

Management Discussion and Analysis Report

GLOBAL ECONOMIC SCENARIO

The global economy has just emerged from what can only be described as a prolonged stress test. Over the past few years, it has weathered a chain of disruptions, including the pandemic, escalating consequences of climate change, a series of geopolitical shocks, and now, the redrawing of global trade through de-globalization and tariff wars. These events have upended supply chains, stoked inflationary pressures, and pushed governments into emergency mode, deploying extraordinary fiscal and monetary interventions to steady the ship. And while the global economy has weathered each storm, the recovery has been anything but uniform. A few advanced and developed economies are finding their footing but much of the global economy remains stuck in the long shadow of the heightened volatility, highlighting just how uneven resilience can be in an interconnected world.

According to the IMF's World Economic Outlook (April 2025), global growth is projected at 2.8% for 2025, a downward revision from earlier forecasts, reflecting increased policy uncertainty and ongoing trade tensions. For 2026, the IMF forecasts global growth of 3.0%, indicating a lack of significant acceleration from the 2025 projection. This subdued outlook is attributed to lingering effects of high debt levels, weak investment, slow productivity growth, and demographic pressures. While the green transition and technological advancements like AI offer potential upside, their benefits are not expected to be evenly distributed, and many developing countries face challenges in mobilizing finance for necessary investments.

The global economy grew by an estimated 3.2% in 2024, although growth varied widely across regions. The Euro area, in particular, continued to experience subdued economic activity. Entering 2025, the global economy showed signs of strong momentum; however, this is now weakening due to rising protectionism and escalating trade restrictions.

The full implications of the ongoing tariff war will become evident once the reciprocal tariffs announced by the United States take effect in July 2025. These measures are expected to disrupt global trade flows and supply chains, as major exporting nations seek alternative markets – potentially leading to increased dumping. This shift comes at a time when global demand remains muted, and concerns about a potential recession are mounting.

Notably, the U.S.'s proposed 26% tariff on Indian exports is considerably lower than the rates proposed for China (145%), Taiwan (32%), and Vietnam (46%). This differential gives Indian products a relative cost advantage, potentially enabling India to expand its export footprint and partially offset the decline projected by the Global Trade Research Initiative (GTRI).

Monetary policy trends indicate that major central banks will continue easing interest rates, though at varying paces, reflecting differences in economic growth and inflation outlooks. At the same time, fiscal tightening is expected across advanced economies particularly in the United States, while emerging and developing markets are likely to adopt a more gradual approach.

As economies navigate this evolving landscape, the delicate balance between inflation control and growth ambitions will define the trajectory of global recovery. Policy decisions in the coming years will play a crucial role in determining whether the world economy can sustain its resilience amid lingering uncertainties.

Asia:

Asia continues to assert its role as a pivotal driver of global economic growth. In 2025, the region's economy is projected to expand by 4.5%, increasing its share of global economic output to 48.6% when measured by purchasing power parity (PPP). This growth underscores Asia's resilience and its central position in the world economy.

Several economies are expected to experience robust growth including China, India, Vietnam, the Philippines, Mongolia, Cambodia, and Indonesia. This momentum is fuelled by factors such as accelerated digitalization, rising domestic consumption, and strengthening intra-regional trade among others.

Despite facing challenges linked to global trade tensions and evolving U.S. reciprocal tariffs, Asian nations are proactively enhancing regional economic integration. Initiatives like the Regional Comprehensive Economic Partnership (RCEP) and the Comprehensive and Progressive Agreement for Trans-Pacific Partnership (CPTPP) aim to lower trade barriers and improve Asia's economic integration benefits from coordinated policies, trade liberalization, deepening financial cooperation, and

robust infrastructure development. China maintains a dominant position in global value chains, while ASEAN countries have significantly enhanced their roles. India is increasingly integrating into regional value chains, further solidifying Asia's status as a key pillar of global trade.

Overall, Asia's economic trajectory remains positive, bolstered by strong growth in key economies and enhanced regional integration efforts. Nonetheless, vigilance is required to navigate emerging threats and sustain the region's pivotal role in the global economy.

Sources:

- <https://www.imf.org/en/Publications/WEO/Issues/2024/10/22/world-economic-outlook-october-2024>
- <https://www.imf.org/en/Publications/WEO/Issues/2025/01/17/world-economic-outlook-update-january-2025>
- <https://www.asiahouse.org/research-analysis/asia-house-annual-outlook-asias-economies-to-power-ahead-in-2025/>
- <https://www.reuters.com/world/china-japan-south-korea-will-jointly-respond-us-tariffs-chinese-state-media-says-2025-03-31/>
- <https://asean.org/our-communities/economic-community/integration-with-global-economy/regional-comprehensive-economic-partnership-rcep/>
- <https://www.reuters.com/markets/asia/asias-weighted-real-gdp-growth-rate-projected-reach-45-2025-report-says-2025-03-25/>
- <https://www.reuters.com/world/india/indian-rupee-slide-again-after-brief-recovery-erasing-nearly-all-gains-2025-04-01/>
- <https://www.reuters.com/world/china/morgan-stanley-raises-chinese-stock-targets-again-earnings-optimism-2025-03-26/>
- <https://pib.gov.in/PressReleasePage.aspx?PRID=2123826>
- <https://www.imf.org/en/Publications/WEO/Issues/2025/04/22/world-economic-outlook-april-2025>

Snapshot of projected global growth trends

Particular	Projections		
	2024A	2025E	2026E
World Output	3.3	2.8	3.0
Advanced Economies	1.8	1.4	1.5
United States	2.8	1.8	1.7
Eurozone	0.9	0.8	1.2
Japan	0.1	0.6	0.6
United Kingdom	1.1	1.1	1.4
Other Advanced Economies	2.2	1.8	2.0
Emerging Market and Developing Economies	4.3	3.7	3.9
China	5.0	4.0	4.0
India	6.5	6.2	6.3

IMF Report – April 2025



INDIAN ECONOMIC SCENARIO

India's economic growth remains resilient despite global uncertainties. The International Monetary Fund (IMF) projects India's GDP to grow at 6.2% in 2025 and 6.3% in 2026 as per latest forecasts released in April 2025, making it the fastest-growing major economy. This growth is underpinned by strong private consumption, robust exports, and macroeconomic stability. However, external headwinds such as geopolitical tensions, trade disruptions, reciprocal tariffs and a sluggish global recovery could impact exports and industrial performance, forcing India to leverage its domestic strengths to sustain momentum.

Decoding the GDP Growth

The moderation in India's GDP growth in FY 2024-25, was primarily due to slower capital expenditure and weaker exports. Exports were hampered by supply chain disruptions, particularly in the Red Sea region, while industrial growth was weighed down by contractions in mining and electricity.

Despite these challenges, rural consumption remained robust, supported by strong monsoons, higher agricultural growth, and increased sales of consumer goods. The services sector continued to be a key growth driver.

Budget 2025: Outlook & Impact

On February 1, 2025, Hon'ble Finance Minister Nirmala Sitharaman presented her eighth budget, introducing tax cuts for the middle class to boost consumption.

The Union Budget 2025-26 emphasizes infrastructure development, digital transformation and rural upliftment – key pillars supporting India's ambition to become a \$5 trillion economy. With the fiscal deficit maintained within a manageable range, the Government has fiscal space to increase spending and sustain economic momentum. Notably, manufacturing exports – especially in high-value-added segments such as electronics and semiconductors – have shown resilience, highlighting India's rising integration into global value chains. However, inflation continues to pose a significant challenge to macroeconomic stability.

While the budget offers short-term stimulus, India's long-term trajectory hinges on structural reforms, ease of doing business, and financial inclusion.

Capital Market Resilience & Fiscal Stability

India's capital markets have remained resilient amid global volatility, driven by the rising participation of domestic institutional investors (DIIs). This shift has reduced reliance on foreign capital flows, making the markets less vulnerable to external shocks and boosting investor confidence in long-term stability.

Stable capital markets are essential for channelling savings into productive investments, and India's increasingly robust financial ecosystem provides a strong foundation for sustained economic growth. This resilience reflects the strength of India's demographic dividend and expanding middle class, which are not only powering consumption and employment but also anchoring the country's financial market stability.

On the fiscal front, the fiscal deficit is projected to be 4.8% of GDP for FY 2024-25, lower than the initial target of 5.1% envisaged at the start of the year. The reduction is based on factors such as reduced capital expenditure and higher-than-anticipated dividends from the central bank and also factors an increase in government spending in the latter half of the fiscal year, which could support economic activity.

Risks & Near-Term Outlook

Inflation remains a concern, prompting the RBI to maintain its policy rate for the eleventh consecutive review. Core inflation is inching upwards, which could impact consumer spending if left unchecked. Additionally, evolving global trade policies and protectionist measures in developed markets may pose risks to India's export outlook.

However, India's long-term growth story remains intact, supported by structural reforms, macroeconomic stability, and a rising middle class. With FDI inflows increasing and a strategic push toward manufacturing and digital transformation, India is set to retain its position as the world's fastest-growing major economy. The IMF's projection of 6.2% growth in 2025 reinforces confidence in the country's economic trajectory.

Despite short-term volatility, India's strong economic fundamentals continue to position it as a pivotal force in the global growth story. To sustain this momentum, expanding access to long-term finance – particularly by deepening capital markets – will be critical in reinforcing investor confidence and strengthening the overall investment climate.

Sources:

- <https://www.gisreportsonline.com/r/india-economic-growth/>
- <https://www2.deloitte.com/us/en/insights/economy/asia-pacific/india-economic-outlook.html>
- <https://www.businesstoday.in/latest/economy/story/india-to-stay-fastest-growing-economy-with-65-gdp-in-fy26-but-reforms-key-for-future-momentum-imf-466388-2025-03-01>
- <https://pib.gov.in/PressReleasePage.aspx?PRID=2123826>
- <https://www.imf.org/en/Publications/WEO/Issues/2025/04/22/world-economic-outlook-april-2025>

INDUSTRY OUTLOOK AND TRENDS

The global chemical industry is staging a strong recovery from prolonged volatility, with production growth now outpacing 2023 levels. Market momentum remains robust – according to Research & Markets, the global chemicals market is expected to grow from \$5.61 trillion in 2024 to \$6.15 trillion in 2025, and further to \$8.58 trillion by 2029, reflecting a healthy compound annual growth rate (CAGR) of 8.6%.

With demand strengthening across key end-use sectors and the inventory destocking cycle normalizing, industry players are prioritizing cost optimization, decarbonization, product portfolio diversification, and innovation. These strategic shifts are positioning companies to sustain growth and enhance resilience in an evolving global landscape.

Since the COVID-19 pandemic, the chemical industry has navigated significant market fluctuations. The strong pent-up demand and inventory buildup of 2021-22 was followed by declining revenues and shrinking margins in 2023, with operating margins hitting their lowest levels since the recession during FY 2007 to FY 2009. These challenges forced cost-optimization programs, post which margins have started to recover, signalling a gradual industry turnaround.

Looking ahead, growth will be influenced by macroeconomic uncertainties, regulatory shifts, evolving customer demands, and technological advancements.

Several trends that will shape the industry's trajectory in the near term:

- **Digital Transformation:** AI and predictive analytics will enhance operational efficiency, reduce waste, and accelerate the development of sustainable, high-performance products.
- **Geopolitical & Supply Chain Shifts:** Ongoing trade tensions, reciprocal tariffs and shifting global alliances are driving companies to reconfigure supply chains, investing in regional production hubs and localized sourcing to enhance resilience.
- **Asia-Pacific's Leadership:** The Asia-Pacific region will continue to dominate global chemical production, with companies balancing competitive pricing and product quality to maintain market share.
- **Rise of Speciality Chemicals:** High-margin speciality chemicals will gain prominence, especially in semiconductors, automotive, green energy as well as new-age sectors.
- **Sustainability & Innovation:** Investments in low-carbon technologies, circular economy initiatives, and renewable feedstocks will accelerate R&D and product development.

The chemical industry enters the new year with cautious optimism. However, this optimism can be tempered by several disruptive forces reshaping the industry. From green energy and AI-driven manufacturing to supply chain volatility, companies must adapt swiftly to stay ahead.



Emerging Disruptions & Opportunities

• Green Energy & Sustainability

Green energy is set to transform chemical production as companies shift toward renewable energy sources such as solar, wind, and bioenergy to reduce carbon emissions and comply with stricter environmental regulations. By minimizing reliance on fossil fuels, chemical manufacturers can lower greenhouse gas emissions and cut long-term operational costs. Additionally, the growth of bio-based chemicals and renewable feedstocks will create sustainable alternatives to traditional petrochemicals. While infrastructure and technology investments will be necessary, they will offer long-term competitive advantages and market differentiation.

• AI-Driven Efficiency & Innovation

AI will play a critical role in improving efficiency, enhancing decision-making, and accelerating innovation across the chemical sector. Machine learning and real-time data analytics will optimize production processes, reduce waste, and lower operational costs. AI-driven simulations and modeling will enable faster discovery of new materials and formulations, expediting R&D efforts and time-to-market for new products. Moreover, AI will improve supply chain resilience by enhancing demand forecasting, inventory management, and logistics optimization, making the industry more agile, sustainable, and cost-efficient.

To thrive in 2025 and beyond, chemical companies must embrace sustainability, digital transformation, and supply chain agility. Those that invest in innovation and resilience today will define the industry's future

• Macroeconomic & Geopolitical Disruptions

The chemical industry faces several potential disruptions due to geopolitical instability, energy price volatility, and regulatory shifts. Trade restrictions, conflicts, and tariffs could impact raw material sourcing, leading to higher costs and supply chain delays. Fluctuations in global energy markets will affect chemical production costs, particularly for energy-intensive processes.

Additionally, stricter environmental regulations will drive mandatory investments in green technologies, carbon capture, and sustainable manufacturing practices. Climate change and extreme weather events could further disrupt production facilities and logistics, adding operational unpredictability. As customer demands shift toward sustainability and high-performance materials, chemical companies must adapt quickly to remain resilient, competitive, and innovative.

Navigating the Future

To thrive in 2025 and beyond, chemical companies must embrace sustainability, digital transformation, and supply chain agility. Those that invest in innovation and resilience today will define the industry's future.

