

DIRECTORS REPORT

To,

The Members,

Your Directors have pleasure in presenting their 17th Annual Report on the business and operations of your Company and the accounts for the Financial Year ended on 31st March, 2024.

FINANCIAL RESULTS / STATE OF AFFIARS:

(Rs. in Lacs)

Particulars	Standalone	
	Current Year	Previous year
Total Income	6910	6512
Total Expenditure	5661	4835
Profit before Tax	814	1338
Provision for Tax	210	396
Profit after Tax	604	943
Add: Balance of Profit brought forward	2745	1802
Profit available for appropriation :		
Less: Proposed Dividend on Equity Shares	-	-
Tax on proposed Dividend	-	-
Transfer to Capital Redemption Reserves	240	-
Surplus carried to the Balance Sheet	3109	2745

OPERATIONAL PERFORMANCE

Your Company has achieved a Total Revenue of **Rs. 6910 lacs** for the current Financial Year as against previous year figure of **Rs. 6512 lacs**. Thus, total revenue your of Company has increased by **6 %** compared to previous year. Your Company has achieved a decent Profit After Tax of **Rs. 604 lacs** as against previous year Profit After Tax of **Rs. 943 lacs**, which is down by **36 %**.

Your company expected to do much better in the years to come with increased sales turnover and with increased profit.

DIVIDEND

Your Directors are of the opinion that liquidity position of the Company needs to be strengthened further hence your Directors do not recommend declaration of any dividend for the Financial Year under review.

RESERVES

The appropriations for the year are as under:

Particulars	(Rs. in Lacs)
Net Profit for the year	604
Balance of Reserve at the beginning of the year	2745
Transfer to Capital Redemption Reserve	240
Balance of Reserve at the end of the year	3109

MATERIAL CHANGES AND COMMITMENTS BETWEEN END OF FINANCIAL YEAR AND TILL DATE OF THIS REPORT:

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

DIRECTORS' RESPONSIBILITY STATEMENT:

As per the clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, the Directors' state that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) such accounting policies have been selected and applied consistently and judgments and estimates have been made 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) proper and sufficient care has been taken 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 annual accounts have been prepared on a going concern basis; and
- e) proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DETAILS OF SUBSIDIARY COMPANIES

Details of the Subsidiaries / Foreign Branch of the Company and their business operations during

the year under review forms part of this Annual Report.

DETAILS OF OVERSEAS BRANCH OFFICE:

Your Directors are pleased to inform you that your Company has already up a Branch Office in Greece for catering to the needs of Greek Customers and European Customers as well. The Greek Branch has now operational and has started its commercial activities.

DEPOSITS

The Company has neither invited nor accepted any deposits from the public during the period under review. Accordingly, there are no unclaimed or unpaid deposits lying with the Company for the period under review.

RISK MANAGEMENT POLICY

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks which are key to business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

GENERAL

There is no reporting requirement or there are no incidents during the year under review which require disclosure as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors met nine (9) times during the financial year under review i.e. on 22nd April, 2023, 27th June, 2023, 24th July, 2023, 23rd August, 2023, 1st September, 2023, 13th October, 2023, 29th November, 2023, 25th January, 2024 and 15th March, 2024.

DIRECTORS

During the year under review, the Board of Directors are duly constituted, as per the provisions of Companies Act, 2013.

The Company appointed Mr. Bhagwantrao Narasingrao Jagtap (DIN: 10028151) as an Additional

Director effective from 13th September, 2024 to hold office till conclusion of the ensuing Annual General Meeting of the Company.

PARTICULARS OF EMPLOYEES, DIRECTORS AND KEY MANAGERIAL PERSON:

In terms of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the necessary disclosures have been annexed as 'Annexure – III' to the Directors' Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

Loans, Guarantees and Investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

During the year under review, related party transactions referred to in section 188(1) of the Companies Act, 2013, were carried out on arm's length basis and in ordinary course of business. There were no significant material transactions with related parties during the year under review. The necessary information in relation to all Related Party Transactions entered into by the Company form part of the Notes to Accounts.

