DAIN COLOUR CHEM LIMITED

02ND ANNUAL REPORT

F.Y. 2024-25

NOTICE

NOTICE IS HEREBY GIVEN THAT AN 02ND ANNUAL GENERAL MEETING OF THE MEMBERS OF DAIN COLOUR CHEM LIMITED WILL BE HELD ON MONDAY, NOVEMBER 24, 2025 AT 11.00 A.M. (IST) AT ITS REGISTERED OFFICE SITUATED AT PLOT NO. 5, NEELKANTH INDUSTRIAL ESTATE, B/H GAYATRI DAIRY, VILL-DHANOT, GANDHINAGAR-382729, GUJARAT, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. **TO RECEIVE, CONSIDER AND ADOPT AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON:**

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 Statements of the Company for the Financial Year ended March 31, 2025 together with the Schedules and Notes attached thereto, along with the Reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. **TO APPOINT MR. RAVI DILIPKUMAR MADHANI DIRECTOR (DIN: 09864398), WHO RETIRES BY ROTATION AS A DIRECTOR:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ravi Dilipkumar Madhani Director (DIN: 09864398), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

SPECIAL BUSINESS:

3. **TO CONSIDER AND FIX REMUNERATION TO MR. DILIP J MADHANI DIRECTOR (DIN: 02497594), EXECUTIVE DIRECTOR IN EXCESS OF 1% OF THE NET PROFITS OF THE COMPANY:**

To consider and if thought to pass with or without modification(s), as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V, other applicable provisions of the Companies Act, 2013, and Rules made thereunder

DAIN COLOUR CHEM LIMITED

(including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the Articles of Association of the Company, the extent Rules / Regulations / Guidelines / Notifications and Circulars prescribed by any relevant authorities, the consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Dilip J Madhani Director (DIN: 02497594) as per the Company policy and board discretion for the appointed period, in excess of prescribed limit of 1% of the net profits of the Company 'computed in accordance with Section 198 of the Act, in any financial year(s) during his tenure as the Executive Director of the Company.

RESOLVED FURTHER THAT the overall managerial remuneration payable to Mr. Dilip J Madhani Director (DIN: 02497594) as an Executive Director of the Company, shall be such amount as may be fixed by the Board from time to time but not exceeding Rs. 40,00,000(Rupees Forty Lakhs only) per annum for the period of his tenure at any point of time and that the terms and conditions of the aforesaid remuneration payable to the said Director be varied / altered / revised within said overall limit, in such manner as may be required during aforesaid period.

RESOLVED FURTHER THAT Mr. Dilip J Madhani Director (DIN: 02497594), Executive Director be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging, and such other expenses incurred by / for him in connection with meeting business requirements of the Company and in line with the Company policy.

RESOLVED FURTHER THAT where in any Financial Year during the tenure of the said Director, the Company has no profits or profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

4. TO CONSIDER AND FIX REMUNERATION TO MR. RAVI DILIPKUMAR MADHANI DIRECTOR (DIN: 09864398), EXECUTIVE DIRECTOR IN EXCESS OF 1% OF THE NET PROFITS OF THE COMPANY:

To consider and if thought to pass with or without modification(s), as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V, other applicable provisions of the Companies Act, 2013, and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force)

DAIN COLOUR CHEM LIMITED

and pursuant to the Articles of Association of the Company, the extent Rules / Regulations / Guidelines / Notifications and Circulars prescribed by any relevant authorities, the consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Ravi Dilipkumar Madhani Director (DIN: 09864398) as per the Company policy and board discretion for the appointed period, in excess of prescribed limit of 1% of the net profits of the Company 'computed in accordance with Section 198 of the Act, in any financial year(s) during his tenure as the Executive Director of the Company.

RESOLVED FURTHER THAT the overall managerial remuneration payable to Mr. Ravi Dilipkumar Madhani Director (DIN: 09864398) as an Executive Director of the Company, shall be such amount as may be fixed by the Board from time to time but not exceeding Rs. 40,00,000 (Rupees Forty Lakhs only) per annum for the period of his tenure at any point of time and that the terms and conditions of the aforesaid remuneration payable to the said Director be varied / altered / revised within said overall limit, in such manner as may be required during aforesaid period.

RESOLVED FURTHER THAT Mr. Ravi Dilipkumar Madhani Director (DIN: 09864398), Executive Director be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging, and such other expenses incurred by / for him in connection with meeting business requirements of the Company and in line with the Company policy.

RESOLVED FURTHER THAT where in any Financial Year during the tenure of the said Director, the Company has no profits or profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

5. **TO CONSIDER AND FIX REMUNERATION TO MR. JIGAR BHARATKUMAR SUTHAR DIRECTOR (DIN: 09864399), EXECUTIVE DIRECTOR IN EXCESS OF 1% OF THE NET PROFITS OF THE COMPANY:**

To consider and if thought to pass with or without modification(s), as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V, other applicable provisions of the Companies Act, 2013, and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force)

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and pursuant to the Articles of Association of the Company, the extent Rules / Regulations / Guidelines / Notifications and Circulars prescribed by any relevant authorities, the consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Jigar Bharatkumar Suthar Director (DIN: 09864399) as per the Company policy and board discretion for the appointed period, in excess of prescribed limit of 1% of the net profits of the Company 'computed in accordance with Section 198 of the Act, in any financial year(s) during his tenure as the Executive Director of the Company.

RESOLVED FURTHER THAT the overall managerial remuneration payable to Mr. Jigar Bharatkumar Suthar Director (DIN: 09864399) as an Executive Director of the Company, shall be such amount as may be fixed by the Board from time to time but not exceeding Rs. 20,00,000 (Rupees Twenty Lakhs only) per annum for the period of his tenure at any point of time and that the terms and conditions of the aforesaid remuneration payable to the said Director be varied / altered / revised within said overall limit, in such manner as may be required during aforesaid period.

RESOLVED FURTHER THAT Mr. Jigar Bharatkumar Suthar Director (DIN: 09864399), Executive Director be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging, and such other expenses incurred by / for him in connection with meeting business requirements of the Company and in line with the Company policy.

RESOLVED FURTHER THAT where in any Financial Year during the tenure of the said Director, the Company has no profits or profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

6. APPROVED RELATED PARTY TRANSACTION WITH MR. DILIP J MADHANI

To consider and if thought to pass with or without modification(s), as **Special Resolution**

"**RESOLVED THAT** pursuant to the provisions of section 188 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with rule no 15 of the Companies (Meeting of Board and its Powers) Rules 2014, the consent of the Shareholders/members of the company be and is hereby accorded for entering into a contract with contract(s)/ arrangement(s)/ transaction(s) with Mr. Dilip J Madhani, a related party directly or through their relative being a related party within the meaning of Section 2(76) of the Act that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall beat arm's length basis and in the ordinary course of business of the Company:

Sr No	Name of the Related Party with whom transactions may be undertaken and Nature of Relationship	Nature of Transaction	Total Amount of Transaction proposed	Name of Director or KMP who is related
1.	Mr. Dilip J Madhani (Director and Promoter of the Company)	Loans / Remuneration	Not More than Rs.5 Crore	self

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers or authorities herein conferred by this resolution to any Committee of Directors and/or Director(s) and/or official(s) of the Company/ or any other Officer(s)/Authorised Representative(s) or any other person(s) so authorised by it, or to engage any advisor, consultant, agent or intermediary as deemed necessary by the Board in accordance with applicable laws and to do all such acts, deeds, matters and things and also to execute such documents, writings etc., as may be considered necessary or expedient to give effect to the aforesaid resolution

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

7. APPROVED RELATED PARTY TRANSACTION WITH MR. RAVI DILIPKUMAR MADHANI

To consider and if thought to pass with or without modification(s), as **Special Resolution**

"RESOLVED THAT pursuant to the provisions of section 188 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with rule no 15 of the Companies (Meeting of Board and its Powers) Rules 2014, the consent of the Shareholders/members of the company be and is hereby accorded for entering into a contract with contract(s)/ arrangement(s)/ transaction(s) with Mr. Ravi Dilipkumar Madhani, a related party directly or through their relative being a related party within the meaning of Section 2(76) of the Act that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall beat arm's length basis and in the ordinary course of business of the Company:

Sr No	Name of the Related Party with whom transactions may be undertaken and Nature of Relationship	Nature of Transaction	Total Amount of Transaction proposed	Name of Director or KMP who is related

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Plot No. 05, Nilkanth Estate, Behind Gayatri Dairy, Dhanot-Chhatral, Dist. Gandhinagar-382 729. Mobile: +91 9376182700, +91 7211111022

1.	Mr. Ravi Dilipkumar Madhani (Director and Promoter of the Company)	Loans / Remuneration	Not More than Rs.5 Crore	self

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers or authorities herein conferred by this resolution to any Committee of Directors and/or Director(s) and/or official(s) of the Company/ or any other Officer(s)/Authorised Representative(s) or any other person(s) so authorised by it, or to engage any advisor, consultant, agent or intermediary as deemed necessary by the Board in accordance with applicable laws and to do all such acts, deeds, matters and things and also to execute such documents, writings etc., as may be considered necessary or expedient to give effect to the aforesaid resolution

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

8. APPROVED RELATED PARTY TRANSACTION WITH MR. JIGAR BHARATKUMAR SUTHAR

To consider and if thought to pass with or without modification(s), as **Special Resolution**

"RESOLVED THAT pursuant to the provisions of section 188 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with rule no 15 of the Companies (Meeting of Board and its Powers) Rules 2014, the consent of the Shareholders/members of the company be and is hereby accorded for entering into a contract with contract(s)/ arrangement(s)/ transaction(s) with Mr. Jigar Bharatkumar Suthar, a related party directly or through their relative being a related party within the meaning of Section 2(76) of the Act that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall beat arm's length basis and in the ordinary course of business of the Company:

Sr No	Name of the Related Party with whom transactions may be undertaken and Nature of Relationship	Nature of Transaction	Total Amount of Transaction proposed	Name of Director or KMP who is related
1.	Mr. Jigar Bharatkumar Suthar (Director of the Company)	Loans / Remuneration	Not More than Rs.5 Crore	self

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers or authorities herein conferred by this resolution to any Committee of Directors and/or Director(s) and/or official(s) of the Company/ or any other Officer(s)/Authorised Representative(s) or any other person(s) so authorised by it, or to engage any advisor, consultant, agent or intermediary as deemed necessary by the Board in accordance with applicable laws and to do all such acts, deeds, matters and things and also to execute such documents, writings etc., as may be considered necessary or expedient to give effect to the aforesaid resolution

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

9. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS FOR SALE/ PURCHASE OF GOODS, MATERIALS AND ASSETS BETWEEN THE COMPANY AND M/s. PARUCHEM INDUSTRIES:

To consider and if thought to pass with or without modification(s), as **Special Resolution**

"**RESOLVED THAT** pursuant to the provisions of Section 188 and all other relevant provisions of the Companies Act, 2013 ("Act"), if any, and the rules framed thereunder, the applicable law (including, any statutory modification(s) or amendment thereto or re-enactment thereof; the Memorandum and Articles of Association of the Company; and other applicable statutory provisions and regulations, if any, as amended from time to time including any statutory modification(s) or re-enactment(s) thereof, basis the approval of Board of Directors of the Company and subject to such other necessary registrations, consents, permissions, approvals and sanctions required, if any, from any authorities under any laws or regulations or guidelines, approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "Board", which term shall include any duly authorised Committee constituted by the Board) for executing and/ or renewing contracts/transactions or continuing the obligations under previous contracts/ agreements for sale/purchase of goods, materials and assets between the Company and M/s. Paruchem Industries, (a 'Related Party' under Section 2(76) of the Act), for a period from date of this meeting till the date of next Annual General Meeting and up to a maximum aggregate value of Rs. 10,00,00,000(Rupees Ten crore only) plus applicable taxes, in the ordinary course of business of the Company and at arm's length basis on such terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the Company and M/s. Paruchem Industries.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform or cause to be done all such acts, deeds, matters and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, to enter into the above-mentioned contract/transaction/arrangement and to execute, deliver and perform all such transaction documents, contracts, deeds, undertakings and subsequent modifications thereto; to file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities and third parties, including governmental authorities to suitably inform and apply to all the concerned authorities, including in respect of the requirements of the Central and/or State Government(s) and/or local authorities; and to take all necessary steps in the matter as it may deem necessary, desirable or expedient, to give effect to the above resolution and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers or authorities herein conferred by this resolution to any Committee of Directors and/or Director(s) and/or official(s) of the Company/ or any other Officer(s)/Authorised Representative(s) or any other person(s) so authorised by it, or to engage any advisor, consultant, agent or intermediary as deemed necessary by the Board in accordance with applicable laws and to do all such acts, deeds, matters and things and also to execute such documents, writings etc., as may be considered necessary or expedient to give effect to the aforesaid resolution

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

By order of the Board of Directors of
DAIN COLOUR CHEM LIMITED,

DAIN COLOUR CHEM LIMITED
CHHATRAL

DILIP J MADHANI
DIRECTOR
DIN: 02497594
Place: Gandhinagar
Date: 25/09/2025

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF.** Proxy in order to be valid must be delivered at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding 50 [fifty] and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 and as per the Listing Regulations, concerning resolutions vide item No. 3 to 9 in the Notice of this Annual General Meeting is annexed hereto and forms part of this Notice.

3. All documents referred to in the Notice and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, shall be available for inspection by the Members at the Registered Office of the Company during business hours till the date of AGM and shall be accessible to the person attending the meeting.

4. Corporate member intending to send their authorized representatives to attend the Annual General Meeting are requested to send an authority letter to the Company authorizing their representatives to attend and vote on their behalf at the Annual General meeting.

5. Members are requested to notify change in their address, if any, for effective communication.

6. The route map showing the Directions to reach the venue of the Annual General Meeting is attached as per the requirement of SS-2 on general meeting.

7. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to update their e mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants.

DAIN COLOUR CHEM LIMITED

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.:03

Brief Profile:

Mr. Dilip J Madhani, aged 63 years, is holding Graduation Degree. He has more than 30 years of Experience in Food Colour Industry.

Mr. Dilip J Madhani has been an integral part of the Company's journey since 2015, navigating its evolution from:

- Partnership Concern (2015)
- Public Limited Company (2023)

With his vast experience and knowledge in the field, and strategic thinking, decision-making skills and his administrative capabilities, Mr. Dilip J Madhani is best suited for the position of Executive Director. Mr. Dilip J Madhani's expertise and skills are imminently needed for achieving the global business plans of the Company.

Taking into consideration, his comprehensive experience and considerable expertise and substantial knowledge and skill in the industry, the Board is of the view that the remuneration payable to him is commensurate with his abilities and experience. The Board of Directors, after taking into consideration the significant contribution by Mr. Dilip J Madhani, have approved the remuneration, subject to the approval of the Members by means of a Special Resolution.

The Board of Directors recommend the resolution set out at Item No.3 of the Notice for your approval as Special Resolution. Except Mr. Dilip J Madhani, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution for appointment as set out in Item No. 3 of this notice.

As the Company being public limited company, for paying remuneration in excess of limit prescribed to cover the situation of insufficiency of the profit based on the proposed remuneration it is required to obtain advance approval under Section II of Part II of Schedule V to the Companies Act, 2013, to grant the remuneration to managerial personnel without seeking any further consent of the members in case of insufficiency of the profit based on criteria covered thereunder.