Sources:

- <https://www2.deloitte.com/us/en/insights/industry/oil-and-gas/chemical-industry-outlook.html>
- <https://www.globenewswire.com/news-release/2025/01/20/3011825/0/en/Global-Chemical-Industry-Outlook-worth-6-324-billion-by-2025-at-a-CAGR-of-2-3-says-MarketsandMarkets.html>
- <https://www.spglobal.com/content/dam/spglobal/ci/en/documents/news-research/special-reports/Chemical%20Trends%20H1%202025.pdf>

INDIAN CHEMICAL INDUSTRY

The Indian chemical industry plays a pivotal role in the nation's economy, ranking 6th globally and 3rd in Asia in chemical production. As a highly diversified sector offering over 80,000 commercial products, it supports a wide range of downstream industries including agriculture, textiles, automotive, and pharmaceuticals. The industry's robust domestic base, strong global presence, and comprehensive product portfolio – spanning bulk chemicals, agrochemicals, speciality chemicals, polymers, petrochemicals, and fertilizers – position it for sustained growth. Driven by rising demand from end-use sectors like packaging, automotive, and healthcare, and further supported by favorable government policies, infrastructure upgrades, and access to cost-competitive skilled labor, the industry is projected to reach \$300 billion by 2025 and scale up to \$1 trillion by 2040. This expansion is underpinned by increasing domestic demand, strategic Government initiatives (like PLI schemes, PCPIRs, etc.) and substantial foreign direct investment (FDI) among others.

Market Dynamics and Growth Drivers

The expansion is fuelled by increasing demand from key end-use industries such as packaging, automotive, pharmaceuticals, and more. According to a McKinsey report, the industry is projected to grow at 11–12% annually from 2021 to 2027, and 7–10% from 2027 to 2040. If sustained, this growth could enable India to triple its global market share by 2040. Supportive Government policies, improved infrastructure, and access to skilled, cost-effective labor are further strengthening India's position as a global hub for chemical manufacturing.

Speciality chemicals, agrochemicals, and petrochemicals are emerging as key growth engines of the global chemical industry, with projected CAGRs of 11.5%, 8.3%, and 11% respectively through 2027. This growth underscores a clear shift toward high-value, application-specific solutions tailored to diverse industrial needs.

Speciality chemicals, which account for approximately 20% of the global chemical market, are particularly dynamic. In India, this segment is expected to grow at a robust CAGR of 12%, reaching \$64 billion by 2025 – driven by rising demand, strong export potential, and increasing integration into global value chains.

According to McKinsey report, the industry is projected to grow at 11–12% annually from 2021 to 2027, and 7–10% from 2027 to 2040.

Investment and Policy Initiatives

The Indian Government has been proactive in fostering the chemical industry's growth through various initiatives. The Petroleum, Chemicals, and Petrochemicals Investment Regions (PCPIRs) are expected to attract investments worth \$420 billion, underscoring the sector's robust potential. Additionally, the establishment of seven Central Institutes of Petrochemicals Engineering & Technology (CIPET) and the Institute of Pesticide Formulation Technology (IPFT) aims to drive skill development, ensuring a competent workforce to support the industry's expansion.

The Government is also contemplating the introduction of a production-linked incentive (PLI), Employee linked Incentive (ELI) scheme for the chemical and petrochemical industry to boost domestic manufacturing and exports.

Sources:

- https://www.ey.com/en_in/insights/chemicals/catalyzing-growth-india-s-chemicals-and-petrochemicals-drive-growth
- <https://manufacturing.economictimes.indiatimes.com/news/chemicals/indias-chemical-industry-set-to-reach-1-trillion-by-2040-says-mckinsey-report/118707931>
- <https://www.indianchemicalnews.com/policy/budget-2025-impact-on-the-indian-chemical-sector-by-aashish-kasad-senior-partner-ey-india-and-national-leader-chemicals-and-agri-sector-and-pari-shah-director-ey-india-25235>



STRATEGIC EMPHASIS: MINIMIZING DEPENDENCY ON IMPORTED CHEMICALS

India's chemical industry, despite its strong domestic manufacturing base, remains heavily reliant on imports for several key raw materials and intermediates. This dependency increases vulnerability to global supply chain disruptions, geopolitical risks, and price volatility. In response, the Government and industry players are intensifying efforts to reduce import dependence and strengthen self-sufficiency in chemical production.

Key Challenges of Import Dependency

- **Raw Material Shortages & Price Volatility:** A significant portion of India's chemical imports includes petrochemical feedstocks, speciality chemicals, and intermediates essential for industries like pharmaceuticals, agrochemicals, and electronics. Any global supply chain disruption such as the recent Red Sea crisis or geopolitical tensions directly impacts domestic manufacturers by causing supply shortages and cost escalations.
- **Trade Deficit & Supply Chain Vulnerabilities:** India's import bill for chemicals and petrochemicals remains substantial. In FY2024, the country imported chemicals worth over \$50 billion, a figure that has been steadily rising. High reliance on Chinese and European suppliers for speciality chemicals and intermediates further exposes India to trade-related uncertainties.
- **Environmental & Energy Security Concerns:** Many imported chemicals, particularly petrochemical derivatives, are energy-intensive and contribute to carbon emissions. Reducing dependence on fossil fuel-based chemical imports aligns with India's long-term sustainability and energy security goals.

Government Interventions & Policy Initiatives

To tackle these challenges, the Indian Government has introduced several measures to promote domestic production and minimize dependency on imports:

Encouraging Alternative Feedstocks:

- Hon'ble Union Minister Shri J.P. Nadda has emphasized the need for diversification of feedstock sources, including biomass, plastic waste recycling, and green hydrogen
- Research and pilot projects are being encouraged to explore bio-based alternatives for petrochemicals

Tariff Rationalization & Import Duty Adjustments:

- The Government is reviewing import tariffs on several chemical products, part of a broader reassessment. Some of these where Anti Dumping Duty has been imposed include PEDA, acetonitrile, vitamin-A palmitate, insoluble sulphur, and potassium tertiary butoxide among others — aimed at boosting domestic manufacturing and reducing import dependency
- In early 2025, India removed import duties on essential materials required for EV batteries and electronic components, aiming to support local production and downstream industries

[Source: <https://www.fibre2fashion.com/news/textile-news/india-imposes-anti-dumping-duty-on-six-chemicals-from-china-303519-newsdetails.html>]

Boosting Domestic Manufacturing Through Incentives:

- The Government is considering a new Production – Linked Incentive (PLI) scheme for the chemicals sector. Modelled after successful PLI initiatives in the electronics and pharmaceuticals industries, this scheme aims to strengthen domestic manufacturing capabilities and reduce reliance on imports



- A long-term vision for the chemicals and petrochemicals sector has been outlined under the Vision 2034 initiative. This roadmap focuses on enhancing local production, minimizing imports, and attracting significant investments. Plans include implementing PLI incentives of 10–20% for the agrochemical segment, with an emphasis on developing integrated manufacturing ecosystems through cluster-based growth
- The Petroleum, Chemicals, and Petrochemicals Investment Region (PCPIR) policy aims to attract \$420 billion in investments. This initiative is designed to establish self-reliant, globally competitive chemical manufacturing clusters, promoting large-scale infrastructure and industrial development

Developing Indigenous Chemical Infrastructure:

- Expansion of Petrochemical Complexes: New petrochemical hubs are being set up in key locations like Paradip, Dahej, and Jamnagar to enhance domestic production of high-value chemicals and intermediates
- Investments in Research & Development (R&D): Government-backed research institutes such as the Central Institutes of Petrochemicals Engineering & Technology (CIPET) are promoting indigenous chemical innovation

Strategic Focus on Speciality Chemicals & Green Chemistry:

- Speciality chemicals, has witnessed strong growth. The Government is incentivizing domestic players to produce speciality and performance chemicals that were previously imported
- Circular economy initiatives are being pushed to develop bio-based and recycled chemical alternatives, reducing reliance on imported petrochemicals

Industry-Led Initiatives to Reduce Import Dependency

Apart from Government interventions, leading chemical companies in India are taking proactive steps:

Backward Integration Strategies:

- Major Indian chemical companies are expanding their in-house production of key intermediates
- India's backward integration strategies focus on reducing import dependence by boosting domestic production of key chemical intermediates
- Government support through PLI schemes and infrastructure development encourages upstream investment

Localization of High-Demand Intermediates:

- India has traditionally imported a significant share of its pharma intermediates (APIs), agrochemical precursors, and speciality coatings. Many Chemicals companies are setting up plants to produce these chemicals domestically

Sustainable & Green Chemical Development:

- Bio-based chemical manufacturing is gaining traction, with firms exploring ethanol-based derivatives, green hydrogen applications, and waste-to-chemicals technologies to reduce reliance on imported petrochemicals
- Investments in carbon capture and utilization (CCU) technologies are expected to improve self-sufficiency while aligning with global sustainability goals

The Road Ahead: Building a Resilient Domestic Chemical Supply Chain

With strong Government support and private sector initiatives, India is well-positioned to reduce its dependency on imported chemicals in the coming years. The key to achieving this will be:

- Accelerating domestic petrochemical infrastructure expansion
- Strengthening incentives for speciality and performance chemicals
- Promoting waste-to-chemical and bio-feedstock adoption
- Enhancing trade policies to balance local manufacturing growth with necessary imports

By focusing on these strategic priorities, India can bolster its domestic chemical ecosystem, mitigate risks from external supply shocks, and establish itself as a global leader in sustainable and self-sufficient chemical manufacturing.

Sources:

- https://www.chemanalyst.com/NewsAndDeals/NewsDetails/budget-2025-chemical-industry-pushes-for-customs-duty-revisions-34055?utm_source=chatgpt.com
- <https://phys.org/news/2025-04-sustainable-biomanufacturing-key-india-green.html>
- <https://www.tribuneindia.com/news/business/indian-chemical-industry-to-benefit-from-us-tariffs-on-china-prabhudas-lilladher-report/>
- <https://www.tradeimex.in/blogs/what-country-producer-of-chemicals>
- <https://www.reuters.com/world/india/india-review-tariff-surge-luxury-goods-renewables-chemicals-amid-us-pressure-2025-02-05/>
- https://www.sahilbhadviya.in/blog/can-deepak-nitrite-give-10x-return-in-10-years?utm_source=chatgpt.com
- <https://www.equitymaster.com/detail.asp?date=02%2F18%2F2025&story=4&title=Pros-and-Cons-of-Investing-in-Deepak-Nitrite>

STRUCTURAL GROWTH DRIVERS FOR INDIA

India's chemical industry is undergoing a significant transformation, fuelled by rising domestic consumption, strategic policy support, and evolving global supply chain dynamics. As a backbone of industrial growth, the sector is deeply integrated with several key industries – including agriculture (fertilizers and agrochemicals), pharmaceuticals (APIs and intermediates), automotive (polymers, coatings, and lubricants), textiles (dyes and processing chemicals), construction (adhesives, paints, and sealants), and electronics (speciality gases and semiconductors). This wide-ranging influence has led to substantial value creation – measured not only by the industry's expanding market size, but also by gains in manufacturing capacity, export performance, employment, and foreign direct investment.

Looking ahead, with continued investment, rising demand, and supportive Government initiatives such as the Production Linked Incentive (PLI) scheme and infrastructure expansion, the industry is projected to grow to \$300 billion by 2028. This growth underscores India's emerging position as a global hub for speciality chemicals, green alternatives, and custom manufacturing, poised to meet both domestic and international demand at scale.

Several key factors that are driving sustained growth:

1. Expanding Domestic Consumption

India's chemical industry is a critical enabler of key sectors such as agriculture, pharmaceuticals, automotive, electronics, and construction. Driven by rapid urbanization and a growing industrial base, domestic demand for chemicals is accelerating across these industries. Currently, 70% of India's chemical output is consumed within the country, reflecting the sector's strong integration with the national economy.

India ranks as the world's second-largest manufacturer of dyes, third-largest consumer of polymers, and fourth-largest producer of agrochemicals. By 2040, domestic chemical demand is expected to reach \$850 – \$1,000 billion, with India projected to contribute 20% of incremental global chemical consumption. This surge will unlock unparalleled opportunities for investment, capacity expansion, and global leadership in the sector.

Looking ahead, with continued investment, rising demand, and supportive Government initiatives such as the Production Linked Incentive (PLI) scheme and infrastructure expansion, the industry is projected to grow to \$300 billion by 2028.

2. Sustainability-Driven Consumer Behavior

Consumer preferences are rapidly shifting towards eco-friendly, sustainable, and socially responsible products, reshaping demand patterns in the chemical industry. Increasing regulatory pressures and awareness about environmental impact are driving the demand for green chemicals, biodegradable materials, and non-toxic formulations. India, being a leading producer of speciality chemicals essential for sustainable products, is well-positioned to capitalize on this trend. Companies are actively investing in green chemistry, bio-based chemicals, and circular economy models to cater to both domestic and global sustainability requirements, ensuring long-term competitiveness in an evolving market.

3. Geopolitically-Driven Supply Chain Realignment

With disruptions in global trade and increasing geopolitical tensions, manufacturers are actively seeking alternative markets to strengthen supply chains. India's cost competitiveness, regulatory framework, and manufacturing capabilities make it a preferred destination, positioning the country as a trusted global partner in chemical production and exports.

4. Strong Policy Support and Government Incentives

The Indian Government has implemented transformative policies to boost the chemical industry's growth, including

- Remission of Duties and Taxes on Exported Products (RoDTEP) – Enhancing export competitiveness
- Petroleum, Chemicals & Petrochemical Investment Region (PCPIRs) – Creating dedicated hubs for large-scale investments
- Plastic Parks Initiative – Supporting the growth of sustainable and value-added plastic manufacturing

These initiatives are accelerating investments, enhancing domestic production, and reducing import dependency, further strengthening the industry's global positioning.

5. Competitive Advantages in the Global Market

India's low manufacturing costs, skilled workforce, and abundant natural resources, combined with its commitment to sustainability across the supply chain, provide a distinct edge in the global chemicals value chain. As sustainability compliance becomes a key differentiator worldwide, India's early adoption of green chemistry and circular economy practices enhances its attractiveness as a manufacturing hub.

With these structural growth drivers in place, India's chemical industry is set to become a global powerhouse, offering immense opportunities for investment, innovation, and long-term economic growth.

Sources:

- <https://www.investindia.gov.in/team-india-blogs/chemical-industry-growth-drivers-and-investment-opportunities-india>

As industries worldwide shift towards sustainability and high-value speciality chemicals, India is well-positioned to lead with its diverse portfolio, operational excellence, and increasing R&D investments.

DOMESTIC INDUSTRY OUTLOOK: INDIA'S CHEMICAL SECTOR – A GLOBAL POWERHOUSE

India's chemical sector has rapidly emerged as a global leader, exporting to over 175 countries and cementing its status as a trusted manufacturing hub. With exports surpassing \$20 billion, the industry plays a pivotal role in global supply chains, serving key markets like China, the US, Brazil, the Netherlands, and Saudi Arabia among others.

As industries worldwide shift towards sustainability and high-value speciality chemicals, India is well-positioned to lead with its diverse portfolio, operational excellence, and increasing R&D investments.