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

The particulars relating to energy conservation, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under sections 134(3)(m) of the Companies Act, 2013 read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 are provided in "Annexure- I" to this Report.

ANNUAL REPORT ON CSR ACTIVITIES FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2024.

The Annual Report on CSR Activities for the Financial Year ended on 31st March 2024 is provided in "Annexure-II" to this Report.

STATUTORY AUDITORS

At the 16th Annual General Meeting of the Company held on 29th September, 2023, the Members of the Company have approved the appointment of M/s. Vora & Associates, Chartered Accountants, Mumbai as the Statutory Auditors of the Company pursuant to Section 139 of the Companies Act, 2013 for a term of 5 (five) years, to hold office from the conclusion of 16th Annual General Meeting of the Company till the conclusion of 21st Annual General Meeting.

Pursuant to the provisions of Section 139 of the Companies Act, the Board of Directors of the Company recommends the re-appointment of M/s. Vora & Associates, Chartered Accountants as the Statutory Auditor of the Company for a further period of five (5) years i.e. from the conclusion of 16th Annual General Meeting till the conclusion of 21st Annual General Meeting of the Company. The Statutory Auditor has confirmed that they are not disqualified from being re-appointed as the Auditor of the Company. The Company also received a letter from them confirming their eligibility to be re-appointed as the Statutory Auditor of the Company.

REPORTING OF FRAUD

There are no instances of any fraud reported by the Statutory Auditor to the Board pursuant to Section 143(12) of the Act. The report of the Statutory Auditor's alongwith the Notes to Schedule forms part of the Annual Report and contains an Unmodified Opinion without any qualification, reservation or adverse remark.

ANNUAL RETURN

Pursuant to section 92(3) of the Companies Act, 2013, a copy of the draft Annual Return as on March 31, 2024 has been placed on the website of the Company and the web link of such Annual Return is <https://uniphos-envirotronic.com/agm/>

ACKNOWLEDGEMENTS

The Board of Directors wish to acknowledge the continued support and co-operation extended by the Ministry of Corporate Affairs, Revenue Departments, Other Government authorities, Bankers, Customers, Suppliers, and other Stakeholders for their continued support and guidance.

Your Directors would also like to take this opportunity to express their appreciation for the dedicated efforts put in by employees of the Company at all the levels.

By Order of the Board

FOR UNIPHOS ENVIROTRONIC PVT LTD

Date: 13th September, 2024

Place: Mumbai

Sd/-

DR. R. C. Naik
Director
(DIN: 03048929)

Sd/-

R. D. Shroff
Director
(DIN: 00180810)

Registered Office:

Survey No 36/1 Jalaram Mandir Road,
Nahuli, Vapi, Tal Umbergaon
Gujarat 396105

ANNEXURE- I TO DIRECTORS' REPORT

Particulars required under The Companies (Disclosures of Particulars in the Report of Board of Directors) Rules, 1988.

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

(A) Conservation of energy:

- i. Total units consumed: **4,09,048 kwh units**
- ii Total Cost: **Rs. 42 lakhs**

(B) Technology absorption:

The Company's R&D staff is in continuous process of improving the existing products and developing new products based on newer technologies. It is also diversifying into other areas of environmental pollution to cover water and land pollution measurement instruments. Fluorescence, Chemiluminescence based instruments for stack gas analysis and other applications are being developed.

(C) Foreign exchange earnings and Outgo:

Foreign exchange earnings and outgo during the year under review were:

	(Rs. in Lacs)
	31 st March, 2024
Foreign Exchange Earnings	2598
Foreign Exchange Outgo	125

By Order of the Board

FOR UNIPHOS ENVIROTRONIC PVT LTD

Date: 13th September, 2024

Place: Mumbai

Sd/-	Sd/-
DR. R. C. Naik	R. D. Shroff
Director	Director
(DIN: 03048929)	(DIN: 00180810)

Registered Office:

Survey No 36/1 Jalaram Mandir Road,
Nahuli, Vapi, Tal Umbergaon, Gujarat 396105

ANNEXURE II TO DIRECTORS' REPORT

The Annual Report on CSR Activities for Financial Year ended on 31st March 2024.

