



DIRECTORS REPORT

To,

The Members,

Your Directors have pleasure in presenting their 16th Annual Report on the business and operations of your Company and the accounts for the Financial Year ended on 31st March, 2023.

FINANCIAL RESULTS / STATE OF AFFIARS:

(Rs. in Lacs)

Particulars	Standalone	
	Current Year	Previous year
Total Income	6512	5415
Total Expenditure	4835	4123
Profit before Tax	1338	850
Provision for Tax	396	(12)
Profit after Tax	943	862
Add: Balance of Profit brought forward	1802	940
Profit available for appropriation :		
Less: Proposed Dividend on Equity Shares	-	-
Tax on proposed Dividend	-	-
Transfer to Reserves	-	-
Surplus carried to the Balance Sheet	2745	1802

OPERATIONAL PERFORMANCE

Your Company has achieved a Total Revenue of Rs. 6512 lacs for the current Financial Year as against previous year figure if Rs. 5415 lacs. Thus, total revenue your Company has increased by 20.26% compared to previous year. Your Company has achieved a decent Profit After Tax of Rs. 943 lacs as against previous year Profit After Tax of Rs. 862 lacs, which almost up by 9.40%.

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 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	943
Balance of Reserve at the beginning of the year	1802
Transfer to General Reserve	-
Balance of Reserve at the end of the year	2745

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 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 is in the process of setting up a Branch Office in Greece for catering to the needs of Greek Customers and European Customers as well. Your Company has already obtained the Branch Establishment Certificate and VAT Registration for Greek Branch. Presently, your Company is in the process of opening a Banking Account for Greek Branch. As soon as the Bank Account is opened the commercial activities of the Branch would start.

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.



Uniphos Envirotronic Pvt. Ltd.

A UPL Group Company

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Website: www.uniphos-envirotronic.com
CIN: U29297GJ2007PTC052025

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 20th April, 2022, 13th May, 2022, 24th June, 2022, 25th July, 2022, 30th August, 2022, 14th October, 2022, 25th January, 2023, 28th February, 2023 and 24th March, 2023.

DIRECTORS

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

COMMITTEE OF DIRECTORS:

As per decision taken at the meeting Board of Directors held on 14th October, 2022 a Committee of Board of Directors (COB) have been formed consisting of following Directors:

1. Shri R. D. Shroff	-	Director
2. Dr. R. C. Naik	-	Director
3. Shri M. B. Trivedi	-	Director

Shri M. B. Trivedi has been appointed as the Chairman and Shri Shyam S. Devadiga, the Secretary of the said Committee of Directors.

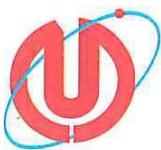
During year under review the Committee of Directors held one (1) meeting of Committee of Directors on 1st December 2022.

PERSONNEL

The Company does not have any employee/s whose salary exceeds Rs. 1.02 Crore p.a. or Rs. 8.5 Lacs p.m., if employed for part of the year.

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:

All Related Party Transactions entered into during the year were on arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. All Related Party Transactions are approved by the Board of Directors. Prior omnibus approval is obtained from the Board of Directors in respect of the transactions which are repetitive in nature. The transactions entered into pursuant to the omnibus approval so granted are reviewed on a regular basis by the Board of Directors. 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 2023.

The Annual Report on CSR Activities for the Financial Year ended on 31st March 2023 is provided in "Annexure-II" to this Report.

STATUTORY AUDITORS

At the 11th Annual General Meeting of the Company held on 28th September, 2018, 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 11th Annual General Meeting of the Company till the conclusion of 16 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



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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.

REPOSTING 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, 2023 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: 1st September, 2023

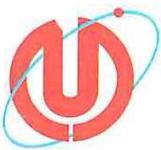
Place: Mumbai

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

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: 384091 KWH
- ii Total Cost: Rs. 36.74 Lacs

(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)

31st March, 2023

Foreign Exchange Earnings	2466
Foreign Exchange Outgo	74

By Order of the Board

FOR UNIPHOS ENVIROTRONIC PVT LTD

Date: 1st September, 2023

Place: Mumbai

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

R. D. Shroff
Director
(DIN: 00180810)

Registered Office:

Survey No 36/1 Jalaram Mandir Road,
Nahuli, Vapi, Tal Umbergaon, Gujarat 396108.



ANNEXURE II TO DIRECTORS' REPORT

The Annual Report on CSR Activities for Financial Year ended on 31st March 2023.

1. Brief outline on CSR Policy of the Company: The main objectivities of CSR Policy is to take initiative to contribute to sustainable development of the society. The Company will act a good corporate citizen and aims at supplementing the role of Government in enhancing the welfare measurers of the society within the frame work of its policy.
2. Composition of CSR Committee: Not Applicable.
3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board of Directors are disclosed on the website of the Company:
<https://uniphos-envirotronic.com/agm/>
4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: Not applicable.
5. (a) Average Profit of the Company as per sub-section(5) of Section 135: Rs. 474 lakhs.
(b) Two percent of average net profit of the company as per sub-section (5) of section 135: Rs. 9.48 lakhs.
(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. 9.48 lakhs.
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Projects): Rs. 10 lakhs.
(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')]: Rs. 10 lakhs.
(e) CSR amount unspent for the financial year: NIL



Total Amount Spent for the Financial Year (in Rs. In lacs)	Amount Unspent (Rs. In Lacs)				
	Total amount transferred to Unspent CSR account as per sub-section (6) of Section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of Section 135.		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
Rs. 10.00 Lacs	-	-	-	-	-

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

Sr. No.	Particulars	Amount (in Rs. In lacs)
(1)	(2)	(3)
(i)	Two percent of average net profit of the Company as per sub-section (5) of Section 135	9.48
(ii)	Total amount spent for the Financial Year	10.00
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	0.52
(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)]	-

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years: **Not applicable**

1	2	3	4	5	6	7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of Section 135 (in Rs.)	Balance Amount in Unspent CSR Account under sub-section (6) of Section 135.	amount spent in the Financial Year (In Rs.)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of Section 135, if any	Amount remaining to be spent in succeeding Financial Year (in Rs.)	Deficiency, if any.
1	FY-1	-	-	-	-	-	-
2	FY-2	-	-	-	-	-	-
3	FY-3	-	-	-	-	-	-



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 crated / acquired:

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

Sl. No.	Short Particulars of the property or asset(s) [including complete address and location of property]	Pin code of the Property or asset(s)	Date of creation	amount of CSR amount spent	Details of entity / Authority/ beneficiary of the registered owner		
1	2	3	4	5	6		
					CSR Registration Number, if applicable	Name	CSR Registration number, if applicable
-	-	-	-	-	-	-	-

(All the fields should be captured as appearing in the revenue record, flat No. house no. Municipal Office / Municipal Corporation / Gram Panchayat are to be specified and also the area of the immoveable property as well as boundaries).

9. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per sub-section (5) of Section 135: **Not applicable.**

By Order of the Board

FOR UNIPHOS ENVIROTRONIC PVT LTD

Date: 1st September, 2023

Place: Mumbai

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