Speciality Chemicals: The Next Growth Engine

Speciality chemicals have become the fastest-growing segment of India's chemical industry, driven by strong demand across sectors such as electronics, automotive, construction, aerospace, food, and pharmaceuticals. This segment currently accounts for 47% of India's domestic chemical market and is projected to grow at a CAGR of nearly 11% over the next five years. (Source: <https://www.investindia.gov.in/team-india-blogs/chemical-industry-growth-drivers-and-investment-opportunities-india>)

A key driver of this growth is the agrochemicals sub-segment, which is already a \$5.5 billion market and is expected to contribute ~40% of India's overall chemical exports by 2040. With the rising need for advanced crop protection solutions and sustainable farming practices, agrochemicals are becoming a cornerstone of India's export strategy. (Source: <https://www.investindia.gov.in/team-india-blogs/chemical-industry-growth-drivers-and-investment-opportunities-india>)

Recognizing this potential, global chemical giants such as Lubrizol, Celanese, and Nouryon have invested in technical and global capability centers in India, along with greenfield manufacturing plants. These investments reinforce India's position as a key hub for speciality chemical innovation and production, further solidifying its competitive edge in the global market.

India's Rising Competitiveness in Global Chemical Exports

India's chemical industry is deeply integrated with its manufacturing ecosystem, supplying essential inputs to agriculture, textiles, food & beverages, rubber, and petroleum refining. The sector's economic significance is reflected in its 9.2% share of the Gross Value Added (GVA) in the manufacturing sector for FY 2021-22, growing at a CAGR of 8.3% from FY 2016-17 to FY 2021-22.

With over two million people employed, the industry contributes 6% to India's total exports, shipping a wide range of products including inorganic and organic chemicals, dyes, agrochemicals, plastics, and synthetic rubber. Between April 2000 and March 2024, the sector (excluding fertilizers) attracted \$22.14 billion in FDI inflows, and future investments are projected to reach ₹ 8 Lakh Crores by 2025. (Source: <https://www.investindia.gov.in/team-india-blogs/chemical-industry-growth-drivers-and-investment-opportunities-india>)

The global shift toward sustainable and eco-friendly chemical solutions presents India with a unique growth opportunity. As demand increases for high-performance, customized, and green chemicals, India's strength in speciality formulations and environmentally friendly alternatives gives it a distinct competitive edge in international markets.

Sustainability & R&D: The Future of Indian Chemicals

India's chemical sector is at the forefront of sustainable innovation, with companies aggressively investing in research & development (R&D), clean technology, and decarbonization. Leading petrochemical firms have allocated significant CAPEX towards R&D infrastructure, with ₹ 600 Crores invested in FY 2021-22 alone. (Source: <https://www.investindia.gov.in/team-india-blogs/chemical-industry-growth-drivers-and-investment-opportunities-india>). This commitment to innovation is enabling the industry to develop next-generation chemical solutions that align with global sustainability goals.

India has positioned itself as a trusted global supplier of dyes, agrochemicals, basic chemicals, cosmetics, and speciality formulations. The chemical industry is also playing a crucial role in India's commitment to achieving net-zero emissions by 2070. With regulatory reforms, infrastructure enhancements, and a strategic push towards green technology, the country is creating a robust foundation for climate-conscious chemical manufacturing.

Sources:

- <https://www.investindia.gov.in/team-india-blogs/chemical-industry-growth-drivers-and-investment-opportunities-india>

BUDGET 2025: IMPACT ON THE INDIAN CHEMICAL SECTOR

Addressing key issues through policy interventions, investment incentives, and infrastructure development is critical for unlocking the industry's full potential. Budget 2025 introduced broad economic reforms that will indirectly benefit the chemical sector by boosting manufacturing, infrastructure, reducing customs duties on lab inputs, and allocating ₹ 20,000 Crores to promote private-sector innovation. The Government also plans to extend PLI schemes with R&D-linked incentives, streamline patent benefits, and invest in green chemical hubs, all aimed at shifting the sector toward high-value, innovation-driven growth.

Key Policy Announcements Impacting the Chemical Sector

1. Strengthening Agrochemicals Demand through initiatives like Prime Minister Dhan-Dhaanya Krishi Yojana, Mission for Atmanirbharta in Pulses, National Mission on High Yielding Seeds, and a five-year mission for cotton farming sustainability.
2. Boosting Infrastructure and Manufacturing with the Indian Government's strategic focus on industrial and infrastructure development is reflected in major initiatives such as the National Manufacturing Mission, the ₹10 Lakh Crores Asset Monetization Plan (spanning FY 2025 to FY 2030), and a comprehensive three-year Public-Private Partnership (PPP) infrastructure pipeline. These programs aim to unlock value from existing public assets, attract private investment, and accelerate the growth of core sectors including roads, railways, ports, and urban development. As large-scale construction and manufacturing projects gain momentum, demand for construction chemicals – essential for durability, efficiency, and sustainability – is expected to rise sharply. This

creates a significant growth opportunity for industry players aligned with India's infrastructure-led development agenda.

3. Advancing Research & Development through ₹ 20,000 Crores private-sector-driven R&D and innovation initiative, Deep Tech Fund of Funds, etc. This will support chemical industry advancements, particularly in speciality and green chemicals.
4. Promoting Green Energy & Sustainability with investments across solar PV cells, EV batteries, electrolyzers, and wind turbines. The revamped Bilateral Investment Treaties (BITs) intend to boost investment by fostering a more favourable climate for domestic chemical manufacturers and attracting international collaborations
5. Supporting MSMEs and Workforce Development through Export Promotion Mission, establishment of National Centres of Excellence for Skilling and promotion of Global Capability Centres (GCCs) in Tier-2 cities. This will also improve resource availability and operational efficiencies for chemical companies.

While Budget 2025 does not offer direct sector-specific incentives, its broader policy initiatives are poised to indirectly benefit the chemical industry. By driving consumption-led manufacturing, agricultural expansion, R&D investments, and export-oriented growth, these reforms will strengthen demand, innovation, and global competitiveness for Indian chemical manufacturers.

Sources:

- <https://www.indianchemicalnews.com/policy/budget-2025-impact-on-the-indian-chemical-sector-by-aashish-kasad-senior-partner-ey-india-and-national-leader-chemicals-and-agri-sector-and-pari-shah-director-ey-india-25235>



PERFORMANCE OF YOUR COMPANY

The Group maintained a stable performance in FY 2024-25, underscoring its evolution as a leading force in India's chemical manufacturing landscape. With a heritage spanning over five decades, Deepak Nitrite Limited ('DNL' or 'the Company') has consistently advanced its capabilities across basic, fine, and performance chemicals, serving critical sectors such as dyes and pigments, agrochemicals, pharmaceuticals, and petrochemical derivatives among others. Amid a volatile global environment, the Company continued to demonstrate resilience and strategic foresight, reinforcing its position as a dependable partner across global value chains.

FY 2024-25 unfolded against a complex backdrop marked by geopolitical uncertainties, energy cost volatility, and continued disruptions in global supply chains. Yet, it also presented opportunities, as the China+1 strategy gained traction, leading global giants to diversify sourcing to alternative regions including India. DNL's strong execution track record, manufacturing expertise, deep customer relationships, and commitment to value-added chemistry positioned it to capitalize on this shift. At the same time, the Company remained alert to external pressures, including raw material cost swings and tightening environmental norms, responding with proactive sourcing diversification, operational optimization, and enhanced customer focus.

Operationally, FY 2024-25 posed significant challenges, marked by inflationary cost pressures, tightening margins, and subdued demand in certain agrochemicals – driven by prolonged destocking and dumping from China. Additionally, global crop prices, particularly for wheat, corn, and soybean, witnessed a sharp decline, largely due to record-high wheat exports from Russia and increased grain shipments from Ukraine. However, Deepak's agile operations, consistent plant utilization, and emphasis on process efficiencies allowed it to maintain reliability and deliver on customer expectations. Strategic investments in process improvements, cost control measures, and supply chain agility supported margin stability and ensured continuity in dynamic market conditions.

In FY 2024-25, several critical projects like Nitric Acid (both CNA and WNA) are nearing completion & will be ready for commercial production in Q2 FY 2025-26, large hydrogenation facility is also approaching commercial production in Q2 FY 2025-26; other critical projects like MIBK-MIBC, Nitration and Hydrogenation are also nearing completion and are expected to be commissioned in H2 FY 2025-26. Once operational, this will mark a significant step in Deepak's backward and forward integration strategy, enabling resilient business and deeper penetration into value-added applications across pharmaceuticals, coatings, and specialty chemicals. The project reflects the Company's commitment to deepening its product mix and increasing the share of specialty and higher-margin offerings.

On the innovation front, DNL made substantial investments in Research and Development, reaffirming its commitment to both technological advancement and sustainability. The Company is set to inaugurate the state-of-the-art R&D Center in Savli, Vadodara, designed to focus on green chemistry, process optimization, and the development of cutting-edge products. This new center will play a pivotal role in DNL's drive to stay ahead of industry trends while fostering a culture of sustainability across its operations.

Progress was also made on the global front. Facility in Oman, set up for the production of sodium nitrite and sodium nitrate, is advancing well and remains on track. This venture is expected to enhance DNL's access to international markets, particularly in the Middle East, and is aligned with its broader objective of building a global footprint in critical products.

Strategic partnerships further bolstered DNL's growth trajectory in FY 2024-25. Notably, new products were added to be supplied to large agrochemicals globally. Additionally, DNL entered into long-term power purchase agreement for supply of renewable energy, a blend of wind and solar power a crucial step toward meeting the global demand for environmentally responsible chemical solutions. This would reduce use of power generated by conventional source and would cater to about 60%-70% of the Company's power needs. This is a leap step towards the Company's sustainability and responsibility drive and also bolster the country's goal of carbon neutrality. On the supply front, Deepak secured its Propylene and Hydrogen supply by executing a definitive long-term offtake agreement with Petronet LNG Limited to work as raw material security for the Phenol II project which is already announced. These are apart from various backward and forward integration projects already under commissioning / ensuing commercial production stage.

Despite external pressures, DNL's business segments delivered a steady performance. The Phenolics business emerged as a key growth contributor, driven by strong demand, capacity optimization, and improved plant utilization. The Advanced Intermediates segment also gained momentum, supported by volume uptick, improved customer engagement, and focused expansion initiatives. Several key product categories achieved high production and sales volumes during the year, with increased market share and expanded presence across diverse applications including construction, homecare, textiles, and pigments among others.

During FY 2024-25, Deepak delivered a stable performance. Consolidated revenues reached ₹ 8,282 Crores, with Domestic Revenues at ₹ 6,923 Crores and Exports contributing ₹ 1,359 Crores. The Domestic to Export mix of FY 2024-25 stood at 84:16, on a consolidated basis. Consolidated EBITDA stood at ₹ 1,176 Crores with margins of 14%, while Profit Before Tax and Profit After Tax were at ₹ 953 Crores and ₹ 697 Crores, respectively.

DPL, the Company's Wholly Owned Subsidiary, delivered Robust Revenue of over ₹ 5,805 Crores, higher by 16%. This came

in despite facing pricing headwinds. Performance remained steady on the back of strong demand for Phenol, Acetone, and IPA, supported by efficiency gains and continued operational improvement. The downstream expansion initiatives progressed well during the year, reinforcing DPL's industry leadership and supporting its ambition for scale and differentiation.

Strong operating cash flows have enabled Deepak to maintain a resilient financial position, with gross debt of ₹ 1,170 Crores and a modest net debt of ₹ 256 Crores as of March 31, 2025. Backed by ₹ 900 Crores in cash and liquid investments, Deepak maintains low leverage, strong interest coverage, and solid credit ratings. Its judicious deployment of surplus funds into liquid instruments supports ongoing operations and future growth initiatives, reflecting a disciplined capital management approach that reinforces Deepak's commitment to long-term value creation and financial stability.

DNL declared a dividend of 375%, i.e., ₹ 7.50 per share for FY 2024-25, reflecting its commitment to sustained value creation for all stakeholders

Looking forward, Deepak is well-positioned to continue its growth trajectory. It is strategically focused on capitalizing opportunities in the high-value & downstream products, expanding its geographical footprint, and advancing sustainable practices. The continued growth of its international business, investment in innovation, and commitment to sustainability will be key pillars in Deepak's long-term strategy.

As DNL enters FY 2025-26, it remains committed to enhancing shareholder value, fostering innovation, and pursuing operational excellence. With a robust financial foundation and a clear focus on expansion and sustainability, DNL is poised to lead the domestic chemical industry into the future, solidifying its position as a global leader.

DNL operates across a diverse range of segments, each contributing to its robust growth and market leadership in the chemical industry. These segments include:

1. Advanced Intermediates (AI)

DNL's Advanced Intermediates (AI) segment demonstrated resilience amid a challenging external environment, delivering volume growth despite sectoral headwinds. The Company remains the domestic market leader in Sodium Nitrite and Nitro Toluenes underscoring its strong positioning in key intermediate chemistries. While demand from agrochemical-linked applications was subdued due to global muted trend caused by various factors like destocking, climate condition, recessive trends in various economies in larger countries, unsteady socio-political environment

caused by various conflicts amongst countries; however, steady offtake from end-use industries such as textiles, dyes and pigments, infrastructure, construction, and homecare helped cushion the impact and sustain overall volume momentum.

The year was marked by volatile input costs, particularly for petrochemical-linked raw materials, owing to varying refinery throughput levels and geopolitical factors including war-linked premiums on crude, pricing pressure due to dumping from China and demand issues for select agrochemicals. Despite these headwinds, your Company adopted a proactive pricing strategy and recalibrated its product mix to protect margins.

The Company's diversified product portfolio – including Sodium Nitrite, Sodium Nitrate, Nitro Toluenes, Xylidines and other value-added intermediates serve a wide array of end-user industries, namely:

- Paints, Pharma, Health care, Colorants, Rubber Chemicals, Explosives, Dyes, Pigments, Food Colors - to name some
- Pharmaceuticals, Refineries, Agrochemicals, Glass, Personal Care
- Paper, Detergents, Textiles

This wide applicability, combined with backward integration and strong manufacturing capabilities, enables Deepak Nitrite to serve global and domestic clients with agility, consistency, and high quality.

The Company continued to deepen its global footprint by expanding its customer base and increasing wallet share across both established and high-potential international markets. Deepak Nitrite ranks among the top three global manufacturers of Xylidines, Cumidines, and Oximes – reinforcing its leadership. Despite heightened competitive intensity, the Company sustained or grew its market share in several regions, enabled by enduring customer relationships, a strong service track record, and a reputation for reliable, high-quality supply.

With assured access to key raw materials, the AI segment remains partly insulated from external supply chain risks. The Company's strategic investments in automation, debottlenecking, and sustainability-led improvements further bolstered production efficiency and reliability.

