81	51.94
Decrease In Trade Payables	35.61	
Decrease In Other current liabilities		
Cash flow before payment of tax	1,096.08	-119.53
Less:- Income taxes paid	257.17	158.85
Net cash from operating activities	838.91	-278.38
Cash flows from investing activities		
Business acquisitions, net of cash acquired		
Purchase of Fixed Assets	-61.71	156.15
Proceeds from sale of Fixed Assets	-	46.00
Proceeds from sale of Investments	11.15	47.47
Net cash used in investing activities	-50.56	-62.68
Cash flows from financing activities		
Proceeds from issue of share capital		
Divident paid		
Proceeds from long-term borrowings		
Increase in other Long-term liabilities		0.40
Proposed Dividend		-
Decrease In Long Term Provisions	20.35	
Increase In Long Term Provisions		20.35
Interest paid	331.62	-175.41
Increase in short term Provisions		485.45
Increase In Long Term Borrowings		108.58
Decrease In Long Term Borrowings	465.55	
Net cash from financing activities	-817.52	439.37
Net increase in cash and cash equivalents	-29.16	98.30
Cash and cash equivalents at beginning of period	1,087.53	989.22
Cash and cash equivalents at end of period	1,058.37	1,087.53

For N C RAJ & ASSOCIATES
Chartered Accountants
(FRN : 002249N)

(Sanjay Garg)
Partner
M.No. 088636
Date : 27/05/2024
Place : New Delhi
UDIN: 24088636BKARIX9996



On behalf of the board of Directors
For HUGHES & HUGHES CHEM LIMITED

Ankit Singhal
Managing Director
DIN : 00884360

Rajat Singhal
Managing Director
DIN : 02638828

Teena Rathi
CFO

Bharat
Company
Secretary
M.No.A73717

NOTE : 1	
SIGNIFICANT ACCOUNTING POLICIES	
(a)	BASIS OF ACCOUNTING: The Company prepares its financial statement on historical cost convention basis in consonance and accordance with generally accepted accounting principles and also in accordance with requirement of disclosure norms of the Companies Act, 2013.
(b)	REVENUE RECOGNITION: Income and expenditures are recognized on accrual basis. Company is executing service contracts for Railways for which uncertainty of the amount to be received is there till the running invoices/completion certificate is not issued by the concerned department, therefore, revenue in such cases are recognised on the date of completion certificate as per accounting standard "9" In cases where the Service Contract is completed, and request for completion certificate has been made, the revenue on such contract is treated as Unbilled Revenue and shown as Other Current Asset.
(c)	AMORTIZATION: Preliminary expenses are to be written off in 5 annual equal installments. However , there are no preliminary expenses written off during the year.
(d)	FIXED ASSETS, INTANGIBLE ASSETS AND CAPITAL WORK IN PROGRESS: Fixed assets are stated at cost, less accumulated depreciation and impairment if any. Direct costs are capitalized until fixed assets are ready for use. Capital Work in progress comprises of the cost of fixed assets that are not yet ready for their intended use at the reporting date. Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization and impairment.
(e)	DEPRECIATION: Depreciation on Fixed Assets is provided for on SLM as per the rates and in the manner prescribed in Schedule II of the Companies Act, 2013.
(f)	RESEARCH & DEVELOPMENT: Research costs are expensed as incurred. Software product development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the company has an intention and ability to complete and use or sell the software and the cost can be measured reliably. The Company has not incurred any expense on Research & Development during the year.
(g)	INVESTMENTS: Trade Investments are the investments made to enhance the company's business interest. Investments are either classified as current or long term based on Management's intention. Investments are carried at cost. However Investments are not held by the company during the year.
(h)	INVENTORIES: Inventories are valued at cost or net realizable value whichever is less.
(i)	LEASES: Lease under which the company assumes substantially all the risks and rewards of ownership are classified as finance lease. Such assets acquired are capitalized at fair value of the asset or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments under operating leases are recognized as an expense on a straight line basis in the statement of profit and loss over the lease term.
(j)	FOREIGN CURRENCY TRANSACTION : Foreign- Currency denominated monetary assets and liabilities are translated at exchange rates in effect at the Balance Sheet date. The gains or losses resulting from such translations are included in the Statement of profit and loss. Non-Monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-Monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction. Revenue, expense and cash-flow items denominated in foreign currencies are translated using the exchange rate in effect on the date of the transaction. Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled.
(k)	CONTINGENT LIABILITIES & LITIGATIONS: Provisions are created when there is a present obligation as a result of a past event that probably requires an outflow of resources and reliable estimate can be made of the amount of the obligation. There is contingent liabilities of Rs. 2077.44 LAKHS on account of bank guarantee issued to Railways. The Company has received demand from tax authorities totaling 627.03 lakhs for the financial years 2020-21 which pertain to income tax. Based on the advice of tax consultants and legal opinions obtained, the management believes that the claim made by the tax authorities are not tenable and is confident of a favorable outcome. Therefore, no provision has been made in the financial statements for these disputed tax demands. However, should the outcome of the disputes be unfavorable, it could have a material impact on the Company's financial position.
(l)	DEFERRED TAX LIABILITIES/ASSETS: Tax Liability of the company is estimated considering the provision of Income Tax Act, 1961. Deferred Tax is recognized subject to the consideration of prudence of timing difference, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.
(m)	EARNING PER SHARE: Basic earnings per share is computed by dividing the net profit after tax by the number of equity shares outstanding during the period.
(n)	CASH & CASH EQUIVALENTS Cash and cash equivalents comprise cash and cash on deposit with banks and corporations.



Note 2 SHARE CAPITAL

Particulars	(Amount in Lakhs)			
	As at 31st March 2024		As at 31 March 2023	
	Number	₹	Number	₹
a) Authorised				
___% preference shares of ` ___ each	NIL	NIL	NIL	NIL
2,50,00,000 Equity Shares of Rs. 10/- each	25000000	2500	7000000	700
b) Issued				
___% preference shares of ` ___ each	NIL	NIL	NIL	NIL
1,80,00,000 Equity Shares of Rs. 10/- each	18000000	1800	3000000	300
Subscribed & Paid up				
___% preference shares of ` ___ each	NIL	NIL	NIL	NIL
1,80,00,000 Equity Shares of Rs. 10/- each	18000000	1800	3000000	300
Less:- Calls unpaid	NIL	NIL	NIL	NIL
Subscribed but not fully Paid up				
___ % preference shares of ` ___ each, not fully paid up	NIL	NIL	NIL	NIL
Equity Shares of ` ___ each, not fully paid up	NIL	NIL	NIL	NIL
Total	18000000	1,800.00	3000000	300.00

(c) Par value is Rs.10 per Equity share

(d) Reconciliation of shares and amount outstanding at the beginning and at end of the year

Particulars	Equity Shares	
	Number	₹
Shares outstanding at the beginning of the year	3000000	300
Bonus shares issued during the year	15000000	-
Shares bought back during the year	-	-
Shares outstanding at the end of the year	18000000	300.00

(e) Rights, preferences and restrictions attached to shares

Particulars	Number
Equity shares:-	
-with voting rights	18000000
-with differential voting rights	
i) as to dividend	NIL
ii) as to voting	NIL
iii) otherwise	NIL
Preference shares:-	
-Preferential rights as to	
i) fixed amount of dividend	NIL
ii) fixed rate of dividend	NIL
iii) repayment of capital on winding up	NIL
- Categorization	
i) cumulative preference shares	NIL
ii) Non-cumulative preference shares	NIL
iii) Redeemable preference shares	NIL
iv) Convertible preference shares	NIL
v) Non-convertible preference shares	NIL
vi) other preference shares	NIL

(f) ___ Equity Shares (Previous year) are held by ___, the holding company.

(g) Shares held by each Shareholder

Name of Shareholder	As at 31st March 2024		As at 31 March 2023	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Rajender Singhal	4504420	25.02	750770	25.03
Pingla Singhal	4491060	24.95	748510	24.95
Ankit Singhal	4491060	24.95	748510	24.95
Rajat Singhal	4491060	24.95	748510	24.95
Anil Kumar Agarwal	3000	0.02	500	0.02
Abha Singh	3000	0.02	500	0.02
Dharamveer Jain	3000	0.02	500	0.02
Jaya Singh	3000	0.02	500	0.02
Surbhi Goel	3000	0.02	500	0.02
Sumit Goel	3000	0.02	500	0.02
Uday Pratap Singh	3000	0.02	500	0.02
Snehlata Singh	1200	0.01	200	0.01
Rikha Singhal	100	0.00	0	0.00
Nupur Singhal	100	0.00	0	0.00
TOTAL	1,80,00,000	100.0	30,00,000	100.0



(h) Shares reserved for issue under terms

Particulars	Number	₹
Options arising under:-		
i) Promoters agreements		
ii) collaboration agreements		
iii) loan agreements		
iv) Debenture deeds		
v) Agreement to convert preference shares into equity shares		
vi) ESOPs		
vi) contracts for supply of capital goods		
Contracts/commitments for the sale of shares/disinvestment		

(i) Break-up of shares pursuant to contracts

Particulars	Year (Aggregate No. of Shares)				
	2023-24	2022-23	2021-22	2020-21	2019-20
Equity Shares :	Number	Number	Number	Number	Number
Fully paid up pursuant to contract(s) without payment being received in cash	3000000	3000000	3000000	3000000	3000000
Fully paid up by way of bonus shares	150000000	-	-	-	-
Shares bought back	-	-	-	-	-
Preference Shares :					
Fully paid up pursuant to contract(s) without payment being received in cash	-	-	-	-	-
Fully paid up by way of bonus shares	-	-	-	-	-
Shares bought back	-	-	-	-	-

(j) Securities convertible into shares

Particulars	Date of conversion			
	Last date of conversion		First date of conversion	
	dd/mm/year		dd/mm/year	
	Number	₹	Number	₹
Convertible ___% preference shares, convertible into:-				
-Equity shares				
- % Preference shares				
Convertible Debentures/bonds, convertible into:-				
-Equity shares				
- %Preference shares				

*Terms of convertible securities

(k) Unpaid Calls

Particulars	₹
By Directors	-
By Officers	-

(l) Forfeited shares

No. of shares forfeited	NIL
Amount originally paid up on shares forfeited	NIL
No. of shares re-issued	NIL
Amount received on shares re-issued	NIL

Note 2.7 Appropriate disclosures made by the Management for Share Capital

	Share Capital
1	Authorised 25000000 shares of Rs.10/- each.
2	Issued 18000000 Equity Shares of Rs. 10/- each.
3	Subscribed 18000000 Equity Shares of Rs. 10/- each.
4	Paid Up 18000000 Equity Shares of Rs. 10/- each.
5	Called Up NIL Equity Shares
6	Of the above shares NIL shares are allotted as fully paid-up pursuant to a contract without payments being received in cash.
7	[Of the above shares Nil shares are allotted as fully paid-up by way of bonus shares]
8	Less:Calls unpaid: NIL
9	Add: Forfeited shares (amount originally paid –up): NIL
10	Terms of redemption or conversion (if any) of any redeemable preference shares must be stated, together with the earliest date of redemption or conversion. Not Applicable
11	Particulars of any option on unissued share capital should also be specified : Not Applicable
12	Particulars of the different classes of preference shares to be given: Not Applicable
13	In case of forfeited shares, amount originally paid-up should be shown. Any profit on reissue of forfeited shares should be transferred to capital reserve: Not Applicable
14	In case of subsidiaries companies, the number of shares held by the holding company as well as by the ultimate holding company and its subsidiaries must be separately stated: Not Applicable
15	The 'issued capital' and 'subscribed capital' must be distinguished into various classes of capital; viz. preference and equity, and the particulars specified hereunder must be given separately for each of them. : As per Note No. 2.1(d)
16	Shares allotted as fully paid-up by way of bonus shares, should be separately disclosed. The source from which the bonus shares are issued must also be specified; e.g., by capitalisation of reserves or profits or from share premium account, etc.: As per Note No. 2.1(d)
17	Any capital profit on reissue of forfeited shares should be transferred to Capital Reserve: NIL



Note 3

(Amount in Lakhs)

<u>Reserves & Surplus</u>	As at 31st March 2024	As at 31st March 2023
	₹	₹
a. Capital Reserves		
Opening Balance	15.00	15.00
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	15.00	15.00
b. Capital Redemption Reserve		
Opening Balance	-	-
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	-	-
c. Securities Premium Account		
Opening Balance	-	-
Add : Securities premium credited on Share issue	-	-
<u>Less : Premium Utilised for various reasons</u>		
Premium on Redemption of Debentures	-	-
For Issuing Bonus Shares	-	-
Closing Balance	-	-
d. Debenture Redemption Reserve		
Opening Balance	-	-
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	-	-
e. Revaluation Reserve		
Opening Balance	-	-
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	-	-
f. Share Options Outstanding Account		
Opening Balance	-	-
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	-	-
g. Other Reserves (Specify the nature and purpose of each reserve)		
Opening Balance	-	-
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	-	-
h. Surplus		
Opening balance	4463.68	3941.55
(+) Net Profit/(Net Loss) For the current year	1094.09	522.13
(+) Transfer from Reserves	-	-
(-) Payment of Prior period tax	68.62	-
(-) Final Dividends	-	-
(-) Interim Dividends	-	-
(-) Utilised for Bonus issue	1500.00	-
(-) Transfer to Reserves	-	-
(-) Tax on Divident	-	-
Closing Balance	3,989.15	4,463.68
Total	4,004.15	4,478.68



Note 4

Long Term Borrowings	(Amount in Lakhs)	
	As at 31st March 2024	As at 31st March 2023
	₹	₹
Secured		
(a) Bonds/debentures		-
(b) Term loans		
- From Banks	30.08	495.63
- From Other Parties	-	-
(c) Deferred payment liabilities	-	-
(d) Deposits	-	-
(e) Loans and advances from related parties	-	-
(f) Long term maturities of finance lease obligations	-	-
	30.08	495.63
Unsecured		
(a) Bonds/debentures	-	-
(b) Term loans		
- From Banks	-	-
- From Other Parties	-	-
(c) Deferred payment liabilities	-	-
(d) Deposits	-	-
(e) Loans and advances from related parties (Rs. NIL is gauranteed by Directors)	-	-
(f) Long term maturities of finance lease obligations	-	-
(g) Other loans and advances (Advance From Customer)	-	-
	-	-
In case of continuing default as on the balance sheet date in repayment of loans and interest with respect to (b) (e) & (g)		
1. Period of default	-	-
2. Amount	-	-
Total	30.08	495.63

Note 5

Other Long Term Liabilities	(Amount in Lakhs)	
	As at 31st March 2024	As at 31st March 2023
	₹	₹
Unclaimed Dividend	0.40	0.40
Total	0.40	0.40



Note 6

<u>Long-Term Provision</u>	(Amount in Lakhs)	
	As at 31st March 2024	As at 31st March 2023
	₹	₹
(a) Provision for employee benefits		
Salary & Reimbursements	-	-
Contribution to PF	-	-
Contribution to ESI	-	-
Gratuity (Funded)	-	20.35
Leave Encashment (funded)	-	-
ESOP /ESOS	-	-
Others	-	-
Total	-	20.35

Note 7

<u>Short Term Borrowings</u>	(Amount in Lakhs)	
	As at 31st March 2024	As at 31st March 2023
	₹	₹
<u>Secured</u>		
(a) Loans repayable on demand from banks	3463.67	1703.20
(b) Loans and advances from related parties	-	-
(c) Deposits	-	-
(d) Other loans and advances (specify nature)	-	-
	3,463.67	1,703.20
In case of continuing default as on the balance sheet date in repayment of loans and interest with respect to (a) (b) & (d)		
1. Period of default	-	-
2. Amount	-	-
<u>Unsecured</u>		
(a) Loans repayable on demand		
- From Banks	-	-
- From NBFC	500.00	-
(b) Loans and advances from related parties (Received from Directors and is unsecured)	-	-
(c) Deposits	-	-
(d) Other loans and advances (Security Deposit)	-	-
	500.00	-
In case of continuing default as on the balance sheet date in repayment of loans and interest with respect to (a) (b) & (d)		
1. Period of default		
2. Amount		
Total	3,963.67	1,703.20



Note 8 Trade Payable (Creditors) Ageing As at 31.03.2024

(Amount in Lakhs)

Particulars	Outstanding for following periods from due date of payment			
	Less than 1 year	1-2 years	2-3 years	More Than 3 years
(i) MSME	62.86	-	-	-
(ii) Others	-	-	-	-
(iii) Disputed dues MSME	-	-	-	-
(iv) Disputed dues-Others	-	-	-	-
Total	62.86	-	-	-

Note 9

(Amount in Lakhs)

Other Current Liabilities	As at 31st March 2024	As at 31st March 2023
	₹	₹
(a) Current maturities of long-term debt	20.27	34.61
(b) Current maturities of finance lease obligations	-	-
(c) Interest accrued but not due on borrowings	-	-
(d) Interest accrued and due on borrowings	-	-
(e) Income received in advance	-	-
(f) Unpaid dividends	-	-
(g) Application money received for allotment of securities and due for refund # interest accrued on (g) above Number of shares proposed to be issued: _____ Amount of premium (if any): _____ Terms and conditions of shares proposed to be issued: _____ Date by which shares shall be allotted: _____ Whether the company has sufficient authorized capital to cover the share capital amount resulting from allotment of shares out of such share application money The period overdue from the last date of allotment is ____; reason being _____ # All amounts out of Share Application money which are refundable to be shown under this head (non-refundable portion of share application money will form part of 'Share Application Money Pending Allotment' (Balance Sheet)	-	-
(h) Unpaid matured deposits and interest accrued thereon	-	-
(i) Unpaid matured debentures and interest accrued thereon	-	-
(j) GST Payable	460.17	201.92
(k) TDS Payable	14.21	14.18
(l) Professional Tax Payable	1.20	0.68
(m) other expenses payable	14.87	22.91
(n) Salary payable	607.50	432.53
(o) EPF payable	48.17	38.91
(p) ESIC payable	10.36	8.49
Total	1,176.75	754.24