DAIN COLOUR CHEM LIMITED CHHATRAL

DAIN COLOUR CHEM LIMITED

Statement under Section II of Part II of Schedule V to the Companies Act, 2013:

I. General Information:

Sr. No.	Particulars	Details	
1	Nature of Industry	Colour Chemical Industry	
2	Date or expected date of commencement of commercial production / operations	The company originally was incorporate as partnership firm, then after converted into Limited Company has commenced providing services /operations since their partnership firm.	
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA	
4	Financial performance based on given indicators	2024-25 (Rs. In '00.)	2023-24 (Rs. In '00.)
	Net worth	20,99,742.63	32,4092.19
	Profit/ (Loss) after tax	562747.23	319092.19
5	Export performance and net foreign exchange collaboration	Foreign Exchange Earnings Amounting to Rs. 5,70,199.20 Hundred	
6	Foreign investments or collaborations, if any	NA	

II. Information about the Appointee:

Sr. No.	Particulars	Details
1	Background Details	Mentioned in the brief profile above.
2	Past Remunerations	During the Financial Year 2024-25 Mr. Dilip J Madhani was paid remuneration of INR 9,95,000/-.
3	Recognition or Awards	NA
4	Job Profile and Suitability	As mentioned in Explanatory Statement
5	Remuneration proposed	Remuneration of maximum of Rs. 40,00,000/- (Rupees Forty Lakhs Only) per annum which shall include Basic pay, HRA, Perquisites, Other / Special allowances,

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		Employer PF contributions and other contributions and allowances as per the Company Policy.
6	Comparative remuneration profile with respect to industry, size of the company, profile of position and person	The remuneration proposed to be paid to Mr. Dilip J Madhani is commensurate with the experience, qualification and responsibilities entrusted to him by the Board and as prevailing in the industry
7	Pecuniary relationship with the company or relationship with the managerial personnel, if any	Except for receiving remuneration as Director, Mr. Dilip J Madhani has no pecuniary relationship with the Company. Mr. Ravi Dilipkumar Madhani Director is a son of Mr. Dilip J Madhani

III. Other Information:

Sr. No.	Particulars	Details
1	Reasons for loss or inadequate profits	For FY 24-25, the Company has made profits. Further, the Company is expected to earn profit for the current financial year, however probable reasons for any loss or inadequate profit in future could be because of the following: - Competitive factors in the service section. - High Risk Cost due to higher delinquency in the business. - Covid or any other pandemic or any natural calamity.
2	Steps taken or proposed to be taken for improvement	Not Applicable
3	Expected increase in productivity and profits in measurable terms	Not Applicable

The Board recommends increasing in the limit of managerial remuneration payable to Executive Director in excess of 1% of the net profits of the Company, by way of Special Resolution, as mentioned in the Notice for your approval as a **Special Resolution**.

Except Mr. Dilip J Madhani, none of the other Directors and Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 3

Additional information in respect of Mr. Dilip J Madhani pursuant to the Secretarial Standards on General Meetings is provided at Annexure A to this Notice.

Details of Mr. Dilip J Madhani:

Name of the Director	Mr. Dilip J Madhani
Date of Birth	01/05/1962
Age	63 years
Date of First appointment on the Board	20/01/2023
Relationship with Directors and Key Managerial Personnel	Mr. Ravi Dilipkumar Madhani Director is a son of Mr. Dilip J Madhani
Expertise in specific functional area	Mentioned in the brief profile above
Qualification(s)	Graduation
Number of Meetings of the Board attended during the Year FY 2024-25	17 (Seventeen)
Board Membership of other Companies	Nil
Chairmanships / Memberships of the Committees of other public limited companies	Nil
Number of equity shares held in the Company	1010000

Directorship in Other Companies/LLPs:

Name	CIN/LLPIN	Designation	Date of Appointment
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Item No.:04

Brief Profile:

Mr. Ravi Dilipkumar Madhani, aged 35 years, is holding MBA Degree. He has more than 10 years of Experience in Food Colour Industry.

Mr. Ravi Dilipkumar Madhani has been an integral part of the Company's journey since 2015, navigating its evolution from:

- Partnership Concern (2015)
- Public Limited Company (2023)

With his vast experience and knowledge in the field, and strategic thinking, decision-making skills and his administrative capabilities, Mr. Ravi Dilipkumar Madhani is best suited for the position of Executive Director. Mr. Ravi Dilipkumar Madhani's expertise and skills are imminently needed for achieving the global business plans of the Company.

Taking into consideration, his comprehensive experience and considerable expertise and substantial knowledge and skill in the industry, the Board is of the view that the remuneration payable to him is commensurate with his abilities and experience. The Board of Directors, after taking into consideration the significant contribution by Mr. Ravi Dilipkumar Madhani, have approved the remuneration, subject to the approval of the Members by means of a Special Resolution.

The Board of Directors recommend the resolution set out at Item No.4 of the Notice for your approval as Special Resolution. Except Mr. Ravi Dilipkumar Madhani, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution for appointment as set out in Item No. 4 of this notice.

As the Company beong public limited company, for paying remuneration in excess of limit prescribed to cover the situation of insufficiency of the profit based on the proposed remuneration it is required to obtain advance approval under Section II of Part II of Schedule V to the Companies Act, 2013, to grant the remuneration to managerial personnel without seeking any further consent of the members in case of insufficiency of the profit based on criteria covered thereunder.

Statement under Section II of Part II of Schedule V to the Companies Act, 2013:

IV. General Information:

Sr. No.	Particulars	Details
1	Nature of Industry	Colour Chemical Industry
2	Date or expected date of commencement of commercial production / operations	The company originally was incorporate as partnership firm, then after converted into Limited Company has commenced providing services /operations since their partnership firm.

3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA	
4	Financial performance based on given indicators	2024-25 (Rs. In '00.)	2023-24 (Rs. In '00.)
	Net worth	20,99,742.63	32,4092.19
	Profit/ (Loss) after tax	562747.23	319092.19
5	Export performance and net foreign exchange collaboration	Foreign Exchange Earnings Amounting to Rs. 5,70,199.20 Hundred	
6	Foreign investments or collaborations, if any	NA	

V. **Information about the Appointee:**

Sr. No.	Particulars	Details
1	Background Details	Mentioned in the brief profile above.
2	Past Remunerations	During the Financial Year 2024-25 Mr. Ravi Dilipkumar Madhani was paid remuneration of INR 10,70,000.
3	Recognition or Awards	NA
4	Job Profile and Suitability	As mentioned in Explanatory Statement
5	Remuneration proposed	Remuneration of maximum of Rs. 40,00,000/- (Rupees Forty Lakhs Only) per annum which shall include Basic pay, HRA, Perquisites, Other / Special allowances, Employer PF contributions and other contributions and allowances as per the Company Policy.
6	Comparative remuneration profile with respect to industry, size of the company, profile of position and person	The remuneration proposed to be paid to Mr. Ravi Dilipkumar Madhani is commensurate with the experience, qualification and responsibilities entrusted to him by the Board and as prevailing in the industry
7	Pecuniary relationship with the company or relationship with the managerial personnel, if any	Except for receiving remuneration as Director, Mr. Ravi Dilipkumar Madhani has no pecuniary relationship with the Company. Mr. Dilip J Madhani Director is a father of

		Mr. Ravi Dilipkumar Madhani

VI. Other Information:

Sr. No.	Particulars	Details
1	Reasons for loss or inadequate profits	For FY 24-25, the Company has made profits. Further, the Company is expected to earn profit for the current financial year, however probable reasons for any loss or inadequate profit in future could be because of the following: - Competitive factors in the service section. - High Risk Cost due to higher delinquency in the business. - Covid or any other pandemic or any natural calamity.
2	Steps taken or proposed to be taken for improvement	Not Applicable
3	Expected increase in productivity and profits in measurable terms	Not Applicable

The Board recommends increasing in the limit of managerial remuneration payable to Executive Director in excess of 1% of the net profits of the Company, by way of Special Resolution, as mentioned in the Notice for your approval as a **Special Resolution**.

Except Mr. Ravi Dilipkumar Madhani, none of the other Directors and Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4

Additional information in respect of Mr. Ravi Dilipkumar Madhani pursuant to the Secretarial Standards on General Meetings is provided at Annexure A to this Notice.

Details of Mr. Ravi Dilipkumar Madhani:

Name of the Director	Mr. Ravi Dilipkumar Madhani
Date of Birth	01/07/1990
Age	35 years
Date of First appointment on the Board	20/01/2023
Relationship with Directors and Key Managerial Personnel	Mr. Ravi Dilipkumar Madhani Director is a son of Mr. Dilip J Madhani
Expertise in specific functional area	Mentioned in the brief profile above
Qualification(s)	MBA
Number of Meetings of the Board attended during the Year	17 (Seventeen)
Board Membership of other Companies	Nil
Chairmanships / Memberships of the Committees of other public limited companies	Nil
Number of equity shares held in the Company	1010000

Directorship in Other Companies/LLPs:

Name	CIN/LLPIN	Designation	Date of Appointment
--	--	--	--

Item No.:05

Brief Profile:

Mr. Jigar Bharatkumar Suthar, aged 32 years, has completed Diploma in computer engineering. He is associated with Dain Group since commencement and contribute to the Company with his expertise and skills in Business Management.

Taking into consideration, his comprehensive experience and considerable expertise and substantial knowledge and skill in the industry, the Board is of the view that the remuneration payable to him is commensurate with his abilities and experience. The Board of Directors, after taking into consideration the significant contribution by Mr. Jigar Bharatkumar Suthar, have approved the remuneration, subject to the approval of the Members by means of a Special Resolution.

The Board of Directors recommend the resolution set out at Item No.5 of the Notice for your approval as Special Resolution. Except Mr. Jigar Bharatkumar Suthar, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution for appointment as set out in Item No. 5 of this notice.

As the Company being public limited company, for paying remuneration in excess of limit prescribed to cover the situation of insufficiency of the profit based on the proposed remuneration it is required to obtain advance approval under Section II of Part II of Schedule V to the Companies Act, 2013, to grant the remuneration to managerial personnel without seeking any further consent of the members in case of insufficiency of the profit based on criteria covered thereunder.

Statement under Section II of Part II of Schedule V to the Companies Act, 2013:

VII. General Information:

Sr. No.	Particulars	Details	
1	Nature of Industry	Colour Chemical Industry	
2	Date or expected date of commencement of commercial production / operations	The company originally was incorporate as partnership firm, then after converted into Limited Company has commenced providing services /operations since their partnership firm.	
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA	
4	Financial performance based on given indicators	2024-25 (Rs. In '00.)	2023-24 (Rs. In '00.)
	Net worth	20,99,742.63	32,4092.19
	Profit/ (Loss) after tax	562747.23	319092.19
5	Export performance and net foreign exchange collaboration	Foreign Exchange Earnings Amounting to Rs. 5,70,199.20 Hundred	
6	Foreign investments or collaborations, if any	NA	

VIII. **Information about the Appointee:**

Sr. No.	Particulars	Details
1	Background Details	Mentioned in the brief profile above.
2	Past Remunerations	During the Financial Year 2024-25 Mr. Jigar

		Bharatkumar Suthar was paid remuneration of INR 5,55,000/-
3	Recognition or Awards	NA
4	Job Profile and Suitability	As mentioned in Explanatory Statement
5	Remuneration proposed	Remuneration of maximum of Rs. 20,00,000/- (Rupees Twenty Lakhs Only) per annum which shall include Basic pay, HRA, Perquisites, Other / Special allowances, Employer PF contributions and other contributions and allowances as per the Company Policy.
6	Comparative remuneration profile with respect to industry, size of the company, profile of position and person	The remuneration proposed to be paid to Mr. Jigar Bharatkumar Suthar is commensurate with the experience, qualification and responsibilities entrusted to him by the Board and as prevailing in the industry
7	Pecuniary relationship with the company or relationship with the managerial personnel, if any	Except for receiving remuneration as Director, Mr. Jigar Bharatkumar Suthar has no pecuniary relationship with the Company.

IX. Other Information:

Sr. No.	Particulars	Details
1	Reasons for loss or inadequate profits	For FY 24-25, the Company has made profits. Further, the Company is expected to earn profit for the current financial year, however probable reasons for any loss or inadequate profit in future could be because of the following: - Competitive factors in the service section. - High Risk Cost due to higher delinquency in the business. - Covid or any other pandemic or any natural calamity.
2	Steps taken or proposed to be taken for improvement	Not Applicable

3	Expected increase in productivity and profits in measurable terms	Not Applicable

The Board recommends increasing in the limit of managerial remuneration payable to Executive Director in excess of 1% of the net profits of the Company, by way of Special Resolution, as mentioned in the Notice for your approval as a **Special Resolution**.

Except Mr. Jigar Bharatkumar Suthar, none of the other Directors and Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5

Additional information in respect of Mr. Jigar Bharatkumar Suthar pursuant to the Secretarial Standards on General Meetings is provided at Annexure A to this Notice.

Details of Mr. Jigar Bharatkumar Suthar**:**

Name of the Director	Mr. Jigar Bharatkumar Suthar
Date of Birth	02/12/1993
Age	32 years
Date of First appointment on the Board	20/01/2023
Relationship with Directors and Key Managerial Personnel	NA
Expertise in specific functional area	Mentioned in the brief profile above
Qualification(s)	Diploma in computer engineering
Number of Meetings of the Board attended during the Year	17 (Seventeen)
Board Membership of other Companies	Nil
Chairmanships / Memberships of the Committees of other public limited companies	Nil
Number of equity shares held in the Company	252500

Directorship in Other Companies/LLPs:

Name	**CIN/LLPIN**	**Designation**	**Date of Appointment**

--	--	--	--

Item No. 6,7 & 8

As per the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014, and other applicable regulations requires that for entering into any contract or arrangement with the related party, the Company must obtain the prior approval of the Board of Directors and, if required, prior approval of the shareholders by way of a Special Resolution must be obtained for material transactions. There is no exemption even if such transaction is in the ordinary course of business of the entity and on arm's length basis. A transaction with a related party shall be considered material if the transaction / transactions in a contract to be entered into individually or taken together with previous transaction during the financial year, exceed ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. The material terms of the respective Contract or arrangements entered into or to be entered into from time to time are in the ordinary course of the business and on an arm's length basis.

In the light of the provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013. The material terms of the respective Contract or arrangements entered into or to be entered into from time to time in the ordinary course of the business and on an arm's length basis and all factors relevant to the respective transaction have been considered by the Board.

As per the provisions approval of the shareholders is required to be accorded for related party transactions accordingly the Directors recommend the matter and the resolution set out under Item no. 6,7 & 8 for the approval of the members by way of special resolution.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Item No. 9

Details of Related Party Transaction proposed to be passed:

Sr. No.	**Particulars**	**Details**
1.	Name of the Related Party with whom transactions may be undertaken and Nature of Relationship	**M/s. PARUCHEM INDUSTRIES** (Related Entity)

2.	Nature of Transaction, Type, material terms and particulars of the proposed transaction	Sale/ Purchase of Goods, Materials and Assets between the Company and M/s. Paruchem Industries
3.	Tenure of the proposed transactions	FY 2025-26
4.	Total Amount of Transaction proposed	Not More than Rs.10 Crore
5.	Justification as to why the related party transaction is in the interest of the Company/the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	The proposed related party transactions between the Company and M/s. Paruchem Industries are carried on arm length basis and after considering the market quotes and other competitive prices.
6.	Name of Director or KMP who is related	Mr. Dilip J Madhani and Ravi Dilipkumar Madhani
7.	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes

As per the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014, and other applicable regulations requires that for entering into any contract or arrangement with the related party, the Company must obtain the prior approval of the Board of Directors and, if required, prior approval of the shareholders by way of a Special Resolution must be obtained for material transactions. There is no exemption even if such transaction is in the ordinary course of business of the entity and on arm's length basis. A transaction with a related party shall be considered material if the transaction / transactions in a contract to be entered into individually or taken together with previous transaction during the financial year, exceed ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. The material terms of the respective Contract or arrangements entered into or to be entered into from time to time are in the ordinary course of the business and on an arm's length basis.