In FY 2024-25, segment revenue came in at ₹ 2,527 Crores and EBIT stood at ₹ 176 Crores, maintaining a stable margin profile despite persistent external pressures.

Looking ahead, Deepak is poised to elevate its growth trajectory through a combination of brownfield and greenfield expansions through its Wholly Owned Subsidiary (Deepak Chem Tech Limited). These projects will deepen integration, increase manufacturing capacity, and enable Deepak to tap into emerging demand in both traditional

and evolving applications. The shift of global supply chains towards India presents a long-term opportunity, and the AI segment is well-aligned to capture this momentum through innovation, import substitution, and strategic partnerships.

2. Phenolics

Deepak Phenolics Limited (DPL), Wholly Owned Subsidiary of Deepak Nitrite Limited, continues to be a cornerstone of the Company's growth and diversification strategy. In a year shaped by global pricing volatility and supply chain disruptions, DPL demonstrated resilient performance, underpinned by strong domestic demand, enduring customer relationships, and agile operations. Despite headwinds from global oversupply and higher input costs, impacting margins, the business maintained steady profitability driven by improved plant efficiencies and an increasing share of downstream, value-added products. For FY 2024-25, DPL recorded Revenue of ₹ 5,805 Crores up 16%, EBIT of ₹ 783 Crores, and an EBIT margin of 13%, reflecting its ability to navigate challenges while sustaining operational and financial strength.

DPL's products continue to serve diverse industries, including:

- Laminates, Construction Materials, Automotive, Homecare
- Pharmaceuticals, Agrochemicals, Paints & Coatings, Textiles
- Personal Care, Adhesives, Disinfectants

Given India's growth story, full throttle all-round economic activities resulting in the country to be fourth-largest economy in the world, growth in infrastructure, consumer durables, and health & hygiene segments continues to drive demand for Phenolics and their derivatives, presenting long-term growth potential.

In FY 2024-25, DPL demonstrated strong operational resilience, maintaining high asset utilization across its core product lines – Phenol, Acetone, and Isopropyl Alcohol (IPA) – supported by robust domestic demand. With a commanding 50% market share in India for Phenol and Acetone, the Company continues to lead in scale and reliability. Productivity was further enhanced through targeted debottlenecking initiatives and the installation of critical equipment to increase plant throughput.

DPL reinforced its sustainability agenda by initiating the use of biofuels, significantly reducing coal dependence and aligning operations with India's broader net-zero aspirations. As part of a strategic pivot toward high-margin, value-added products, DPL is deepening its presence in downstream segments to capture greater value and mitigate exposure to cyclical commodity pricing.

Since the commissioning of its integrated Phenol and Acetone manufacturing facility at Dahej, Gujarat, in 2018,

DPL has been instrumental in reducing India's dependence on imports of critical petrochemicals. Anchored by world-class infrastructure and backward-forward integration, DPL is building long-term value by scaling operations and moving decisively up the value chain. DPL's strategic vision is to gradually transition towards producing value-added downstream products through its fellow subsidiary (Deepak Chem Tech Limited), necessitating the internal consumption of its existing product portfolio of Phenol and Acetone.

User Industries under the segment:

- Laminates and Plywood
- Adhesives, Resins, brake fluids for Auto segment
- Paints, Pharmaceuticals (API) segment as a solvent
- Pharmaceutical formulation – Indian Pharmacopoeia certified Solvents for formulations
- Speciality Chemicals – Agrochemicals end use (herbicides and pesticides), detergent and anti-oxidant end use (alkyl Phenols)

Notable initiatives include the near-completion of the Methyl Isobutyl Ketone (MIBK) project, expected to commence operations in FY 2025-26 under Deepak Chem Tech Limited, and the industry-first acetophenone recovery initiative, also scheduled for commissioning in FY 2025-26.

DPL has also embarked on a unique, waste-to-wealth initiative to recover high-value Acetophenone from a low-value by-product stream. This project is expected to be operational by Q4 FY 2026.

Together, these efforts strengthen Deepak's ability to transition towards a more speciality-focused portfolio, enhancing growth, profitability, and long-term sustainability.

As part of its long-term growth strategy, Deepak is set to double its Phenol capacity and expand its range of speciality derivatives, ensuring greater control across the value chain and a stronger competitive position. These initiatives align with national priorities such as Atmanirbhar Bharat, while positioning the business to serve as a reliable partner to global supply chains.

By combining scale, integration, innovation, and sustainability, Deepak is not only enhancing its financial performance but also driving its vision of delivering long-term, inclusive, and resilient growth.

The year witnessed general levels of economic distress in the global chemical industry and severe contraction in operating margins due to capacity build up in China and general economic slowdown in large consuming centers like China and the EU zone. In addition, domestic margins were severely

squeezed due to disproportionate supply push into Indian market by Asian producers. Despite such headwinds, DPL recorded a milestone revenue of over ₹ 5,800 Crores in FY 2024-25 while EBIT witnessed a healthy increase of 22% to ₹ 783 Crores. EBIT margins remained stable at around 13%. This was primarily attributed to higher volumes in Phenolics, combined with gains from operating leverage and process optimization.

During the year, DPL implemented several high impact initiatives to enhance productivity and operational efficiency and to reduce specific energy consumption. The Phenol plant recorded an average utilization rate of over 165% during the year. Cumene and IPA also achieved an average utilization rate of 172% and 134% respectively. The overall specific energy consumption reduced by 5% compared to FY 2023-24.

3. Deepak Chem Tech Limited

Deepak Chem Tech Limited (DCTL), a Wholly Owned Subsidiary of Deepak Nitrite Limited, continued to make significant progress in FY 2024-25, reinforcing its role as a key player in the advanced chemicals sector. DCTL, focuses on manufacturing high-value chemical intermediates. The Company has made remarkable strides in expansion, with key milestones that underscore its strategic direction and commitment to innovation.

A key highlight for FY 2024-25 was the successful operationalization of DCTL's fluorination plant at Dahej, Gujarat, which began in March 2024. This state-of-the-art facility produces Benzo Trifluoride (BTF), a critical intermediate widely used in the chemicals and petrochemicals industries. The commissioning of this plant is a testament to DCTL's ability to meet the growing demand for specialized chemical intermediates, marking a significant step in strengthening India's chemical manufacturing capabilities. The establishment of this plant also aligns with DCTL's strategic aim to cater to high-value, high-demand applications.



Looking forward, DCTL is well-positioned for future growth with a strong pipeline of new projects and a clear focus on expanding its production capabilities for high-value, downstream products. Deepak is poised to play a pivotal role in strengthening Deepak Group's long-term growth strategy, contributing significantly to the broader vision of becoming a leader in India's chemical manufacturing landscape.

Strategic Projects and Outlook

Looking ahead to FY 2025-26, the DCTL's focus will shift to completing construction, commissioning key plants, and ramping up production. Major milestones anticipated include commissioning of the Nitric Acid plant at Nandesari, MIBK/MIBC and Hydrogenation; Nitration project at Dahej.

Project execution is progressing well, with engineering and procurement activities nearing completion across all major streams. The Nitric Acid plant has already been constructed, while the Hydrogenation and Nitration units are at an advanced stage of development. Construction of the MIBK and MIBC plants is also in the final stretch, with mechanical and electrical works moving swiftly toward completion. These units are slated for phased commissioning starting FY 2025-26. Together, they form a key pillar of Deepak's integrated growth strategy – ensuring backward and forward integration, securing critical feedstocks, strengthening supply chain efficiency, and enabling the production of high-value, differentiated products across performance chemicals, pharmaceuticals, and coatings.

This robust and diverse talent pool will be instrumental in driving the company toward full-scale operations.

Investment Update: Deepak Chem Tech Limited

Deepak Chem Tech Limited (DCTL), a Wholly Owned Subsidiary of Deepak Nitrite Limited, has unveiled an ambitious ₹ 8,500 Crores capital investment plan to set up a world-class integrated chemical manufacturing complex. This facility will focus on the production of Cumene – Phenol- Acetone (Phenol II), Polycarbonate resins and its downstream compounds – key intermediates used in a wide range of industries including automotive, electronics, construction, semi-conductor, consumer goods, defence and medical device applications. India's entire current requirement of Polycarbonate Resins and its compounds are being imported into the country. Hence, these projects are a critical step toward enhancing India's domestic manufacturing capacity and reducing reliance on imports for essential

Looking ahead to FY 2025-26, the company's focus will shift to completing construction, commissioning key plants, and ramping up production.

chemicals. As mentioned above, DPL has already signed a definitive agreement for procuring propylene to support Phenol II operations, the entire facility prescribes a high degree of cohesive integration. These projects give tremendous opportunity to grow and build a resilient business model with forward and backward integration.

As part of this strategic initiative, DCTL has signed a definitive agreement to acquire the Polycarbonate assets of Trinseo from its Stade facility in Germany. The acquisition also includes advanced process technology as well as access to the CALIBRE™ trademark for Polycarbonate resins. This move significantly strengthens DCTL's technological capabilities and global market positioning, enabling it to enter the high-performance polymers space with a strong foundation.

Leveraging this acquisition, DCTL plans to establish a greenfield Polycarbonate manufacturing plant with a capacity of 1,65,000 metric tonnes per annum (MTPA) at its Dahej site in Gujarat. The facility will integrate seamlessly with upstream and downstream operations, allowing for greater operational efficiency and cost optimization. This will also make India self-reliant in Polycarbonate production to a large extent, which is currently heavily dependent on imports.

The integrated complex will contribute meaningfully to India's "Atmanirbhar Bharat" (self-reliant India) and "Viksit Bharat" (developed India) visions by enabling the domestic production of advanced materials that are critical to multiple value chains.

Beyond industrial capabilities, the investment is expected to have a significant socio-economic impact. The complex will generate thousands of direct and indirect employment opportunities, foster skills development, and catalyze ancillary industries in the region. With all key polymer projects targeted for commissioning by FY 2027-28, this initiative marks a pivotal milestone in Deepak Chem Tech's journey to becoming a leading global player in the speciality chemicals and advanced materials space.

BUILDING THE FUTURE – STRATEGIC CAPITAL INVESTMENTS

Deepak is embarking on a transformative journey, underpinned by strategic capital investments exceeding ₹ 10,000 Crores through FY 2027-28. These investments reflect Deepak's long-term commitment to value creation through innovation, integration, and sustainability, while advancing India's self-reliance in critical chemistries.

Deepak is embarking on a transformative journey, underpinned by strategic capital investments exceeding ₹ 10,000 Crores through FY 2027-28. These investments reflect the Company's long-term commitment to value creation through innovation, integration, and sustainability, while advancing India's self-reliance in critical chemistries.

This bold CAPEX roadmap is central to Deepak's aspiration to evolve into a future-ready, globally competitive chemical leader with a strong presence across the value chain.

Transformational CAPEX Initiatives

- **Greenfield Polycarbonate Resins Facility (Dahej):** In a landmark step, Deepak Chem Tech Limited (DCTL) received Board approval in November 2024 for India's first large-scale Polycarbonate resins plant. Powered by technology from Trinseo, Germany, this facility will significantly reduce import dependence in critical engineering polymer segment. Operations are slated to begin by FY 2027-28, with commercial contributions expected from FY 2028-29.
- **New Capacity of Phenol, Acetone & IPA:** Approved in April 2025, this new integrated complex will expand capacities of Phenol, Acetone and Isopropyl Alcohol. The project will enhance downstream integration, boost economies of scale, and strengthen Deepak's leadership in key building block chemicals.
- **Entry into Speciality Fluoro Chemicals:** Marking its diversification into complex chemistries, Deepak is investing in high-value fluoro compounds used in pharmaceuticals, agrochemicals, and electronics. This venture positions the Company in high-growth, high-barrier segments.
- **Projects in Nitric Acid, Nitration & Hydrogenation:** These strategically vital projects, currently in advanced development, will deepen vertical integration, improve cost structures, and enable production of advanced intermediates. Commissioning is expected next year.
- **MIBK/MIBC & Acetophenone Projects:** Engineering and procurement are complete for these downstream Phenol derivative units, expected to go live in FY 2025-26. The Acetophenone plant targets the global flavors and fragrances market, enhancing value from Phenol chain integration.

Enhancing Supply Chain Resilience

- **Long-Term Feedstock Agreement with Petronet LNG:** A 15-year agreement ensures uninterrupted supply of 250 KTPA of propylene and 11 KTPA of hydrogen to Dahej via pipeline – delivering both cost and environmental efficiencies.
- **Polycarbonate compounding seeding Programs:** Launched in November 2023, these programs focus on product performance validation and early customer

engagement to ensure market readiness upon plant commissioning.

- **Project Updates – Photohalogenation & Acid Units:** Photohalogenation facility will cater to high-value derivatives. The Acid Unit is set to commence by FY 2025-26.
- **R&D and Innovation Engine:** A new state-of-the-art R&D Center in Vadodara, backed by an investment of ~₹ 100 Crores. It will drive innovation in sustainable processes and next-gen chemistries enabling Deepak to compete on global technology benchmarks.

A new state-of-the-art R&D Center in Vadodara, backed by an investment of ~₹ 100 Crores. It will drive innovation in sustainable processes and next-gen chemistries enabling Deepak to compete on global technology benchmarks.

Strategic Pillars for Sustainable Growth

- **Backward Integration:** Securing feedstock and improving cost stability through pipeline connectivity and in-house sourcing.
- **Import Substitution:** Reducing India's dependency on chemical imports by scaling indigenous capabilities in key sectors.
- **Portfolio Diversification:** Expanding into high-value, niche segments to unlock new growth vectors and elevate margins.
- **Sustainability at the Core:** All new facilities are designed with world-class energy efficiency, environmental responsibility, and minimal waste generation – aligning with global ESG frameworks.
- **Global Market Alignment:** Strengthening export readiness and international competitiveness through capacity augmentation and quality assurance.

DNL's capital investment strategy goes beyond capacity expansion, it represents a generational transformation. By reinforcing integration, driving innovation, and focusing on high-value products, the Company is transitioning to a world – class manufacturer of high quality compounds.

While near-term investments imply elevated capital deployment, they are laying a strong foundation for sustained, diversified, and profitable growth. Backed by a clear strategic vision and executional strength, Deepak is poised to emerge as a global chemical powerhouse delivering long-term value to stakeholders and contributing meaningfully to India's industrial progress.

DIGITAL TRANSFORMATION

Deepak also accelerated its digital transformation with the successful implementation of SAP S/4HANA and also other applications encompassing, Transport management, Customer Relationship management, Laboratory management, Weigh bridge management etc. The ERP, along with sharp applications brings in real-time data visibility, improved decision-making, and enhanced supply chain efficiency.