Note 10

(Amount in Lakhs)

Short Term Provisions	As at 31st March 2024	As at 31st March 2023
	₹	₹
(a) Provision for employee benefits		
Salary & Reimbursements	-	-
Contribution to PF	-	-
Contribution to ESI	-	-
Gratuity (Funded)	-	-
Leave Encashment (funded)	-	-
ESOP /ESOS	-	-
Others	2.30	5.51
(b) Income Tax Provision	181.70	5.83
Total	184.00	11.34



Note 11
Note 11.1 Disclosure pursuant to Part I of Schedule II to the Companies Act, 2013

	Fixed Assets				Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 1st April 2023	Additions/ (Disposals)	Acquired through business combinations	Revaluations/ (Impairments)	Balance as at 31st March 2024	Balance as at 1st April 2023	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at 31st March 2024	Balance as at 1st April 2023	(Amount in Lakhs)		
a														
Tangible Assets														
Land	34.53	0.00	-	-	34.53	0.00	0.00	-	-	0.00	34.53	34.53	34.53	
Buildings	431.69	0.00	-	-	431.69	108.80	14.40	-	-	123.20	322.89	322.89	308.49	
Plant and Equipment	204.17	31.59	-	-	235.76	87.57	14.83	-	-	102.40	116.60	116.60	133.36	
Furniture and Fixtures	2.10	0.00	-	-	2.10	1.00	0.20	-	-	1.20	1.10	1.10	0.90	
Vehicles	337.83	26.21	-	-	364.04	110.98	43.05	-	-	154.03	226.85	226.85	210.01	
Office equipment	23.81	3.91	-	-	27.72	18.07	2.02	-	-	20.09	5.74	5.74	7.63	
Total	1,034.13	61.71	-	-	1,095.84	326.43	74.49	-	-	400.91	707.71	707.71	694.92	
b														
Intangible Assets														
Goodwill	-	-	-	-	-	-	-	-	-	-	-	-	-	
Brands /trademarks	-	-	-	-	-	-	-	-	-	-	-	-	-	
Computer software	-	-	-	-	-	-	-	-	-	-	-	-	-	
Mastheads and publishing titles	-	-	-	-	-	-	-	-	-	-	-	-	-	
Mining rights	-	-	-	-	-	-	-	-	-	-	-	-	-	
Copyrights, and patents and other	-	-	-	-	-	-	-	-	-	-	-	-	-	
Recipes, formulae, models, designs	-	-	-	-	-	-	-	-	-	-	-	-	-	
Licenses and franchise	-	-	-	-	-	-	-	-	-	-	-	-	-	
Others (specify nature)	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total	-	-	-	-	-	-	-	-	-	-	-	-	-	
c														
Capital Work in Progress	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total	-	-	-	-	-	-	-	-	-	-	-	-	-	
d														
Intangible assets under	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total	1,034.13	61.71	-	-	1,095.84	326.43	74.49	-	-	400.91	707.71	707.71	694.92	



Note: 12 Non Current Investment**(Amount in Lakhs)**

Particulars	As at 31st March 2024	As at 31st March 2023
	₹	₹
Investment in Mutual Fund	0.38	11.53
Total	0.38	11.53



Note 13

Inventories		(Amount in Lakhs)	
Particulars	As at 31st March 2024	As at 31st March 2023	
	₹	₹	
a. Raw Materials and components (Valued at Cost)	83.54	27.60	
Goods-in transit	-	-	
b. Work-in-progress (Valued at Cost)	2,445.49	1,641.91	
Goods-in transit	-	-	
c. Finished goods (Valued at Cost)	53.11	52.66	
Goods-in transit	-	-	
d. Stock-in-trade (Valued at cost)	-	118.08	
Goods-in transit	-	-	
e. Stores and spares (Valued at Cost)	15.67	25.35	
Goods-in transit	-	-	
f. Loose Tools (Valued at Cost)	-	-	
Goods-in transit	-	-	
g. Others	-	-	
Total	2,597.82	1,865.60	

Note 14

Note 14.1 Trade Receivables

Trade Receivables		(Amount in Lakhs)	
Particulars	As at 31st March 2024	As at 31st March 2023	
	₹	₹	
Trade receivables outstanding for a period less than six months from the date they are due for payment	-	-	
Secured, considered good	3,588.87	2,315.86	
Unsecured, considered good	-	-	
Unsecured, considered doubtful	-	-	
Less: Provision for doubtful debts	-	-	
	3,588.87	2,315.86	
Trade receivables outstanding for a period exceeding six months from the date they are due for payment	492.64	966.11	
Secured, considered good	-	-	
Unsecured, considered good	-	-	
Unsecured, considered doubtful	-	-	
Less: Provision for doubtful debts	-	-	
	492.64	966.11	
Total	4,081.51	3,281.97	

Note 14.2 Trade Receivable stated above include debts due by:

Trade Receivable stated above include debts due by:		(Amount in Lakhs)	
Particulars	As at 31st March 2024	As at 31st March 2023	
	₹	₹	
Directors	-	-	
Other officers of the Company	-	-	
Firm in which director is a partner	-	-	
Private Company in which director is a member	-	-	



Note : 14.3

Trade Receivables Ageing

(Amount in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 Year	1-2 year	2-3 years	More than 3 years	
(i) Undisputed Trade receivables considered good	3588.87	152.05	18.66	114.42	207.51	4081.51
(ii) Undisputed Trade Receivables considered doubtful						
(iii) Disputed Trade Receivables considered good						
(iv) Disputed Trade Receivables considered doubtful						



Note 15 Cash and cash Equivalents

(Amount in Lakhs)

Particulars	As at 31st March 2024		As at 31st March 2023	
	₹	₹	₹	₹
a. Balances with banks*	-			
This includes:				
Earmarked Balances (eg/- unpaid dividend accounts)	0.49		0.50	
Margin money	-		-	
Security against borrowings	-		-	
Guarantees	-		-	
Other Commitments	-		-	
Bank deposits with more than 12 months maturity	1057.88		1087.03	
b. Cheques, drafts on hand	-		-	
c. Cash on hand*	-		-	
		1,058.37		1,087.53

Note 16 Short - term loans and advances

(Amount in Lakhs)

Particulars	As at 31st March 2024		As at 31st March 2023	
	₹	₹	₹	₹
a. Loans and advances to related parties (refer note 2)				
Secured, considered good	-		-	
Unsecured, considered good	-		-	
Doubtful				
Less: Provision for doubtful loans and advances	-		-	
		-		-
b. Others (specify nature)				
Secured, considered good	1006.94		922.13	
Unsecured, considered good	-		-	
Doubtful	-		-	
Less: Provision for _____	-		-	
		1,006.94	-	922.13
		1,006.94	-	922.13



Note 17 Other Current Assets

(Amount in Lakhs)

Particulars	As at 31st March 2024	As at 31st march 2023
	₹	₹
Unbilled Revenue	1797.24	-
	-	-
	1,797.24	-

Note 18 Revenue from operation

(Amount in Lakhs)

Particulars	As at 31st March 2024	As at 31st march 2023
	₹	₹
Sale of services		
Sale during the Year	9115.53	7472.34
Unbilled Revenue	1797.24	-
Sale of products	402.39	545.86
Total	11,315.15	8,018.19

Note 19 Other Income

(Amount in Lakhs)

Particulars	As at 31st March 2024	As at 31st march 2023
	₹	₹
Interest Income on Fixed Deposits	71.05	53.09
Miscellaneous income	1.42	0.00
Gain from sale of investments	4.85	32.11
Total	77.32	85.20

Note 20 Finance cost

(Amount in Lakhs)

Particulars	As at 31st March 2024	As at 31st march 2023
	₹	₹
Interest expense	264.57	166.83
Bank Charges	40.46	22.13
Interest on car loan	7.57	4.08
Other borrowing costs	19.02	8.58
Total	331.62	201.62

Note 21 Employee benefits expense

(Amount in Lakhs)

Particulars	As at 31st March 2024	As at 31st march 2023
	₹	₹
(a) Salaries, wages and bonus	7035.38	5074.49
(b) Contributions to EPF & ESI	466.02	303.03
(c) Contribution to gratuity	-	2.01
(d) Staff welfare expenses	39.58	43.79
(e) Directors Remuneration	237.41	220.00
(f) Gratuity Expenses	-	9.35
Total	7,778.39	5,652.67



Note 22	Other expenses		
	(Amount in Lakhs)		
	Particulars	As at 31st March 2024	As at 31st march 2023
	₹	₹	
	Advertisement & Publicity Expenses	0.03	1.93
	Business development exp	13.18	38.06
	Commission on Sale	9.95	6.94
	Consumable Store	72.85	67.13
	Project Expenses	740.80	364.70
	Digital Expenses	0.00	1.60
	Donation	1.80	2.66
	CSR Fund	14.39	18.65
	Electricity and Water Charges	19.57	17.19
	Fee & Subscription	27.41	8.68
	Freight inward	19.19	21.49
	Freight outward	46.93	38.11
	Interest and Late filing fees of GST	21.28	4.93
	Insurance	4.22	4.37
	Interest on TDS/PF/PT/IT	8.65	1.21
	Lebour Welfare Cess 1%	2.60	1.12
	Loss on Sale of Fixed Assets	0.00	3.56
	Legal and professional Charges	56.87	32.92
	Manufacturing Expenses	6.01	4.76
	Written off	0.00	0.49
	Office Expenses	17.61	14.49
	Postal Expenses	11.32	9.18
	Printing and Stationary	4.25	4.82
	Rent on Building	78.40	55.70
	Rent on Equipments	89.02	112.57
	Repair and Maintenance - Others	16.61	15.50
	Application Charges	106.05	13.10
	Telephone Exp	2.75	3.58
	Tender Cost	41.19	42.19
	Testing Charges	13.83	11.07
	Training Expenses	0.00	5.69
	Travelling Expenses	174.14	170.45
	Vehicle Running & Maintenance	5.36	9.62
	Total	1626.28	1108.45
Note 22.1	Payments to the auditor		
	(Amount in Lakhs)		
	Particulars	As at 31st March 2024	As at 31st march 2023
	₹	₹	
	a. auditor	10.20	10.20
	b. for taxation matters	-	-
	c. for company law matters	-	-
	d. for management services	-	-
	e. for other services	-	-
	f. for reimbursement of expenses	-	-
	Total	10.20	10.20
Note 23	Depreciation & Amortisation Expenses		
	(Amount in Lakhs)		
	Particulars	As at 31st March 2024	As at 31st march 2023
	₹	₹	
	Depreciation	74.49	66.64
	Amortisation of Intangible Asset	-	-
	Total	74.49	66.64
Note 24	Schedule : Schedule of Tax Expenses		
	(Amount in Lakhs)		
	Particulars	As at 31st March 2024	As at 31st march 2023
	₹	₹	
	Current Tax	368.00	177.00
	Current Tax (Mat Payable)	-	-
	Mat Credit Entitlement	-	-
	Net Current Tax Liability	-	-
	Excess/ Short Provision of Tax of Earlier Years	-3.59	-1.15
	Deffered Tax	1.12	-2.53
	Total	365.54	173.32



HUGHES & HUGHES CHEM LIMITED

CIN: U24100DL1991PLC045290

Suite No. 205-206, Level-2, Bakshi House, 40-41, Nehru Place, New Delhi-110019

The following are analytical ratios for the year ended March 31, 2024

Note	Particulars	As at 31st March 2024	As at 31st March 2023	Variance
(a)	Current ratio	1.96	2.79	-30%
(b)	Net Debt / Equity ratio	0.69	0.47	48%
(c)	Debt Service Coverage ratio	5.09	3.36	52%
(d)	Return on Equity (ROE)	21%	12%	79%
(e)	Inventory turnover ratio	5.07	5.20	-3%
(f)	Trade receivables turnover ratio	3.07	2.49	24%
(g)	Trade payables turnover ratio	10.59	12.74	-17%
(h)	Net capital turnover ratio	2.03	1.61	26%
(i)	Net profit ratio	10%	7%	48%
(j)	Return on capital employed (ROCE)	32%	18%	78%
(k)	Return on investment (ROI)	0.00	0.00	NA

Note:

(I) Formula used for calculation :

- (a) Current Ratio = Current assets / Current liabilities
- (b) Debt / Equity Ratio = Total debt / Total equity
- (c) Debt Service Coverage Ratio (DSCR) = EBITDA / (Interest paid + Principal repayments of long-term borrowings)
- (d) Return of Equity (RoE) = Net profit after taxes / Average Net Worth
- (e) Inventory turnover ratio = Revenue from Operation / Average Inventory
- (f) Debtors turnover ratio = Revenue from operations / Average Trade and unbilled receivables
- (g) Trade payables turnover ratio = Purchases /Average Trade Payable
- (h) Net capital turnover ratio = Revenue from operations / Average Capital Employed
- (i) Net profit ratio = Profit after taxes / Revenue from operation
- (j) Return on capital employed (ROCE) = EBIT / Average capital employed
- (k) Return on investment (ROI) = Income generated from investments / average investments

(II) Reason for variances:

- (a) Ratio is decrease due to increase in current liability because company has taken additional short term loan during the year.
- (b) Ratio increases mainly due to increase in additional borrowings during the year
- (c) Ratio increases mainly due to increase in additional borrowings during the year
- (d) Ratio increases mainly due to higher profits and Revenue during the year.
- (e) Ratio increases mainly due to increase in profits during the year.
- (i) Ratio increases mainly due to higher Revenue during the year.
- (j) Ratio increases mainly due to increase in operating margins during the year
- (k) Ratio increases mainly due to increase in profits during the year.



Note 25**OTHER NOTES TO ACCOUNTS:****1 Micro Small and Medium Enterprises**

The company has received intimation from Suppliers regarding their status under the Micro Small and Medium Enterprises Development Act, 2006, and disclosures relating to the amount unpaid as at the year-end, together with interest paid and/or payable as required under the said Act, have been provided.

2 Previous year figure has been regrouped/re-arranged wherever necessary.

3 Trade Payables, Trade Receivables & Other Parties are subject to confirmations.

4 Related Party Disclosure

Related Party disclosures as required by Accounting Standard 18, "Related Party Disclosure", issued by the Institute of Chartered Accountants of India are given below:

Sr. No.	Party's Name	Relation	Nature of transaction	(Amount in Lakhs)
				Amount paid during the year
1	Rajat Singhal	Director	Director Remuneration	114.00
2	Ankit Singhal	Director	Director Remuneration	114.00
3	Rajender Singhal	Director	Director Remuneration	8.50
4	Prerna Yadav	Director	Director Remuneration	0.91
5	Pingla Singhal	Director's Mother	Salary	102.00
6	Rajender Singhal	Director's Father	Salary	93.50
7	Nupur Singhal	Director's wife	Salary	9.00
8	Rikha Singhal	Director's wife	Salary	9.00
9	Priyanka Sharma	Company Secretary	Salary	3.12
10	Teena Rathi	CFO	Salary	1.94
11	Regency Agro Pvt Ltd	Related Concern	Purchase	25.51
12	Regency Agro Pvt Ltd	Related Concern	Sales	4.35

The transaction with related party Regency agro pvt ltd was on arm length basis.

As per our report of even date attached.

For N C RAJ & ASSOCIATES

Chartered Accountants

(FRN : 002249N)



(Sanjay Garg)

Partner

M.No. 088636

Date : 27/05/2024

Place : New Delhi

UDIN: 24088636BKARIX9996

On behalf of the Board of Directors

For Hughes and Hughes Chem Limited

Ankit Singhal
Ankit Singhal
Managing Director
DIN : 00884360

Rajat Singhal
Rajat Singhal
Managing Director
DIN : 02638828

Teena Rathi
Teena Rathi
CFO

Bharat
Bharat
Company Secretary
M.No.A73717

DIRECTOR'S REPORT

To,

The Members of **Hughes and Hughes Chem Ltd.**,

The Board of Directors of the Company is pleased to present the **33rd Annual Report** on the affairs of the Company together with the Audited Statement of Accounts for the year ending on 31st March, 2024.

FINANCIAL SUMMARY

The Company's financial performance for the year under review along with previous year's figures is given hereunder:-

(₹ in Lakhs)

Particulars	<u>2023-24</u>	<u>2022-23</u>
Revenue from Operations	11315.15	8018.19
Other Income	77.32	85.20
Total Income	11392.48	8103.39
Less:		
Operating Expenditure	9526.75	7139.68
Earnings before Interest, Tax, Depreciation and Amortization (EBITDA)	1865.73	963.71
Less:		
Depreciation and amortization Expenses	74.49	66.64
Finance Costs	331.62	201.62
Profit before Exceptional Items and Tax	1459.63	695.45
Less:		
Exceptional Items	-	-
Tax expense:		
Current Year	368.00	177.00
Earlier Year	-3.59	-1.15
Deferred tax	1.12	-2.53
Profit After Tax (PAT)	1094.09	522.13
Earnings per equity share:		
(1) Basic	6.08	17.40
(2) Diluted	-	-

OVERALL PERFORMANCE AND OUTLOOK

Your Directors hereby inform you that in the current year the overall performance of the company is good as compare to the previous financial year. During the current year the Company would make all efforts to accelerate its' pace of growth and overall performance.

The Revenue from Operations of the Company stood at ₹ 11315.15 Lacs during the Financial Year ended 2023-2024 as compared to ₹ 8018.19 Lacs for Previous Year showing a growth in sales of 41.11% and the Pre-tax Profits stood at ₹ 1459.63 Lacs during the current year as compared to ₹ 695.45 Lacs during corresponding period previous year showing a robust growth in profit of 109.88%.