In the light of the provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013. The material terms of the respective Contract or arrangements entered into or to be entered into from time to time in the ordinary course of the business and on an arm's length basis and all factors relevant to the respective transaction have been considered by the Board.

The proposed related party transactions are purely for the purpose of furthering the main business activities ensuring that it would be in the best interest of the Company and towards achieving synergies and economies of scale; reduce operational costs and strengthen sustainability.

Apart from Mr. Dilip J Madhani and Ravi Dilipkumar Madhani, no other Promoter/Shareholder, Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested, financially or otherwise, in the said resolution.

All entities falling under definition of related party of the Company shall abstain from voting irrespective of whether the individual/entity is party to the particular transaction or not. As per the provisions approval of the shareholders is required to be accorded for related party transactions accordingly the Directors recommend the matter and the resolution set out under Item no. 9 for the approval of the members by way of special resolution

By order of the Board of Directors of
DAIN COLOUR CHEM LIMITED,

DAIN COLOUR CHEM LIMITED CHHATRAL

DILIP J MADHANI
DIRECTOR
DIN: 02497594
Place: Gandhinagar
Date: 25/09/2025

DAIN COLOUR CHEM LIMITED

ATTENDANCE SLIP

I /We hereby record my / our presence at the **02nd ANNUAL GENERAL MEETING OF THE MEMBERS OF DAIN COLOUR CHEM LIMITED WILL BE HELD ON MONDAY, NOVEMBER 24, 2025 AT 11.00 A.M. (IST) AT ITS REGISTERED OFFICE SITUATED AT PLOT NO. 5, NEELKANTH INDUSTRIAL ESTATE, B/H GAYATRI DAIRY, VILL-DHANOT, GANDHINAGAR-382729, GUJARAT**.

Full name of the Member: ______________________________

Folio No./ DP ID-Client ID:

____

No. of shares held: ______________________________

Full name of the Proxy (If attending the meeting): ______________________________

Member's /Proxy's Signature: ______________________________

Notes:

1. Please complete the DP ID-Client No. and name, sign this Attendance Slip and hand it over at the meeting place.
2. Shareholders are requested to advised to indicate their folio No., DP ID, Client ID, the change in their address, if any, to the Registrar & Share Transfer Agents, at Link In-time India Private Limited.

DAIN COLOUR CHEM LIMITED
CHHATRAL

CIN: U15130GJ2023PLC138560

Email- daincolourchem@gmail.com

Plot No. 05, Nilkanth Estate, Behind Gayatri Dairy, Dhanot-Chhatral, Dist. Gandhinagar-382 729. Mobile: +91 9376182700, +91 7211111022

DAIN COLOUR CHEM LIMITED

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) Rule 2014)

Name of the Member(s)	
Registered Address	
E-Mail Id	
Folio No. / DP ID-Client ID	
No. of Shares	

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

(1)Name:______________________
Address: __________________________________
Email ID:___________________
Signature:________________________________ or

failing him / her:

(2)Name:______________________
Address: __________________________________
Email ID:___________________
Signature:________________________________ or

failing him / her:

(3)Name:______________________
Address: __________________________________
Email ID:___________________
Signature:________________________________

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **02ND ANNUAL GENERAL MEETING OF THE MEMBERS OF DAIN COLOUR CHEM LIMITED WILL BE HELD ON MONDAY, NOVEMBER 24, 2025 AT 11.00 A.M. (IST) AT ITS REGISTERED OFFICE SITUATED AT PLOT NO. 5, NEELKANTH INDUSTRIAL ESTATE, B/H GAYATRI DAIRY, VILL-DHANOT, GANDHINAGAR-382729, GUJARAT**, and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above proxy to vote in the manner as indicated in the box below:

DAIN COLOUR CHEM LIMITED

RESOLUTION NO.	PARTICULARS OF RESOLUTION	OPTIONAL	
		FOR	AGAINST
ORDINARY BUSINESS			
1.	TO RECEIVE, CONSIDER AND ADOPT AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON		
2.	TO APPOINT MR. RAVI DILIPKUMAR MADHANI DIRECTOR (DIN: 09864398), WHO RETIRES BY ROTATION AS A DIRECTOR		
SPECIAL BUSINESS			
3	TO CONSIDER AND FIX REMUNERATION TO MR. DILIP J MADHANI DIRECTOR (DIN: 02497594), EXECUTIVE DIRECTOR IN EXCESS OF 1% OF THE NET PROFITS OF THE COMPANY		
4	TO CONSIDER AND FIX REMUNERATION TO MR. RAVI DILIPKUMAR MADHANI DIRECTOR (DIN: 09864398), EXECUTIVE DIRECTOR IN EXCESS OF 1% OF THE NET PROFITS OF THE COMPANY		
5	TO CONSIDER AND FIX REMUNERATION TO MR. JIGAR BHARATKUMAR SUTHAR DIRECTOR (DIN: 09864399), EXECUTIVE DIRECTOR IN EXCESS OF 1% OF THE NET PROFITS OF THE COMPANY		
6	APPROVED RELATED PARTY TRANSACTION WITH MR. DILIP J MADHANI		
7	APPROVED RELATED PARTY TRANSACTION WITH MR. RAVI DILIPKUMAR MADHANI		
8	APPROVED RELATED PARTY TRANSACTION WITH MR. JIGAR BHARATKUMAR SUTHAR		
9	TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS FOR SALE/ PURCHASE OF GOODS, MATERIALS AND ASSETS BETWEEN THE COMPANY AND M/s. PARUCHEM INDUSTRIES		

Signed this ______ day of ______________ 2025

Signature of Shareholder ______________________________

Signature of Proxy holder (s) ______________________________

Affix One Re. Revenue Stamp

DAIN COLOUR CHEM LIMITED CHHATRAL

CIN: U15130GJ2023PLC138560 Email- daincolourchem@gmail.com

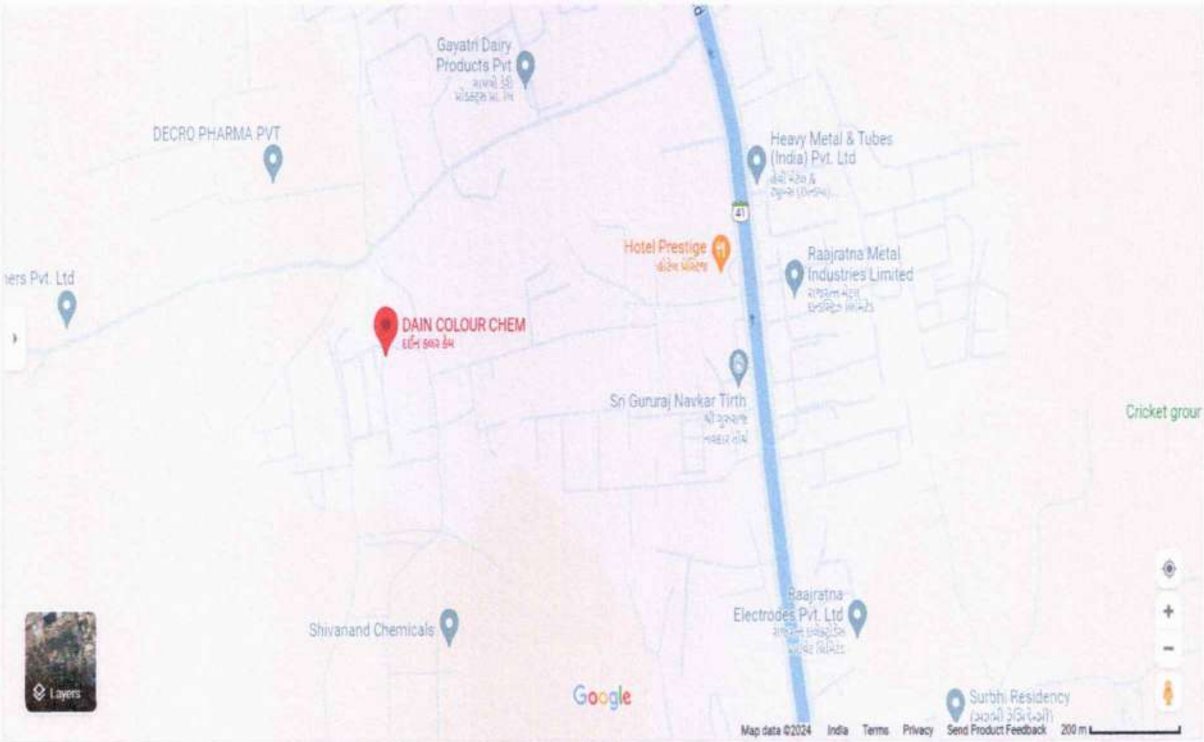
Plot No. 05, Nilkanth Estate, Behind Gayatri Dairy, Dhanot-Chhatral, Dist. Gandhinagar-382 729. Mobile: +91 9376182700, +91 7211111022

Notes:

1. 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.
2. For the Resolutions, Notes, please refer to the Notice of the Annual General Meeting.
3. **It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Appointing the proxy does not prevent a shareholder from attending the meeting in person if he so wishes.
5. Please complete all details including details of member (s) in the above box before submission.

DAIN COLOUR CHEM LIMITED

Route map for the venue of Annual General Meeting:



CIN: U15130GJ2023PLC138560

Email- daincolourchem@gmail.com

Plot No. 05, Nilkanth Estate, Behind Gayatri Dairy, Dhanot-Chhatral, Dist. Gandhinagar-382 729. Mobile: +91 9376182700, +91 7211111022

DAIN COLOUR CHEM LIMITED

DIRECTOR'S REPORT

Dear Members,

Your directors have great pleasure in presenting Second Annual Report on the business and operation of **DAIN COLOUR CHEM LIMITED** ('Company') together with the audited financial statements for the financial year ended March 31, 2025.

FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY:

The Company's financial performance, for the year ended March 31, 2025, is summarized below:

(Rs. in '00)

PARTICULARS	**31/03/2025**	**31/03/2024**
Revenue from Operation	39,54,540.47	25,18,429.37
Other Income	29,717.95	29,427.33
Total Revenue	**39,84,258.42**	**25,47,856.70**
Other Operative and Administrative Expenses	30,92,499.83	21,14,779.49
Depreciation & Amortization Expenses	1,28,134.44	76,859.18
Total Expenses	**32,20,634.27**	**20,37,920.31**
Profit Before Tax	**7,63,624.15**	**5,09,936.39**
Tax Expenses		
(a) Current Tax	1,32,587.64	9,67,17.56
(b) Deferred Tax	68,289.28	69,080.15
(c) Previous year Tax Adjustment	-	25,046.49
Profit /(Loss) for the Year	**5,62,747.23**	**3,19,092.19**
Earnings/(Loss) per share Basic/Diluted	**10.50**	**6.32**

COMPANY'S PERFORMANCE, STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK:

During the financial year ended **31st March, 2025**, your Company recorded a significant growth in its operations. The **Revenue from Operations increased to Rs. 39,54,540.47 (in hundreds)** as compared to **Rs. 25,18,429.37 (in hundreds)** in the previous year, registering a healthy growth of more than **57%**. The **Total Revenue stood at Rs. 39,84,258.42 (in hundreds)** as against **Rs. 25,47,856.70 (in hundreds)** in the previous financial year.

The **Profit After Tax (PAT)** stood at **Rs. 5,62,747.23 (in hundreds)** as compared to **Rs. 3,19,092.19 (in hundreds)** in the previous financial year, reflecting an improvement of nearly **76%**. The **Earnings Per Share (EPS)** has also increased to **Rs. 10.50** from **Rs. 6.32** in the previous year.

The performance reflects the Company's focus on operational efficiencies, prudent financial management and cost optimization measures.

STATE OF COMPANY'S AFFAIRS:

The Company continues to remain engaged in its core businesses and there has been no change in the nature of activities carried out during the year under review. The financial position remains stable with adequate resources to meet business requirements.

FUTURE OUTLOOK:

Looking ahead, the Company aims to further strengthen its position by:

- Expanding its customer base and exploring new market opportunities.
- Enhancing efficiency through digitalization, automation and cost optimization measures.
- Exploring sustainable growth avenues and diversifying revenue streams to mitigate business risks.

With a strong financial base and clear strategic focus, the Company is confident of delivering consistent growth and creating long-term value for all stakeholders.

TRANSFER TO RESERVE:

The Board of Directors of your company has decided to transfer all amount to the Reserves for the financial year under review.

DIVIDEND:

The Board of Directors of your company, after considering holistically the relevant circumstances, has decided that it would be prudent, not to recommend any Dividend for the financial year under review

CHANGES IN AUTHORISED SHARE CAPITAL AND ALTERATION OF MEMORANDUM OF ASSOCIATION:

During the year under review, the Company Altered its Authorised Share Capital as follows:

- Company Increase its Authorised Share Capital from Rs. 5,00,000/- divided into 50,000 Equity Shares of Rs. 10/- each to Rs. 1,00,00,000/- divided into 10,00,000 Equity Shares of Rs. 10/- each vide Extra-Ordinary General Meeting held on 10th August, 2024 through Ordinary Resolution.
- Company Increase its Authorised Share Capital from Rs. 1,00,00,000/- divided into 10,00,000 Equity Shares of Rs. 10/- each to Rs. 6,00,00,000/- divided into 60,00,000 Equity Shares of Rs. 10/- each vide Extra-Ordinary General Meeting held on 12th August, 2024 through Ordinary Resolution.
- Company Increase its Authorised Share Capital from Rs. 6,00,00,000/- divided into 60,00,000 Equity Shares of Rs. 10/- each to Rs.10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 Equity Shares of Rs. 10/- each vide Extra-Ordinary General Meeting held on 20th December, 2024 through Ordinary Resolution.

As a result of the above changes, the Authorised Share Capital of the Company now stands at Rs. 10,00,00,000/- divided into 1,00,00,000 Equity Shares of Rs. 10/- each.

CHANGE IN PAID-UP SHARE CAPITAL:

During the year under review, the Company Altered its Paid-up Share Capital as follows:

- The company issued 50,00,000 bonus equity shares of Rs. 10 each in a 1:100 ratio, as approved in the Extra-Ordinary General Meeting held on 12th August, 2024 through Special Resolution and Board Meeting for Allotment held on 13th August 2024.

- The company issued 1,35,000 equity shares on preferential basis of Rs. 10 each at a Premium of Rs. 105/- as approved in the Extra-Ordinary General Meeting held on 19th August, 2024 through Special Resolution and Board Meeting for Allotment held on 11th September, 2024.

- The company issued 65,700 equity shares on preferential basis of Rs. 10 each at a Premium of Rs. 105/- as approved in the Extra-Ordinary General Meeting held on 23rd September, 2024 through Special Resolution and Board Meeting for Allotment held on 21st October, 2024.

- The company issued 8,17,500 equity shares on preferential basis of Rs. 10 each at a Premium of Rs. 105/- as approved in the Extra-Ordinary General Meeting held on 27th December, 2024 through Special Resolution and Board Meeting for Allotment held on 08th January, 2025.

- The company issued 73,000 equity shares on preferential basis of Rs. 10 each at a Premium of Rs. 105/- as approved in the Extra-Ordinary General Meeting held on 13th

January, 2025 through Special Resolution and Board Meeting for Allotment held on 17th January, 2025.

As a result of the above changes, the Paid-up Share Capital of the Company now stands at Rs.6,14,12,000/- divided into 61,41,200 Equity Shares of Rs. 10/- each.