Further, Deepak is into Analytics and AI-based applications for bringing in high level viewability of operations and sharper predictability of future decision.

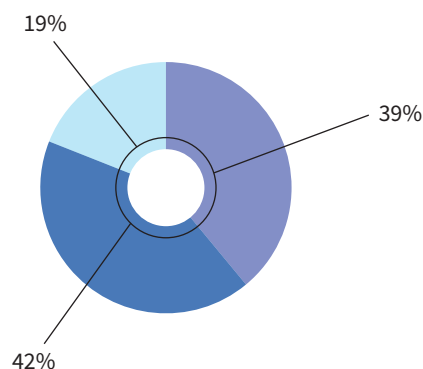
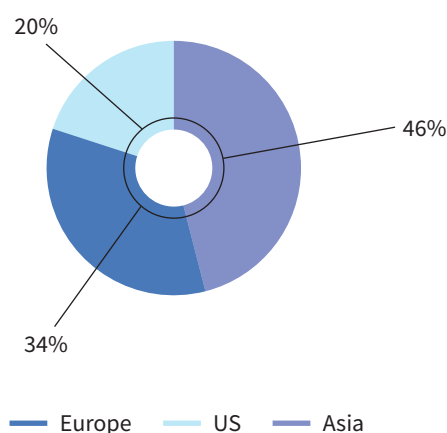
GEOGRAPHICAL PERFORMANCE

In FY 2024-25, DNL demonstrated a well-balanced geographical performance, driven by sustained domestic strength and strategic international expansion. On a standalone basis, Export Revenue decreased to 45% of Total revenues. The Domestic-to-Export Revenue split stood at 55:45.

Domestically, DNL retained its leadership through high-capacity utilization, cost-efficient operations, and strong customer relationships. The Advanced Intermediates segment was a major contributor, supported by robust demand in sectors like Colours, Rubber, Glass, Pharma, Renewable Energy, Dye, Pigments etc. Strategic locations such as Vadodara and Dahej provided competitive advantages in terms of logistics and operational agility.

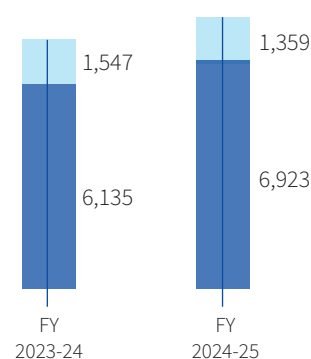
Export performance benefited from proactive customer engagement and increasing share from Asian markets. While Europe's contribution declined amid elevated energy costs in the Eurozone, the region remained a strategically important export market. DNL's ability to align production and supply strategies with evolving global needs enabled it to maintain export momentum despite a volatile international environment.

DPL continues to be predominantly focused on the domestic market. In FY 2024-25, DPL generated Revenues of ₹ 5,805 Crores, with a Domestic-to-Export mix of 96:04. With consistently high utilization levels for Phenol, Acetone, and IPA, the business benefited from demand in laminates, construction, and automotive sectors. Export volumes remained modest but stable.

FY 2023-24**FY 2024-25**

Consolidated revenues, combining DNL and its subsidiaries stood at approximately ₹ 8,282 Crores, with Domestic Revenues contributing ₹ 6,923 Crores and Exports at ₹ 1,359 Crores. The consolidated revenue mix remained stable at 84:16, indicating consistent domestic traction across key user industries such as agrochemicals, pharmaceuticals, and performance materials.

Overall, DNL's strategic approach built on cost leadership, integrated supply chains, and a diversified product mix continues to support its strong positioning in both domestic and international markets. The Company is well poised to tap emerging opportunities by deepening customer relationships and enhancing production efficiencies across geographies.



— Domestic Revenues (₹ Crores)
— Export Revenues (₹ Crores)

SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS (STANDALONE)

Key Financial Ratios	FY 2024-25	FY 2023-24	Change (%)	Reason
Debtors Turnover Ratio (x)	4.12	4.50	-8%	No major variance.
Inventory Turnover Ratio (x)	3.93	4.17	-6%	No major variance.
Current Ratio (x)	3.29	4.99	-34%	Decrease in cash & cash equivalents as compared to last year. Profits generated from business has been deployed in projects during the current year.
Debt Equity Ratio (x)	0.01	0.00	-	The Company remains debt free on net basis.
Interest Coverage Ratio (x)	407	529	-24%	Decrease in profitability as compared to previous year due to headwinds in Agrochemical business and steep Chinese competition in the Company's business segment.
Return on Net Worth (%)	8.84	14.67	-583 bps	
Operating Profit Margin (%) (EBIT)	12.76	16.87	-411 bps	
Net Profit Margin (%) (PAT)	10.94	15.91	-497 bps	

(x) represents number of times.

SOLID, RESILIENT BUSINESS MODEL

Deepak Group businesses and products are highly integrated, creating a robust value chain.

The Advanced Intermediates business also showcases a strong integration driven by its foundational chemistry and subsequent downstream applications. The product suite of this segment primarily builds upon core processes like nitration, hydrogenation, diazotization, and sulphonation. Starting with basic chemicals like sodium nitrite and sodium nitrate, for which Deepak Nitrite is a leading global producer, the Company then leverages these to create a wide array of fine and specialty chemicals, which are crucial building blocks for various high-growth industries such as agrochemicals, pharmaceuticals, dyes and pigments, and personal care. The control over value chain extends to backward integration into key raw materials to ensure supply stability and forward integration by developing new chemistries, such as fluorination and photo chlorination, and producing value-added derivatives that cater to specific customer requirements and new market demands. This comprehensive approach minimizes external dependencies, enhances cost efficiencies, and allows Deepak Nitrite to offer a diversified and specialized product portfolio, solidifying its position as a 'supplier of choice' for global customers.

This integration is also built / being further built in its phenolics segment, where it starts with basic petrochemical derivatives like benzene and propylene to produce cumene and phenol and acetone. These crucial intermediates then serve as building blocks for further value-added products. For instance, acetone is captively consumed to manufacture IPA, while both phenol and acetone are going to be used for manufacture of polycarbonate (PC) resins; and Deepak has also ventured into PC compounding which are essentially downstream products of PC resins, allowing

them to capture more value across the entire phenol chain. In addition, acetone is also consumed into manufacturing MIBK and MIBC, the facilities of which will be commissioned soon under DCTL (Deepak Chem Tech Limited). This backward and forward integration, from raw materials to specialized end-products like polycarbonates and their compounds, strengthens the Company's competitive position by ensuring stable raw material supply, enhancing margins, and catering to diverse industries such as pharmaceuticals, agrochemicals, plastics, and automotive.

DCTL, a Wholly Owned Subsidiary of Deepak Nitrite, is strategically integrated to drive the group's foray into high-growth, specialized chemical segments, particularly high-performance polymers. Its integration is centred around leveraging Deepak Group's existing strengths in phenol and acetone production to move further downstream into the value chain. The upcoming Nitrite Acid facility will also be used to manufacture various existing and upcoming products around nitration chemistry.

SWOT ANALYSIS

Strengths

1. Strong Manufacturing set up with focus on Backward Integration:

Deepak operates multiple state-of-the-art manufacturing facilities across India with focus on backward integration, manufacturing some of its own raw materials which leads to cost efficiencies and better supply chain control.

2. Diverse Product Portfolio:

Deepak has a well-diversified product portfolio across Advanced Intermediates and Phenolics, catering to industries such as dyes & pigments, agrochemicals, pharmaceuticals, plastics, textiles,



laminates, paper, home & personal care, and petro derivatives. This broad reach mitigates risks associated with product obsolescence and ensures a steady revenue stream. By leveraging its expertise in complex chemistries, the Group continuously enhances its offerings to meet evolving market demands.

3. Global Reach and Strong Partnerships:

With our products being supplied to customers spread over 50 countries across six continents, including key markets like the United States, Europe, China, and India, Deepak enjoys a strong international presence. Its deep-rooted customer relationships and 'Depend on Deepak' initiative position it as a preferred supplier, enabling the Company to capitalize on growing global demand.

4. Optimized Supply Chain and Operations:

Deepak has demonstrated agility in fulfilling delivery commitments, ensuring consistent and reliable performance. Its expertise in managing large-scale logistics, optimizing supply chains, and leveraging technology enhances service quality, reduces costs, and strengthens competitiveness.

5. Commitment to Sustainability & ESG Compliance:

Sustainability is deeply ingrained in the Group's strategic vision and operational approach. As a Responsible Care company, Deepak is committed to environmentally responsible manufacturing, resource efficiency, and strong ESG compliance. These efforts not only support long-term value creation but also align with global and national sustainability priorities. A key focus is the transition to clean energy, with initiatives underway to adopt renewable sources, improve energy efficiency, and implement sustainable practices across operations. Deepak aims to meet 60–70% of DNL's energy requirements through renewables – advancing its goal of significantly reducing its carbon footprint while contributing to India's broader emission reduction targets.

6. Innovation and R&D Excellence:

Innovation through R&D lies at the heart of the Group's long-term vision. Deepak is focused on advancing sustainable chemistry, optimizing processes, and unlocking value through by-product utilization – delivering tangible gains in efficiency, cost reduction, and product differentiation. These initiatives are supported by strong execution capabilities and a deliberate shift toward becoming a research-driven organization. As a key enabler, the Group is setting up a state-of-the-art R&D Centre near Vadodara, designed to accelerate innovation and technology development. Backed by a team of more than 100 highly skilled scientists, R&D is deeply integrated into the Group's strategy, fueling its transformation and future growth.

7. Cost Leadership & Market Competitiveness:

Through economies of scale, process innovation, and operational efficiency, Deepak has established a strong cost

leadership position across its product portfolio. Key initiatives – such as by-product valorization and the implementation of Advanced Process Controls – have significantly improved yields and reduced production costs. These measures not only strengthen profitability but also empower Deepak to offer competitive pricing to customers while preserving healthy margins.

8. Guiding Leadership with Strategic Vision:

Led by industry veterans with deep expertise and market insights, the Group follows a well-defined growth strategy. The leadership team upholds high ethical standards, responsible care policies, and a strong focus on R&D. Their commitment to innovation and customer relationships continues to drive the Group's success.

Weaknesses

1. Partial Dependency on Traditional Fuels Challenging Sustainability:

As chemical processes become increasingly complex, ensuring reliable energy availability is critical. In 2022, Deepak commissioned a 29 MW captive power plant at Dahej to strengthen energy self-sufficiency. However, it continues to depend on conventional fuels such as coal and furnace oil, which pose sustainability concerns. To address this, the Group is actively enhancing energy efficiency and exploring greener alternatives – such as utilizing ETP sludge biomass in boilers and progressing toward hybrid energy solutions combining solar and wind power – in alignment with its ESG commitments.

2. Input Cost Volatility & Supply Chain Risks:

Deepak operates in an environment of fluctuating raw material costs, geopolitical uncertainties, and supply chain disruptions. Factors such as logistics expenses, labour costs, natural disasters, and global economic trends can impact margins. To counter this, the Group has implemented a benchmark-based pricing strategy with focus on forging long-term arrangements with customers. It also regularly assesses market scenarios to mitigate risks.

Opportunities

1. Favorable Government Policies & Incentives:

India's 'Make in India' and 'Atmanirbhar Bharat' initiatives, along with Production-Linked Incentive (PLI) schemes, are accelerating domestic manufacturing. These policies streamline regulations, offer financial support, and attract foreign partnerships, creating strong tailwinds for Deepak's expansion plans.

2. Expanding Export Market & China+1 Shift:

Global chemical leaders are diversifying their supply chains beyond China, opening up significant export opportunities for Indian chemical manufacturers. With its established production capabilities and competitive advantages, the Group is well-positioned to capture a larger global market share.

3. Leveraging Strong Relationships and Technical Expertise:

Deepak's long-standing relationships with major customers in India and globally, coupled with its robust technical skills in areas like nitration, hydrogenation, and oxidation among others, provide a strong foundation for capturing new opportunities and expanding its product offerings.

4. Growing Demand for Import Substitution:

Deepak has a proven track record of targeting import-dependent products, starting from Sodium Nitrite to Phenolics. Import substitution remains a core strategic focus, helping the Group reduce India's reliance on foreign chemicals. Additionally, its expansion into Phenol derivatives offers significant downstream growth opportunities, in a market currently dependent on imports. This will also give forward & backward integration possibilities.

Threats

1. Exposure to Domestic Market Fluctuations:

Despite its global presence, a significant portion of the Group's Revenue (over 50%) comes from India, making it vulnerable to domestic demand-supply fluctuations across sectors. While diversification across industries mitigates risk, a slowdown in domestic consumption could impact earnings.

2. Geopolitical Uncertainties & Trade Risks:

Global events such as the Russia-Ukraine conflict, shifting trade policies, tariff disputes, and regulatory changes continue to disrupt supply chains and escalate input costs. Compounding these challenges are price pressures and the dumping of low-cost products from China, which undermine market stability and intensify competitive pressures. The Group actively monitors these external developments and

adapts its sourcing and operational strategies accordingly. However, such macroeconomic and geopolitical factors, often beyond the Company's control, remain significant risks to cost structures and supply chain resilience.

3. Technological Disruption & Product Obsolescence:

The rapid evolution of chemical manufacturing technologies means existing products could face obsolescence due to more advanced, efficient alternatives. To stay ahead, Deepak must continuously invest in R&D and innovation.

4. Shortage of Skilled Manpower:

The chemical industry requires specialized talent, but India faces a shortage of experienced professionals. The Group addresses this through employee training, skill development, and best-practice adoption, though talent acquisition remains a long-term industry challenge. To support workforce development, the Indian Government has introduced schemes like the Employment Linked Incentive (ELI), which incentivizes job creation, and the National Apprenticeship Promotion Scheme (NAPS), which provides financial support to companies engaging apprentices.

RISK MANAGEMENT

Deepak operates in a complex and fast-changing global chemical environment, where exposure to diverse risks ranging from supply chain uncertainties to market volatility is inherent. To effectively manage these challenges, it has put in place a robust Risk Management framework that supports operational resilience, financial stability, and sustainable growth.

This framework is governed by a comprehensive Risk Management Policy and is actively overseen by the Board's Risk Management Committee, which regularly assesses key risk areas and ensures strategic readiness to address them.



Risk oversight is seamlessly integrated into daily operations. A strong Internal Audit function conducts focused, risk-based evaluations across business verticals, enabling early detection of vulnerabilities and prompt corrective action. These efforts are supported by clear processes, sound governance practices, and periodic reviews that strengthen the overall control environment.

To mitigate material risks such as fluctuations in raw material costs, commodity cycles, and currency movements, Deepak adopts prudent sourcing strategies, effective hedging practices, and flexible planning models.