The Company carries on the business of following:-

- (i) Bio-tank maintenance projects which involve unloading, cleaning, repair and fitment of Bio tank of Railway coaches.
- (ii) Pest Control management projects which involve Pests and Rodents Control in Railway passenger coaches and Rodent control in yard and in Railway premises.
- (iii) Mechanized Cleaning projects which involve Cleaning of Train Coaches, Railway Station & Railway Colony with garbage disposal.
- (iv) Production Unit Fabrication projects which involve Assembling work of Side Wall ICF Coaches, Bogie Assembly at Workshop and Factory, Conversion of ICF Coach to New Modified Goods (NMG) train, ART (Medical Coach Building), Coach Side Berth Furnishing, Coach Refurbishment and Furnishing, Wagon repair and welding.
- (v) Bird Control Management projects which involve installation of Airport Wailer MKV which prevents bird strikes on Runways/Helipads/Aircrafts, Application of Bird Deterrent Gel in food processing factories, Aircraft Maintenance Area, Railway Establishments, Hotels, Electronic Industries, Defense, Airports, Pharmaceutical Plants, Chemical Plants, etc.
- (vi) Repair and Maintenance of Passengers Amenity Items in Train Coach Projects which involve general furnishing, carpentry, plumbing and passenger amenities in train coaches.
- (vii) Over Head Equipment Modification projects which involve Track Side Foundation Work, Electrical Pole Erection and OHE Mast Installation.

- (viii) Sewage & Effluent Treatment Plant Construction and Operation projects which involve construction, installation, operation and maintenance of sewage & Effluent Treatment Plant.

STATE OF COMPANY'S AFFAIRS & OUTLOOK

Company's Future Outlook Based on Economic Conditions

Global Economic Outlook

1. Global Growth Projections:

The global economy is expected to grow at a modest rate of 3.2% through CY24 and CY25, maintaining the same growth rate as CY23. Despite a slight upward revision in growth forecasts, the expansion remains historically low due to high borrowing costs, reduced fiscal support, lingering pandemic effects, geopolitical tensions, and sluggish productivity growth.

2. Advanced Economies:

Growth in advanced economies is projected to be slightly improved at 1.7% in CY24 and 1.8% in CY25. The United States is anticipated to lead with 2.7% growth in CY24 before slowing to 1.9% in CY25 due to fiscal tightening and labor market softening. The Euro Area is set to recover to 0.8% in CY24, influenced by diminished energy prices and improving real income growth.

3. Emerging Markets and Developing Economies:

Emerging markets and developing economies are expected to maintain a stable growth rate of 4.2% in CY24 and CY25. India, in particular, stands out with robust growth projections of 6.8% in CY24 and 6.5% in CY25, driven by strong domestic demand and demographic advantages. Other emerging markets like Indonesia and Saudi Arabia also show promising growth, while China's growth is expected to decelerate.

Indian Economic Outlook

1. GDP Growth and Economic Activity:

India's economy has demonstrated resilience with a growth rate of 7.0% in FY23 and an acceleration to 8.2% in FY24. The country's economic momentum is supported by robust investment activity and government spending, alongside strong consumer demand despite some challenges such as high inflation and weak rural demand. The Reserve Bank of India (RBI) projects a growth rate of 7.2% for FY25, reflecting continued expansion driven by investments and improving global conditions.

2. Sectoral Performance:

- Agriculture: The sector has faced challenges with a slowdown to 1.4% growth in FY24 compared to 4.7% in FY23. However, government initiatives and improved monsoon forecasts are expected to support moderate growth moving forward.

- Industry: The industrial sector shows strong growth at 9.5% in FY24, driven by manufacturing, mining, and construction. Positive business sentiment and government policies are contributing factors.
- Services: The services sector, which faced significant declines during the pandemic, is rebounding with a growth rate of 7.6% in FY24. This recovery is supported by strong performance in financial, real estate, and professional services.

3. Investment Trends:

Gross Fixed Capital Formation (GFCF) as a percentage of GDP has remained steady, indicating strong public investment in infrastructure. The ongoing government initiatives and schemes such as Atmanirbhar Bharat and Make in India are likely to sustain this growth trend.

4. Consumer Price Index (CPI) and Inflation:

India's CPI has moderated to 5.4% in FY24, within the RBI's tolerance band. Inflationary pressures have been influenced by food prices and commodity volatility. The RBI's stance remains cautious, focusing on maintaining inflation within target ranges while supporting economic growth.

5. Demographic and Urbanization Trends:

India's demographic profile, with a significant young population and ongoing urbanization, supports long-term economic growth. The increasing working-age population and expanding urban centers are expected to drive consumer demand and economic activity.

Implications for the Company

1. Domestic Market Growth:

With India's robust GDP growth forecast and a strong consumer market, the company is well-positioned to capitalize on domestic demand. Investment in infrastructure and government spending will likely provide opportunities for business expansion and increased market share.

2. Sectoral Opportunities:

The company's performance in key sectors like manufacturing and services can benefit from the broader economic recovery and government policies supporting industrial growth and infrastructure development.

3. Investment Strategy:

Given the stable investment climate and government initiatives, the company should consider increasing capital expenditure and exploring new investment opportunities aligned with national growth strategies.

4. Inflation and Cost Management:

While CPI trends are stabilizing, the company must remain vigilant regarding inflationary pressures, particularly in food and commodity prices. Effective cost management and strategic pricing will be crucial to maintaining margins.

5. Global Exposure:

The global economic environment, characterized by moderate growth and geopolitical uncertainties, necessitates a cautious approach to international expansion. The company should focus on leveraging domestic growth while carefully managing international risks.

Overall, the company is well-positioned to leverage India's economic growth and investment trends, with a strategic focus on domestic expansion, cost management, and cautious international engagement.

INITIAL PUBLIC OFFER ("IPO") OF EQUITY SHARES

After the closure of the reporting period, your Company initiated the process for Initial Public Offer ("IPO") of its Equity Shares. The Company has filed its Draft Red Herring Prospectus ('DRHP') with NSE on July 02nd 2024 for Initial Public Offering (IPO) of 66,56,000 No. of Equity Shares of the Company having face value of Rs. 10/- each.

CHANGE IN THE NATURE OF BUSINESS

During the year under review, the company has revised its business strategies to focus primarily on Over Head Equipment Modification projects which involve Track Side Foundation Work, Electrical Pole Erection and OHE Mast Installation. Additionally, it has diversified into other sectors including maintenance of bio-toilets, mechanized cleaning of coaches, pest control, amenities services, and fabrication of coaches within Indian Railways' production units.

DIVIDEND

There is no declaration of dividend for the FY 2023-24.

DEPOSITS:-

The Company has neither accepted/invited any deposits from the public during the period nor there any outstanding deposit of earlier years within the meaning of Section 73 of the Companies Act, 2013 and the rules made there under.

DEPOSITORIES

The Company has arrangements with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'), the Depositories, for facilitating the various services like Dematerialization of shares, Corporate Actions, Pledging of securities, e-voting etc. The Annual Custody fees for the FY 2023-24 has been paid to both the Depositories.

TRANSFER OF RESERVES

Your Directors propose to carry forward Rs. 1094.09 Lacs being the profit for the current year to the Balance Sheet during the financial year ended 31st March, 2024. Further, your Company has not created any other reserves during the period under the review.

CAPITAL STRUCTURE

Authorized Share Capital

During the FY 2023-24, the Authorized Share Capital of the Company has been increased from Rs. 7,00,00,000/- (Rupees Seven Crore only) divided into 70,00,000 (Seventy Lakh only) Equity Shares of Rupees 10/- (Rupees Ten) each to Rs. 25,00,00,000/- (Rupees Twenty Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakh only) Equity Shares of Rupees 10/- (Rupees Ten) each.

Issued, Subscribed and Paid-up Share Capital

During the FY 2023-24, the Issued, Subscribed and Paid-up Share Capital of the Company has been increased from Rs. 3,00,00,000/- (Rupees Three Crore only) divided into 30,00,000 (Thirty Lakh only) Equity Shares of Rupees 10/- (Rupees Ten) each to Rs. 18,00,00,000/- (Rupees Eighteen Crore only) divided into 1,80,00,000 (One Crore Eighty Lakh only) Equity Shares of Rupees 10/- (Rupees Ten) each.

During the year under review, the Board approved the issuance and allotment of 1,50,00,000 (One Crore Fifty Lakh only) Equity Shares of Rupees 10/- (Rupees Ten) each by way of Bonus issue in the proportion of 5:1 i.e. five equity shares of ₹10 each for every one equity share of Rs. 10 each amounting to Rs. 15,00,00,000/- (Rupees Fifteen Crore only)

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH OCCURRED DURING THE YEAR

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

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE

During the year under review, there has been no any such significant and material orders were passed by the regulators or courts or tribunals which affect the going concern status and future operation of the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL OF THE COMPANY

BOARD OF DIRECTORS: As on 31st March, 2024, the Company had 6 (Six) Directors comprising of 3 (Three) Executive Directors and 3 (Three) Independent Directors. The Composition of Board of Directors of the Company is as follows:

S. No.	Name of the Directors	DIN	Designation
1	Mr. Rajender Singhal	06519799	Chairman & Whole-time Director
2	Mr. Rajat Singhal	02638828	Managing Director
3	Mr. Ankit Singhal	00884360	Managing Director
4	Mr. Arunendra Kumar	06643537	Independent Director
5	Mr. Anil Sharma	10387444	Independent Director
6	Mrs. Anita Kaul	10449840	Independent Director

Change in Directors:

During the year, followings changes took place in composition of Board of Directors of the Company:

1. Mr. Anil Sharma was appointed as Independent Director of the company on 09th November, 2023.
2. Ms. Prerna Yadav was appointed as Director (Commercial) of the company on 21st November, 2023.
3. Mr. Rahul Kaul has resigned from the post of Director of the company on 18th December, 2023.
4. Mrs. Anita Kaul was appointed as Independent Director of the company on 05th January, 2024.
5. Mrs. Supreet Kaur Rekhi was appointed as Independent Director of the company on 05th January, 2024.
6. Ms. Prerna Yadav has resigned from the post of Director (Commercial) of the company on 20th February, 2024.
7. Mr. Rajender Singhal was appointed as Chairman and Whole-time Director of the company on 01st March, 2024.
8. Mr. Arunendra Kumar was appointed as Independent Director of the company on 16th March, 2024.

9. Mrs. Supreet Kaur Rekhi has resigned from the post of Independent Director of the company on 21st March, 2024.

Director Liable to retire by Rotation

Mr. Rajat Singhal (DIN: 02638828) will retire by rotation and he has offered himself for re-appointment in the ensuing Annual General Meeting.

Change in Key Managerial Personnel (KMP)

During the year, Ms. Priyanka Sharma having Membership No. A71167 and PAN: FXPPS5962C, was appointed as Company Secretary of the Company by Board w.e.f. dated 24th May, 2023, for which DIR-12 was filed in time to comply with the provisions of Companies Act, 2013.

During the year under review, Mrs. Teena Rathi having PAN: AOBPR6465F, has been appointed as Chief Financial Officer (“CFO”) of the Company w.e.f. 21st November, 2023, for which DIR-12 was filed in time to comply with the provisions of Companies Act, 2013.

Ms. Priyanka Sharma has resigned from the post of Company Secretary of the Company w.e.f. 28th March, 2024.

After the Closure of FY 2023-24, Mr. Bharat having Membership No. A73717 and PAN: EBCPB2626G, was appointed as Company Secretary of the Company by the Board w.e.f. 14th May, 2024, for which DIR-12 was filed in time to comply with the provisions of Companies Act, 2013.

BOARD MEETINGS DURING THE YEAR

The Board of Directors met 35 times during the financial year 2023-24. The intervening gap between the meetings was within period prescribed under the Companies Act, 2013 and rules made there under. The detail of meeting date and the the status of attendance of Board Meeting by each of Director for the financial year 2023-2024 is annexed as **Annexure-I** and shall form the part of the Board Report.

COMMITTEE MEETINGS

AUDIT COMMITTEE MEETING

The Composition and quorum of the Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations, 2015. All members of the Audit Committee possess financial/accounting expertise/exposure.

Composition of Audit Committee

As on 31st March, 2024, the Audit Committee comprised of the following Directors:

Name	Position in the Committee	Designation
Mrs. Anita Kaul	Chairperson	Independent Director
Mr. Anil Sharma	Member	Independent Director
Mr. Ankit Singhal	Member	Managing Director

After closure of FY 2023-24, Board of the Company in its meeting held on 27.05.2024 has reconstituted the Committee in pursuance to provision of the Companies Act, 2013. The Composition of Audit Committee as on date of this report is as follows:

Name	Position in the Committee	Designation
Mr. Anil Sharma	Chairperson	Independent Director
Mrs. Anita Kaul	Member	Independent Director
Mr. Ankit Singhal	Member	Managing Director

Meetings of Audit Committee

The Audit Committee met One (1) time during the financial year 2023-24 on 09th January, 2024. The attendance of each member at Audit Committee meetings is as under:

Member	Position in the Committee	Audit Committee Meeting held during the year 2023-24	
		Meetings held (during their respective tenures)	Meetings attended
Mrs. Anita Kaul	Chairperson	1	1
Mr. Anil Sharma	Member	1	1
Mr. Ankit Singhal	Member	1	1

NOMINATION AND REMUNERATION COMMITTEE MEETING

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members.

Composition of Nomination and Remuneration Committee

As on 31st March, 2024, the Nomination and Remuneration Committee comprised of the following Directors:

Name	Position in the Committee	Designation
Mrs. Anita Kaul	Chairperson	Independent Director
Mrs. Supreet Kaur Rekhi	Member	Independent Director
Mr. Anil Sharma	Member	Independent Director
Mr. Rajat Singhal	Member	Managing Director

After closure of FY 2023-24, Board of the Company in its meeting held on 27.05.2024 has reconstituted the Committee in pursuance to provision of the Companies Act, 2013. The Composition of Nomination and Remuneration Committee as on date of this report is as follows:

Name	Position in the Committee	Designation
Mrs. Anita Kaul	Chairperson	Independent Director
Mr. Arunendra Kumar	Member	Independent Director
Mr. Anil Sharma	Member	Independent Director

Meetings of Nomination and Remuneration Committee

The Nomination and Remuneration Committee met Two (2) time during the financial year 2023-24 on 23rd January, 2024 and 26th February, 2024. The attendance of each member at Nomination and Remuneration Committee meetings is as under:

Member	Position in the Committee	Audit Committee Meeting held during the year 2023-24	
		Meetings held (during their respective tenures)	Meetings Attended
Mrs. Anita Kaul	Chairperson	1	1
Ms. Supreet Kaur Rekhi	Member	1	1
Mr. Anil Sharma	Member	2	2
Mr. Rajat Singhal	Member	2	2

STAKEHOLDER RELATIONSHIP COMMITTEE MEETING

The Composition and quorum of the Stakeholders Relationship Committee in accordance with the provisions of the Companies Act, 2013 and Regulation 20 of the SEBI (LODR) Regulations, 2015.

Composition of Stakeholder Relationship Committee

As on 31st March, 2024, the Stakeholder Relationship Committee comprised of the following Directors:

Name	Position in the Committee	Designation
Mrs. Supreet Kaur Rekhi	Chairperson	Independent Director
Mrs. Anita Kaul	Member	Independent Director
Mr. Ankit Singhal	Member	Managing Director

After closure of FY 2023-24, Board of the Company in its meeting held on 27.05.2024 has reconstituted the Committee in pursuance to provision of the Companies Act, 2013. The Composition of Stakeholder Relationship Committee as on date of this report is as follows:

Name	Position in the Committee	Designation
Mr. Anil Sharma	Chairperson	Independent Director
Mrs. Anita Kaul	Member	Independent Director
Mr. Ankit Singhal	Member	Managing Director

Meetings of Stakeholder Relationship Committee

The Stakeholder Relationship Committee met One (1) time during the financial year 2023-24 on 23rd January, 2024. The attendance of each member at Stakeholder Relationship Committee meetings is as under:

Member	Position in the Committee	Audit Committee Meeting held during the year 2023-24	
		Meetings held (during their respective tenures)	Meetings attended
Mrs. Supreet Kaur Rekhi	Chairperson	1	1
Mrs. Anita Kaul	Member	1	1
Mr. Ankit Singhal	Member	1	1

CSR COMMITTEE MEETING

The Composition and quorum of the CSR Committee in accordance with the provisions of the Companies Act, 2013.

Composition of CSR Committee

As on 31st March, 2024, the CSR Committee comprised of the following Directors:

Name	Position in the Committee	Designation
Mr. Rajat Singhal	Chairperson	Managing Director
Mr. Ankit Singhal	Member	Managing Director
Mr. Rahul Kaul (up to 18.12.2023)	Member	Whole Time Director
Mrs. Anita Kaul (w.e.f. 09.01.2024)	Member	Independent Director

During the year under review, Board of the Company in its meeting held on 09.01.2024 has reconstituted the Committee in pursuance to provision of the Companies Act, 2013 The Composition of Stakeholder Relationship Committee as on date of this report is as follows:

Name	Position in the Committee	Designation
Mr. Rajat Singhal	Chairperson	Managing Director
Mr. Ankit Singhal	Member	Managing Director
Mrs. Anita Kaul	Member	Independent Director

Meetings of CSR Committee

The CSR Committee met Two (2) time during the financial year 2023-24 on 25th July, 2023 and 23rd January, 2024. The attendance of each member at CSR Committee meetings is as under:

Member	Position in the Committee	Audit Committee Meeting held during the year 2023-24	
		Meetings held (during their respective tenures)	Meetings attended
Mr. Rajat Singhal	Chairperson	2	2
Mr. Ankit Singhal	Member	2	2
Mr. Rahul Kaul	Member	1	1
Ms. Anita Kaul	Member	1	1

GENERAL MEETING

During the year under review, the following Meetings of members of the Company were held:

Type of Meeting	Date	Particulars
Annual General Meeting	27/09/2023	<ol style="list-style-type: none"> 1. Ordinary Resolution passed for Adoption of Annual Accounts. 2. Ordinary Resolution passed for Re-appointment of Mr. Ankit Singhal retiring by rotation.