ALTERATION IN ARTICLES OF ASSOCIATION:

The Company has adopted new set of Articles of Association Containing Articles in conformity with the Companies Act, 2013 vide the Special Resolution passed on Extra-Ordinary General Meeting held on 20th December, 2024.

WEB LINK OF ANNUAL RETURN, IF ANY:

The Company doesn't have any website. Therefore, no need to of publication of Annual Return.

BOARD COMPOSITION AS ON 31ST MARCH, 2025 AND CHANGES IN DIRECTORSHIP THEREON:

During the year under review, there is no change in the Directorships of the Company.

The composition of Board as on 31st March, 2025.

Sr. No.	Name of Director	Designation	DIN
1	Mr. Dilip J Madhani	Director	02497594
2	Mr. Ravi Dilipkumar Madhani	Director	09864398
3	Mr. Jigar Bharatbhai Suthar	Director	09864399

MEETINGS OF BOARD OF DIRECTORS:

18 (Eighteen) Board Meeting were held during the Financial Year ended March 31, 2025. The maximum gap between any two Board Meetings was less than one Hundred and Twenty days.

The names of members of the Board, their attendance at the Board Meetings are as under:

Sr. No.	Date of Meeting	Name of director attend meeting		
		Mr. Dilip J Madhani	Mr. Ravi Dilipkumar Madhani	Mr. Jigar Bharatbhai Suthar
01/BM-24-25	04/04/2024	Yes	Yes	Yes
02/BM-24-25	07/05/2024	Yes	Yes	Yes

03/BM-24-25	30/05/2024	Yes	Yes	Yes
04/BM-24-25	13/07/2024	Yes	Yes	Yes
05/BM-24-25	10/08/2024	Yes	Yes	Yes
06/BM-24-25	13/08/2024	Yes	Yes	Yes
07/BM-24-25	16/08/2024	Yes	Yes	Yes
08/BM-24-25	11/09/2024	Yes	Yes	Yes
09/BM-24-25	20/09/2024	Yes	Yes	Yes
10/BM-24-25	21/10/2024	Yes	Yes	Yes
11/BM-24-25	14/11/2024	Yes	Yes	Yes
12/BM-24-25	20/11/2024	Yes	Yes	Yes
13/BM-24-25	22/11/2024	Yes	Yes	Yes
14/BM-24-25	05/12/2024	Yes	Yes	Yes
15/BM-24-25	08/01/2025	Yes	Yes	Yes
16/BM-24-25	09/01/2025	Yes	Yes	Yes
17/BM-24-25	17/01/2025	Yes	Yes	Yes
18/BM-24-25	23/01/2025	Yes	Yes	Yes

DIRECTOR'S RESPONSIBILITY STATEMENT:

The Directors would like to inform the Members that the Audited Accounts for the financial year ended March 31, 2025, are in full conformity with the requirement of the Companies Act, 2013. The Directors further confirm that: -

a) In the preparation of the Annual Accounts for the financial year ended March 31, 2025, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2025 and of the profit of the Company for the year ended on that date.

c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

d) The Directors have prepared the annual accounts on a 'going concern' basis.

e) The Company being unlisted, sub clause (e) of section 134(3) of the Companies Act, 2013 pertaining to laying down internal financial controls is not applicable to the Company.

f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

AUDITOR'S:

Statutory Auditors

The members of the Company had appointed M/s Nirav S. Shah & Co., Chartered Accountant (FRN: 130244W) as a First Statutory Auditor of the Company. However, due to pre-occupation in other assignment, the auditor had tendered its resignation vide resignation letter dated 01st September, 2024 which was duly accepted by the Board of Directors.

Further, the Board of Directors at its meeting held on 14th November, 2024, recommended to appoint M/s. Tatosaniya and Co LLP, Chartered Accountants, (FRN: 139322W/W101039) as the First Statutory auditors of the company and the same is approved by the shareholders in the Extra-Ordinary General Meeting held on 15th November, 2024 to fill the Casual Vacancy.

M/s. Tatosaniya and Co LLP, Chartered Accountants, (FRN: 139322W/W101039) was appointed as Statutory Auditors of the Company for a period of five consecutive years at the 1st Annual General Meeting (AGM) of the Members held on December 30, 2024 on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute.

There are no qualifications, reservations or adverse remarks or disclaimers made by the Statutory Auditors in their report on the Financial Statements of the Company for the financial year ended on March 31, 2025.

DETAILS IN RESPECT OF FRAUD:

The Auditor's Report doesn't contain any information in relation to fraud.

PARTICULARS OF LOANS AND INVESTMENT:

The Company has not made any Investment, given guarantee and securities during the financial year under review. There for no need to comply provisions of section 186 of Companies Act, 2013.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:

All transactions entered with related parties during the financial year ended March 31, 2025 were on an arm's length basis and were in the ordinary course of business. Details of contracts or arrangements with related parties referred to in 188 (1) of the Companies Act, 2013 are as per **Annexure - I**.

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

No material changes and commitments, affecting the financial position of the Company occurred between the end of the Financial Year of the Company i.e. 31st March, 2025 and the date of this Directors' Report except as mentioned in this Report.

RETIREMENT BY ROTATION AND SUBSEQUENT RE-APPOINTMENT:

In accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. Ravi Dilipkumar Madhani (DIN: 09864398), Director of the Company, is liable to retire by rotation at the ensuing Annual General Meeting ("AGM") and being eligible, offers himself for re-appointment. The resolution seeking shareholders' approval for re-appointment forms part of the Notice.

MATERNITY BENEFIT:

The Company affirms that it has duly complied with all provisions of the Maternity Benefit Act, 1961, and has extended all statutory benefits to eligible women employees during the year, if any.

DIRECTORS DECLARATION:

None of the director is disqualified from being appointed as directors in terms of section 164 of the Companies Act, 2013.

DEPOSITORY SYSTEM:

Company have established connectivity with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") through Maashitla Securities Private Limited., Registrar and Transfer Agents ("RTA") (ISIN: INE0TYD01014).

FINANCE:

During the year under review the Company availed various credit facilities as per the business requirements. Your Company has been regular in paying interest and in repayment of the principal amount of the term lenders. The details of the same are disclosed in the financial statements.

CONSOLIDATED FINANCIAL STATEMENTS

In compliance with the applicable provisions of the Companies Act, 2013 including the relevant Indian Accounting Standards (Ind AS) as issued by the Institute of Chartered Accountants of India and notified under Section 133 of the Companies Act, 2013, Consolidated financial statements are not applicable to the Company.

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

1. The steps taken or impact on conservation of energy:

The Company has taken measures and applied strict control system to monitor day to day power consumption, to endeavor to ensure the optimal use of energy with minimum extent possible wastage as far as possible. The day to day consumption is monitored and various ways and means are adopted to reduce the power consumption in an effort to save energy.

2. The steps taken by the company for utilizing alternate sources of energy.

Company has not taken any step for utilizing alternate sources of energy.

3. The capital investment on energy conservation equipment.

Company has not made any capital investment on energy conservation equipment.

Technology Absorption

Company has not imported any technology and hence there is nothing to be reported here.

Foreign Exchange Earning and Outgo:

The details of foreign exchange Earnings and outgo during the year are as follows:

(Amount in '00)

Particulars	FY 2024-25	FY 2023-24
Foreign Exchange Earnings	5,70,199.20	7,79,122.13
Foreign Exchange Outgo	-	-

RISK MANAGEMENT POLICY:

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. The Company has laid down a comprehensive Risk Assessment and Minimization Procedure which is reviewed by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework. The major risks have been identified by the Company and its mitigation process/measures have been formulated in the areas such as business, project execution, dg event, financial, human, environment and statutory compliance.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS:

The company has complied with all regulatory requirements of central government and state government and there are not significant and material orders have been passed by the regulatory, court, tribunals that impacting the going concern status and company's operation in future.

COMPLIANCE WITH SECRETARIAL STANDARD:

The Company complies with all applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE ["POSH"]:

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules thereunder for prevention and redressal of complaints of sexual harassment at workplace.

The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The details of complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during FY 2024-25 are as follows:

- No. of complaints received during the year 0
- No. of complaints disposed off during the year 0
- No. of complaints pending as on 31st March, 2025 0

DAIN COLOUR CHEM LIMITED

DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES:

As on March 31, 2025, Company doesn't have any Subsidiary & Joint Venture and Associate Companies at the end of the year.

INTERNAL FINANCIAL CONTROL:

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

DISCLOSURE OF PARTICULARS OF EMPLOYEES REMUNERATION:

During the year, there was no employee in receipt of remuneration as prescribed in the Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

DEPOSITS:

Your Company has not accepted any deposit from its Members or the general public within the meaning of Section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014, during the financial year 2024-25.

COST RECORD:

The provision of Cost audit as per section 148 doesn't applicable on the Company.

PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKCRUPTCY CODE, 2016:

The Company has not made any application or there are no proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the financial year 2024-25.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

During the year under review, the provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility became applicable to the Company for the first time.

In accordance with Section 135 (9) of the Companies Act, 2013 (as amended), where the amount to be spent by a company under Section 135 does not exceed Rs. 50,00,000/-, the constitution of a separate CSR Committee is not mandatory, and the functions of such Committee shall be discharged by the Board of Directors of the Company and the details are mentioned in **Annexure – II.**

Accordingly, the Board of Directors of the Company has undertaken the responsibilities of the CSR Committee. The Company is committed to complying with the requirements of CSR and will initiate suitable projects/activities in line with the CSR Policy and applicable provisions of the Act.

STATEMENT ON WORKFORCE DIVERSITY

The Company recognizes that a diverse and inclusive workforce is a key driver of sustainable growth and innovation. The Company is committed to providing equal opportunities in recruitment, development, and advancement, irrespective of gender, age, religion, caste, nationality, disability, or any other dimension of diversity.

The workforce of the Company comprises individuals from varied backgrounds, experiences, and perspectives, which collectively contribute to a collaborative and high-performing work environment. The Company continues to strengthen its policies and practices to promote inclusion, equal opportunity, and a culture of mutual respect and fairness across all levels of the organization.

The Company had a total workforce strength of total 9 male employees as on 31st March, 2025.

DIFFERENCE IN VALUATION:

The company has never made any one-time settlement against the loans obtained from Banks and Financial Institution and hence this clause is not applicable.

DAIN COLOUR CHEM LIMITED CHHATRAL

DAIN COLOUR CHEM LIMITED CHHATRAL

DAIN COLOUR CHEM LIMITED

ACKNOWLEDGMENT:

Your directors place on the record their appreciation of the Contribution made by employees, consultants at all levels, who with their competence, diligence, solidarity, co-operation and support have enabled the Company to achieve the desired results.

The board of Directors gratefully acknowledge the assistance and co-operation received from the Central and State Governments Departments, Shareholders and Stakeholders.

For and on Behalf of the Board of Directors
DAIN COLOUR CHEM LIMITED

DILIP J MADHANI
DIRECTOR
DIN: 02497594

RAVI DILIPKUMAR MADHANI
DIRECTOR
DIN: 09864398

Place: Gandhinagar
Date: 25/09/2025

DAIN COLOUR CHEM LIMITED

Annexure –I

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. **Details of contracts or arrangements or transactions not at Arm's length basis:**

   All contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 are at arms' length basis.

2. **Details of material contracts or arrangements or transactions at Arm's length basis.**

(Amt. in '00)

Name of Related Party	Nature of relationship	Nature of contracts/ arrangements/transaction	Duration of the contracts/arrangements/transaction	Salient terms of the contracts or arrangements or transaction including the value, if any (Amt. in Lakhs)	Date of approval by the Board, if any	Amount paid as advances, if any

DAIN COLOUR CHEM LIMITED

Paruchem Industries	Proprietor ship Firm	Sale / Purchase	April 1, 2024 to March 31, 2025	49224.77/ 84532.08 /Terms and Conditions of Contracts/arrangements are decided by negotiation which is mutually beneficial	As per note below	No Amount Paid as an Advances

Note: Appropriate approvals have been taken for related party transactions wherever required.

For and on Behalf of the Board of Directors
DAIN COLOUR CHEM LIMITED

DILIP J MADHANI
DIRECTOR
DIN: 02497594

RAVI DILIPKUMAR MADHANI
DIRECTOR
DIN: 09864398

Place: Gandhinagar
Date: 25/09/2025

CIN: U15130GJ2023PLC138560
Email- daincolourchem@gmail.com
Plot No. 05, Nilkanth Estate, Behind Gayatri Dairy, Dhanot-Chhatral, Dist. Gandhinagar-382 729. Mobile: +91 9376182700, +91 7211111022

DAIN COLOUR CHEM LIMITED

Annexure – II

ANNUAL REPORT ON CSR ACTIVITIES

1. Brief outline on CSR Policy of the Company:

In adherence to section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time, the Board of Directors has approved and adopted a CSR Policy of the Company. In accordance with the primary CSR philosophy of the Company, the CSR policy of the Company specifies the activities that Company would undertake, monitoring of CSR activities etc.

2. Composition of CSR Committee as on 31st March, 2025:

As per the amendments made in the (Corporate Social Responsibility Policy) Rules, 2014 by MCA w.e.f. 22.01.2021, if the amount to be spent towards Corporate Social Responsibility (CSR) is less than Rs. 50 Lakh (i.e. amount of average net profits of the company made during the three immediately preceding financial year is less than Rs. 25 Crore), then in such case Board has power to discharge all the functions of CSR Committee.

In the FY 2024-25, the Company has required to spend Rs. 10,19,873/- only towards CSR which is less than Rs. 50 Lakh.

3. Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company.

Not Applicable.

The Company does not maintain its own website and accordingly, the said disclosures are not applicable to the Company.

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 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable.

Not Applicable

5. (a) Average net profit of the Company as per sub section (5) of section 135 – **Rs. 5,09,93,640/-**

(b) Two percent of average net profit of the Company as per sub section (5) of section 135 – **Rs. 10,19,873/-**

DAIN COLOUR CHEM LIMITED

(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years – **NA**

(d) Amount required to be set off for the financial year, if any – **NA**

(e) Total CSR obligation for the financial year (5b+5c-5d) – **Rs. 10,19,873/-**

6. (a) Details of CSR amount spent against ongoing projects for the financial year: NA

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		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
NIL												

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sr. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent for the project (in Rs.)	Mode of implementation – Direct (Yes/No)	Mode of implementation – Through implementing agency	
				State	District			Name	CSR registration number
NIL									

DAIN COLOUR CHEM LIMITED

(b) Amount spent in Administrative Overheads: **NIL**

(c) Amount spent on Impact Assessment, if applicable: **N.A.**

(d) Total amount spent for the Financial Year (6(a)+6(b)+6(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
10,25,000/-	N.A.	N.A.	PM CARE FUND	10,25,000	20-09-2025

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

Sr. No.	Particular	Amount (in Rs.)
I.	Two percent of average net profit of the company as per section 135(5)	10,19,873/-
II.	Total amount spent for the Financial Year	10,25,000/-
III.	Excess amount spent for the financial year [(II)-(I)]	5127/-
IV.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
V.	Amount available for set off in succeeding financial years [(III)-(IV)]-	NIL

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135(6) (in Rs.)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (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.)	Deficiency, if any
					Amount (in Rs)	Date of transfer		
1.	FY-1	-	-	-	10,25,0000	20-09-2025		

						PM Care Fund		

7. (a) *Details of Unspent CSR amount for the preceding three financial years: NIL

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

   If Yes, enter the number of Capital assets created/ acquired: **NA**

   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 the 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		
					CSR Registration Number, if applicable	Name	Registered address
NA							

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

For and on Behalf of the Board of Directors
DAIN COLOUR CHEM LIMITED

DILIP J MADHANI	**RAVI DILIPKUMAR MADHANI**
DIRECTOR	**DIRECTOR**
DIN: 02497594	**DIN: 09864398**

Place: Gandhinagar
Date: 25/09/2025

DAIN COLOUR CHEM LIMITED

AUDIT REPORT

FINANCIAL YEAR

2024-2025

Auditors:

TATOSANIYA & CO LLP

CHARTERED ACCOUNTANTS

Independent Auditor's Report

To,
The Members of
Dain Colour Chem Limited

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying financial statements of **Dain Colour Chem Limited** ('the Company'), which comprise the balance sheet as at 31 March 2025, the statement of profit and loss, Statement of cash flows for the year ended on that date, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

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 Companies Act, 2013 ("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 31 March 2025, its profit and statement of cash flows 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 specified under section 143(10) of the Act (SAs). 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 (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

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

Reporting of key audit matters as per SA 701, Key Audit Matters are not applicable to the Company as it is an unlisted company

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report, but does not include the financial statements and our auditor's report thereon.