Furthermore, recognizing that people are central to its long-term success, Deepak places significant emphasis on leadership development and succession planning, ensuring continuity and agility in a changing business landscape.

Through this disciplined and forward-looking approach to risk and control, Deepak continues to reinforce its capacity to manage uncertainty, protect stakeholder interests, and maintain operational excellence across all facets of the business.

INTERNAL CONTROL FRAMEWORK

DNL has instituted a well-defined Corporate Governance framework to ensure accountability, transparency, and operational integrity. Management operates within a disciplined structure, adhering strictly to established financial policies, accounting standards, and internal systems.

A robust Risk Management Framework, coupled with structured Planning and Review processes, forms the backbone of the Company's internal financial control environment. These frameworks are underpinned by accounting policies carefully selected by the management, approved by the Audit Committee and the Board, and regularly reviewed to ensure continued relevance and compliance.

Key management personnel continuously monitor and evaluate the effectiveness of internal controls, standard operating procedures (SOPs), and related governance mechanisms. These are further subjected to independent assessments by the Internal Audit team. Audit findings and improvement recommendations are presented to the Audit Committee, which oversees their timely and effective implementation.

The Internal Financial Controls governing the preparation and presentation of financial statements are assessed throughout the year, with a specific focus on high-risk and critical areas. Based on a comprehensive evaluation conducted by senior management, no reportable material weaknesses or significant deficiencies were observed during the year under review.

DNL remains committed to maintaining a strong internal control environment through regular audits, proactive risk management, and continuous process enhancements.

HUMAN RESOURCE DEVELOPMENT

Our people are the driving force behind the Company's sustained performance and future aspirations. As of March 31, 2025, the Company employed 1,757 permanent professionals whose skills, dedication, and agility continue to power our growth momentum.

Our Human Resource strategy is built on the pillars of relevance, consistency, and fairness, with a sharp focus on building capabilities, fostering leadership, and creating a culture of ownership. Targeted initiatives across business functions have led to significant improvements in employee engagement, productivity, and retention.

Human Resources remains a strategic enabler, closely aligned with the Company's long-term vision of contributing meaningfully to the Indian chemical industry and delivering stakeholder value. We believe that attracting, developing, and retaining high-caliber talent is essential for driving innovation and scaling future-ready operations.

To strengthen our ability to retain and reward key talent, the Company introduced an Employee Stock Option Plan (ESOP), which has received shareholder approval. The plan is performance-linked, with stock options to be granted based on clearly defined Key Result Areas (KRAs), as evaluated by the Nomination and Remuneration Committee. This initiative is expected to play a vital role in reinforcing leadership depth and securing top talent as we undertake large-scale, capital-intensive projects.

MANAGEMENT OUTLOOK

Turning Challenges into Opportunities: Building a Future-Ready Deepak Nitrite

As we advance into the new year, DNL stands at a transformative juncture, poised to harness the evolving global and domestic chemical landscape. With a steadfast commitment to innovation, integration, and sustainability, we are accelerating our journey toward becoming a technology-driven, customer-centric leader in the chemical industry. FY 2024-25 was not just a year of growth, it was a year of strategic consolidation and bold progression, underpinned by our robust manufacturing backbone, diversified portfolio, and unwavering focus on value creation.

Our outlook reflects confidence in navigating near-term macroeconomic volatility while capitalizing on long-term structural opportunities, such as 'Make in India for the World' initiative, shifting global supply chains, and rising demand for speciality chemicals.

Vision: Powered by Resilience and Ambition

Our strategic blueprint was designed to reinforce DNL's position as a trusted global partner while driving sustainable, profitable growth. We are guided by three core imperatives:

- **Value Chain Integration:** Expanding backward and forward to secure feedstock, enhance product differentiation, and deliver higher-margin solutions.
- **Technology as a Catalyst:** Leveraging AI, digitalization, and advanced chemistries to optimize operations, accelerate innovation, and future-proof our business.
- **Sustainability as a Cornerstone:** Embedding Environmental, Social, and Governance (ESG) principles into every facet of our operations to build resilience and stakeholder trust.

With a disciplined approach to capital allocation and a project pipeline totalling over ₹ 2,000 Crores slated for commissioning in the near term, we are aligning our growth ambitions with India's self-reliance goals and the global shift toward diversified supply chains.

Advanced Intermediates (AI) – Chemistry That Powers Progress

The Advanced Intermediates segment remains a cornerstone of our growth story, delivering stable performance amid a mixed demand landscape.

- **Market Dynamics:** While agrochemicals face slower recovery, sectors like textiles, infrastructure, dyes and homecare exhibit strong momentum. Our agility in capturing export opportunities along with catering to the domestic market has driven a significant increase in international market share, with exports accounting for a substantial portion of sales.
- **Operational Highlights:** Record production and sales of key intermediates like sodium nitrate and nitrite reflect our focus on cost leadership, process optimization, and large-scale capabilities. Brownfield expansions completed in FY 2023-24 have boosted capacities, positioning us to meet rising demand.
- **Way Forward:** We continue to deepen backward integration to mitigate raw material volatility, introduce new high-value intermediates, and strengthen our leadership in niche applications for pharmaceuticals and agrochemicals.

Our over five-decade expertise in chemical processes, coupled with R&D investments, ensures we stay ahead of the industry and deliver competitive, sustainable solutions.

Deepak Phenolics Limited (DPL) – From Bulk Scale to High-Value Derivatives

DPL continues to solidify its position as a domestic leader in Phenol, Acetone, and IPA, evolving into a high-value contributor to DNL's portfolio.

- **Performance Snapshot:** In FY 2024-25, DPL achieved record production of Phenol and Acetone, with high capacity utilization. Revenue contribution stood at 69%, supported by robust volumes and operational efficiencies.
- **Strategic Expansion:** DPL continue to see the rollout of downstream derivatives targeting healthcare, coatings, and electronics, reducing India's import reliance. Projects for captive waste treatment and raw material integration are on track for timely commissioning.
- **Financial Strength:** Achieving debt free status with liquid investments, underscores DPL's financial discipline. The successful SAP implementation further enhances operational transparency and efficiency.

Looking ahead, DPL will capitalize on growing Polycarbonate resin demand (driven by construction, automotive, and electronics) and reinforce its import-substitution leadership with a diversified, high-margin product mix.

Deepak Chem Tech Limited (DCTL) – Engineering India's Next Speciality Platforms

DCTL emerges as DNL's dynamic growth engine, channelling investments into cutting-edge chemistries and scalable platforms.

- **Investment Momentum:** A key development is the Deepak Chem Tech Board's approval of a ₹ 3,500 Crores investment in April, 2025, to expand capacities for Phenol, Acetone, and Isopropyl Alcohol (IPA), which will feed into the production of Polycarbonate resins. With this, the total planned investment in the PC resins value chain – starting from Phenol and Acetone – now total approximately ₹ 8,500 Crores, including the earlier ₹ 5,000 Crores approved for PC resins projects.
- **Focus Areas:** To establish a world-scale integrated chemical complex that drives innovation in advanced technologies and specialized processes, supporting high-value sectors such as agrochemicals, electronics, and performance materials. The facility will include large-scale production of Polycarbonate, MMA/PMMA resins, and aniline, with the goal of creating thousands of jobs, directly and indirectly by 2027 and positioning the complex as a hub for industrial and economic growth.
- **Strategic Intent:** By diversifying our portfolio and enhancing customer reach, DCTL is positioning Deepak Group as a global player in speciality chemicals, supported by innovation, IP development, and a strong financial foundation.

Deepak's forward-thinking approach will unlock new revenue streams and elevate the competitive edge in high-growth markets.

Key Strategies: Navigating Complexity with Clarity and Confidence

Our approach to thriving in a challenging environment rests on six strategic pillars:

- **Business Resilience:** Optimizing assets and adapting swiftly to market shifts to maintain steady performance.
- **Portfolio Optimization:** Balancing product offerings to maximize margins while meeting diverse customer needs.
- **Customer-Centric Growth:** Deepening relationships to sustain market leadership across key products.
- **Operational Excellence:** Enhancing efficiency through process automation, SAP adoption (extending beyond DPL), and by-product valorization.
- **Sustainability Leadership:** Reducing our carbon footprint with multi-fuel boilers, renewable energy, and waste recycling initiatives.
- **Financial Prudence:** Strengthening our balance sheet to fund growth CAPEX while maintaining robust controls over inventory and working capital.

Technology & Innovation: Empowering Growth Through Digital and Chemical Advancements

- **Digital Integration:** AI-driven process controls, predictive analytics, and digital twins are enhancing plant efficiency, safety, and quality. SAP implementation across entities will streamline operations further.
- **R&D Acceleration:** Investments in AI-assisted molecule design and continuous flow chemistry are shortening innovation cycles and expanding our speciality offerings.

- **Sustainability Enablers:** Energy optimization, water conservation, and green chemistry adoption are reducing costs and environmental impact.

ESG Commitment: Growth with Purpose – A Sustainable Legacy

- **Environmental Stewardship:** Targeting zero liquid discharge in new facilities, scaling renewable energy use, and valorizing waste to minimize our ecological footprint.
- **Social Impact:** Expanding community programs, fostering workforce diversity, and creating employment through large-scale projects like DCTL's Gujarat initiatives.
- **Governance Excellence:** Upholding transparency, compliance, and ethical standards across operations and supply chains.

A VISION REALIZED: RESILIENT TODAY, THRIVING TOMORROW

Deepak enters in FY 2025-26 with optimism and clarity. Our integrated business model, diversified revenue streams, and strategic investments position us to weather global headwinds while seizing opportunities in high-growth sectors. With a project pipeline, enhancing capacity, a focus on speciality platforms, and a commitment to sustainability, we are building a strong Organization that delivers enduring value for shareholders, customers, employees, and society.



DISCLAIMER: The contents of this Report include statements that look forward into the future and may carry risks and uncertainties. These forward-looking statements are identified by words such as 'anticipate,' 'belief,' 'estimate,' 'expect,' 'intend,' 'will' and other similar expressions related to the Company and its Businesses. The Company does not have an obligation to update or modify these forward-looking statements publicly, whether due to new information, future events, or other reasons. The actual results, performances, or achievements may differ significantly from what is expressed or implied in these forward-looking statements. It is advised that readers exercise caution and not overly rely on these forward-looking statements as they only reflect the state of affairs as of the date of this Report. It is recommended to read this Report together with the financial statements and their accompanying notes.

FINANCIAL HIGHLIGHTS FOR THE LAST TEN YEARS

Sr. No.	Particulars	UOM*	Ind-AS										Indian GAAP						
			Consolidated					Standalone					2016-17	2015-16					
			2024-25	2023-24	2022-23	2021-22	2020-21	2019-20	2018-19	2024-25	2023-24	2022-23	2021-22	2020-21	2019-20	2018-19	2017-18	2016-17	2015-16
1.	Total Income	₹ in Cr	8366	7758	8020	6845	4382	4265	2715	2676	2848	3135	2582	1823	2237	1795	1491	1324	1337
	YoY Growth	%	7.84	-3.26	17.16	56.22	2.73	57.08	60.80	-6.05	-9.16	21.43	41.63	-18.52	24.67	20.38	12.56	-0.96	0.61
2.	EBITDA	₹ in Cr	1176	1199®	1337	1646	1269	1061	429	441	567®	688	716	550	804	308	214	152®®	168
3.	Profit / (Loss) Before Taxation	₹ in Cr	953	1022®	1146	1434	1042	806	268	338	478®	610	642	479	706	212	122	74®®	91
	Percentage to Total Income	%	11.39	13.17	14.29	20.96	23.78	18.91	9.87	12.62	16.80	19.45	24.87	26.28	31.56	11.84	8.19	5.58	6.83
4.	Profit / (Loss) After Taxation	₹ in Cr	697	811	852	1067	776	611	174	276	433	469	486	355	544	138	83	52®®	65
	Percentage to Total Income	%	8.34	10.45	10.62	15.58	17.71	14.33	6.40	10.33	15.22	14.97	18.83	19.47	24.32	7.69	5.60	3.92	4.87
5.	Equity	₹ in Cr	27	27	27	27	27	27	27	27	27	27	27	27	27	27	27	26	23
6.	Net worth**	₹ in Cr	5389	4797	4090	3338	2347	1572	1072	3126	2955	2625	2256	1845	1491	1058	944	732	476
7.	Debt	₹ in Cr	1171	217	54	301	578	1099	1187	19	0	0	14	-	208	328	462	574	495
8.	Dividend on Equity Capital	₹ in Cr	102**	102**	102	95	75	61**	27	102**	102**	102	95	75	61**	27	18	16	14
	Percentage	%	375**	375**	375	350	275	225**	100	375**	375**	375	350	275	225**	100	65	60	60
9.	EPS	₹	51.12	59.45	62.46	78.20	56.88	44.80	12.73	20.27	31.78	34.41	35.65	26.01	39.89	10.12	6.34	4.43	6.07
10.	Book Value	₹	395	352	300	245	172	115	79	229	217	192	165	135	109	78	72	62	44
11.	Net Debt/ Equity Ratio	x	0.05	0.00	0.05	0.00	0.15	0.68	1.08	0.00	0.00	0.00	0.00	0.00	0.14	0.30	0.43	0.64	0.89

*UOM: Units of Measurement

**Interim Dividend

[®] Excludes exceptional income derived from insurance claims received against fire.

^{®®} Excludes exceptional income derived from sale of land.

^{##} Proposed dividend is accounted as and when declared by the Company.

^{**} Net worth attributable to owners of the company.

Notice

NOTICE is hereby given that the Fifty Fourth Annual General Meeting of Members of **DEEPAK NITRITE LIMITED** will be held on **Thursday, the 14th day of August, 2025, at 11:30 A.M.** through Video Conferencing/Other Audio Visual Means to transact the following businesses:

ORDINARY BUSINESS:

- To receive, consider, approve and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors' and the Auditor's 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 Standalone Financial Statements of the Company including Balance Sheet, Statement of Profit and Loss, Cash Flow Statement and Statement of Changes in Equity for the Financial Year ended March 31, 2025 along with the Directors' Report and the Auditor's Report thereon, be and are hereby received, considered, approved and adopted."

- To receive, consider, approve and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with Report of the Auditor's 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 Consolidated Financial Statements of the Company including Balance Sheet, Statement of Profit and Loss, Cash Flow Statement and Statement of Changes in Equity for the Financial Year ended March 31, 2025 along with the Auditor's Report thereon be and are hereby received, considered, approved and adopted."