Extra-Ordinary General Meeting	30/10/2023	<ol style="list-style-type: none"> 1. Ordinary Resolution passed for increase in authorized share capital of the company. 2. Special Resolution passed for alteration in capital clause v of Memorandum of Association of the company 3. Special Resolution passed for alteration in article no. 3, Share Capital Clause of Article of Association of the company 4. Special Resolution passed for adoption of memorandum of association as per the provisions of the Companies act, 2013 5. Special Resolution passed for adoption of articles of association as per the provisions of the Companies act, 2013
Extra-Ordinary General Meeting	21/11/2023	<ol style="list-style-type: none"> 1. Ordinary Resolution passed for appointment of Mr. Anil Sharma (DIN-10387444) as an Independent Director. 2. *Ordinary Resolution passed for appointment of Mr. Nitendra Sharma (DIN: 05196758) as an Independent Director 3. Special Resolution passed to approve the issuance of Bonus Shares
Extra-Ordinary General Meeting	05/12/2023	<ol style="list-style-type: none"> 1. Ordinary Resolution passed for appointment of Ms. Prerna Yadav (DIN: 10426167) as a Director (Commercial).
Extra-Ordinary General Meeting	09/01/2024	<ol style="list-style-type: none"> 1. Ordinary Resolution passed for Appointment of Mrs. Anita Kaul (DIN-10449840) as an Independent Director 2. Ordinary Resolution passed for Appointment of Mrs. Supreet Kaur Rekhi (DIN-10409347) as an Independent Director
Extra-Ordinary General Meeting	15/01/2024	<ol style="list-style-type: none"> 1. Special Resolution passed for borrowing powers in excess of the limits specified in section 180(1)(c) of the Companies Act, 2013 2. Special Resolution passed for authorizing to Mortgage, Charge the Property of the Company in relation to borrowing made for business operations of the company. 3. Special Resolution passed for approving raising of capital through and initial public offering/ issue of equity shares of the company (“IPO”).

Extra-Ordinary General Meeting	29/02/2024	1. Special Resolution passed for appointment Mr. Rajender Singhal as a Whole Time Director designated as an Executive Chairman of the company
Extra-Ordinary General Meeting	28/03/2024	1. Special Resolution passed for appointment Mr. Arunendra Kumar (DIN-06643537) as an Independent Director

***After passing Ordinary Resolution for appointment as Independent Director, it was found that due to non-filing of Financial Statement or Annual Return by one of the Company in which Mr. Nitendra Sharma was Director his DIN got invalid, therefore his appointment couldn't be made in the Company.**

DISCLOSURE OF REMUNERATION OF EMPLOYEES COVERED UNDER RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The details of employees of your company, who were employed throughout the financial year were drawing remuneration above the ceiling limit for the financial year 2023-2024 is annexed as **Annexure-II** and shall form the part of the Board Report.

However, as per Section 134 of Companies Act, 2013, the Board's report shall include a statement showing the names of the top ten employees in terms of remuneration drawn and the name of every employee, who;

- (i) if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than [Rupees One Crore and Two Lakh only];
- (ii) if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than [Rupees Eight Lakh and Fifty Thousand per month].

SUBSIDIARIES, JOINT VENTURES & ASSOCIATES COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company during the year ended 31st March, 2024.

PERFORMANCE AND FINANCIAL POSITION OF THE SUBSIDIARY COMPANIES

Since the Company has no Subsidiary Company, the clause is not applicable during the year ended 31st March, 2024.

CONSOLIDATED FINANCIAL STATEMENT

Since the Company has no Subsidiary Company, the clause is not applicable during the year ended 31st March, 2024.

STATUTORY AUDITOR'S OF THE COMPANY

The members in its 28th Annual General Meeting (AGM) re-appointed **M/S N.C. Raj and Associates, Chartered Accountants**, New Delhi, the Statutory Auditors of the Company consecutively for second term, to hold office till the 33rd Annual General Meeting of the Company.

The Board of Directors of the Company has recommended the appointment of **M/s. JM & Associates (FRN: 011270N)** as Statutory auditors of the Company in the place of the retiring auditor, M/s N.C. Raj and Associates, Chartered Accountants, for a term of five consecutive years, from the conclusion of the ensuing 33rd Annual General Meeting of the Company till the conclusion of the 38th Annual General Meeting to be held in the year 2029, for approval of shareholders of the Company, based on the recommendation of the Audit Committee in compliance with the mandatory rotation of auditors as per provisions of the Companies Act, 2013.

The Statutory Auditor has confirmed that they satisfy the independence criteria required under the Companies Act, 2013 and other applicable guidelines and regulations.

EXPLANATION TO AUDITOR'S REPORTS

The observations of Auditor's in their report read with relevant notes are self-explanatory and do not require any further clarification and explanation. The Auditor Report does not contain any adverse remarks.

DECLARATION BY INDEPENDENT DIRECTORS

During the financial year 2023-24, all Independent Directors of the Company have met the requirements specified u/s 149(6). The declaration as required under section 149(7) of the Companies Act, 2013 has been received from all the Independent Directors.

SECRETARIAL AUDIT REPORT

The requirement of obtaining a Secretarial Audit Report from the Practicing Company Secretary is not applicable to the Company for the year ending 31st March, 2024.

INTERNAL AUDIT REPORT

The requirement of obtaining an Internal Audit Report is not applicable to the Company for the year ending 31st March, 2024.

However, the Company has setup an Internal Audit Department which is headed by a Qualified Chartered Accountant employed by the Company.

COST RECORDS AND COST AUDIT

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of section 148(1) of the companies act, 2013 are not applicable for the business carried out by the Company during the year ended 31st March, 2024.

However the Company has appointed a Cost Accountant for cost control and cost reduction.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The objective of the Company's Corporate Social Responsibility ('CSR') initiatives is to improve the quality of life of communities through long-term value creation for all stakeholders. The Company's CSR policy provides guidelines to conduct CSR activities of the Company. The salient features of the Policy forms part of the Annual Report on CSR activities annexed to the Board's Report. The CSR policy is available on the website of the Company at www.hugheschem.com.

Pursuant to Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and Schedule VII to the Act, during the year under review your Company has transferred the amount Rs. 14,39,308/- (Fourteen Lakhs Thirty-Nine Thousand Three Hundred and Eight only) into Unspent CSR Account for FY 2023-24 towards CSR obligation of the Company for FY 2023-24.

The details of CSR committee, policy and projects undertaken during the year, are given in the Annual Report on CSR activities, as '**Annexure-III**' to this Report

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company is committed to a gender friendly workplace. It seeks to enhance equal opportunities for men and women, prevent, stop and redress sexual harassment at the workplace and institute good employment practices. Mechanisms are in place to ensure that issues such as sexual harassment at work place, if any, are effectively addressed. During the Year under review, there was no case filed pursuant to The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

VIGIL MECHANISM

During the year under review, the provisions regarding vigil mechanism as provided in Section 177(9) of the Companies Act, 2013 read with rules framed there under are not applicable on the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year under review, there were no loans; guarantees and investment were made by the company under section 186 of the Companies Act, 2013.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188 (1) OF THE COMPANIES ACT, 2013

In compliance with the requirements of the Companies Act, 2013, the Company has formulated a Policy on Related Party Transactions which is available on the website of your Company at www.hugheschem.com. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between your Company and its related parties.

All contracts / arrangements / transactions entered by the Company during the financial year 2023-24 with related parties were in the ordinary course of business and on an arm's length basis.

Since all the transactions with related parties during the year were on arm's length basis and in the ordinary course of business, hence, the disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable to the Company for financial year 2023-24.

INTERNAL CONTROL SYSTEMS

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 the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

TRANSFER OF UNCLAIMED SHARES/DIVIDEND AND INTEREST THEREON TO IEPF:

As required under Section 124 of the Companies Act, 2013, there are no unclaimed shares /dividend and interest thereon lying with the Company for a period of seven years liable to be transferred to the Investor Education and Protection Fund established by the Central Government.

An amount of Interim Dividend of Rs. 39,640/- of previous years remains unclaimed during the year which has been deposited in unpaid and unclaimed Dividend Account maintained with a branch of a Nationalised bank.

HUMAN RESOURCES AND INDUSTRIAL RELATIONS:-

The Company is pleased to report that during the year under reporting, the industrial relations were cordial.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGOING:-

Conservation of Energy: All manufacturing done in company was initiated with proper conservation measures, and there was no wastage of resources during the year.

Technology Absorption: The Company has not entered into any collaboration or arrangement for absorption of technology.

Foreign Exchange Earning and Outgoing: The Company has no export sale.

ANNUAL RETURN

The Annual Return in Form MGT - 7 for the financial year 2023-24 pursuant to Section 92(3) read with Section 134(3)(a) of the Act and Rules made thereunder, is available on website of your Company at www.hugheschem.com.

SECRETARIAL STANDARDS

Your Company has complied with the provisions of the applicable secretarial standards issued by the Institute of Company Secretaries of India (ICSI).

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis covering division-wise performance, which forms part of the Directors' Report, has been placed at **Annexure –IV**.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading, in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time. The said Code is available on the website of your Company at www.hugheschem.com.

CORPORATE GOVERNANCE

The Corporate Governance report which form an integral part of this Report, are set out as separate Annexure, together with the Certificate from the Practicing Company Secretary regarding compliance with the requirements of Corporate Governance as stipulated in Listing Obligation and Disclosure Requirements) 2015 has been placed at **Annexure –V**

DIRECTOR'S RESPONSIBILITY STATEMENT

The Director's Responsibility Statement referred to in clause (c) of sub section (3) of Section 134 of the Companies Act, 2013, shall state that:-

- a. in the preparation of the annual accounts, the applicable accounting standards had 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; and
- e. 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.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143 (12) OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT:-

There were no frauds as reported by the Statutory Auditors under sub-section 12 of Section 143 of the Companies Act, 2013 along with Rules made there-under other than those which are reportable to the Central Government.

STATEMENT CONCERNING DEVELOPMENT & IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY:-

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are minimal.

DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016

During the year under review, there were no applications made or proceedings pending in the name of the company under Insolvency and Bankruptcy Code, 2016.

GENERAL

In terms of the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations, your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under chapter V of the Companies Act, 2013.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any Scheme.

ACKNOWLEDGEMENT

Your Directors wish to express their sincere appreciation for the assistance and co-operation received from Banks, NSDL, CDSL, and other Government Agencies and Shareholders.

Your Directors also wish to place on record their appreciation for the valuable services rendered and the commitment displayed by the employees of the Company at all levels and look forward to their continued support in the future as well.

For and on behalf of Board of Directors
For **HUGHES & HUGHES CHEM LIMITED**

SD/-
RAJAT SINGHAL
DIN: 02638828
MANAGING DIRECTOR

Place: New Delhi
Dated: 01.08.2024

ANNEXURE-I**LIST OF BOARD MEETINGS HELD ON FINANCIAL YEAR 2023-24**

S. No.	Date of Meeting	Total number of directors as on the date of meeting	Attendance	
			Number of Directors attended	% of Attendance
1	08/04/2023	3	3	100
2	21/04/2023	3	3	100
3	27/04/2023	3	3	100
4	03/05/2023	3	3	100
5	12/05/2023	3	3	100
6	23/05/2023	3	3	100
7	30/05/2023	3	3	100
8	15/06/2023	3	3	100
9	23/06/2023	3	3	100
10	01/07/2023	3	3	100
11	15/07/2023	3	3	100
12	22/07/2023	3	3	100
13	03/08/2023	3	3	100
14	11/08/2023	3	3	100
15	21/08/2023	3	3	100
16	29/08/2023	3	3	100
17	06/09/2023	3	3	100
18	18/09/2023	3	3	100
19	26/09/2023	3	3	100
20	09/10/2023	3	3	100

21	21/10/2023	3	3	100
22	09/11/2023	3	3	100
23	16/11/2023	5	5	100
24	21/11/2023 (2:00 P.M.)	5	5	100
25	21/11/2023 (4:00 P.M.)	4	4	100
26	12/12/2023	3	3	100
27	18/12/2023	5	5	100
28	05/01/2024	4	4	100
29	09/01/2024	4	4	100
30	23/01/2024	6	6	100
31	06/02/2024	6	3	100
32	26/02/2024	5	2	100
33	16/03/2024	6	4	100
34	21/03/2024	7	5	100
35	23/03/2024	6	5	100

**CERTIFIED TO BE TRUE ON BEHALF OF BOARD
For HUGHES AND HUGHES CHEM LIMITED**

**SD/-
RAJAT SINGHAL
MANAGING DIRECTOR
DIN: 02638828**

**SD/-
ANKIT SINGHAL
MANAGING DIRECTOR
DIN: 00884360**

**Place: NEW DELHI
Date: 01/08/2024**

ANNEXURE-II

**Disclosure of Remuneration of Employees covered under Rule 5(2) of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014:-**

S.No.	Name of the Employee	Designation	Remuneration (Per Annum)
1.	Rajender Singhal	Chairman & Executive Director	8,50,000
2.	Rajender Singhal	President	93,50,000
3.	Rajat Singhal	Managing Director	1,14,00,000
4.	Ankit Singhal	Managing Director	1,14,00,000
5.	Pingla Singhal	Advisor	1,02,00,000
6.	Nupur Singhal	Advisor	9,00,000
7.	Rikha Singhal	Advisor	9,00,000

**CERTIFIED TO BE TRUE ON BEHALF OF BOARD
For HUGHES AND HUGHES CHEM LIMITED**

**SD/-
RAJAT SINGHAL
MANAGING DIRECTOR
DIN: 02638828**

**SD/-
ANKIT SINGHAL
MANAGING DIRECTOR
DIN: 00884360**

**Place: NEW DELHI
Date: 01/08/2024**

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR)
ACTIVITIES**

1. Brief outline on CSR Policy of the Company.

The Company has constituted a Corporate Social Responsibility (CSR) Committee in accordance with Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 and the amendments thereto. Pursuant to provisions of Section 135 of the Companies Act, 2013, the Company has also formulated a Corporate Social Responsibility Policy which is available on the website of the Company at www.hugheschem.com

This Annual Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014, is annexed as part of the Board's Report.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Chairman/Member	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Rajat Singhal	Chairman	2	2
2	Ankit Singhal	Member	2	2
3	Anita Kaul	Member	2	2

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

The Company has framed a CSR Policy in compliance with the provisions of section 135 of the Companies Act, 2013 and the same is placed on the website of the Company and the web link for the same is www.hugheschem.com

4. 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).

Not applicable for the financial year 2023-24

5. a) Average net profit of the Company as per sub-section (5) of Section 135: Rs. 71965394/-
- b) Two percent of average net profit of the company as per sub-section (5) of section 135: Rs. 1439308/-
- c.) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years: Nil
- d.) Amount required to be set-off for the financial year, if any: Nil
- e.) Total CSR obligation for the financial year [(b)+(c)-(d)]: Rs. 1439308/-
6. a) Amount spent on CSR Projects (both Ongoing and other than Ongoing Project): Nil
- b) Amount spent in Administrative Overheads: Nil
- c) Amount spent on Impact Assessment, if applicable: Nil
- d) Total amount spent for the Financial Year [(a) + (b) + (c)]: Nil
- e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	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.
Nil	Rs. 1439308.00	27.03.2024	Nil	Nil	Nil

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

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	1439308
(ii)	Total CSR obligation for the financial year	1439308
(iii)	Total amount spent for the Financial Year	Nil
(iv)	Excess amount spent for the financial year [(iii)-(ii)]	Nil
(v)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0
(vi)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

7. Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs).	Date of transfer.	
1.	2022-2023	NIL	-	NIL	NIL	NIL	NIL
2.	2021-2022	34000	-	NIL	NIL	NIL	NIL
3.	2020-2021	NIL	-	NIL	NIL	NIL	NIL
	Total	NIL	-	NIL	NIL	NIL	NIL

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

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

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Not Applicable

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135: Not Applicable

10. Details of CSR Activities undertaken during the financial year 2023-24

(a) Details of CSR amount spent against on-going projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Project duration.	Amount allocated for the project (in Rs.).	Amount spent in the current financial Year (in Rs.).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
				State.	District.						Na	CSR Registration number.