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

TATOSANIYA & CO LLP CHARTERED ACCOUNTANTS FRN:139322W/ W101039

Responsibilities of Management and Those Charged with Governance 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 and presentation 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 of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

TATOSANIYA & CO LLP
FRN:139322W/
W101039
CHARTERED ACCOUNTANTS

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **'Annexure A'** statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2G(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014;

   (c) the balance sheet, the statement of profit and loss and statement of cash flows 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 31 March 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 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 control over financial reporting of the Company and the operating effectiveness of such control, refer to our separate report in the **'Annexure B'**, Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

   (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 has no any pending litigations on its financial position in its financial statements;

TATOSANIYA & CO LLP FRN:139322W/W101039 CHARTERED ACCOUNTANTS

ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses, and

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

iv. (1) The management has represented that, to the best of its 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;

(2) The management has represented, that, to the best of its 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

(3) 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 (1) and (2) 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.

vi. Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility but no audit trail enabled and the same has not operated throughout the year for all relevant transactions recorded in the softwares and the audit trail has not been preserved by the Company as per the statutory requirements for record retention.

(h) With respect to the matter to be included in the Auditors' Report in accordance with the requirements of Section 197(16) of the Act, as amended:

In our opinion and according to the information and explanations given to us, the remuneration paid / provided by the Company to its directors during year is in accordance with the provisions of Section 197 of the Act.

*For, **TATOSANIYA & CO LLP***
Chartered Accountants
F. R. No.: 139322W/W101039

Govind Tatosaniya
Partner
M. No.: 155913
Place: Ahmedabad
Date: September 25, 2025
UDIN: 25155913BMHWEW7417

Annexure "A" to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Dain Colour Chem Limited of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property plant and equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, plant and equipment by which all Property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain Property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) Based on our examination of records and according to the information and explanations given to us, the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company:

(d) The company has not revalued its property, plant and equipment (including right of use assets) or intangible assets during the year.

(e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) (45 of 1988) and rules made thereunder. Therefore, the provisions of Clause (i)(e) of paragraph 3 of the order are not applicable to the company.

(ii) (a) The inventories were physically verified by the management during the year at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the management is appropriate having regard to the size of the company and the nature of its operations. No discrepancies of 10% or more in aggregate of each class of inventories were noticed on such physical verification of inventories when compared with the books of accounts.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company except as follows.

Quarter	Name of bank	Particulars	Amount as per books of account	Amount as reported in the quarterly return/ statement	Amount of difference	Whether return/ statement subsequently rectified
Jun, 2024	CSB Bank	Stock & Book Debts	10,42,69,592	10,54,56,389	11,86,797	No
Sept, 2024	CSB Bank	Stock & Book Debts	7,42,74,907	7,91,77,884	49,02,977	No
Dec, 2024	CSB Bank	Stock & Book Debts	12,24,64,104	12,52,04,765	27,40,661	No
Mar, 2025	CSB Bank	Stock & Book Debts	17,82,35,575	18,32,13,842	49,78,267	No

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(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, During the year, the company has not made investments, 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 hence clause 3(iii)(a) to 3(iii) (f) is not applicable to the company.

(iv) During the year, the company has not made investments, provided any guarantee or security or granted any loans or advances to which section 185 and 186 of the Companies Act, 2013 apply, and hence not commented upon.

(v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Act and the rules made thereunder, to the extent applicable accordingly, the requirement to reporting under clause 3(v) of the Order is not applicable to the Company.

(vi) According to the information and explanation given to us, the Central Government has not prescribed the maintenance of cost records under Section 148 (1) of the Act for the business activities carried out by the Company. Accordingly, reporting under clause 3(vi) of the Order is not applicable to the company.

(vii) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the company is generally regular in depositing undisputed statutory dues including Goods and Service Tax, provident fund, employees' state insurance, income-tax, duty of customs cess and any other statutory dues applicable to the company with the appropriate authorities. The provisions relating to sales-tax, service tax, duty of excise, value added tax are not applicable to the company. According to the information and explanations given to us, no undisputed amounts payable in respect of these statutory dues were pending at the end of the year for a period of more than six months from the date they became payable.

(b) According to the information and explanation given to us There is no statutory dues referred in foregoing paragraph vii) a), which have not been deposited on account of any dispute:

(viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year. Hence clause 3(viii) of the Order is not applicable to the company.

(ix) (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of any loan or other borrowings or any interest due thereon to any lender.

(b) In our opinion and according to the information and explanations given to us, the company has not been a declared wilful defaulter by any bank or financial institution or other lender.

(c) In our opinion and according to the information and explanations given to us, the loans were applied for the purpose for which the loans were obtained.

(d) In our opinion and according to the information and explanations given to us, there are no funds raised on short term basis which have been utilised for long term purposes.

(e) In our opinion and according to the information and explanations given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) In our opinion and according to the information and explanations given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) (a) According to the information and explanations given to us the company has not raise money by way of initial public offer or further public offer (including debt instruments) during the year hence the clause 3(x)(a) of the Order is not applicable.

TATOSANIYA & CO LLP CHARTERED ACCOUNTANTS FRN:139322W/W101039

(b) According to the information and explanations given to us and on the basis of our examination of the records of the company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year hence the clause 3(x)(b) of the Order is not applicable.

(xi) (a) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or fraud on the company by its officers or employees has been noticed or reported during the year.

(b) During the year no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As auditor, we did not receive any whistle- blower complaint during the year.

(xii) The Company is not a Nidhi Company. Therefore, paragraph of clause 3 (xii) of the Order is not applicable to the Company.

(xiii) According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) The company is not covered by section 138 of the Companies Act, 2013, related to appointment of internal auditor of the company. Therefore, the company is not required to appoint any internal auditor. Therefore, the provisions of Clause (xiv) (a) and (b) of paragraph 3 of the order are not applicable to the Company.

(xv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with them as referred to in section 192 of the Act. Accordingly, paragraph of clause 3 (xv) of the Order is not applicable to the Company.

(xvi) (a) In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) (a), (b), and (c) of the Order is not applicable to the Company.

(d) As per the information and explanations received, the group does not have any CIC as part of the group.

(xvii) The company has not incurred cash loss during the financial year covered by our audit as well in immediately preceding financial year.

(xviii) There has been no resignation of the previous statutory auditors during the year.

(xix) On the basis of the financial ratios, ageing and expected dates of realisation 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.

(xx) Based upon the audit procedures performed and the information and explanations given by the management the company has transferred unspent CSR amount to a Fund specified in Schedule VII to the Companies Act within a

TATOSANIYA & CO CHARTERED ACCOUNTANTS FRN:139322W/W101039 period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act.

(xxi) The company has not made investments in subsidiary company. Therefore, the company does not require to prepare consolidated financial statement. Therefore, the provisions of Clause (xxi) of paragraph 3 of the order are not applicable to the Company.

*For, **TATOSANIYA & CO LLP***
Chartered Accountants
F. R. No.: 139322W/W101039

TATOSANIYA & CO LLP
FRN:139322W/
W101039
CHARTERED ACCOUNTANTS

Govind Tatosaniya
Partner
M. No.: 155913
Place: Ahmedabad
Date: September 25 2025
UDIN: 25155913BMHWEW7417

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Dain Colour Chem Limited of even date)

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 ***Dain Colour Chem Limited,*** *("The Company") as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.*

Management's Responsibility for the 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 (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the 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 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 ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 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

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(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 and according to the information and explanations given to us the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, 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 ICAI.

*For, **TATOSANIYA & CO LLP***
Chartered Accountants
F. R. No.: 139322W/W101039

TATOSANIYA & CO LLP CHARTERED ACCOUNTANTS FRN:139322W/ W101039

Govind Tatosaniya
Partner
M. No.: 155913
Place: Ahmedabad
Date: September 25 2025
UDIN: 25155913BMHWEW7417

DAIN COLOUR CHEM LIMITED
(CIN: U15130GJ2023PLC138560)
Balance Sheet as at 31-March-2025

(₹ in '00)

Particulars	Note	31-March-2025	31-March-2024
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	1	6,14,120.00	5,000.00
(b) Reserves and Surplus	2	14,85,622.63	3,19,092.19
(c) Money Received against Share Warrants		-	-
Total		20,99,742.63	3,24,092.19
(2) Share application money pending allotment	3	245.03	-
(3) Non-current liabilities			
(a) Long-term Borrowings	4	7,69,519.35	16,02,856.95
(b) Deferred Tax Liabilities (Net)	5	1,37,369.43	69,080.15
(c) Other Long term Liabilities		-	-
(d) Long-term Provisions	6	14,658.57	-
Total		9,21,547.35	16,71,937.10
(4) Current liabilities			
(a) Short-term Borrowings	7	12,43,536.85	14,67,966.12
(b) Trade Payables	8		
- Due to Micro and Small Enterprises		-	55,724.52
- Due to Others		9,72,149.14	9,74,956.49
(c) Other Current Liabilities	9	3,32,542.88	34,585.99
(d) Short-term Provisions	10	1,87,244.85	90,557.82
Total		27,35,473.72	26,23,790.94
Total Equity and Liabilities		**57,57,008.73**	**46,19,820.23**
II. ASSETS			
(1)Non-current assets			
(a) Property, Plant and Equipment and Intangible Assets			
(i) Property, Plant and Equipment	11	29,93,793.69	27,70,230.07
(ii) Intangible Assets	11	201.29	364.74
(iii) Capital Work-in-progress	11	1,83,902.27	25,055.00
(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	2,47,780.92	59,401.89
Total		34,25,678.17	28,55,051.70
(2) Current assets			
(a) Current investments		-	-
(b) Inventories	13	12,91,780.01	2,99,554.97
(c) Trade Receivables	14	4,90,575.74	7,16,899.56
(d) Cash and cash equivalents	15	77,133.51	63,406.01
(e) Short-term Loans and Advances	16	4,44,899.79	6,64,570.99
(f) Other Current Assets	17	26,941.51	20,337.00
Total		23,31,330.56	17,64,768.53
Total Assets		**57,57,008.73**	**46,19,820.23**

See accompanying notes to the financial statements

TATOSANIYA & CO LLP
FRN:139322W/W101039
CHARTERED ACCOUNTANTS

As per our report of even date
For Tatosaniya & Co LLP
Chartered Accountants
Firm's Registration No. 139322W/W101039

For and on behalf of the Board of
DAIN COLOUR CHEM LIMITED

Govind Tatosaniya
Partner
Membership No. 155913
UDIN: 25155913BMHWEW7417
Place: Ahmedabad
Date: 25-September-2025

Dilip J. Madhani
Director
DIN-02497594

Ravi D. Madhani
Director
DIN-09864398

Jigar B. Suthar
Director
DIN-09864399

Place: Gandhinagar
Date: 25-September-2025

DAIN COLOUR CHEM LIMITED

(CIN: U15130GJ2023PLC138560)

Statement of Profit and loss for the year ended 31-March-2025

(₹ in '00)

Particulars	Note	31-March-2025	31-March-2024
Revenue from Operations	18	39,54,540.47	25,18,429.37
Other Income	19	29,717.95	29,427.33
Total Income		39,84,258.42	25,47,856.70
Expenses			
Cost of Material Consumed	20	27,12,743.99	13,70,562.06
Purchases of Stock in Trade		-	-
Change in Inventories of work in progress and finished goods	21	(5,75,663.71)	(1,74,725.28)
Employee Benefit Expenses	22	2,15,201.12	1,19,570.03
Finance Costs	23	2,66,758.33	2,08,730.22
Depreciation and Amortization Expenses	24	1,28,134.44	76,859.18
Other Expenses	25	4,73,460.10	4,36,924.10
Total expenses		32,20,634.27	20,37,920.31
Profit/(Loss) before Exceptional and Extraordinary Item and Tax		7,63,624.15	5,09,936.39
Exceptional Item		-	-
Profit/(Loss) before Extraordinary Item and Tax		7,63,624.15	5,09,936.39
Prior Period Item		-	-
Extraordinary Item		-	-
Profit/(Loss) before Tax		7,63,624.15	5,09,936.39
Tax Expenses	26		
- Current Tax		1,32,587.64	96,717.56
- Deferred Tax		68,289.28	69,080.15
- MAT Credit Entitlement		-	-
- Prior Period Taxes		-	25,046.49
- Excess/Short Provision Written back/off		-	-
Profit/(Loss) for the Period from Continuing Operations		**5,62,747.23**	**3,19,092.19**
Profit/(loss) from Discontinuing Operation (before tax)		-	-
Tax expenses of discontinuing operation		-	-
Profit/(loss) from Discontinuing Operation (after tax)		-	-
Profit/(Loss) for the period		**5,62,747.23**	**3,19,092.19**
Earnings Per Share (Face Value per Share Rs.10 each)			
-Basic (In Rs)	27	10.50	6.32
-Diluted (In Rs)	27	10.50	6.32

See accompanying notes to the financial statements

As per our report of even date
For Tatosaniya & Co LLP
Chartered Accountants
Firm's Registration No. 139322W/W101039

TATOSANIYA & CO LLP ★ FRN:139322W/ W101039 ★ CHARTERED ACCOUNTANTS

For and on behalf of the Board of
DAIN COLOUR CHEM LIMITED

Govind Tatosaniya	Dilip J. Madhani	Ravi D. Madhani	Jigar B. Suthar
Partner	Director	Director	Director
Membership No. 155913	DIN-02497594	DIN-09864398	DIN-09864399

UDIN: 25155913BMHWEW7417
Place: Ahmedabad
Date: 25-September-2025

Place: Gandhinagar
Date: 25-September-2025

DAIN COLOUR CHEM LIMITED
(CIN: U15130GJ2023PLC138560)
Cash Flow Statement for the year ended 31-March-2025

(₹ in '00)

Particulars	Note	31-March-2025	31-March-2024
CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit after tax		5,62,747.23	3,19,092.19
Depreciation and Amortisation Expense		1,28,134.44	76,859.18
Provision for tax		2,00,876.92	1,90,844.20
Interest Income		(13,538.70)	(7,489.24)
Finance Costs		2,66,758.33	2,08,730.22
Operating Profit before working capital changes		11,44,978.22	7,88,036.55
Adjustment for:			
Inventories		(9,92,225.04)	(2,99,554.97)
Trade Receivables		2,26,323.82	(7,16,899.56)
Loans and Advances		(21,679.14)	-
Other Current Assets		46,366.80	(7,44,309.88)
Trade Payables		(58,531.88)	10,30,681.01
Other Current Liabilities		2,97,956.89	34,585.99
Short-term Provisions		1,11,345.60	90,557.82
Cash (Used in)/Generated from Operations		7,54,535.28	1,83,096.95
Tax paid(Net)		1,32,587.64	1,21,764.05
Net Cash (Used in)/Generated from Operating Activities		6,21,947.64	61,332.90
CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Property, Plant and Equipment		(5,10,381.88)	(28,72,508.99)
Interest received		13,538.70	7,489.24
Net Cash (Used in)/Generated from Investing Activities		(4,96,843.18)	(28,65,019.75)
CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from Issue of Share Capital		12,13,148.24	5,000.00
Proceeds from Long Term Borrowings		-	16,02,856.96
Repayment of Long Term Borrowings		(8,33,337.61)	-
Proceeds from Short Term Borrowings		0.00	14,67,966.12
Repayment of Short Term Borrowings		(2,24,429.26)	-
Interest Paid		(2,66,758.33)	(2,08,730.22)
Net Cash (Used in)/Generated from Financing Activities		(1,11,376.97)	28,67,092.86
Net Increase/(Decrease) in Cash and Cash Equivalents		13,727.50	63,406.02
Opening Balance of Cash and Cash Equivalents		63,406.01	-
Closing Balance of Cash and Cash Equivalents	15	**77,133.51**	**63,406.02**

Components of cash and cash equivalents	31-March-2025	31-March-2024
Cash on hand	62,515.74	51,794.34
Balances with banks in current accounts	2,279.74	6,363.81
Others	245.03	-
Cash and cash equivalents as per Cash Flow Statement	**65,040.51**	**58,158.15**
Other Bank Balance		
Bank Deposit having maturity of greater than 3 months and less than 12 months	12,093.00	5,247.86
Cash and bank balance as per Balance Sheet	**77,133.51**	**63,406.01**

Note:

The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 (AS-3), "Cash Flow Statements".