- To declare dividend of ₹ 7.50 (Rupees Seven and Paisa Fifty only), being 375%, per equity share of face value of ₹ 2.00 (Rupees Two only) each for the Financial Year ended March 31, 2025.**

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

"RESOLVED THAT the dividend of ₹ 7.50 (Rupees Seven and Paisa Fifty only) being 375% per equity share of face value of

₹ 2.00 (Rupees Two only) each amounting to ₹ 102,29,47,807.50 (Rupees One Hundred Two Crores Twenty Nine Lakhs Forty Seven Thousand Eight Hundred Seven and Paisa Fifty only), for the Financial Year ended March 31, 2025, as recommended by the Board of Directors, be and is hereby approved."

- To appoint a Director in place of Shri Maulik Mehta (DIN: 05227290), who retires by rotation at this Annual General Meeting, in terms of Section 152(6) of the Companies Act, 2013 and being eligible, has offered himself for re-appointment.**

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

"RESOLVED THAT Shri Maulik Mehta (DIN: 05227290), who retires by rotation at this Annual General Meeting, in terms of Section 152(6) of the Companies Act, 2013 and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

- To appoint a Director in place of Shri Sanjay Upadhyay (DIN: 01776546), who retires by rotation at this Annual General Meeting, in terms of Section 152(6) of the Companies Act, 2013 and being eligible, has offered himself for re-appointment.**

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

"RESOLVED THAT Shri Sanjay Upadhyay (DIN: 01776546), who retires by rotation at this Annual General Meeting, in terms of Section 152(6) of the Companies Act, 2013 and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

- Ratification of remuneration of the Cost Auditors for the Financial Year 2025-26.**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment

thereof, for the time being in force), the remuneration of ₹ 8,50,000 (Rupees Eight Lakhs Fifty Thousand only) plus applicable taxes, travelling and other out of pocket expenses payable to B. M. Sharma & Co., Cost Accountants (Firm Registration No. 00219), the Cost Auditors, appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company, for the Financial Year ending March 31, 2026, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

7. To appoint M/s. KANJ & Co. LLP, Company Secretaries, as Secretarial Auditors of the Company for the term of five (5) consecutive years and payment of remuneration.

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

“RESOLVED THAT pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circulars issued thereunder from time to time and Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per the recommendations of Board of Directors of the Company, M/s. KANJ & Co. LLP, Company, Secretaries, Pune, (Firm Registration No. P2000MH005900) having Peer review No. 6309/2024, be and is hereby appointed as the Secretarial Auditors of the Company to hold office for a period of five (5) consecutive years to conduct the Secretarial Audit of the Company commencing from Financial Year 2025-26 till Financial Year 2029-30, at such remuneration plus applicable taxes and out of pocket expenses, as mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

By Order of the Board of Directors

Arvind Bajpai

Company Secretary

Membership No.: FCS6713

Date: May 28, 2025

Place: Vadodara

Registered Office:

2nd Floor, Fermenter House,
Alembic City, Alembic Avenue Road,
Vadodara – 390 003, Gujarat
Tel: +91-265-2765200
Fax: +91-265-2765344
Email: investor@godeepak.com
Website: www.godeepak.com
CIN: L24110GJ1970PLC001735

GENERAL NOTES

- 1 Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022 and General Circular No. 10/2022, dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024, Circular No. 133/2024 dated October 3, 2024 and all other relevant circulars issued from time to time by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "the MCA Circulars"), MCA has permitted to hold Annual General Meeting through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of Members at a common venue. Hence, in compliance with the MCA Circulars, the 54th Annual General Meeting ("AGM") of the Company is being held through VC/OAVM.
- 2 In terms of the MCA Circulars, the physical attendance of Members is dispensed with and there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, Corporate Members are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-Voting. Since the AGM will be held through VC/OAVM, the Route Map for AGM venue is not required to be annexed to the Notice.
- 3 The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 4 In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report for the Financial Year 2024-25 is being sent only through email to those Members whose email IDs are registered with the Company/Depositories. Members may note that the Notice of the AGM and Annual Report for the Financial Year 2024-25 will also be available on the Company's website www.godeepak.com and the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL (agency providing the remote e-Voting facility) at www.evoting.nsdl.com.
- 5 Members who have not yet registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in electronic mode and with the Company's Registrar & Share Transfer Agent i.e. MUFG Intime India Private Limited ("RTA") in case the shares are held by them in physical mode.
- 6 Pursuant to SEBI Master Circular for Registrars to an Issue and Share Transfer Agents bearing no. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated May 7, 2024, the Company shall issue the securities in dematerialized form only while processing the service request(s) in the form(s) prescribed therein. It may be noted that any service request can be processed only after the folio is KYC Compliant.
7. Process for Registration/updation of E-mail ID, PAN, Bank Account Details and other details.

Type of Holder	Process to be followed
Physical	For availing the following investor services, send a written request in the prescribed form to the RTA of the Company, MUFG Intime India Private Limited either by email to vadodara@in.mpms.mufg.com or by post to "Geetakunj" 1, Bhakti Nagar Society, Behind ABS Tower, Old Padra Road, Vadodara – 390015, Tel: 0265- 3566768
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode
	Update of signature of securities holder
	For nomination as provided in the Rules 19 (1) of Companies (Share Capital and Debenture) Rules, 2014
	Declaration to opt out of Nomination by Holders of Physical Securities
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form
	The forms for updating the above details are available at: https://www.godeepak.com/investor-related-forms/
Demat	Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service ("NECS"), Electronic Clearing Service ("ECS"), mandates, nominations, power of attorney, change of address/name, e-mail address, contact numbers etc. to their Depository Participant ("DP") only, and not to the Company's Registrar & Share Transfer Agent. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrar & Share Transfer Agent to provide efficient and better services to the Members.

This may be treated as an advance opportunity in terms of proviso to Rule 18(3)(i) of the Companies (Management and Administration) Rules, 2014.

8. Members who wish to seek any information with regard to the Financial Statements or any matter to be placed at AGM are requested to write to the Company latest by **August 4, 2025**, through email on investor@godeepak.com so as to enable the Company to keep the information ready at the AGM.
9. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Company's RTA.
10. SEBI Notification No. SEBI/LAD-NRO/GN/2022/66 dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. The Members may contact the Company or the Company's RTA for assistance in this regard.
11. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 6 and 7 of the Notice, is annexed thereto. Further, the relevant details with respect to Item Nos. 4 and 5 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment /re-appointment at this AGM are also annexed to the Notice.
12. The Members can join the AGM through VC/OAVM mode, 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee (NRC) and Stakeholders Relationship and Investor Grievances Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. August 14, 2025. Members seeking to inspect such documents can send an email to investor@godeepak.com.
14. Members may note that the Board of Directors of the Company, at its meeting held on May 28, 2025, has recommended a final dividend of ₹ 7.50 (Rupees Seven and Paise Fifty only) per equity share for the Financial Year 2024-25. The dividend as recommended by the Board of Directors, if approved at the AGM, will be paid within 30 days of AGM in respect of shares held in the Company in physical form, to those Members whose names appear in the Company's Register of Members and in respect of shares held in demat form, to those "Deemed Members" whose names appear in the Statement of Beneficial Ownership furnished by the NSDL and CDSL as on Record Date i.e. August 4, 2025.
15. The dividend, once approved by the Members at the ensuing AGM, will be paid electronically through various online transfer modes to those Members who have updated their bank account details. Members holding shares in physical form and who have not updated their bank account details, may submit Form ISR-1 duly signed stating their bank details viz., Name of the Bank and Branch, their A/C type and Core Banking A/C No. with 9 digit MICR and 11 digit IFSC code along with the original copy of cancelled cheque to MUFG Intime India Private Limited. Requests for payment of dividend through various online transfer modes should be lodged with MUFG Intime India Private Limited on or before August 14, 2025. To avoid delay in receiving dividend, Members are requested to update their KYC with their depositories (where shares are held in dematerialised mode) and with the Company's RTA (where shares are held in physical mode) to receive dividend directly into their bank account on the payout date.
16. Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of Members. The Company shall therefore be required to deduct Tax at Source ("TDS") at the time of making the payment of dividends as mentioned above. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number ("PAN")	10% or as notified by the Government of India
Members not having In operative PAN / valid PAN (Section 206AA of the IT Act)	20% or as notified by the Government of India

However, no tax shall be deducted on the dividends payable to a resident individual if the total dividend to be received by them during fiscal 2025 does not exceed ₹ 10,000 and also in cases where Members provide Form 15G / Form 15H (Form 15H is applicable to individuals aged sixty (60) years or more) subject to conditions specified in the IT Act. PAN is mandatory for Members providing Form 15G / 15H or any other document as mentioned above. The Company may at its sole discretion reject the form if it does not fulfil the requirement of the law.

Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower/ nil with holding tax.

For non-resident shareholders (including Foreign Institutional Investors / Foreign Portfolio Investors), taxes are required to be withheld in accordance with the provisions of Section 195, Section 196D and other applicable Sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividends payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA"), between India and the country of tax residence of the Member, if they are more beneficial to them. For this purpose, i.e., to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

Self-attested copy of the PAN card allotted by the Indian Income Tax Authorities duly attested by the Member or in case PAN is not available, details as prescribed under Rule 37BC of Income Tax, Rules, 1962.

- Self-attested copy of Tax Residency Certificate for fiscal 2025 obtained from the revenue authorities of the country of tax residence, duly attested by Member.
- Copy of Form-10F filled electronically on the income tax portal for Financial Year 2025-26, if all the details required in this Form are not mentioned in the Tax Residency Certificate.

- Self-declaration by the Member that (i) does not have a permanent establishment in India under the applicable Tax Treaty, (ii) is the beneficial owner of the dividends, (iii) complies with any other condition prescribed in the relevant Tax Treaty and provisions under the 'MLI' will not have a place of effective management in India.
- FPI shareholders shall, in addition to above documents, also provide SEBI Registration Certificate as FII / FPI.
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the Member.

Please note that application of the beneficial rate of tax treaty for TDS is at the discretion of the Company and shall depend upon the completeness and satisfactory review of the same by the Company.

Accordingly, the aforementioned documents are required to be uploaded on the shareholder portal at <https://web.in.mpms.mufig.com/formsreg/submission-of-form-15g-15h.html> on or before August 4, 2025.

No communication would be entertained from Members after August 4, 2025 regarding tax withholding matters. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from a Member, there would still be an option available with the Member to file the return of income and claim an appropriate refund, if eligible.

The Company shall arrange to e-mail the soft copy of TDS certificate to Members at their registered e-mail ID in accordance with the provisions of the Income Tax Act 1961 after filing of the quarterly TDS Returns of the Company, post payment of the said Dividend.

The Company vide its separate e-mail communication had informed the Members regarding this change in the Income Tax Act, 1961 as well as the relevant procedure to be adopted by the Members to avail the applicable tax rate

17. In terms of the provisions of Section 124 and other applicable provisions of the Act, the amount of dividend not encashed or claimed within seven (7) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Accordingly, the unclaimed dividend in respect of Financial Year 2017-18 is due for transfer to IEPF Fund in August, 2025. Members who have not yet encashed their dividend warrant(s) pertaining to the dividend for the Financial Year 2017-18 onwards, are requested to lodge their claims for the same with the Company or RTA of the Company.

Attention of Members is invited to the provisions of Section 124(6) of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 amended from time to time, which inter alia requires the Company to transfer the equity shares on which the dividend has remained unpaid or unclaimed for a continuous period of seven (7) years, to a special demat account of Investor Education and Protection Fund Authority ("IEPF Authority").

The dividend/shares, once transferred to the said demat account of the IEPF Authority can be claimed after following due procedure prescribed under the said IEPF Rules by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

18. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Secretarial Standard on General Meeting(SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) and the MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, December 28, 2022, September 25, 2023 and September 19, 2024 the Company is providing the facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL") for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-Voting system is provided by NSDL.
19. Members who have cast their votes by remote e-Voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by Members holding shares in dematerialised mode, physical mode and for Members who have not registered their e-mail addresses is provided in the "Instructions for e-Voting" section which forms part of this Notice.
20. The Board of Directors of the Company has appointed Shri Dinesh Joshi, Practising Company Secretary (Membership

No.: FCS-3752), Designated Partner, KANJ & Co. LLP, Company Secretaries, Pune, as the Scrutiniser, to scrutinise the voting during the AGM and remote e-Voting process in a fair and transparent manner.

21. Members holding shares either in physical or dematerialised form, as on **Monday, August 4, 2025** ("Cut-off Date"), may cast their votes electronically. The e-Voting period commences on **Monday, August 11, 2025 (9:00 A.M. IST)** and ends on **Wednesday, August 13, 2025 (5:00 P.M. IST)**. The e-Voting module will be disabled by NSDL thereafter. A Member will not be allowed to vote again on any Resolution on which vote has already been cast.
22. The voting rights of Members shall be proportionate to their share of the paid-up equity share capital of the Company as on the Cut-off Date i.e. as on **August 4, 2025**.
23. A person who is not a Member as on the Cut-off Date is requested to treat this Notice for information purposes only.
24. The facility for voting during the AGM will also be made available. Members present at the AGM through VC and who have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through the e-Voting system during the AGM.
25. Any person holding shares in physical form and non-individual shareholders who acquire shares of the Company and become Member of the Company after the Notice is sent and holding shares as of the Cut-off Date, i.e. August 4, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if he / she is already registered with NSDL for remote e-Voting, then he / she can use his / her existing user ID and password for casting the vote. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become Member of the Company after the Notice is sent and holding shares as of the Cut-off Date, may follow steps mentioned in the Notice under 'Instructions for e-Voting'.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

A) Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.

In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under “Shareholder/ Member” section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com. Click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat account. After successful authentication, user will be provided links for the respective e-Voting Service Providers i.e. NSDL where the e-voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option. You will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 48867000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk evoting@cdslindia.com or contact at toll free no. 1800 21 09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a Mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholder/Member" section.

- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the “initial password” which was communicated to you. Once you retrieve your “initial password” you need to enter the “initial password” and the system will force you to change your password.
 - c) How to retrieve your “initial password”?
 - (i) If your email ID is registered in your demat account or with the Company, your “initial password” is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your “User ID” and your “initial password”.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on <https://www.evoting.nsdl.com/>.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on <https://www.evoting.nsdl.com/>.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/ OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the Resolution, you will not be allowed to modify your vote.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present at the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members may note that the 54th Annual General Meeting of the Company will be convened through VC/OAVM in compliance with the applicable provisions of the Companies Act, 2013, read with the MCA Circulars. The facility to attend the AGM through VC/OAVM will be provided by the Company through NSDL. Members may access the same at <https://www.evoting.nsdl.com>.
2. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system.
3. After successful login, you can see link of “VC/OAVM link” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of the Company will be displayed.
4. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
5. Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
6. The Company reserves the right to limit the number of Members asking questions depending on the availability of time at the AGM.
7. Members can participate in the AGM through their desktops/ smartphones/ laptops etc. However, for better experience and smooth participation, it is advisable to join the Meeting through desktops/ laptops with high-speed internet connectivity.
8. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore, recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

9. Members will be required to allow camera and the use Internet with a good speed to avoid any disturbance during the AGM.
10. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/Folio Number, PAN, mobile number at <https://www.godeepak.com/investor/> latest by August 4, 2025. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

GENERAL GUIDELINES FOR SHAREHOLDERS:

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutiniser by e-mail to dinesh.joshi@kanjcs.com with a copy marked to evoting@nsdl.com or upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on “Upload Board Resolution/Authority Letter” displayed under “e-Voting” tab in their login.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 48867000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com.