1.											
2.											
3.											
	Total										

**By Order of the Board
For Hughes & Hughes Chem Limited**

SD/- RAJAT SINGHAL (Chairman CSR Committee)	SD/- ANKIT SINGHAL Managing Director
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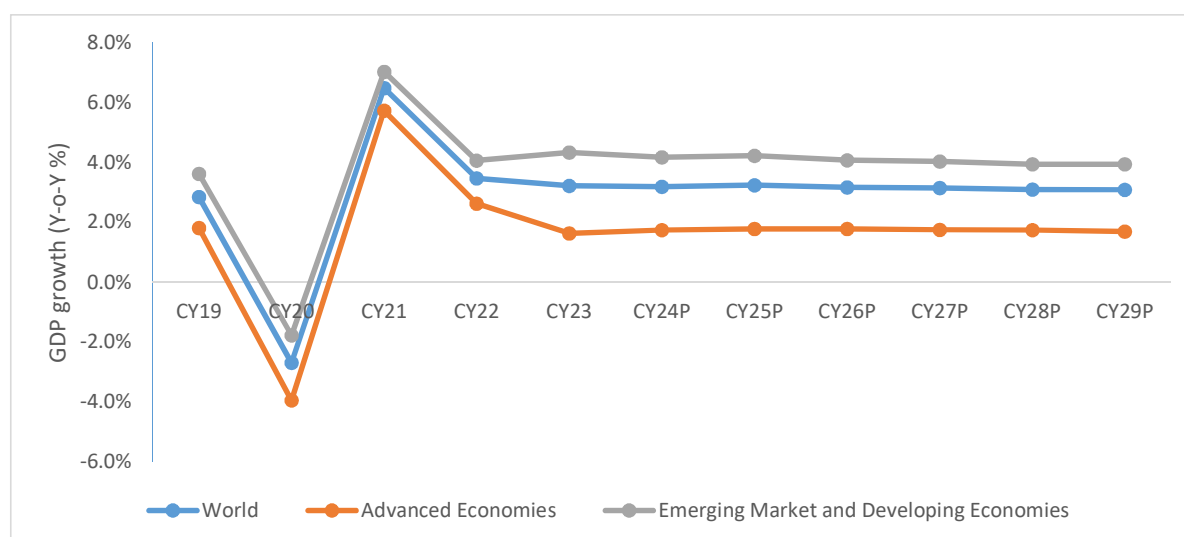
MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. Economy Outlook

1.1 Global Economy

Global growth, which stood at 3.2% in CY23, is anticipated to maintain this rate throughout CY24 and CY25. The CY24 forecast has been adjusted upwards by 0.1 percentage point compared to the January 2024 World Economic Outlook (WEO) Update, and by 0.3 percentage point compared to the October 2023 WEO. Despite this, the expansion remains historically low, attributed to factors including sustained high borrowing costs, reduced fiscal support, lingering effects of the COVID-19 pandemic and Russia's Ukraine invasion, Iran–Israel Cold War, sluggish productivity growth, and heightened geo-economic fragmentation.

Chart 1: Global Growth Outlook Projections (Real GDP, Y-o-Y change in %)



Notes:P-Projection;Source: IMF – World Economic Outlook, April 2024

Table 1: GDP growth trend comparison - India v/s Other Economies (Real GDP, Y-o-Y change in %)

	Real GDP (Y-o-Y change in %)										
	CY20	CY21	CY22	CY23	CY24P	CY25P	CY26P	CY27P	CY28P	CY29P	
India	-5.8	9.7	7.0	7.8	6.8	6.5	6.5	6.5	6.5	6.5	
China	2.2	8.5	3.0	5.2	4.6	4.1	3.8	3.6	3.4	3.3	
Indonesia	-2.1	3.7	5.3	5.0	5.0	5.1	5.1	5.1	5.1	5.1	
Saudi	-3.6	5.1	7.5	-0.8	2.6	6.0	4.0	3.5	3.0	3.5	

Arabia										
Brazil	-3.3	4.8	3.0	2.9	2.2	2.1	2.1	2.0	2.0	2.0
Euro Area	-6.1	5.9	3.4	0.4	0.8	1.5	1.4	1.3	1.3	1.2
United States	-2.2	5.8	1.9	2.5	2.7	1.9	2.0	2.1	2.1	2.1

P- Projections; Source: IMF- World Economic Outlook Database (April 2024)

Advanced Economies Group

Advanced economies are expected to experience a gradual increase in growth, climbing from 1.6 % in CY23 to 1.7% in CY24 and further to 1.8% in CY25. The projection for CY24 has been adjusted upwards by 0.2 percentage points compared to the January CY24 WEO Update, while the forecast for CY25 remains unchanged. This adjustment primarily reflects a revision in US growth, compensating for a slight downward revision in the euro area for CY25.

The **United States** is expected to see growth rise to 2.7% in CY24, followed by a slight slowdown to 1.9% in CY25. This deceleration is attributed to gradual fiscal tightening and labor market softening, which dampen aggregate demand. The CY24 projection has been revised upward by 0.6 percentage points since the January CY24 WEO Update. This revision primarily reflects carryover effects from stronger-than-expected growth in the fourth quarter of CY23, with some of this momentum expected to continue into CY24.

The **Euro Area's** growth is anticipated to rebound from its sluggish rate of 0.4% in CY23, mainly influenced by significant exposure to the conflict in Ukraine. Projections indicate an increase to 0.8% in CY24 and further to 1.5% in CY25. This recovery is driven by stronger household consumption, as the impact of elevated energy prices diminishes and declining inflation bolsters real income growth. Despite a downward revision of 0.3 percentage points for Germany in both CY24 and CY25 due to persistent weak consumer sentiment, this adjustment is largely balanced by upgrades for several smaller economies, including Belgium and Portugal.

Emerging Market and Developing Economies Group

Emerging market and developing economies are forecasted to maintain stable growth at 4.2% in both CY24 and CY25. While there's a slowdown expected in emerging and developing Asia, this is counterbalanced by increasing growth in economies across the Middle East, Central Asia, and sub-Saharan Africa. Low-income developing countries are anticipated to experience a gradual growth uptick, starting at 4.0% in CY23 and climbing to 4.7% in CY24 and 5.2% in CY25, as certain constraints on near-term growth begin to ease.

The economic forecast for emerging and developing Asia reveals a modest deceleration in growth, with projections indicating a decline from 5.6% in CY23 to 5.2% in CY24 and 4.9% in CY25. **China's** trajectory reflects a slowdown, transitioning from 5.2% in CY23 to 4.6% in CY24 and 4.1% in CY25 due to fading post-pandemic stimuli and ongoing property sector

challenges. In contrast, **India's** growth remains robust, with anticipated rates of 6.8% in CY24 and 6.5% in CY25, bolstered by resilient domestic demand and a burgeoning working-age populace.

The **Indonesian** economy is expected to register growth of 5.0% in CY24 and 5.1% in CY25 with a strong domestic demand, a healthy export performance, policy measures, and normalization in commodity prices. In CY22, **Saudi Arabia's** growth slowed at -0.8% in CY23 attributed to lower oil production. CY24 is predicted to see a revamp in the growth rates to 2.6% on account of Vision 2030 reforms that helped advance the country's economic diversification agenda, including through reduced reliance on oil. Going forward, GDP is expected to grow at 6.0% and 4.0% in CY25 and CY26, respectively. On the other hand, **Brazil's** growth is projected to ease to 2.2% in CY24, driven by fiscal consolidation, the lingering impact of tight monetary policies, and reduced contributions from the agricultural sector.

Despite the turmoil in the last 2-3 years, India bears good tidings to become a USD 5 trillion economy by CY27. According to the IMF dataset on Gross Domestic Product (GDP) at current prices, the nominal GDP has been estimated to be at USD 3.6 trillion for CY23 and is projected to reach USD 5.3 trillion by CY27 and USD 6.4 trillion by CY29. India's expected GDP growth rate for coming years is almost double compared to the world economy.

Besides, India stands out as the fastest-growing economy among the major economies. The country is expected to grow at more than 6.5% in the period of CY24-CY29, outshining China's growth rate. By CY27, the Indian economy is estimated to emerge as the third-largest economy globally, hopping over Japan and Germany. Currently, it is the third-largest economy globally in terms of Purchasing Power Parity (PPP) with a ~7.6% share in the global economy, with China [~18.7%] on the top followed by the United States [~15.6%]. Purchasing Power Parity is an economic performance indicator denoting the relative price of an average basket of goods and services that a household needs for livelihood in each country.

Despite Covid-19's impact, high inflationary environment and interest rates globally, and the geopolitical tensions in Europe, India has been a major contributor to world economic growth. India is increasingly becoming an open economy as well through growing foreign trade. Despite the global inflation and uncertainties, Indian economy continues to show resilience. This resilience is mainly supported stable financial sector backed by well-capitalized banks and export of services in trade balance. With this, the growth of Indian economy is expected to fare better than other economies majorly on account of strong investment activity bolstered by the government's capex push and buoyant private consumption, particularly among higher income earners.

1.2 Indian Economic Outlook

1.2.1 GDP Growth and Outlook

Resilience to External Shocks remains Critical for Near-Term Outlook

India's real GDP grew by 7.0% in FY23 and stood at ~Rs. 161 trillion, as per the First Revised Estimate, despite the pandemic in previous years and geopolitical Russia-Ukraine spillovers. In Q1FY24, the economic growth accelerated to 8.2%. The manufacturing sector maintained an encouraging pace of growth, given the favourable demand conditions and lower input prices. The growth was supplemented by a supportive base alongside robust services and construction activities. This momentum remained in the range in the Q2FY24 with GDP growth at 8.1%, mainly supported by acceleration in investments. However, private consumption growth was muted due to weak rural demand and some moderation in urban demand amid elevated inflationary pressures in Q2FY24. The GDP growth number improved for Q3FY24 at 8.6%.

India's GDP at constant prices surged to Rs. 47.24 trillion in Q4FY24 from Rs. 43.84 trillion in Q4FY23, marking a 7.8% growth rate. This upswing was fueled by robust performances in construction, mining & quarrying, utility services, and manufacturing sectors and investment drove the GDP growth, while both private and government consumption remained subdued.

Real GDP in the year FY24 is estimated to grow at 8.2% at Rs. 173.82 trillion as per provisional estimate of the Ministry of Statistics and Programme Implementation. It is expected that domestic demand, especially investment, to be the main driver of growth in India, amid sustained levels of business and consumer confidence.

GDP Growth Outlook

- Driven by fixed investment and improving global environment, domestic economic activity continues to expand. The provisional estimates (SAE) placed real GDP growth at 8.2% for FY24.
- Industrial activity led by manufacturing continues its momentum on the back of strengthening domestic demand. The eight core industries also show healthy growth. Moreover, services sector shows exhibit broad based buoyancy. The purchasing managers' index for both manufacturing and services continues to exhibit a sustained and healthy expansion.
- The outlook for agriculture and rural activity appears bright owing to good rabi wheat crop and expected improvements in kharif crop due to expected normal south-west monsoon. This combined with increasing rural demand on the back of improving farm activity, improvement in informal activity, improving employment condition, and alleviating inflationary pressures are expected to boost private investment. Additionally, consumption is expected to support economic growth in FY25 owing to strengthening rural demand.
- Investment activity is also expected to be further supported by sustained and robust government spending, strong financial positions of banks and corporations, increasing capacity utilization, and rising business confidence as indicated by surveys. Additionally,

improving global economic growth and trade prospects are expected to boost external demand for goods and services.

Persistent geopolitical tensions and volatility in international commodity prices do pose risk to this outlook. Based on these considerations, the RBI, in its June 2024 monetary policy, has projected real GDP growth at 7.2% y-o-y for FY25.

Table 2: RBI's GDP Growth Outlook (Y-o-Y %)

FY25P	Q1FY25P	Q2FY25P	Q3FY25P	Q4FY25P
7.2%	7.3%	7.2%	7.3%	7.2%

Note: P-Projected; Source: Reserve Bank of India

1.2.2 Gross Value Added (GVA)

Gross Value Added (GVA) is the measure of the value of goods and services produced in an economy. GVA gives a picture of the supply side whereas GDP represents consumption.

Industry and Services sector leading the recovery charge

- The gap between GDP and GVA growth turned positive in FY22 (after a gap of two years) due to robust tax collections. Of the three major sector heads, the service sector has been the fastest-growing sector in the last 5 years.
- The **agriculture sector** was holding growth momentum till FY18. In FY19, the acreage for the rabi crop was marginally lower than the previous year which affected the agricultural performance. Whereas FY20 witnessed growth on account of improved production. During the pandemic-impacted period of FY21, the agriculture sector was largely insulated as timely and proactive exemptions from COVID-induced lockdowns to the sector facilitated uninterrupted harvesting of rabi crops and sowing of kharif crops. However, supply chain disruptions impacted the flow of agricultural goods leading to high food inflation and adverse initial impact on some major agricultural exports. However, performance remained steady in FY22.

In FY23, the agriculture sector performed well despite weather-related disruptions, such as uneven monsoon and unseasonal rainfall, impacting yields of some major crops and clocked a growth of 4% y-o-y, garnering Rs. 22.3 trillion.

In Q1FY24, this sector expanded at a slower pace of 3.7% y-o-y growth compared to y-o-y growth a quarter ago. This further stumbled to 1.7% in Q2FY24. Further, it experienced y-o-y growth of 0.4% in Q3 and 0.6% in Q4, leading to expectations of a modest 1.4% rise for the full year, contrasting sharply with the 4.7% growth recorded in FY23. In the Interim Budget 2024-25, the government plans to boost private and public investment in post-harvest activities and expand the application of Nano-DAP across agro-climatic zones. Strategies for

self-reliance in oilseeds and dairy development are to be formulated, alongside ramping up the Pradhan Mantri MatsyaSampada Yojana and establishing Integrated Aquaparks. Allocation for PM-Formalisation of Micro Food Processing Enterprises scheme has increased from Rs. 639 in FY24 to Rs. 880 crores in FY25.

Going forward, rising bank credit to the sector and increased exports will be the drivers for the agriculture sector. However, a deficient rainfall may have impact on the reservoir level, weighing on prospects of Kharif sowing. Considering these factors, the agriculture sector is estimated to attain Rs. 23.7 trillion and mark 1.4% y-o-y growth for complete FY24.

- From March 2020 onwards, the nationwide lockdown due to the pandemic significantly impacted the **industrial sector**. In FY20 and FY21, this sector felt turbulence due to the pandemic and recorded a decline of 1.4% and 0.9%, respectively, on a y-o-y basis. With the opening up of the economy and resumption of industrial activities, it registered 11.6% y-o-y growth in FY22, albeit on a lower base.

The industrial output in FY23 grew by only 2.1% with estimated value Rs. 44.74 trillion owing to decline in manufacturing activities.

The industrial sector grew by 6.0% in Q1FY24, while Q2FY24 growth was up by 13.6% owing to positive business optimism and strong growth in new orders supported manufacturing output. The industrial growth was mainly supported by sustained momentum in the manufacturing and construction sectors. Within manufacturing, industries such as pharma, motor vehicles, metals, petroleum and pharma witnessed higher production growth during the quarter. The construction sector (13.6% growth in Q2FY24) benefited from poor rainfall during August and September and higher implementation of infrastructure projects. This was reflected in robust cement and steel production and power demand in Q2FY24. Overall, H1FY24 picked up by 9.3% with manufacturing and construction activities witnessing significant acceleration. In Q3FY24, growth rate slowed down to 10.5%. It further fell down to 8.4% in Q4FY24.

India's industrial sector is experiencing strong growth, driven by significant expansion in manufacturing, mining, and construction. This growth is supported by positive business sentiment, declining commodity prices, beneficial government policies like production-linked incentive schemes, and efforts to boost infrastructure development. These factors collectively contribute to the sustained buoyancy in industrial growth due to which the industrial growth is estimated at 9.5% on y-o-y basis registering the value of Rs. 48.9 trillion in FY24.

- The **Services sector** was the hardest hit by the pandemic and registered an 8.2% y-o-y decline in FY21. The easing of restrictions aided a fast rebound in this sector, with 8.8% y-o-y growth witnessed in FY22.

Overall, in FY23, benefitting from the pent-up demand, the service sector was valued at Rs. 80.6 trillion and registered growth of 10.0% y-o-y.

In Q1FY24, the services sector growth jumped to 10.7%. Within services, there was a broad-based improvement in growth across different sub-sectors. However, the sharpest jump was

seen in financial, real estate, and professional services. Trade, hotels, and transport sub-sectors expanded at a healthy pace gaining from strength in discretionary demand. The service sector growth in Q2FY24 moderated to 6.0% partly due to the normalization of base effect and some possible dilution in discretionary demand. Considering these factors, service sector marked 8.3% growth in H1FY24. In Q3FY24 growth increased to 7.1% compared to 7.2% last year in the same quarter. In Q4FY24, growth declined to 6.7% compared to 7.2% last year in the same quarter.

With this performance, steady growth in various service sector indicators like air passenger traffic, port cargo traffic, GST collections, and retail credit are expected to support the services sector. With this, the growth of service sector is estimated at Rs. 86.7 trillion registering 7.6% growth in FY24 overall.

Table 3: Sectoral Growth (Y-o-Y % Growth) - at Constant Prices

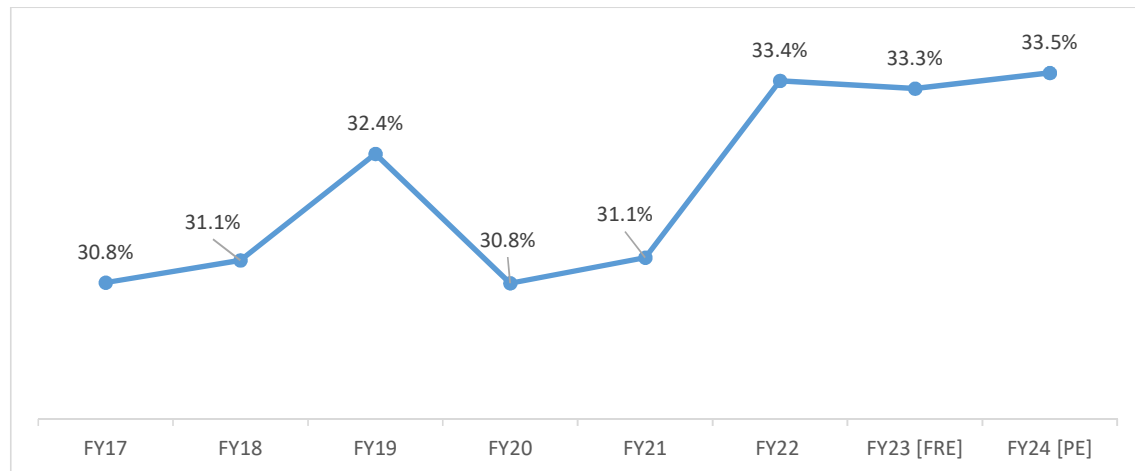
At constant Prices	FY19	FY20	FY21	FY22	FY23 (FRE)	FY24 (PE)
Agriculture, Forestry & Fishing	2.1	6.2	4.1	3.5	4.7	1.4
Industry	5.3	-1.4	-0.9	11.6	2.1	9.5
Mining & Quarrying	-0.9	-3.0	-8.6	7.1	1.9	7.1
Manufacturing	5.4	-3.0	2.9	11.1	-2.2	9.9
Electricity, Gas, Water Supply & Other Utility Services	7.9	2.3	-4.3	9.9	9.4	7.5
Construction	6.5	1.6	-5.7	14.8	9.4	9.9
Services	7.2	6.4	-8.2	8.8	10.0	7.6
Trade, Hotels, Transport, Communication & Broadcasting	7.2	6.0	-19.7	13.8	12.0	6.4
Financial, Real Estate & Professional Services	7.0	6.8	2.1	4.7	9.1	8.4
Public Administration, Defence and Other Services	7.5	6.6	-7.6	9.7	8.9	7.8
GVA at Basic Price	5.8	3.9	-4.2	8.8	6.7	7.2

Note: FRE – First Revised Estimates, PE – Provisional Estimate; Source: MOSPI

1.2.3 Investment Trend in Infrastructure

Gross Fixed Capital Formation (GFCF), which is a measure of the net increase in physical assets, witnessed an improvement in FY22. As a proportion of GDP, it is estimated to be at 33.4%, which is the highest level in 5 years (since FY17). In FY23, the ratio of investment (GFCF) to GDP remained flat at 33.3%. Continuing in its growth trend, this ratio has reached 33.5% in FY24.