See accompanying notes to the financial statements

TATOSANIYA & CO LLP ★ FRN:139322W/W101039 ★ CHARTERED ACCOUNTANTS

As per our report of even date
For Tatosaniya & Co LLP
Chartered Accountants
Firm's Registration No. 139322W/W101039

For and on behalf of the Board of DAIN COLOUR CHEM LIMITED

Govind Tatosaniya
Partner
Membership No. 155913
UDIN: 25155913BMHWEW7417
Place: Ahmedabad
Date: 25-September-2025

Dilip J. Madhani
Director
DIN-02497594

Madhani R.D

Ravi D. Madhani
Director
DIN-09864398

Jigar B. Suthar
Director
DIN-09864399

Place: Gandhinagar
Date: 25-September-2025

DAIN COLOUR CHEM LIMITED

(CIN: U15130GJ2023PLC138560)

Notes forming part of the Financial Statements

1 CORPORATE INFORMATION

DAIN COLOUR CHEM LIMITED ('the Company') is Domiciled in India and Incoporated under the provisions of Companies Act 2013. The Company's registered office is at Plot No. 5, Neelkanth Industrial Estate, B/H Gayatri Dairy, Vill-Dhanot, Gandhinagar, Gujarat, India, 382729.

The Company is primarily engaged in the business of Manufacturing and Jobwork of Synthetic Food Colour and ancillary products.

2 SIGNIFICANT ACCOUNTING POLICIES

a Basis of Preparation

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, as applicable. The financial statements have been prepared under the historical cost convention on accrual basis, except for certain financial instruments which are measured at fair value.

Rounding off amounts

The financial statements are presented in Rs. and all values are rounded to the nearest Rs.0.00 Hundred, except when otherwise indicated.

b Use of Estimates

The preparation of financial statements in conformity with the Accounting Standards requires the management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the reported amounts of assets and liabilities, disclosure of contingent amount as at the date of financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. Appropriate changes in estimates are made as the management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

c Basis of classification of assets and liabilites into Current/non-current

The Company presents assets and liabilities in the balance sheet based on current and non-current classification.

As asset is treated as current when it is: - Expected to be realised or intended to be sold or Consumed in normal operating cycle, - Held primarily for the purpose of trading, - Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period, All other assets are classified as non-current.

A liability is current when: - It is held primarily for the purpose or trading, - There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. The Company classifies all other liabilities as non-current, Deferred tax assets and liabilities are classified as non-current assets and liabilities. The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

d Property, Plant and Equipment

Fixed assets are stated at cost, less accumulated depreciation / amortisation and impairment losses, if any. Costs include all expenses incurred to bring the asset to its present location and condition.

Capital work-in-progress comprises cost of property, plant and equipment (including related expenses), that are not yet ready for their intended use at the reporting date.

Subsequent costs are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

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e Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.Intangible assets are amortised on a straight-line value basis over the economic useful life estimated by the management.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

f Depreciation and amortization

Depreciation is provided to the extent of depreciable amount on a straight line basis (other than freehold land and capital work-in-progress) over the useful life of asset as assessed by the management and the same is similar to the useful lives as prescribed in Part-C of Schedule II to the Companies Act, 2013. Depreciation is charged on pro-rata basis for asset purchased / sold during the year. The assets residual values, useful life and method of depreciation of PPE are reviewed and adjusted if appropriate, at the end of each reporting period.

Amortisation is provided on straight line method over the useful life of asset as assessed by the management. Amortisation is charged on pro-rata basis for asset purchased / sold during the year.

Estimated useful life of Property, Plant and Equipment and Intangible assets are as under:

Type of Assets	Useful Life
Buildings	30 Years
Plant and Equipment	20 Years
Furniture and Fixtures	10 Years
Electric Installation	20 Years
Vehicles	8 Years
Office equipment	5 Years
Computers & Printers	3 Years
Computer software	3 Years

g Impairment of assets

At each balance sheet date, the management reviews the carrying amounts of its assets included in each cash generating unit to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset. Reversal of impairment loss is recognised as income in the statement of profit and loss. On such review there is no indication of impairment of assets during the year.

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h Leases

As a Lessee

Assets taken on lease by the Company in its capacity as lessee, where the Company has substantially all the risks and rewards of ownership are classified as finance lease. Such a lease is capitalised at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is recognised for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year. Finance charges are recognised in finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Company's general policy on the borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred. A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognised as operating leases. Lease rentals under operating leases are recognised in the statement of profit and loss on a straight-line basis.

As a Lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease. Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

i Investment

Investments if any, are considered as long term, therefore stated at cost of acquisition and no provision for diminution in value is made having considered as temporary by the board of directors.

j Inventories

Inventories are valued at lower of cost and net realizable value. Cost of inventories, comprise costs of purchase and other costs incurred in bringing the inventories to their present condition and location. Cost is determined by the weighted average cost method. Costs of purchased inventory are determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated cost necessary to make the sale.

k Revenue recognition

Revenue from operations is recognised to the extent that it is probable that economic benefit will flow to the Company and the revenue can be reliably measured regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Rental income:

Rental income arising from operating lease is accounted for on a straight line basis over lease terms unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases and is included in the Statement of profit or loss due to its operating nature.

Interest income:

Interest income is recognised based on time proportion basis considering the amount outstanding and rate applicable (EIR). Interest income in included in the Other Income in the statement of Profit and Loss.

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l Employee Benefits

Post-employment benefit plans

Contributions to defined contribution retirement benefit schemes are recognised as expense when employees have rendered services entitling them to such benefits.
For defined benefit schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in full in the statement of profit and loss for the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested, or amortised on a straight-line basis over the average period until the benefits become vested.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, and as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme.

Other employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service. These benefits include compensated absences such as paid annual leave, overseas social security contributions and performance incentives.

m Borrowing Cost

Interest and other borrowing costs if any, attributable to qualifying assets, are added to the cost of the qualifying asset, until such time as the assets are substantially ready for their intended use. Qualifying assets for capital of general borrowing costs are those that necessarily take more than one year or substantial period of time to get ready for their intended use.

n Foreign currency transactions

Income and expense in foreign currencies are converted at exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities other than net investments in non-integral foreign operations are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses are recognised in the statement of profit and loss. Exchange difference arising on a monetary item that, in substance, forms part of an enterprise's net investments in a non-integral foreign operation are accumulated in a foreign currency translation reserve. Non-monetary assets and non-monetary liabilities denominated in a foreign currency are measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

o Taxation

Current income tax expense comprises taxes on income from operations in India and in foreign jurisdictions. Income taxpayable in India is determined in accordance with the provisions of the Income Tax Act, 1961. Tax expense relating to foreign operations is determined in accordance with tax laws applicable in countries where such operations are domiciled.

Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax after the tax holiday period. Accordingly, MAT is recognised as an asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with it will fructify.

Deferred tax expense or benefit is recognised on timing differences being the difference between taxable income and accounting income that originate in one period and is likely to reverse in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction for relevant tax paying units and where the Company is able to and intends to settle the asset and liability on a net basis.
The Company offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

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p Segment accounting

The Company's business activity falls within a single primary business segment and one reportable geographical segment which is "within India". Accordingly, the Company is a single segment company in accordance with Accounting Standard 17.

q Government Grants

Government Grants if any, received against specific fixed assets are adjusted to the cost of the assets Revenue grants are recognized in the Statement of Profit and Loss.

r Provisions, Contingent liabilities and Contingent assets

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

s Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.
Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of Equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

t Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

u Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

As per our report of even date

For Tatosaniya & Co LLP
Chartered Accountants
Firm's Registration No. 139322W/W101039

TATOSANIYA & CO LLP FRN:139322W/W101039 CHARTERED ACCOUNTANTS

For and on behalf of the Board of
DAIN COLOUR CHEM LIMITED

Govind
Partner
Membership No. 155913
UDIN: 25155913BMHWEW7417
Place: Ahmedabad
Date: 25-September-2025

Dilip J. Madhani
Director
DIN-02497594

Ravi D. Madhani
Director
DIN-09864398

Jigar B. Suthar
Director
DIN-09864399

Place: Gandhinagar
Date: 25-September-2025

DAIN COLOUR CHEM LIMITED
(CIN: U15130GJ2023PLC138560)
Notes forming part of the Financial Statements

1 Share Capital

(₹ in '00)

Particulars	31-March-2025	31-March-2024
Authorised Share Capital		
Equity Shares, of Rs. 10 each, 6141200 (Previous Year -50000) Equity Shares	6,14,120.00	5,000.00
Issued, Subscribed and Fully Paid up Share Capital		
Equity Shares, of Rs. 10 each, 6141200 (Previous Year -50000) Equity Shares paid up	6,14,120.00	5,000.00
Total	**6,14,120.00**	**5,000.00**

(i) Reconciliation of number of shares

Particulars	31-March-2025		31-March-2024	
Equity Shares	No. of shares	(₹ in '00)	No. of shares	(₹ in '00)
Opening Balance	50,000	5,000.00	-	-
Issued during the year	60,91,200	6,09,120.00	50,000	5,000.00
Deletion	-	-	-	-
Closing balance	**61,41,200**	**6,14,120.00**	**50,000**	**5,000.00**

(ii) Rights, preferences and restrictions attached to shares

Equity Shares: The Company has one class of equity shares. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. However, no such preferential amounts exist currently.

(iii) Details of Shares held by shareholders holding more than 5% of the aggregate shares in the company

Equity Shares	31-March-2025		31-March-2024	
Name of Shareholder	No. of shares	In %	No. of shares	In %
SMITABEN DILIPBHAI MADHANI	10,10,000	16.45%	10,000	20.00%
AVNI RAVI MADHANI	10,10,000	16.45%	10,000	20.00%
VIVEK RAJEDHBHAI SANGANI	5,05,000	8.22%	5,000	10.00%
DILIPBHAI JAYANTILAL MADHANI	10,10,000	16.45%	10,000	20.00%
RAVI DILIPBHAI MADHANI	10,10,000	16.45%	10,000	20.00%

(iv) Shares held by Promoters at the end of the year 31-March-2025

Name of Promoter	Class of Shares	No. of Shares	% of total shares	% Change during the year
SMITABEN DILIPBHAI MADHANI	Equity	10,10,000	16.45%	-3.55%
AVNI RAVI MADHANI	Equity	10,10,000	16.45%	-3.55%
RUPESH DWARKADAS SANGANI	Equity	2,52,500	4.11%	-0.89%
VIVEK RAJEDHBHAI SANGANI	Equity	5,05,000	8.22%	-1.78%
DILIPBHAI JAYANTILAL MADHANI	Equity	10,10,000	16.45%	-3.55%
RAVI DILIPBHAI MADHANI	Equity	10,10,000	16.45%	-3.55%
JIGAR BHARATBHAI SUTHAR	Equity	2,52,500	4.11%	-0.89%

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Shares held by Promoters at the end of the year 31-March-2024

Name of Promoter	Class of Shares	No. of Shares	% of total shares	% Change during the year
SMITABEN DILIPBHAI MADHANI	Equity	10,000	20.00%	20.00%
AVNI RAVI MADHANI	Equity	10,000	20.00%	20.00%
RUPESH DWARKADAS SANGANI	Equity	2,500	5.00%	5.00%
VIVEK RAJEDHBHAI SANGANI	Equity	5,000	10.00%	10.00%
DILIPBHAI JAYANTILAL MADHANI	Equity	10,000	20.00%	20.00%
RAVI DILIPBHAI MADHANI	Equity	10,000	20.00%	20.00%
JIGAR BHARATBHAI SUTHAR	Equity	2,500	5.00%	5.00%

(v) Equity shares movement during 5 years preceding 31-March-2025

Particulars	Year 1	Year 2	Year 3	Year 4	Year 5
Equity shares issued as bonus	50,00,000	-	-	-	-
Equity shares extinguished on buy-back	-	-	-	-	-

Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash immediately preceding five years from the Balance Sheet date - NIL.

Pursuant to the approval of the Board of Directors at their meeting dated August 13, 2024, the Company allotted 50,00,000 fully-paid equity shares to the existing shareholders as a bonus in the ratio of hundred equity shares for every one equity shares held by them. The Company allotted 10,91,200 fully-paid equity shares of face value of ₹ 10.00 each at an issue price of ₹ 115.00 per equity share, i.e. at a premium of ₹ 105.00 per equity share. The applicants were required to pay ₹ 115.00 per equity share on application of which ₹ 10.00 per equity share is appropriated towards face value and remaining ₹ 105.00 per equity share is appropriated towards securities premium.

The company has not Bought Back any Equity Shares immediately preceding five years from the Balance Sheet date.

Shares in respect of each class in the company held by its holding company or its ultimate holding company including shares held by or by subsidiaries or associates of the holding company or the ultimate holding company in aggregate - NIL

Shares reserved for issue under options and contracts/commitments for the sale of shares/disinvestment, including the terms and amounts - NIL

Terms of any securities convertible into equity/preference shares issued along with the earliest date of conversion in descending order starting from the farthest such date - Not applicable

Calls unpaid (showing aggregate value of calls unpaid by directors and officers) - NIL

Forfeited shares (amount originally paid-up) - NIL

2 Reserves and Surplus

(₹ in '00)

Particulars	31-March-2025	31-March-2024
Securities Premium		
Opening Balance	-	-
Add: Issue of Shares	11,45,760.00	-
(Add)/Less: Share Issue Expense	41,976.79	-
Closing Balance	11,03,783.21	-
Statement of Profit and loss		
Balance at the beginning of the year	3,19,092.19	-
Add: Profit/(loss) during the year	5,62,747.23	3,19,092.19
Less: Appropriation		
Bonus Shares issued	5,00,000.00	-
Balance at the end of the year	3,81,839.42	3,19,092.19
Total	14,85,622.63	3,19,092.19

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DAIN COLOUR CHEM LIMITED
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3 Share application money pending allotment (₹ in '00)

Particulars	31-March-2025	31-March-2024
Share Application Money Received	245.03	-
Total	**245.03**	**-**

4 Long term borrowings (₹ in '00)

Particulars	31-March-2025	31-March-2024
Secured Term loans from banks	7,15,269.34	12,76,082.89
Secured Term loans from other parties	54,250.01	71,981.13
Unsecured Term loans from other parties	-	2,54,792.93
Total	**7,69,519.35**	**16,02,856.95**

Borrowings includes (₹ in '00)

Particulars	31-March-2025	31-March-2024
Any guarantee given by directors or others	7,69,519.35	13,48,064.02
Total	**7,69,519.35**	**13,48,064.02**

Particulars of Long term Borrowings

Name of Lender/Type of Loan	Nature of Security	Rate of Interest	Monthly Installments	No of Installment
CSB Bank Ltd	Plant & Machinery	14.78%	597000	57
CSB Bank Ltd	Plant & Machinery	15.03%	770000	78
CSB Bank Ltd	Immovable Property	9.50%	403100	174
Electrinica Finanace Limited	Machinery	13.00%	240494	63

CSB Bank Ltd. : Primary Security- 1) Exclusive charge on entire current asset (present & future) of the company. Collateral Security- 2) Equitable Mortgage of Land and Building at Plot No. 5, Neelkanth Industrial Estate, B/H Gayatri Dairy, Vill-Dhanot, Gandhinagar, Gujarat, India, 382729. measuring 48364 Sq. ft. Owned by company Dain Colour Chem Limited. 3) Guarantee :- Personal Guarantee Promoters and Directors.