1. Brief outline on CSR Policy of the Company: The main objective of CSR policy is to take initiative to contribute to sustainable development of the society. The Company *will act as a good corporate citizen* and aims at supplementing the role of Government in enhancing the welfare measures of the society within the framework of its policy.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	NA	NA	NA	NA
2	NA	NA	NA	NA

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.

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). **NA**

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

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
1	-	-	-
	Total	-	-

6. Average net profit of the company as per section 135(5):. Rs. 843.75 Lakhs.

7. (a) Two percent of average net profit of the company as per section 135(5): Rs. 16.88 Lakhs

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.: Nil

(c) Amount required to be set off for the financial year, if any: Nil

(d) Total CSR obligation for the financial year (7a+7b-7c):. Rs. 16.88 Lakhs

8. (a) 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.
-	-	-	Prime Minister's National Relief Fund	16.88 Lakhs	07/08/2024 13/08/2024

(b) Details of CSR amount spent against ongoing 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.						Name	CSR Registration number.
1.	-	-	-	-	-	-	-	-	-	-	-	-
2.	-	-	-	-	-	-	-	-	-	-	-	-
3.	-	-	-	-	-	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-	-	-	-	-

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
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.		Amount spent for the project (in Rs.).	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency.	
				State.	District.			Name.	CSR registration number.
1.	-	-	-	-	-	-	-	-	-
2.	-	-	-	-	-	-	-	-	-
	Total					-			

(d) Amount spent in Administrative Overheads: Nil

(e) Amount spent on Impact Assessment, if applicable : Nil

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): Rs. 16.88 Lakhs

(g) Excess amount for set off, if any: Nil

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

9. (a) 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.	-	-	-	-	-	-	-
2.	-	-	-	-	-	-	-
3.	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in Rs.).	Amount spent on the project in the reporting Financial Year (in Rs.).	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project - Completed /Ongoing.
1	-	-	-	-	-	-	-	-
2	-	-	-	-	-	-	-	-
3	-	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: **NA**

(asset-wise details).

(a) Date of creation or acquisition of the capital asset(s).

- (b) Amount of CSR spent for creation or acquisition of capital asset.
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).: **The delays in project identification or implementation were major reasons for not spending CSR Funds.**

By Order of the Board

FOR UNIPHOS ENVIROTRONIC PVT LTD

Date: 13th September, 2024

Place: Mumbai

Sd/-

Sd/-

DR. R. C. Naik
Director
(DIN: 03048929)

R. D. Shroff
Director
(DIN: 00180810)

Registered Office:

Survey No 36/1 Jalaram Mandir Road,
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Gujarat 396105

ANNEXURE III TO DIRECTORS' REPORT

PARTICULARS OF EMPLOYEES, DIRECTORS AND KEY MANAGERIAL PERSON:

In terms of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the necessary disclosures are as follows:

1. Name of the Employee/s: **Rahul Vijai Pal Singh**
2. Designation of the employee: **Chief Executive Officer**
3. Remuneration received: **Rs. 105 lakhs**
4. Nature of employment, whether contractual or otherwise: **Regular Employment**
5. Qualifications and experience of the employee; **Mechanical Engineer, MBA, and having 25 Years of Experience.**
6. Date of commencement of employment; **03/04/2000**
7. The age of such employee; **49 Years**
8. The last employment held by such employee before joining the company; **Not Applicable**
9. The percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule (2) above; **Not Applicable**
10. Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager: **Not Applicable**

By Order of the Board

FOR UNIPHOS ENVIROTRONIC PVT LTD

Date: 13th September, 2024

Place: Mumbai

DR. R. C. Naik

Director

(DIN: 03048929)

R. D. Shroff

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