Chart 2: Gross Fixed Capital Formation (GFCF) as % of GDP (At constant prices):



Note: 3RE – Third Revised Estimate, 2RE – Second Revised Estimates, 1RE – First Revised Estimates, PE – Provisional Estimate, FAE-First Advance Estimate; Source: MOSPI

Overall, the support of public investment in infrastructure is likely to gain traction due to initiatives such as Atmanirbhar Bharat, Make in India, and Production-linked Incentive (PLI) scheme announced across various sectors.

1.2.4 Industrial Growth

Improved Core and Capital Goods Sectors helped IIP Growth Momentum

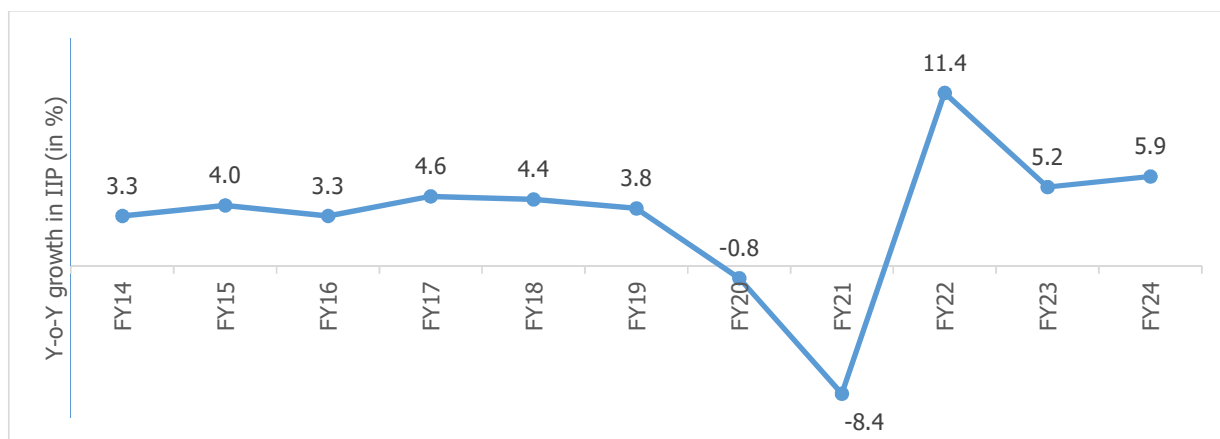
The Index of Industrial Production (IIP) is an index to track manufacturing activity in an economy. On a cumulative basis, IIP grew by 11.4% y-o-y in FY22 post declining by 0.8% y-o-y and 8.4% y-o-y, respectively, in FY20 and FY21. This high growth was mainly backed by a low base of FY21. FY22 IIP was higher when compared with the pre-pandemic level of FY20, indicating that while economic recovery was underway.

During FY23, the industrial output recorded a growth of 5.2% y-o-y supported by a favorable base and a rebound in economic activities. The period April 2023 – March 2024, industrial output grew by 5.9% compared to the 5.2% growth in the corresponding period last year. For the month of April 2024, the IIP growth increased to 5.0% compared to the last year's 4.6%, on account of growth in mining and electricity. The manufacturing sector grew modestly with the top three contributors being Manufacture of basic metals, Manufacture of coke and refined petroleum products, and Manufacture of motor vehicles, trailers and semi-trailers.

So far in the current fiscal, the government's spending on infrastructure has been strong, but private investment hasn't picked up significantly yet. Consumer durables production increased due to favorable conditions, while non-durables saw a slight decline. Urban demand is driving consumption, while rural demand is still recovering. Good monsoon forecasts are positive, but high unemployment and food inflation pose challenges. Infrastructure/construction output is growing well due to government spending. Private investment and manufacturing capacity utilization are increasing, supporting hopes for private sector growth. Good monsoon could boost rural demand, but food inflation remains a

concern. Overall, sustained improvements in consumption and private investment are crucial for industrial performance.

Chart 3: Y-o-Y growth in IIP (in %)



Source: MOSPI

1.2.5 Consumer Price Index

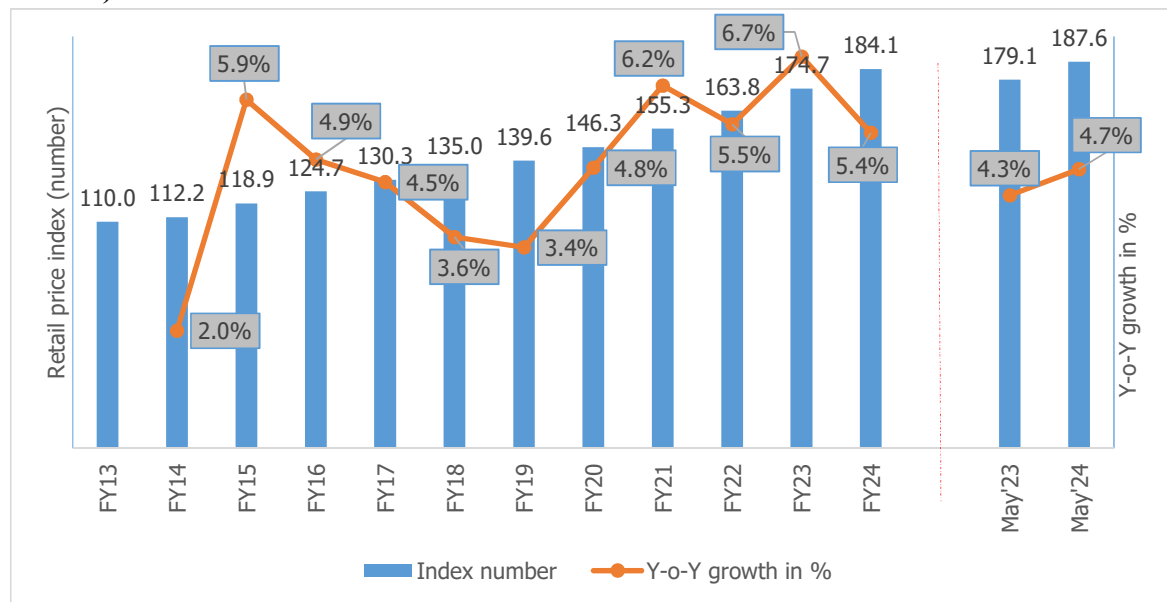
India’s consumer price index (CPI), which tracks retail price inflation, stood at an average of 5.5% in FY22 which was within RBI’s targeted tolerance band of 6%. However, consumer inflation started to upswing from October 2021 onwards and reached a tolerance level of 6% in January 2022. Following this, CPI reached 6.9% in March 2022.

CPI remained elevated at an average of 6.7% in FY23, above the RBI’s tolerance level. However, there was some respite toward the end of the fiscal wherein the retail inflation stood at 5.7% in March 2023, tracing back to the RBI’s tolerance band. Apart from a favorable base effect, the relief in retail inflation came from a moderation in food inflation.

In FY24, the CPI moderated for two consecutive months to 4.7% in April 2023 and 4.3% in May 2023. This trend snapped in June 2023 with CPI rising to 4.9%. In July 2023, the CPI had reached its highest point at 7.4%, this was largely due to increase in food prices. The notable surge in vegetable prices and in other food categories such as cereals, pulses, spices, and milk have driven this increase. In August 2023, the food inflation witnessed some moderation owing to government’s active intervention. This was further moderated for second consecutive month in September 2023 to 5%, led by a sharp correction in vegetables prices and lower LPG prices. Helped by deflation in the fuel and light category, the retail inflation in October 2023 softened at 4.9%. This trend reversed in November 2023 due to spike in certain vegetable prices as well as sticky inflation in non-perishable food items such as cereals, pulses and spices and the CPI rose to 5.6%. In the month of December 2023, elevated food prices and an unfavourable base drove headline inflation to a four-month peak of 5.7%. However in the month of January and February, food prices softened and the inflation was reported at 5.1% for both the months. March witnessed further softening of prices registering 4.9% growth. For FY24 inflation moderated to 5.4% which are within the boundaries set of 2% to 6% by the RBI.

High inflation in specific food items poses inflation risk, even though normal monsoon forecasts are improving the food inflation outlook. This makes it crucial to monitor monsoon distribution. Government measures like the Open Market Sale Scheme (OMSS) and export restrictions aim to stabilize food prices. Additionally, recent move to cut LPG cylinder prices have sustained deflation in fuel and light category. While government initiatives are expected to mitigate upward price pressure, external risks from geopolitical tensions may affect supply chains and commodity prices. The numbers for May FY25 show an increase in inflation growth y-o-y to 4.7% as compared to inflation growth y-o-y of 4.3% in May FY24.

Chart 4: Retail Price Inflation in terms of index and Y-o-Y Growth in % (Base: 2011-12=100)



Source: MOSPI

The CPI is primarily factored in by RBI while preparing their bi-monthly monetary policy. At the bi-monthly meeting held in June 2024, RBI projected inflation at 4.5% for FY25 with inflation during Q1FY25 at 4.9%, Q2FY25 at 3.8%, Q3FY25 at 4.6% and Q4FY25 at 4.5%.

Considering the current inflation situation, RBI has kept the repo rate unchanged at 6.5% again in the June 2024 meeting of the Monetary Policy Committee.

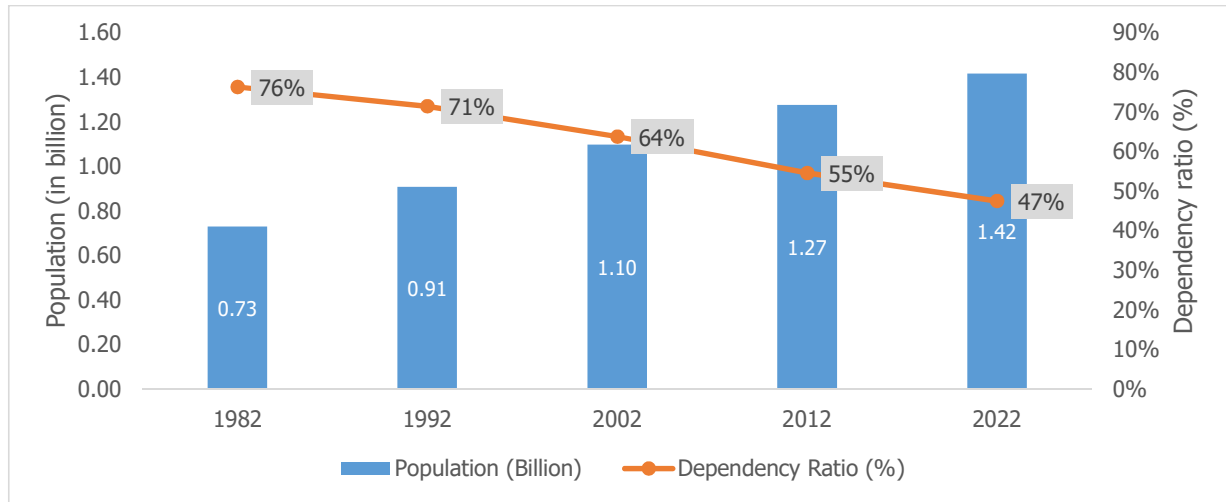
1.2.6 Overview on Key Demographic Parameters

- **Population growth and Urbanization**

The trajectory of economic growth of India and private consumption is driven by socio-economic factors such as demographics and urbanization. According to the world bank, India's population in 2022 surpassed 1.42 billion slightly higher than China's population 1.41 billion and became the most populous country in the world.

Age Dependency Ratio is the ratio of dependents to the working age population, i.e., 15 to 64 years, wherein dependents are population younger than 15 and older than 64. This ratio has been on a declining trend. It was as high as 76% in 1982, which has reduced to 47% in 2022. Declining dependency means the country has an improving share of working-age population generating income, which is a good sign for the economy.

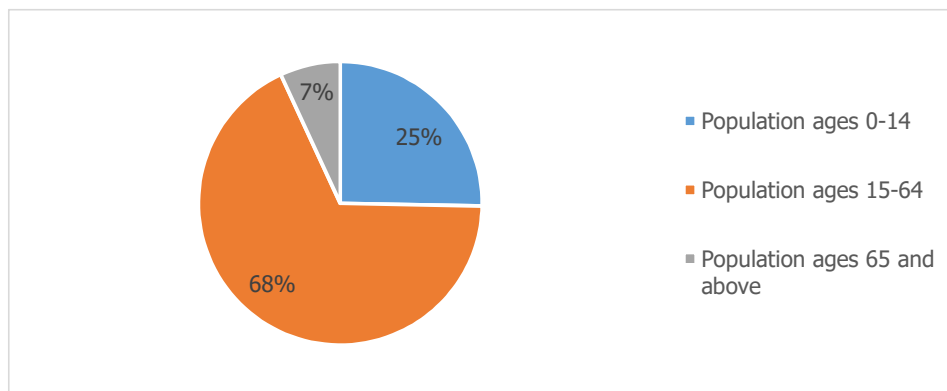
Chart 5: Trend of India Population vis-à-vis dependency ratio



Source: World Bank Database

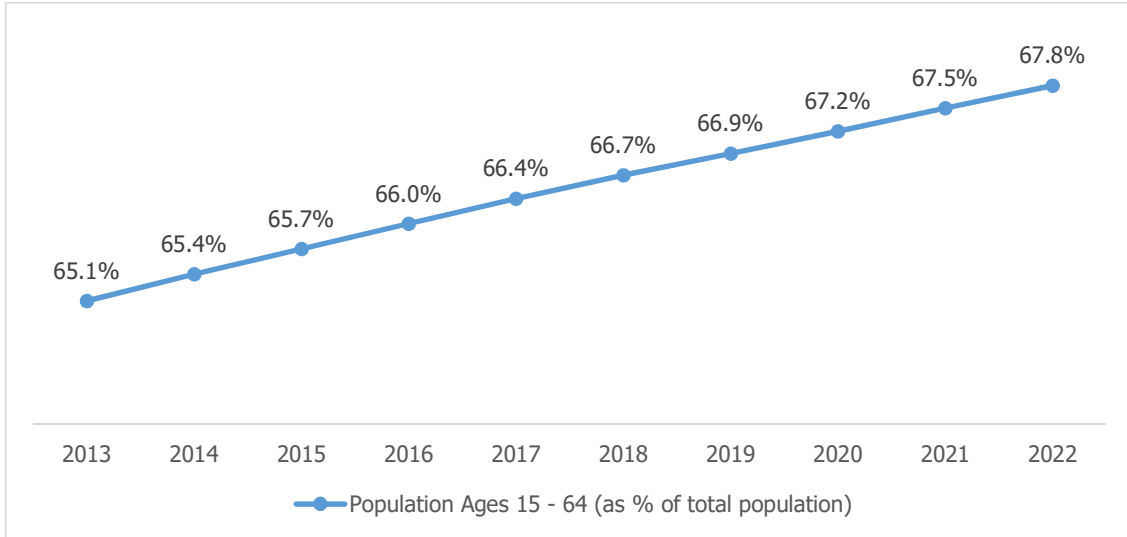
With an average age of 29, India has one of the youngest populations globally. With vast resources of young citizens entering the workforce every year, it is expected to create a ‘demographic dividend’. India is home to a fifth of the world’s youth demographic and this population advantage will play a critical role in economic growth.