Electrinica Finanace Limited.: Primary security is Machinery (I.e. Solar System) which installed at Plot No. 5, Neelkanth Industrial Estate, B/H Gayatri Dairy, Vill-Dhanot, Gandhinagar, Gujarat, India, 382729.

5 Deferred tax liabilities Net (₹ in '00)

Particulars	31-March-2025	31-March-2024
Deferred tax liabilities	1,37,369.43	69,080.15
Total	**1,37,369.43**	**69,080.15**

Significant components of Deferred Tax (₹ in '00)

Particulars	31-March-2025	31-March-2024
Deferred Tax Liability		
Difference between book depreciation and tax depreciation	1,41,890.00	83,037.96
Gross Deferred Tax Liability (A)	**1,41,890.00**	**83,037.96**
Deferred Tax Asset		
Expenses provided but allowable in Income tax on Payment basis	4,520.57	13,957.81
Gross Deferred Tax Asset (B)	**4,520.57**	**13,957.81**
Net Deferred Tax Liability (A)-(B)	**1,37,369.43**	**69,080.15**

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DAIN COLOUR CHEM LIMITED
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Significant components of Deferred Tax charged during the year

(₹ in '00)

Particulars	31-March-2025	31-March-2024
Difference between book depreciation and tax depreciation	58,852.04	83,037.96
Expenses provided but allowable in Income tax on Payment basis	9,437.24	(13,957.81)
Total	**68,289.28**	**69,080.15**

6 Long term provisions

(₹ in '00)

Particulars	31-March-2025	31-March-2024
Provision for employee benefits		
-Gratuity Provision	14,658.57	-
Total	**14,658.57**	-

7 Short term borrowings

(₹ in '00)

Particulars	31-March-2025	31-March-2024
Current maturities of long-term debt	2,01,159.74	3,91,802.23
Secured Loans repayable on demand from banks	4,67,680.47	3,02,941.19
Unsecured Loans and advances from related parties	5,74,696.64	7,73,222.70
Total	**12,43,536.85**	**14,67,966.12**

Borrowings includes

(₹ in '00)

Particulars	31-March-2025	31-March-2024
Any guarantee given by directors or others	6,68,840.21	6,94,743.42
Total	**6,68,840.21**	**6,94,743.42**

Particulars of Short term Borrowings

Name of Lender/Type of Loan	Rate of Interest	Nature of Security
CSB Bank Ltd	14.78%	Note: 1
CSB Bank Ltd	15.03%	Note: 1
CSB Bank Ltd	9.50%	Note: 1
Electrinica Finanace Limited	13.00%	Note: 2
Poonawalla Fincorp Limited	18.00%	Note: 3
Unsecured Loan From Directors	6.00%	Unsecured
Unsecured Loan From Relative of Director	6.00%	Unsecured

Note: 1) CSB Bank Ltd. : Primary Security- 1) Exclusive charge on entire current asset (present & future) of the company. Collateral Security- 2) Equitable Mortgage of Land and Building at Plot No. 5, Neelkanth Industrial Estate, B/H Gayatri Dairy, Vill-Dhanot, Gandhinagar, Gujarat, India, 382729. measuring 48364 Sq. ft. Owned by company Dain Colour Chem Limited. 3) Guarantee :- Personal Guarantee Promoters and Directors.

Note: 2) Electrinica Finanace Limited.: Primary security is Solar System which installed at Plot No. 5, Neelkanth Industrial Estate, B/H Gayatri Dairy, Vill-Dhanot, Gandhinagar, Gujarat, India, 382729.

Note: 3) Poonawalla Fincorp Limited.: Primary Unsecured and Colletaral by personal guarantee of Promoters.

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8 Trade payables

(₹ in '00)

Particulars	31-March-2025	31-March-2024
Due to Micro and Small Enterprises	-	55,724.52
Due to others	9,72,149.14	9,74,956.49
Total	**9,72,149.14**	**10,30,681.01**

8.1 Trade Payable ageing schedule as at 31-March-2025

(₹ in '00)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	-	-	-	-	-
Others	9,22,039.61	50,109.52	-	-	9,72,149.14
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
Sub total					**9,72,149.14**
MSME - Undue					-
Others - Undue					-
MSME - Unbilled dues					-
Others - Unbilled dues					-
Total					**9,72,149.14**

8.2 Trade Payable ageing schedule as at 31-March-2024

(₹ in '00)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	55,724.52	-	-	-	55,724.52
Others	9,74,956.49	-	-	-	9,74,956.49
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
Sub total					10,30,681.01
MSME - Undue					-
Others - Undue					-
MSME - Unbilled dues					-
Others - Unbilled dues					-
Total					**10,30,681.01**

9 Other current liabilities

(₹ in '00)

Particulars	31-March-2025	31-March-2024
Statutory dues	18,232.53	34,585.99
Advances from customers	3,14,310.35	-
Total	**3,32,542.88**	**34,585.99**

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10 Short term provisions

(₹ in '00)

Particulars	31-March-2025	31-March-2024
Provision for employee benefits		
-Gratuity Provision	3,303.01	-
Provision for income tax	1,32,587.64	75,879.15
Provision for Audit Fees	2,250.00	1,000.00
Provision for Bonus Expense	5,079.10	339.67
Provision for CSR	10,198.73	-
Provision for Electricity Expense	6,535.43	5,697.27
Provision for ETP Waste	23,000.00	-
Provision for Interest	782.60	-
Provision for Professional Expense	1,873.20	1,001.20
Provision for Telephone Expense	8.14	9.62
Provision for Wages Expense	1,627.00	6,630.91
Total	**1,87,244.85**	**90,557.82**

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DAIN COLOUR CHEM LIMITED
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Notes forming part of the Financial Statements

11 Property, Plant and Equipment

(₹ in '00)

Name of Assets	Gross Block				Depreciation and Amortization				Net Block	Net Block
	As on 01-Apr-24	Addition	Deduction	As on 31-Mar-25	As on 01-Apr-24	for the year	Deduction	As on 31-Mar-25	As on 31-Mar-25	As on 31-Mar-24
(i) Property, Plant and Equipment										
Land	50,352.00	-	-	50,352.00	-	-	-	-	50,352.00	50,352.00
Building	5,80,826.33	-	-	5,80,826.33	16,218.36	18,392.83	-	34,611.19	5,46,215.14	5,64,607.97
Plant and Equipment	20,92,380.72	3,50,330.29	-	24,42,711.01	53,575.64	1,01,419.57	-	1,54,995.21	22,87,715.80	20,38,805.08
Furniture and Fixtures	1,306.23	-	-	1,306.23	124.09	124.09	-	248.18	1,058.05	1,182.14
Vehicles	9,327.95	-	6,646.41	2,681.54	1,108.16	714.45	1,185.47	637.13	2,044.41	8,219.79
Office equipment	3,920.89	1,330.89	-	5,251.78	739.30	813.49	-	1,552.78	3,699.00	3,181.59
Computers & Printers	4,254.36	1,978.64	-	6,233.00	1,094.00	1,518.83	-	2,612.83	3,620.17	3,160.36
Electric Installation	1,04,569.41	3,355.71	-	1,07,925.12	3,848.27	4,987.73	-	8,836.00	99,089.12	1,00,721.14
Total	28,46,937.89	3,56,995.54	6,646.41	31,97,287.02	76,707.82	1,27,970.99	1,185.47	2,03,493.34	29,93,793.69	27,70,230.07
Previous Year	-	28,46,937.89	-	28,46,937.89	-	76,707.82	-	76,707.82	27,70,230.07	-

(ii) Intangible Assets										
Computer software	516.10	-	-	516.10	151.36	163.45	-	314.81	201.29	364.74
Total	516.10	-	-	516.10	151.36	163.45	-	314.81	201.29	364.74
Previous Year	-	516.10	-	516.10	-	151.36	-	151.36	364.74	-

(iii) Capital Work-in-progress	1,83,902.27	25,055.00

(iii) Capital Work-in-progress

(₹ in '00)

Particulars	31-March-2025	31-March-2024
Opening Balance	25,055.00	-
Add: Addition during the year	4,62,143.98	5,97,231.43
Less: Capitalised during the year	3,03,296.71	5,72,176.43
Closing Balance	**1,83,902.27**	**25,055.00**

Capital Work-in-Progress Aging Schedule

(₹ in '00)

Capital Work-in-Progress	Amount in CWIP for a period of				31-Mar-25	Amount in CWIP for a period of				31-Mar-24
	Less than 1 year	1 -2 Years	2-3 Years	More than 3 Years	Total	Less than 1 year	1 -2 Years	2-3 Years	More than 3 Years	Total
Projects in progress	1,83,902.27	-	-	-	1,83,902.27	25,055.00	-	-	-	25,055.00
Projects temporarily suspended	-	-	-	-	-	-	-	-	-	-

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12 Other non current assets (₹ in '00)

Particulars	31-March-2025	31-March-2024
Security Deposits		
-Trade Deposits	42,712.83	42,573.59
Bank Deposit having maturity of greater than 12 months	2,05,068.09	16,828.30
Total	**2,47,780.92**	**59,401.89**

13 Inventories (₹ in '00)

Particulars	31-March-2025	31-March-2024
Raw materials	4,93,099.14	76,537.81
Work-in-progress	6,28,652.87	28,683.91
Finished goods	1,70,028.00	1,94,333.25
Total	**12,91,780.01**	**2,99,554.97**

13.1 Inventories - Product Wise (₹ in '00)

Particulars	31-March-2025	31-March-2024
Acid	82,921.50	1,401.76
Activated carbon	2,325.60	2,998.40
Soda	77,690.00	3,359.72
Chemical	2,42,331.90	37,832.65
Salt	14,025.50	21,772.72
Sodium	9,450.00	9,172.56
Other Material	64,354.64	-
Total	4,93,099.14	76,537.81

14 Trade receivables (₹ in '00)

Particulars	31-March-2025	31-March-2024
Unsecured considered good	4,90,575.74	7,16,899.56
Total	**4,90,575.74**	**7,16,899.56**

14.1 Trade Receivables ageing schedule as at 31-March-2025 (₹ in '00)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables-considered good	4,42,331.95	38,893.58	4,021.44	-	-	4,85,246.97
Undisputed Trade Receivables-considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	5,328.77	-	-	5,328.77
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Sub total						**4,90,575.74**
Undue - considered good						-
Undue - considered doubtful						-
Provision for doubtful debts						-
Total						**4,90,575.74**

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14.2 Trade Receivables ageing schedule as at 31-March-2024

(₹ in '00)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables-considered good	7,08,131.93	8,751.19	16.44	-	-	7,16,899.56
Undisputed Trade Receivables-considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Sub total						**7,16,899.56**
Undue - considered good						-
Undue - considered doubtful						-
Provision for doubtful debts						-
Total						**7,16,899.56**

15 Cash and cash equivalents

(₹ in '00)

Particulars	31-March-2025	31-March-2024
Cash on hand	62,515.74	51,794.34
Balances with banks in current accounts	2,279.74	6,363.81
Others		
-Share Application Money Account with Bank	245.03	-
Cash and cash equivalents - total	65,040.51	58,158.15
Other Bank Balances		
Deposits with original maturity for more than 3 months but less than 12 months	12,093.00	5,247.86
Total	**77,133.51**	**63,406.01**

16 Short term loans and advances

(₹ in '00)

Particulars	31-March-2025	31-March-2024
Loans and advances to employees	12,758.00	3,010.00
Advances to suppliers	3,65,007.12	5,72,289.15
Balances with Government Authorities	67,134.67	89,271.84
Total	**4,44,899.79**	**6,64,570.99**

17 Other current assets

(₹ in '00)

Particulars	31-March-2025	31-March-2024
Interest Receivable	2,005.91	1,280.97
Prepaid Expenses	4,728.65	5,578.34
Receivable From NBFC	20,206.95	13,477.69
Total	**26,941.51**	**20,337.00**

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Notes forming part of the Financial Statements

18 Revenue from operations
(₹ in '00)

Particulars	31-March-2025	31-March-2024
Sale of products		
-Sale of Goods	28,08,489.72	15,26,711.12
Sale of services		
-Job Work	11,46,050.75	9,91,718.25
Total	**39,54,540.47**	**25,18,429.37**

19 Other Income
(₹ in '00)

Particulars	31-March-2025	31-March-2024
Duty Draw Back	6,783.66	9,712.94
Foreign Flctuation Gain	4,800.77	1,779.53
Interest Income	13,538.70	7,489.24
Profit on Sale of Asset	1,039.06	-
Rodtap Duty Scripts	3,555.76	10,445.62
Total	**29,717.95**	**29,427.33**

20 Cost of Material Consumed
(₹ in '00)

Particulars	31-March-2025	31-March-2024
Raw Material Consumed		
Opening stock	76,537.81	1,90,164.75
Purchases	31,29,305.31	12,56,935.13
Less: Closing stock	4,93,099.14	76,537.81
Total	**27,12,743.99**	**13,70,562.06**
Total	**27,12,743.99**	**13,70,562.06**

20.1 Cost of Matrial consumed - Product wise
(₹ in '00)

Particulars	31-March-2025	31-March-2024
Acid	1,73,035.26	35,803.51
Activated carbon	16,995.60	15,127.10
Soda	1,40,998.92	76,859.13
Chemical	3,51,695.09	41,340.16
Salt	73,782.22	52,656.88
Sodium	43,322.56	49,021.52
Other Material	5,46,976.39	3,27,621.90
Blanded Colour	13,65,937.95	7,72,131.87
Total	**27,12,743.99**	**13,70,562.06**

21 Change in Inventories of work in progress and finished goods
(₹ in '00)

Particulars	31-March-2025	31-March-2024
Opening Inventories		
Finished Goods	1,94,333.25	48,291.88
Work-in-progress	28,683.91	-
Less: Closing Inventories		
Finished Goods	1,70,028.00	1,94,333.25
Work-in-progress	6,28,652.87	28,683.91
Total	**(5,75,663.71)**	**(1,74,725.28)**

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22 Employee benefit expenses

(₹ in '00)

Particulars	31-March-2025	31-March-2024
Salaries and wages	1,90,016.06	1,13,438.09
Contribution to provident and other funds	7,223.48	6,131.94
Gratuity Expenses	17,961.58	-
Total	**2,15,201.12**	**1,19,570.03**

Defined Benefit Plan

Changes in the present value of the defined benefit obligation

(₹ in '00)