Chart 6: Age-Wise Break Up of Indian population



Source: World Bank Database

Chart 7: Yearly Trend - Young Population as % of Total Population

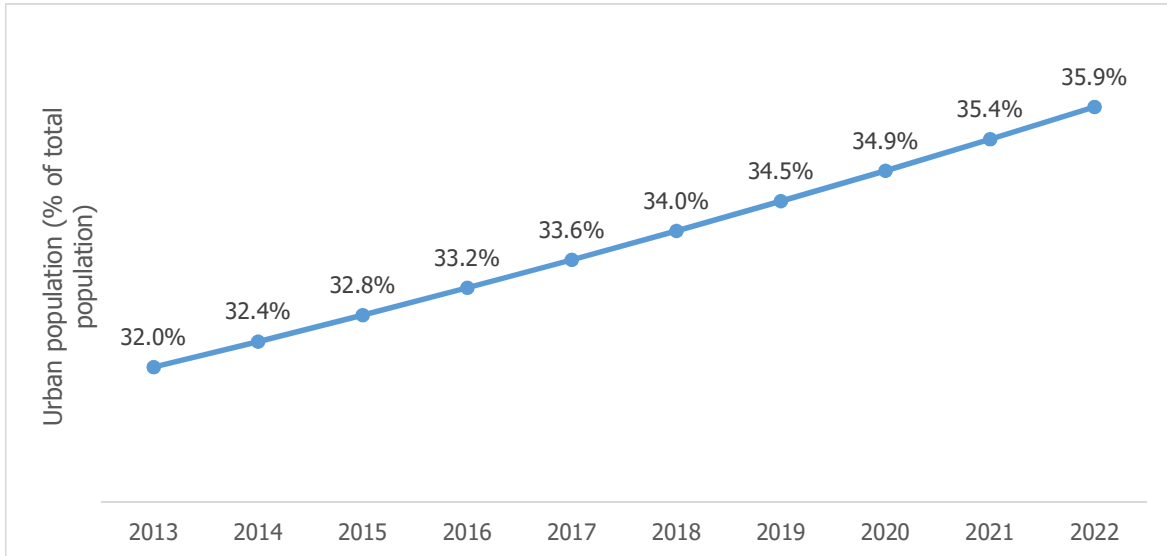


Source: World Bank database

- **Urbanization**

The urban population is significantly growing in India. The urban population in India is estimated to have increased from 403 million (31.6% of total population) in 2012 to 508 million (35.9% of total population) in the year 2022. People living in Tier-2 and Tier-3 cities have greater purchasing power.

Chart 8: Urbanization Trend in India



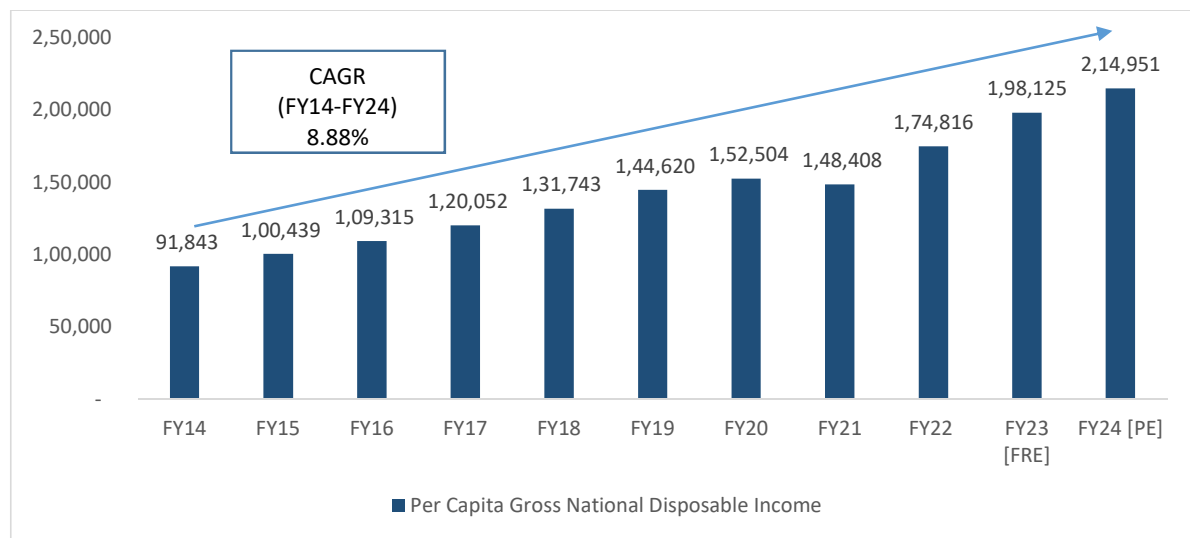
Source: World Bank Database

- Increasing Per Capita Disposable Income**

Gross National Disposable Income (GNDI) is a measure of the income available to the nation for final consumption and gross savings. Between the period FY14 to FY24, per capita GNDI at current prices registered a CAGR of 8.88%. More disposable income drives more consumption, thereby driving economic growth.

The chart below depicts the trend of per capita GNDI in the past decade:

Chart 9: Trend of Per Capita Gross National Disposable Income (Current Price)

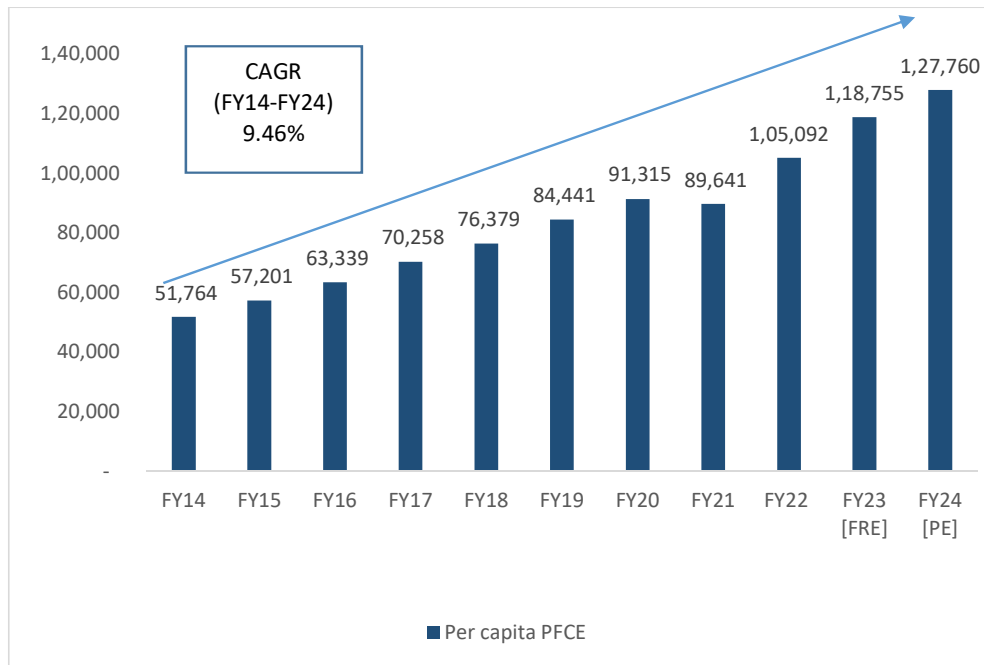


Note: 3RE – Third Revised Estimate, 2RE – Second Revised Estimates, 1RE – First Revised Estimates, PE – Provisional Estimate; Source: MOSPI

- Increase in Consumer Spending**

With increase in disposable income, there has been a gradual change in consumer spending behaviour as well. Private Final Consumption Expenditure (PFCE) which is measure of consumer spending has also showcased significant growth in the past decade at a CAGR of 9.46%. Following chart depicts the trend of per capita PFCE at current prices:

Chart 10: Trend of Per Capita Private Final Consumption Expenditure (Current Price)



Source: MOSPI

1.2.7 Concluding Remarks

The major headwinds to global economic growth are escalating geopolitical tensions, volatile global commodity prices, and a shortage of key inputs. Despite the global economic growth uncertainties, the Indian economy is relatively better placed in terms of GDP growth compared to other emerging economies. According to IMF's forecast, it is expected to be 6.8% in CY24 compared to the world GDP growth projection of 3.2%. The bright spots for the economy are continued healthy domestic demand, support from the government towards capital expenditure, moderating inflation, investments in technology and improving business confidence.

Likewise, several high-frequency growth indicators including the purchasing managers index, auto sales, bank credit, and GST collections have shown improvement in FY23. Moreover, normalizing the employment situation after the opening up of the economy is expected to improve and provide support to consumption expenditure.

The India Meteorological Department (IMD) has made a significant forecast, predicting "above normal" rainfall for the upcoming monsoon season, marking the first time in a decade that such an optimistic outlook has been declared at the initial stage. This forecast, coupled with an anticipated eight-year-high rainfall, offers promising prospects for the agrarian economy and inflation. The weakening of El Nino to a neutral stage in the early monsoon season, followed by the likely development of La Nina conditions in the later part, adds to the positive outlook. El Nino typically leads to suppressed rainfall during the Indian monsoon, whereas La Nina tends to enhance rainfall activity. IMD's more optimistic prediction is

expected to bolster agricultural growth and incomes, while also potentially alleviating stubborn food inflation pressures.

At the same time, public investment is expected to exhibit healthy growth as the government has allocated a strong capital expenditure of about Rs. 11.11 lakh crores for FY25. The private sector's intent to invest is also showing improvement as per the data announced on new project investments and resilience shown by the import of capital goods. Additionally, improvement in rural demand owing to good rabi crop and an expected normal monsoon will aid the investment cycle in gaining further traction.

Order Book:

The Company is having total works contract worth Rs. 389.52 Cr. as on 30.06.2024, out of which contracts to the extent of Rs. 209.27 Cr. have already been executed and the balance amount of Rs. 180.25 Cr. shall be executed as per the terms of the contract in the next 1-2 years. The Division wise breakup is summarized below-

S. No	Division	Total Contract Value (Rs/Crs)	Sales Executed upto 30.06.2024	Sales To be Executed (Rs/Crs.)
1	Bio-Toilet Division	168.62	126.54	42.09
2	Pest Control division	23.39	14.17	9.22
3	Amenity division	40.14	22.23	17.91
4	Mechanised Cleaning division	96.00	25.06	70.94
5	Production Unit	52.59	18.71	33.88
6	ETP/STP	1.73	0.46	1.27
7	Modification of OHE Structure	7.05	2.10	4.95
	Total	389.52	209.27	180.25

CORPORATE GOVERNANCE REPORT

Corporate Governance is built on a foundation of values and ethical business practices. It encompasses the company's structure, culture, policies, and interactions with all stakeholders. Transparency and timely disclosure of financial performance, future plans, and significant developments are essential aspects of Corporate Governance. By adopting best practices in Corporate Governance, a company can enhance its reputation, foster stakeholder trust, and attract top talent. Our Board comprises experienced and professional Directors who embody these principles.

1. COMPANY'S PHILOSOPHY

The Company's Corporate Governance philosophy is built on the principles of transparency, accountability, and ethical behaviour. We strive to maintain the highest levels of disclosure, compliance, and integrity in all our operations, with the ultimate aim of creating long-term value for our shareholders.

Effective Corporate Governance is essential for fostering and maintaining investor trust. It enables efficient management, builds strong stakeholder relationships, and drives sustainable value creation. By prioritizing transparency, compliance, and ethical wealth creation, Corporate Governance provides a competitive advantage in a dynamic environment. It establishes a culture of trust, creativity, and long-term thinking among all stakeholders, ultimately maximizing value for them.

Your Company acknowledges the vital role of robust Corporate Governance in building and maintaining investor trust. We recognize the significance of transparency, integrity, and ethical conduct in all our dealings. Our commitment is to uphold the highest standards of honesty, fairness, and integrity in all aspects of our business operations.

2. BOARD OF DIRECTORS

The Board of Directors is the highest governance body of the Company. The Board of Directors consists of professionals from diverse fields having rich knowledge and experience in the industry and related sectors for providing strategic guidance and directions to the Company.

As on March 31, 2024, your Company's Board has a strength of 06 (Six) Directors comprising of 3 (Three) Executive Directors and 3 (Three) Independent Directors including 1 (One) Women Director. The Chairman of the Company is an Executive Director.

Composition of Board of Directors as undergone with changes during FY 2023-24 is as follows:-

Whole-time Directors

Sl. No.	Name	Designation
1	Mr. Rajender Singhal (DIN: 06519799)	Executive Chairman
2	Mr. Rajat Singhal (DIN: 02638828)	Managing Director
3	Mr. Ankit Singhal (DIN: 00884360)	Managing Director

Independent Directors

Sl. No.	Name	Designation
1	Mr. Arunendra Kumar (DIN: 06643537)	Non-Executive and Independent Director
2	Mr. Anil Sharma (DIN: 10387444)	Non-Executive and Independent Director
3	Mrs. Anita Kaul (DIN: 10449840)	Non-Executive and Independent Director

The Independent Directors meet the criteria prescribed for Independent Director as stipulated in Section 149(6) of the Companies Act, 2013. The Composition of the Board is in conformity with Section 149 of the Companies Act, 2013.

No Director of the Company holds office at the same time as director in more than ten (10) Companies and no Director (including Independent Directorship) holds office in not more than seven (7) Listed Companies as specified in Section 165 of Companies Act, 2013.

The names and categories of the Directors on the Board and the number of directorships and committee memberships/ chairmanship held by them in other Companies as on 31st March 2024 are given below:

Name of Director (DIN)	Category of Director	No. of Directorship in the other Company	Number of Committee position held in other Company		Directorship in other listed entity (Category of Directorship)	Number of Shares held by directors in the Company
			Chairperson	Member		
Rajender Singhal (06519799)	Executive Director	2	Nil	Nil	Nil	4504420
Rajat Singhal (02638828)	Executive Director	8	Nil	Nil	Nil	4491060
Ankit Singhal (00884360)	Executive Director	8	Nil	Nil	Nil	4491060
Arunendra Kumar (06643537)	Non-Executive Independent Director	1	Nil	Nil	Nil	Nil
Anil Sharma (10387444)	Non-Executive Independent Director	Nil	Nil	Nil	Nil	Nil
Anita Kaul (10449840)	Non-Executive Independent Director	Nil	Nil	Nil	Nil	Nil

BOARD MEETINGS AND PROCEDURE

A. BOARD MEETINGS

Company's Corporate Governance Policy requires the Board to meet at least four times in a year. The maximum gap between two board meetings should not be more than 120 (One hundred and twenty) days as prescribed under provisions of Companies Act, 2013. Additional board meetings may be convened to address the specific needs of the Company.

B. BOARD PROCEDURE

The Board Meetings are conducted in a structured and informed manner, with a formal agenda and comprehensive briefing materials provided to directors in advance. The Chairman of Board and Company Secretary, in collaboration with other directors, carefully prepare and finalize the agenda papers to ensure that directors have the necessary information to make informed decisions.

Detailed agendas and supporting materials are circulated to board members in a standardized format, well in advance of meetings, for thorough review and informed decision-making.

In addition, the Board is timely informed of significant developments and key matters as needed. The Chairman provides regular updates on the Company's overall performance at Board Meetings, ensuring the Board is well-informed and empowered to make strategic decisions.

C. LIMIT ON THE NUMBER OF DIRECTORSHIPS

None of the Directors is a director in more than 10 public limited companies as specified in section 165 of the Companies Act, 2013 or acts as an Independent Director in more than 7 listed companies or 3 listed companies in case he/ she serves as whole-time director in any listed company. None of our Executive Directors are serving as an Independent Director in any other listed entity

D. NUMBER OF BOARD MEETINGS

During the year, 35 meetings of Board of Directors were held as mentioned below:-

Board Meeting No. for FY 2023-24	Board Meeting Dates
01 st	08/04/2023
02 nd	21/04/2023
03 rd	27/04/2023
04 th	03/05/2023
05 th	12/05/2023

06 th	23/05/2023
07 th	30/05/2023
08 th	15/06/2023
09 th	23/06/2023
10 th	01/07/2023
11 th	15/07/2023
12 th	22/07/2023
13 th	03/08/2023
14 th	11/08/2023
15 th	21/08/2023
16 th	29/08/2023
17 th	06/09/2023
18 th	18/09/2023
19 th	26/09/2023
20 th	09/10/2023
21 st	21/10/2023
22 nd	09/11/2023
23 rd	16/11/2023
24 th	21/11/2023 (2:00 P.M.)
25 th	21/11/2023 (4:00 P.M.)
26 th	12/12/2023
27 th	18/12/2023
28 th	05/01/2024
29 th	09/01/2024
30 th	23/01/2024
31 st	06/02/2024

32 nd	26/02/2024
33 rd	16/03/2024
34 th	21/03/2024
35 th	23/03/2024

E. DIRECTORS' ATTENDANCE RECORD

Name of The Director	Board Meetings Attended During The year	Whether Attended Last AGM
Mr. Rajender Singhal	3	Yes, as a shareholder
Mr. Rajat Singhal	34	Yes
Mr. Ankit Singhal	32	Yes
Mr. Arunendra Kumar	2	N.A.
Mr. Anil Sharma	12	N.A.
Mrs. Anita Kaul	3	N.A.

F. INTER-SE RELATIONSHIP AMONGST DIRECTORS

Name of Director	Relationship with other Directors
Mr. Rajender Singhal	Rajat Singhal, Son
	Ankit Singhal, Son
Mr. Rajat Singhal	Rajender Singhal, Father
	Ankit Singhal, Brother
Mr. Ankit Singhal	Rajender Singhal, Father
	Rajat Singhal, Brother

G. NUMBER OF SHARES HELD BY EXECUTIVE AND NON-EXECUTIVE DIRECTORS:

Sl. No.	Name of Director	Category	Number of Shares
1	Mr. Rajender Singhal	Executive Director	4504420
2	Mr. Rajat Singhal	Executive Director	4491060
3	Mr. Ankit Singhal	Executive Director	4491060

H. SKILLS/EXPERTISE/COMPETENCE OF THE BOARD OF DIRECTORS SPECIFYING THE FOLLOWING

a. The list of core skills/expertise/competencies identified by the board of directors as required in the context of its business and sector(s) for it to function effectively are as follows:

- Appropriate Educational background- Good Communication, - Leadership skills, - Management skills,-
- Decision making ability, - Accounting or related financial management expertise, - Business Background

b. Names of directors who have such skills / expertise / competence.