Particulars	31-March-2025	31-March-2024
	Gratuity	
Defined Benefit Obligation at beginning of the year	-	-
Current Service Cost	17,961.58	-
Interest Cost	-	-
Actuarial (Gain) / Loss	-	-
Benefits Paid	-	-
Defined Benefit Obligation at year end	**17,961.58**	-

Changes in the fair value of plan assets

(₹ in '00)

Particulars	31-March-2025	31-March-2024
	Gratuity	
Fair value of plan assets as at the beginning of the year	-	-
Expected return on plan assets	-	-
Contributions	-	-
Benefits paid	-	-
Actuarial gain/ (loss) on plan assets	-	-
Fair value of plan assets as at the end of the year	-	-

Reconciliation of present value of defined benefit obligation and fair value of assets

(₹ in '00)

Particulars	31-March-2025	31-March-2024
	Gratuity	
Present value obligation as at the end of the year	17,961.58	-
Fair value of plan assets as at the end of the year	-	-
Funded status/(deficit) or Unfunded net liability	17,961.58	-
Unfunded net liability recognized in balance sheet	17,961.58	-
Amount classified as:		
Short term provision	3,303.01	-
Long term provision	14,658.57	-

Expenses recognized in Profit and Loss Account

(₹ in '00)

Particulars	31-March-2025	31-March-2024
	Gratuity	
Current service cost	17,961.58	-
Interest cost	-	-
Deficit in acquisition cost recovered	-	-
Expected return on plan assets	-	-
Net actuarial loss/(gain) recognized during the year	-	-
Total expense recognised in Profit and Loss	**17,961.58**	-

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Investment details of the Plan Assets

(₹ in '00)

Particulars	31-March-2025	31-March-2024
	Gratuity	
Government of India Securities	-	-
Corporate Bonds	-	-
Insurer Managed Fund	-	-
Special Deposit Scheme	-	-
Total Fund Balance	-	-

Actuarial assumptions

Particulars	31-March-2025	31-March-2024
	Gratuity	
Discount Rate	6.83%	-
Expected Rate of increase in Compensation Level	6.00%	-
Expected Rate of return on Plan assets	NA	-
Mortality Rate	Indian Assured Lives Mortality 2012-14	-
Retirement Rate	60 years	-
Average Attained Age	41.13 Years	-
Withdrawal Rate	3.00% p.a. for all service groups.	-

General Description of the Plan

Every employee of the entity is entitled to the benefit equivalent to fifteen days salary last drawn for each completed year of service. The same is payable on termination of service or retirement, whichever is earlier. The benefit vests after five years of continuous service.

Net assets/liability & actuarial experience gain/(loss) for present benefit obligation ('PBO') and plan assets

(₹ in '00)

Particualrs	31/03/2025	31/03/2024	31/03/2023	31/03/2022	31/03/2021
PBO	17,961.58	-	-	-	-
Plan assets	-	-	-	-	-
Net assets/(liability)	(17,961.58)	-	-	-	-
Experience gain/(loss) on PBO	-	-	-	-	-
Experience gain /(loss) on plan assets	-	-	-	-	-
Actuarial gain due to change in assumptions	-	-	-	-	-

23 Finance costs

(₹ in '00)

Particulars	31-March-2025	31-March-2024
Interest expense	2,47,676.33	2,08,730.22
Other borrowing costs	19,082.00	-
Total	**2,66,758.33**	**2,08,730.22**

24 Depreciation and amortization expenses

(₹ in '00)

Particulars	31-March-2025	31-March-2024
Amortization of intangible assets	163.45	151.36
Depreciation on property, plant and equipment	1,27,970.99	76,707.82
Total	**1,28,134.44**	**76,859.18**

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25 Other expenses

(₹ in '00)

Particulars	31-March-2025	31-March-2024
Manufacturing Expenses		
-Freight Charges	24,418.46	63,055.82
-Labour Charges	2,783.10	29,423.34
-Power and fuel	2,40,581.79	1,92,819.01
Auditors' Remuneration	5,271.20	1,000.00
Bank Charges	1,909.49	295.08
Business Support Services	7,863.93	1,394.23
Commission Expenses	1,457.57	-
CSR Expenses	10,198.73	-
Donation Expenses	1,616.00	5,347.41
Legal & Professional Fees	44,376.86	10,607.11
Miscellaneous expenses	47,110.12	47,395.01
Packing & Forwarding Charges	12,260.86	-
Printing & Stationery	2,356.32	3,656.45
Rates and taxes	27,239.71	5,855.88
Rent	9,210.00	11,752.50
Repair & Maintanence-Others	997.11	2,073.51
Repair & Maintanence-Plant & Machinery	33,434.79	60,498.75
Telephone Expenses	68.56	101.25
Travelling Expenses	305.50	1,648.75
Total	**4,73,460.10**	**4,36,924.10**

26 Tax Expenses

(₹ in '00)

Particulars	31-March-2025	31-March-2024
Current Tax	1,32,587.64	96,717.56
Deferred Tax	68,289.28	69,080.15
Prior Period Taxes	-	25,046.49
Total	**2,00,876.92**	**1,90,844.20**

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27 Earning per share

Particulars	31-March-2025	31-March-2024
Profit attributable to equity shareholders (` in '00)	5,62,747.23	3,19,092.19
Weighted average number of Equity Shares	53,60,410	50,50,000
Earnings per share basic (Rs)	10.50	6.32
Earnings per share diluted (Rs)	10.50	6.32
Face value per equity share (Rs)	10	10

28 Auditors' Remuneration

(₹ in '00)

Particulars	31-March-2025	31-March-2024
Payments to auditor as		
- Stautory Auditor	1,250.00	500.00
- Tax Auditor	1,250.00	500.00
Total	**2,500.00**	**1,000.00**

29 Micro and Small Enterprise

(₹ in '00)

Particulars	31-March-2025		31-March-2024	
	Principal	Interest	Principal	Interest
Amount Due to Supplier	-	-	55,724.52	-
Principal amount paid beyond appointed date	-	-	-	-
Interest due and payable for the year	-	-	-	-
Interest accrued and remaining unpaid	-	-	-	-
Interest paid other than under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-	-	-
Interest paid under Section 16 of MSMED Act to suppliers registered under the MSMED Act beyond the appointed day during the year.	-	-	-	-
Further interest remaining due and payable for earlier years.	-	-	-	-

The Company is in the process of compilation of details of amounts due to small scale industrial units, and Further, the details from the vendors have been sought as to whether they are covered under MSMED Act 2006 (as amended from time to time) or not. and only the vendors who have informed their status as MSME to the company have been consider for above report.

30 Earnings in Foreign Currencies

(₹ in '00)

Particulars	31-March-2025	31-March-2024
Export of Goods calculated on FOB basis	5,70,199.20	7,79,122.13
Royalty, know-how, professional and consultation fees	-	-
Interest and dividend	-	-
Other income, indicating the nature thereof	-	-
Total	**5,70,199.20**	**7,79,122.13**

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31 Related Party Disclosure
(i) List of Related Parties

Director
-Ravi Dilip Madhani
-Dilip Jayntibhai Madhani
-Jigar Bharatkumar Suthar

Enterprise over which Director Relative have Control
-Paruchem Industries

Relative of Director
-Avni Ravi Madhani
-Smita Dilip Madhani
-Rupesh Dwarkadas Sangani
-Vivek Rupesh Sangani

(ii) Related Party Transactions
(₹ in '00)

Particulars	31-March-2025	31-March-2024
Transactions with Director		
Remunaration		
- Ravi Dilip Madhani	10,700.00	6,000.00
- Dilip Jayntibhai Madhani	9,950.00	10,050.00
- Jigar Bharatkumar Suthar	5,550.00	4,550.00
Interest Paid		
- Ravi Dilip Madhani	10,498.65	37,142.74
- Dilip Jayntibhai Madhani	90.08	189.17
- Jigar Bharatkumar Suthar	74.02	85.01
Loan Repayment		
- Dilip Jayntibhai Madhani	7,750.00	1,312.33
- Ravi Dilip Madhani	1,55,290.00	-
- Jigar Bharatkumar Suthar	500.00	-
Loan Taken		
- Dilip Jayntibhai Madhani	1,000.00	1,312.33
- Ravi Dilip Madhani	19,000.00	-
Transactions with Relative of Director		
Remunaration		
- Avni Ravi Madhani	6,500.00	4,000.00
- Rupesh Dwarkadas Sangani	3,000.00	3,000.00
Interest Paid		
- Avni Ravi Madhani	151.75	351.42
- Smita Dilip Madhani	1,639.62	6,616.28
- Rupesh Dwarkadas Sangani	124.10	88.04
- Vivek Rupesh Sangani	209.41	166.25
Loan Repayment		
- Avni Ravi Madhani	7,009.66	12,349.19
- Smita Dilip Madhani	52,470.00	1,76,612.10
- Rupesh Dwarkadas Sangani	2,376.65	-
- Vivek Rupesh Sangani	3,852.89	-
Loan Taken		
- Avni Ravi Madhani	-	12,349.19
- Smita Dilip Madhani	-	1,09,986.90
Continued to next page		

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Related Party Transactions

(` in '00)

Particulars	31-March-2025	31-March-2024
Continued from previous page		
- Rupesh Dwarkadas Sangani	500.00	-
- Vivek Rupesh Sangani	250.00	-
Transactions with Enterprise over which Director Relative have Control		
Sale		
- Paruchem Industries	49,224.77	-
Purchase		
- Paruchem Industries	84,532.08	-

(iii) Related Party Balances

(₹ in '00)

Particulars	31-March-2025	31-March-2024
Balances with Director		
Unsecured Loans Payable		
- Dilip Jayntibhai Madhani	-	6,657.96
- Jigar Bharatkumar Suthar	1,265.06	1,698.44
- Ravi Dilip Madhani	5,73,431.58	7,00,272.80
Remuneration Payable		
- Ravi Dilip Madhani	1,200.00	-
Balances with Relative of Director		
Unsecured Loans Payable		
- Avni Ravi Madhani	-	7,009.66
- Smita Dilip Madhani	-	52,437.81
- Rupesh Dwarkadas Sangani	-	1,752.55
- Vivek Rupesh Sangani	-	3,393.48
Balances with Enterprise over which Director Relative have Control		
Trade Receivable		
- Paruchem Industries	9,079.95	-

32 Security of Current Assets Against Borrowings

Reconciliation between Current Assets as per Quarterly statement filed with Bank and Current Asset as per Books of Account

(₹ in '00)

Particulars	Jun, 2024	Sept, 2024	Dec, 2024	Mar, 2025
Current Assets as per Quarterly Return filed with Bank	10,54,563.89	7,91,778.84	12,52,047.65	18,32,138.42
Less:				
Receipts accounted later	11,867.97	49,029.77	27,406.61	49,782.67
Current Assets as per Books of Account	**10,42,695.92**	**7,42,749.07**	**12,24,641.04**	**17,82,355.75**

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33 Ratio Analysis

Particulars	Numerator/Denominator	31-March-2025	31-March-2024	Change in %
(a) Current Ratio	Current Assets / Current Liabilities	0.85	0.67	26.71%
(b) Debt-Equity Ratio	Total Debts / Shareholder's Equity	0.96	9.48	-89.88%
(c) Debt Service Coverage Ratio	Earning available for Debt Service / Debt Service	1.07	2.76	-61.19%
(d) Return on Equity Ratio	Profit after Tax / Average Shareholder's Equity	46.43%	196.91%	-76.42%
(e) Inventory turnover ratio	Total Turnover / Average Inventories	4.97	16.81	-70.44%
(f) Trade receivables turnover ratio	Total Turnover / Average Trade Receivable	6.55	7.03	-6.77%
(g) Trade payables turnover ratio	Total Purchases / Average Trade Payable	3.12	2.44	28.12%
(h) Net capital turnover ratio	Total Turnover / Closing Working Capital	(9.78)	(2.93)	-233.76%
(i) Net profit ratio	Net Profit / Total Turnover	14.23%	12.67%	12.31%
(j) Return on Capital employed	Earning before interest and taxes / Capital Employed	24.24%	20.75%	16.85%
(k) Return on investment	Return on Investment / Total Investment	0.00%	0.00%	

Reasons for Variances

Remarks for variance more than 25%

(a) Current Ratio : Movement in ratio is due to Increase in Current Assets.

(b) Debt-Equity Ratio : Movement in ratio is due to Increase in Equity and Decrease in Total Debts.

(c) Debt Service Coverage Ratio : Movement in ratio is due to Increase in Debt Service.

(d) Return on Equity Ratio : Movement in ratio is due to Increase in Average Share holders Equity.

(e) Inventory turnover ratio : Movement in ratio is due to Increase in Average Inventories.

(f) Trade receivables turnover ratio : Not applicable.

(g) Trade payables turnover ratio : Movement in ratio is due to increase in Total Purchases.

(h) Net capital turnover ratio : Movement in ratio is due to increase Closing Working Capital.

(i) Net profit ratio : Not applicable.

(j) Return on Capital employed : Not applicable.

(k) Return on investment : Not applicable.

TATOSANIYA & CO LLP ★ CHARTERED ACCOUNTANTS ★ FRN:139322W/W101039

34 CSR Expenditure

(₹ in '00)

Particulars	31-March-2025	31-March-2024
Amount required to be spent by the company during the year	10,198.73	-
Shortfall at the end of the year	10,198.73	-

Reason for shortfall

Being in the initial year of implementation and due to a lack of awareness regarding the applicability of CSR to our company, we did not spend the allocated amount directly. However, as of September 20, 2025, the company has transferred a CSR amount of Rs. 1,019,873 to the PM Care Account.

Nature of CSR activities

the company has transferred a CSR amount to the PM Care Account as on September 20, 2025.

35 Other Statutory Disclosures as per the Companies Act, 2013

(i) There are no intangible assets under development so the ageing schedule for the same is not applicable.

(ii) The company has not granted any loans to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013) either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.

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

(iv) The Company is not declared as wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

(v) There is no transaction with the stuck-off company during the financial year.

(vi) There are no charges or satisfaction yet to be registered with Registrar of Companies (ROC) beyond the statutory period.

(vii) The Company is in compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act read with the Companies (Restriction on number of Layers) Rules, 2017.

(viii) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ix) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

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

(xi) The company does not have any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the company.

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

(xiii) The Company has not revalued any of its Property, Plant and Equipment during the year.

(xiv) The Company doesn't have any contingent liabilities.

(xv) The company has not entered into any Scheme of Arrangements which has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

(xvi) The company doesn't have any subsidiary as on the Balance sheet date and accordingly no consolidation to the Financials Statements are require to be prepared.

TATOSANIYA & CO LLP
CHARTERED ACCOUNTANTS
FRN:139322W/W101039

DAIN COLOUR CHEM LIMITED
(CIN: U15130GJ2023PLC138560)
Notes forming part of the Financial Statements

36 Subsequent Events

The Company has evaluated subsequent events from the balance sheet date till the date at which the financial statements were available to be issued, and determined that there are no material items to disclose other than those disclosed above.

37 Regrouping

Previous year's figures are regrouped or rearranged to make them comparable with those of current year.

As per our report of even date
For Tatosaniya & Co LLP
Chartered Accountants
Firm's Registration No. 139322W/W101039

Govind Tatosaniya
Partner
Membership No. 155913
UDIN: 25155913BMHWEW7417
Place: Ahmedabad
Date: 25-September-2025

For and on behalf of the Board of
DAIN COLOUR CHEM LIMITED

Dilip J. Madhani
Director
DIN-02497594

Ravi D. Madhani
Director
DIN-09864398

Jigar B. Suthar
Director
DIN-09864399

Place: Gandhinagar
Date: 25-September-2025