Name of Directors						
Key Skill/ Expertise/ Competencies	Mr. Rajender Singhal	Mr. Rajat Singhal	Mr. Ankit Singhal	Mr. Arunendra Kumar	Mr. Anil Sharma	Mrs. Anita Kaul
Appropriate Educational background	√	√	√	√	√	√
Good Communication	√	√	√	√	√	√
Leadership skills	√	√	√	√	√	√
Management skills	√	√	√	√	√	√

Decision making Ability	√	√	√	√	√	√
Accounting or related financial management expertise	√	√	√	√	√	√
Business Background	√	√	√	√	√	√

I. CONFIRMATION OF INDEPENDENCE OF INDEPENDENT DIRECTOR

It is hereby confirmed that in the opinion of the board of directors of the company, the independent directors of the company fulfil the conditions specified in the Companies Act, 2013 and are independent of the management.

J. DETAILED REASONS FOR THE RESIGNATION OF AN INDEPENDENT DIRECTOR WHO RESIGNS BEFORE THE EXPIRY OF HIS TENURE ALONG WITH A CONFIRMATION BY SUCH DIRECTOR THAT THERE ARE NO OTHER MATERIAL REASONS OTHER THAN THOSE PROVIDED.

Mrs. Supreet Kaur Rekhi has resigned from the post of Independent Director of the company on 21st March, 2024. Further, it is confirmed that there were no other material reasons for her resignation.

3. COMMITTEES OF THE BOARD

A. AUDIT COMMITTEE

The company has constituted the audit committee in line with the section 177 of Companies Act, 2013.

i. Terms of Reference:

- (1) oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- (3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;

- (4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) changes, if any, in accounting policies and practices and reasons for the same;
 - (c) major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) significant adjustments made in the financial statements arising out of audit findings;
 - (e) compliance with listing and other legal requirements relating to financial statements;
 - (f) disclosure of any related party transactions;
 - (g) modified opinion(s) in the draft audit report;
- (5) reviewing, with the management, the quarterly/ half yearly financial statements before submission to the board for approval;
- (6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement], and making appropriate recommendations to the board to take up steps in this matter;
- (7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (8) approval or any subsequent modification of transactions of the listed entity with related parties;
- (9) scrutiny of inter-corporate loans and investments;
- (10) valuation of undertakings or assets of the listed entity, wherever it is necessary;
- (11) evaluation of internal financial controls and risk management systems;
- (12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

- (13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (14) discussion with internal auditors of any significant findings and follow up there on;
- (15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (17) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (18) to review the functioning of the whistle blower mechanism;
- (19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (20) Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- (21) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- (22) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

The audit committee shall mandatorily review the following information:

- (1) management discussion and analysis of financial condition and results of operations;
- (2) management letters / letters of internal control weaknesses issued by the statutory auditors;
- (3) internal audit reports relating to internal control weaknesses; and
- (4) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- (5) statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).

(b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

ii. Composition:

As on 31st March, 2024, the Audit Committee comprised of the following Directors:

Name	Position in the Committee	Designation
Mrs. Anita Kaul	Chairperson	Independent Director
Mr. Anil Sharma	Member	Independent Director
Mr. Ankit Singhal	Member	Managing Director

After closure of FY 2023-24, Board of the Company in its meeting held on 27.05.2024 has reconstituted the Committee in pursuance to provision of the Companies Act, 2013. The Composition of Audit Committee as on date of this report is as follows:

Name	Position in the Committee	Designation
Mr. Anil Sharma	Chairperson	Independent Director
Mrs. Anita Kaul	Member	Independent Director
Mr. Ankit Singhal	Member	Managing Director

The Audit Committee met One (1) time during the financial year 2023-24 on 09th January, 2024. The attendance of each member at Audit Committee meetings is as under:

Member	Position in the Committee	Audit Committee Meeting held during the year 2023-24	
		Meetings held (during their respective tenures)	Meetings attended
Mrs. Anita Kaul	Chairperson	1	1
Mr. Anil Sharma	Member	1	1
Mr. Ankit Singhal	Member	1	1

B. NOMINATION& REMUNERATION COMMITTEE AND POLICY:

The company has constituted the audit committee in line with the section 178 of Companies Act, 2013.

i. Terms of Reference:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance;
5. Determining, reviewing and recommending to the Board, the remuneration of the Company's Managing/ Joint Managing/ Deputy Managing/ Whole time/ Executive Director(s), including all elements of remuneration package;
6. Recommend to the board, all remuneration, in whatever form, payable to senior management.
7. To ensure that the relationship of remuneration to perform is clear and meets appropriate performance benchmarks.
8. Formulating, implementing, supervising and administering the terms and conditions of the Employee Stock Option Scheme, Employee Stock Purchase Scheme, whether present or prospective, pursuant to the applicable statutory/regulatory guidelines;
9. Carrying out any other functions as authorized by the Board from time to time or as enforced by statutory/ regulatory authorities.

ii. Remuneration Policy

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members.

The Nomination and Remuneration policy is available on the website of the company at www.hugheschem.com.

iii. Composition:

As on 31st March, 2024, the Nomination and Remuneration Committee comprised of the following Directors:

Name	Position in the Committee	Designation
Mrs. Anita Kaul	Chairperson	Independent Director
Mrs. Supreet Kaur Rekhi	Member	Independent Director
Mr. Anil Sharma	Member	Independent Director
Mr. Rajat Singhal	Member	Managing Director

After closure of FY 2023-24, Board of the Company in its meeting held on 27.05.2024 has reconstituted the Committee in pursuance to provision of the Companies Act, 2013. The Composition of Nomination and Remuneration Committee as on date of this report is as follows:

Name	Position in the Committee	Designation
Ms. Anita Kaul	Chairperson	Independent Director
Mr. Arunendra Kumar	Member	Independent Director
Mr. Anil Sharma	Member	Independent Director

The Nomination and Remuneration Committee met Two (2) time during the financial year 2023-24 on 23rd January, 2024 and 26th February, 2024. The attendance of each member at Nomination and Remuneration Committee meetings is as under:

Member	Position in the Committee	Audit Committee Meeting held during the year 2023-24	
		Meetings held (during their respective tenures)	Meetings Attended
Ms. Anita Kaul	Chairperson	1	1
Ms. Supreet Kaur Rekhi	Member	1	1
Mr. Anil Sharma	Member	2	2

Mr. Rajat Singhal	Member	2	2
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C. STAKEHOLDER’S RELATIONSHIP COMMITTEE:

i. Terms of Reference

1. To consider and ensure resolution of the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual reports, non-receipt of dividends, issue of new/duplicate share certificates, general meetings etc; general meetings etc;
2. To monitor and review any investor grievances received by the Company through SEBI, BSE, NSE or SCORES and ensure its timely and speedy resolution, in consultation with the Company Secretary & Compliance officer and Registrar and Share Transfer Agent of the Company.
3. To consider and review the adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent (‘RTA’);
4. To consider and review the measures taken for effective exercise of voting rights by Shareholders.
5. To consider and review the various measures and initiatives taken by the Company for reducing the quantum of unclaimed / unpaid dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company;
6. To review compliance relating to all securities including dividend payments, transfer of unclaimed amounts or shares to the Investor Education and Protection Fund;
7. To undertake self-evaluation of its own functioning and identification of areas for Improvement towards better governance;
8. To perform such other functions or duties as may be required under the relevant provisions of SEBI Listing Regulations and the Act read with rules made thereunder and as may be specifically delegated to the Committee by the Board from time to time.

ii. Composition:

As on 31st March, 2024, the Stakeholder Relationship Committee comprised of the following Directors:

Name	Position in the Committee	Designation
Mrs. Supreet Kaur Rekhi	Chairperson	Independent Director
Mrs. Anita Kaul	Member	Independent Director
Mr. Ankit Singhal	Member	Managing Director

After closure of FY 2023-24, Board of the Company in its meeting held on 27.05.2024 has reconstituted the Committee in pursuance to provision of the Companies Act, 2013. The Composition of Stakeholder Relationship Committee as on date of this report is as follows:

Name	Position in the Committee	Designation
Mr. Anil Sharma	Chairperson	Independent Director
Mrs. Anita Kaul	Member	Independent Director
Mr. Ankit Singhal	Member	Managing Director

iii. During the year 2023-24, complaints were received from shareholders and investors are as follows:

Status of complaints received, resolved and pending during the Financial Year 2023-24 is as follows:

Opening	Received	Resolved	Closing
Nil	Nil	Nil	Nil

As on March 31, 2024, no request for registration of transfer of shares/dematerialization was pending.

D. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

In accordance with provisions of Section 135 of the Companies Act, 2013, read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, Company has a well-established Corporate Social Responsibility Committee, to formulate and recommend to the Board, CSR activities to be undertaken by the Company as specified in Schedule VII to the Companies Act, 2013, to recommend the amount of expenditure to be incurred on such activities and to monitor the Corporate Social Responsibility Policy of the company from time to time.

The Corporate Social Responsibility Committee of the Company is responsible for the functions which includes the following:

- i) To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- ii) To review and recommend the amount of expenditure to be incurred on activities referred to in Section 135(a) of the Companies Act, 2013;
- iii) To institute a transparent monitoring mechanism for the implementation of the CSR projects, programs and activities undertaken the Company from time to time;
- iv) To Monitor the Corporate Social Responsibility policy of the Company from time to time; and

- v) Any other matter of CSR Committee may deem appropriate after approval of the Board of Directors or as may be delegated by the Board and/ or prescribed under the Companies Act, 2013 or other applicable law.

The company has formulated the CSR Policy in line with Schedule VII of the Companies Act, 2013, which is available on the website of the Company at www.hugheschem.com.

i. Composition of the Committee

As on 31st March, 2024, the CSR Committee comprised of the following Directors:

Name	Position in the Committee	Designation
Mr. Rajat Singhal	Chairperson	Managing Director
Mr. Ankit Singhal	Member	Managing Director
Mr. Rahul Kaul (up to 18.12.2023)	Member	Whole Time Director
Mrs. Anita Kaul (w.e.f. 09.01.2024)	Member	Independent Director

During the year under review, Board of the Company in its meeting held on 09.01.2024 has reconstituted the Committee in pursuance to provision of the Companies Act, 2013 The Composition of Stakeholder Relationship Committee as on date of this report is as follows:

Name	Position in the Committee	Designation
Mr. Rajat Singhal	Chairperson	Managing Director
Mr. Ankit Singhal	Member	Managing Director
Mrs. Anita Kaul	Member	Independent Director

The CSR Committee met Two (2) time during the financial year 2023-24 on 25th July, 2023 and 23rd January, 2024. The attendance of each member at CSR Committee meetings is as under:

Member	Position in the Committee	Audit Committee Meeting held during the year 2023-24	
		Meetings held (during their respective tenures)	Meetings attended

Mr. Rajat Singhal	Chairperson	2	2
Mr. Ankit Singhal	Member	2	2
Mr. Rahul Kaul	Member	1	1
Mrs. Anita Kaul	Member	1	1

4. GENERAL BODY MEETING

The General Meetings of the company are held at New Delhi where the registered office of the company is situated. The details of the General Meetings of the Company held during last three years are as under:

a) Details of last three Annual General Meetings are as under:

Year	Date of holding Meeting	Time	Venue	Special Resolution
2022-23	27/09/2023	11:00 A.M.	Suite No 204, 205-206, Level -2, Bakshi House, 40-41, Nehru Place, New Delhi - 110 019	Nil
2021-22	27/09/2022	11:00 A.M.	Suite No 204, 205-206, Level -2, Bakshi House, 40-41, Nehru Place, New Delhi - 110 019	Nil
2020-21	09/09/2023	11:00 A.M.	Flat No. 5, R-10, Nehru Enclave, New Delhi-110019	Nil

b) Details of Extra Ordinary General Meeting held during FY 2023-24 are as under:

Date of holding Meeting	Time	Venue	Special Resolution
30/10/2023	11:00 AM	Suite No 204, 205-206, Level -2,	1. Special Resolution passed for alteration in capital

		Bakshi House, 40-41, Nehru Place, New Delhi - 110 019	<p>clause v of Memorandum of Association of the company</p> <ol style="list-style-type: none"> 2. Special Resolution passed for alteration in article no. 3, Share Capital Clause of Article of Association of the company 3. Special Resolution passed for adoption of memorandum of association as per the provisions of the Companies act, 2013 4. Special Resolution passed for adoption of articles of association as per the provisions of the Companies act, 2013
21/11/2023	12 Noon	Suite No 204, 205-206, Level -2, Bakshi House, 40-41, Nehru Place, New Delhi - 110 019	<ol style="list-style-type: none"> 1. Special Resolution passed to approve the issuance of Bonus Shares
05/12/2023	12 Noon	Suite No 204, 205-206, Level -2, Bakshi House, 40-41, Nehru Place, New Delhi - 110 019	Nil
09/01/2024	12 Noon	Suite No 204, 205-206, Level -2, Bakshi House, 40-41, Nehru Place, New Delhi - 110 019	Nil
15/01/2024	12 Noon	Suite No 204, 205-206, Level -2, Bakshi House, 40-41, Nehru Place, New Delhi - 110 019	<ol style="list-style-type: none"> 1. Special Resolution passed for borrowing powers in excess of the limits specified in section 180(1)(c) of the Companies Act, 2013 2. Special Resolution passed for authorizing to Mortgage, Charge the Property of the Company

			in relation to borrowing made for business operations of the company. 3. Special Resolution passed for approving raising of capital through and initial public offering/ issue of equity shares of the company (“IPO”).
29/02/2024	12 Noon	Suite No 204, 205-206, Level -2, Bakshi House, 40-41, Nehru Place, New Delhi - 110 019	1. Special Resolution passed for appointment Mr. Rajender Singhal as a Whole Time Director designated as an Executive Chairman of the company
28/03/2024	12 Noon	Suite No 204, 205-206, Level -2, Bakshi House, 40-41, Nehru Place, New Delhi - 110 019	1. Special Resolution passed for appointment Mr. Arunendra Kumar (DIN-06643537) as an Independent Director

5. MEANS OF COMMUNICATION

All important information pertaining to the Company is provided in the Annual Report of the Company containing inter-alia Audited Financial Statements, Director’s Report and Corporate Governance Report which is circulated to the members and others entitled thereto for each financial year. The Annual accounts of the Company are made available on the website of the Company i.e. www.hugheschem.com.

6. SHAREHOLDERS INFORMATION

a) Annual General Meeting

Date: 27th August, 2024

Time: 11:00 A.M.

Venue: At Registered Office of the Company at Suite No 204, 205-206, Level -2, Bakshi House, 40-41, Nehru Place, New Delhi – 110019.

b) Book Closure

The Register of Members and Share Transfer Books of the Company will remain closed from 21.08.2024 to 27.08.2024 (both days inclusive).

c) Share Transfers Agents:

M/s Maashitla Securities Private Limited

Address:- 451, Krishna Apra Business Square Netaji Subhash Place, Pitampura New Delhi-110034.

Email: rta@maashitla.com, maashitlasecurities@gmail.com

Website: www.maashitla.com

d) Share Holding Pattern

Category of Shareholder	No. of Shareholders.	Total number of shares held	Shares held in Demat	Shares held in Physical	Shareholding as a % of total no. of shares
Promoter & Promoter Group	6	1,74,77,801	1,74,77,801	Nil	97.09
Public	16	5,22,199	5,18,499	3,700	2.91
Non-Promoter Non-Public	-	-	-	-	-
Shares Underlying DRs	-	-	-	-	-
Shares held by Employee Trusts	-	-	-	-	-

e) Transfer of Unpaid/Unclaimed Dividend Amount to Investor Education and Protection Fund (IEPF)

As per the provisions of Section 124 read with Section 125 of the Companies Act, 2013, the Company is required to transfer unpaid dividends remaining unclaimed and unpaid for a period of 7 years from the due date (s) to the IEPF setup by the Central Govt.

Further, all the shares in respect of which dividend has remained unclaimed for seven consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares.

Further in terms of the Ministry of Corporate Affairs (MCA) Circular dated May 10, 2012, the Company has filed necessary details with the office of the Registrar of Companies, NCT of Delhi & Haryana, New Delhi.

Time frame of transfer of Unclaimed Dividend to Investor Education and Protection Fund (IEPF):

Financial Year	Date of Declaration	Due date of Transfer of IEPF*
2017-18	29/09/2018	05/11/2025
2018-19	30/09/2019	06/11/2026
2019-20	06/09/2019	13/10/2026
2020-21	29/04/2020	05/06/2027

***Indicative date, actual may vary**

7. CEO/CFO CERTIFICATION (COMPLIANCE CERTIFICATE)

The CEO and CFO certification on the Financial Statements and the cash flow statement for the year is given at the end of the report on Corporate Governance as **Annexure-A**.

8. The Company has created a Demat Suspense Account called as “**Hughes and Hughes Suspense Account**” in which 18,500 Shares of 8 (Eight) Shareholders of the Company who are untraceable from past few years, has been transferred pursuant to Bonus Shares issued by Company in ratio of 5:1.

**CERTIFICATE OF CHIEF EXECUTIVE OFFICER / CHIEF FINANCIAL OFFICER ON
CORPORATE GOVERNANCE**

The Board of Directors
M/s Hughes and Hughes Chem Limited
Suite No 204, 205-206, Level -2,
Bakshi House, 40-41, Nehru Place,
New Delhi - 110 019

I, Teena Rathi, Chief Financial Officer responsible for financial functions certify that:

1. We have reviewed financial statements and the cash flow statement for the year ended on March 31, 2024 and that to the best of our knowledge and belief:
 - (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (b) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing Accounting Standards (AS), applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended on March 31, 2024 which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. The Company's other certifying officers and we have disclosed, based on our recent evaluation, wherever applicable, to the Company's Auditors and through them to the Audit Committee of the Company's Board of Directors:
 - I. significant changes in internal control over financial reporting during the year 2023-24;
 - II. significant changes in accounting policies during the year 2023-24 and that the same have been disclosed in the notes to the financial statements; and

Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
HUGHES AND HUGHES CHEM LIMITED**

Sd/-
Teena Rathi
Chief Financial Officer
PAN: AOBPR6465F

Place: New Delhi
Date: 01/08/2024