Process for those shareholders whose email IDs are not registered with the Depositories for obtaining user ID and password and registration of e-mail IDs for e-Voting for the Resolutions set out in this Notice:

Shareholders may send a request to evoting@nsdl.com for obtaining user ID and password for e-Voting.

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card).

2. In case shares are held in demat mode, please provide DPIDCLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card).
3. If you are an individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat

account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Other Instructions

- The Scrutiniser shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-Voting, and submit, not later than 48 hours of conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.
- The result declared along with the Scrutiniser's Report shall be placed on the Company's website at www.godeepak.com and on the website of NSDL, <https://www.evoting.nsdl.com>. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed.

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

Item No. 6

The Board of Directors of the Company, upon recommendation of the Audit Committee, has approved the appointment of B. M. Sharma & Co., Cost Accountants (Firm Registration No. 00219) as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2026. Also, upon recommendation of the Audit Committee, the remuneration of the Cost Auditors was fixed by the Board of Directors as ₹ 8,50,000 (Rupees Eight Lakhs Fifty Thousand only) plus applicable taxes, travelling and other out of pocket expenses for performing the audit as mentioned above.

In accordance with the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, approval of Members is being sought for the Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2026.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 6 of the Notice.

The Board recommends Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

Item No. 7

The Board of Directors, at its meeting held on May 28, 2025, has recommended the appointment of KANJ & Co., LLP, Company Secretaries (Firm Registration No. P2000MH005900 and having Peer review No. 6309/2024) as the Secretarial Auditors of the Company, in accordance with the provisions of Section 204 of the Companies Act, 2013 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for a term of five (5) consecutive years commencing from Financial Year 2025-26 to Financial Year 2029-30, subject to approval by the Members at this Annual General Meeting.

The details required to be disclosed under provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

Sr No	Particulars	Details
1	Proposed Secretarial Auditors	KANJ & Co., LLP, Company Secretaries
2	Basis of Recommendation	<p>KANJ & Co., LLP, is LLP of Practicing Company Secretaries and primarily engaged in providing Secretarial Audit, Governance, Compliance Management and other Assurance services. Kanj has experience in handling the secretarial audits of listed and large unlisted companies.</p> <p>The Board believes that their experience of conducting Secretarial Audit of listed companies and large unlisted companies and knowledge of the legal and regulatory framework will be invaluable to the Company in ensuring continued adherence to compliance requirements under the Companies Act, 2013, Securities and Exchange Board of India Act, 1992, other applicable corporate laws.</p> <p>The recommendation for the appointment of KANJ & Co., LLP as Secretarial Auditors is based on their past track record and capabilities in delivering quality secretarial audit services to other companies of similar size and complexity.</p>
3	Credential of Proposed Secretarial Auditor	KANJ & Co., LLP is a firm of Company Secretaries in Practice and holding Peer Review Certificate No. 6309/2024 issued by the Peer Review Board of the Institute of Company Secretaries of India.
4	Term of Appointment	five (5) consecutive years from Financial Year the 2025-26 to Financial Year 2029-30.

Sr No	Particulars	Details
5	Proposed Fees	₹ 6,00,000/- (Rupees Six Lakhs Only) per annum plus applicable taxes and reimbursement of other out-of-pocket expenses actually incurred in connection with the Secretarial Audit of the Company for the Financial Year 2025-26 and for subsequent year(s) of their term, such fees as mutually agreed between the Board of Directors of the Company and Secretarial Auditors.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 7 of the Notice. The Board recommends the resolution set forth in item No. 7 of the Notice for approval of the Members as an Ordinary Resolution.

By Order of the Board of Directors

Arvind Bajpai

Company Secretary

Membership No.: FCS6713

Date: May 28, 2025

Place: Vadodara

Registered Office:

2nd Floor, Fermenter House,
Alembic City, Alembic Avenue Road,
Vadodara – 390 003, Gujarat
Tel: +91-265-2765200
Fax: +91-265-2765344
Email: investor@godeepak.com
Website: www.godeepak.com
CIN: L24110GJ1970PLC001735

Annexure – I To The Notice

Additional information for the Directors seeking appointment / re-appointment at the AGM as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of Director	Shri Maulik Mehta
DIN	05227290
Date of Birth	March 27, 1983
Age	42 Years
Brief resume covering expertise in specific functional areas and experience	<p>Shri Maulik Mehta is a Bachelor of Business Administration from the University of Liverpool, UK. He holds a Master's degree in Industrial and Organisational Psychology from Columbia University, USA. He has also graduated in Owner/President Management - an executive MBA programme from the prestigious Harvard Business School, sharpening his leadership dexterity and knowledge to bring a fresh breath of global business insights and agility in the Company management.</p> <p>Shri Maulik Mehta has been at the helm of the organisation as the Executive Director & Chief Executive Officer since June 2020. He took over the charge in an extremely challenging and uncertain environment during the peak of the COVID-19 pandemic, where the priority was to ensure the security and healthcare of the workforce and safeguard the interests of the investors.</p> <p>Shri Mehta has a dynamic and innovation-driven work acumen, evident in his 17-years hands-on, outcome-driven work ethic across key areas such as business development, patent and product development, human resources, brand equity, external relations, as well as formulating a future-ready Group strategy. He is an avid ESG champion and under his leadership, the Company has adopted a forward-looking approach that prioritises diversity, equity, inclusion, circularity and sustainability while maximising profits and delivering value to all stakeholders. His technology-forward approach and global vision have been instrumental in developing executive strategies and initiatives that have significantly improved both the top-line and bottom-line.</p> <p>Shri Mehta's consensus-oriented management has demonstrated excellent leadership in all aspects of the business.</p>
Qualifications	Bachelor of Business Administration from the University of Liverpool, UK. He holds a Master's degree in Industrial and Organisational Psychology from Columbia University, USA.
The Skills and capabilities required for the role and manner in which the proposed person meets such requirements	Shri Maulik Mehta meets with various requirements such as Industry Knowledge, Behavioural skills, attributes and competencies to use his knowledge and skills to contribute effectively to the growth of the Company, Business Strategy, Sales & Marketing, Corporate Governance, Administration, Decision making Skills, Financial & Management Skills, Technical Skills, Communication Skills, Leadership Skills, Stakeholder Relations, Risk Management Skills.
Directorships held in companies	<p>Listed Companies</p> <p>Transpek Industries Limited Deepak Nitrite Limited</p> <p>Unlisted Companies</p> <p>Narmada Thermal Power Private Limited Deepak Advanced Materials Limited Deepak PMC Limited Deepak Cybit Private Limited Deepak Phenolics Limited Deepak Chem Tech Limited</p>

Name of Director	Shri Maulik Mehta	
Membership / Chairmanship of committees of public companies	Deepak Nitrite Limited Risk Management Committee – Member Sustainability Committee - Member Deepak Chem Tech Limited Project Committee – Member Transpek Industry Limited Nomination and Remuneration Committee - Member	
Names of Listed entities from where he resigned in past 3 years	Nil	
Shareholdings in the Company, including Shareholding as a Beneficial Owner	1,31,300 Equity Shares	
Disclosure of relationships between Directors inter-se	Shri Maulik Mehta is son of Shri Deepak C. Mehta, Chairman & Managing Director, brother of Shri Meghav Mehta, Non-Executive Director and nephew of Shri Ajay C. Mehta, Non-Executive Director of the Company.	
Remuneration received from the Company in the Financial Year 2024-25	Fixed Pay: ₹ 388.70 Lakhs Variable Pay: ₹ 60.84 Lakhs (for the Financial Year 2023-24 and paid in the Financial Year 2024-25) Total: ₹ 449.54 Lakhs	
Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid	He shall be liable to retire by rotation. Not entitled for sitting fees for attending meeting of Board and Committees thereof.	
Date of first appointment on the Board	May 9, 2016	
The number of Meetings of the Board attended during the Financial Year 2024-25/ during the tenure of their appointment	No. of Board Meetings held 4	No. of Board Meetings attended 4

Name of Director	Shri Sanjay Upadhyay
DIN	01776546
Date of Birth	July 20, 1961
Age	63 Years
Brief resume covering expertise in specific functional areas and experience	<p>Shri Sanjay Upadhyay is a qualified Cost Accountant and a Company Secretary. He has completed an Advanced Management Programme from Wharton, USA.</p> <p>He has over 40 years experience in the areas of Finance, Treasury, Taxation, Commercial, Secretarial and Corporate Restructuring. He oversees risk Management, Governance, Investor Relation and IT functions. Apart from these, he also has expertise in growth strategy, acquisitions, restructuring etc. Shri Sanjay Upadhyay joined the Company in 1994. During the span of his career, he has held important positions in the Company. He was inducted on the Board as Director (Finance) from April 2017 and was designated as Director (Finance) & Group Chief Financial Officer of the Company from August 2023.</p> <p>In his role as Group CFO, he is focussed on driving financial performance of the Group through rigour and synergy in capital allocation, investment management decisions and portfolio optimisation.</p> <p>Shri Sanjay Upadhyay is on the Board of several companies within the Deepak Group and is also part of various Committees of Directors across Deepak Group.</p>
Qualifications	Qualified Cost Accountant and Company Secretary. He has completed an Advanced Management Programme from Wharton, USA.
The Skills and capabilities required for the role and manner in which the proposed person meets such requirements	Shri Sanjay Upadhyay meets with various requirements such as Industry Knowledge, Behavioural skills, attributes and competencies to use his knowledge and skills to contribute effectively to the growth of the Company, Business Strategy, Sales & Marketing, Corporate Governance, Administration, Decision making Skills, Financial & Management Skills, Technical Skills, Communication Skills, Leadership Skills, Stakeholder Relations, Risk Management Skills.
Directorships held in companies	<p>Listed Companies Deepak Nitrite Limited</p> <p>Unlisted Companies Narmada Thermal Power Private Limited Deepak PMC Limited Deepak Novochem Specialities Limited Deepak Novochem Technologies Limited Deepak Phenolics Limited. Deepak Chem Tech Limited</p>
Membership / Chairmanship of committees of public companies	<p>Deepak Nitrite Limited Stakeholders' Relationship & Investors Grievances Committee – Member Risk Management Committee – Member Corporate Social Responsibility Committee – Member</p> <p>Deepak Novochem Technologies Limited Audit Committee – Chairman Nomination and Remuneration Committee – Chairman Corporate Social Responsibility Committee – Member Risk Management Committee - Chairman</p>

Name of Director	Shri Sanjay Upadhyay	
	Deepak Phenolics Limited Audit Committee – Member Nomination and Remuneration Committee – Member Corporate Social Responsibility Committee – Member Sustainability Committee - Member Deepak Chem Tech Limited Project Committee – Member Audit Committee – Member Nomination and Remuneration Committee – Member Corporate Social Responsibility Committee – Member Deepak Novochem Specialities Limited Nomination and Remuneration Committee – Chairman Audit Committee – Chairman	
Names of Listed entities from where he resigned in past 3 years	Nil	
Shareholdings in the Company, including Shareholding as a Beneficial Owner	1,738 Equity Shares	
Disclosure of relationships between Directors inter-se	NIL	
Remuneration received from the Company in the Financial Year 2024-25	Fixed Pay: ₹ 477.13 Lakhs Variable Pay: ₹ 85.20 Lakhs (for the Financial Year 2023-24 and paid in the Financial Year 2024-25) Total: ₹ 562.33 Lakhs	
Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid	He shall be liable to retire by rotation. Not entitled for sitting fees for attending meeting of Board and Committees thereof.	
Date of first appointment on the Board	April 28, 2017	
The number of Meetings of the Board attended during the Financial Year 2024-25 / during the tenure of their appointment	No. of Board Meetings held 4	No. of Board Meetings attended 4

By Order of the Board of Directors

Arvind Bajpai

Company Secretary

Membership No.: FCS6713

Date: May 28, 2025

Place: Vadodara

Registered Office:

2nd Floor, Fermenter House,
 Alembic City, Alembic Avenue Road,
 Vadodara – 390 003, Gujarat
 Tel: +91-265-2765200
 Fax: +91-265-2765344
 Email: investor@godeepak.com
 Website: www.godeepak.com
 CIN: L24110GJ1970PLC001735

INFORMATION AT A GLANCE:

Particulars	Details
Time and date of AGM	11:30 a.m. (IST), Thursday, August 14, 2025
Mode	Video Conferencing and Other Audio Visual Means
Webcasts and transcripts	https://www.godeepak.com/financial-result/
Record Date	Monday, August 4, 2025
Final Dividend Payment date	Within 30 days from the date of declaration of Dividend
Information of tax on final dividend 2024-25	₹ 7.50/- (Rupees Seven and Paise Fifty only)
Cut-off date for eligibility of remote e-voting and voting at the AGM	Monday, August 4, 2025
e-Voting start time and date	9:00 a.m. (IST), Monday, August 11, 2025
e-Voting end time and date	5:00 p.m. (IST), Wednesday, August 13, 2025
Name, address and contact details of e-voting service provider	Contact Name Ms. Pallavi Mhatre Senior Manager National Securities Depository Limited 4 th Floor, A wing, Trade world, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013, India Email Id evoting@nsdl.com Contact Number 022-48867000
Name, address and contact details of registrar and Transfer Agent	Shri Alpesh Gandhi Asst. Vice President MUFG Intime India Private Limited “Geetakunj” 1, Bhakti Nagar Society, Behind ABS Tower, Old Padra Road, Vadodara – 390 015, Tel: 0265- 3566768

By Order of the Board of Directors

Arvind Bajpai

Company Secretary

Membership No.: FCS6713

Date: May 28, 2025

Place: Vadodara

Registered Office:

2nd Floor, Fermenter House,
Alembic City, Alembic Avenue Road,
Vadodara – 390 003, Gujarat
Tel: +91-265-2765200
Fax: +91-265-2765344
Email: investor@godeepak.com
Website: www.godeepak.com
CIN: L24110GJ1970PLC001735

Directors' Report

Dear Shareholders,

Your Directors have pleasure in presenting the Fifty Fourth (54th) Annual Report of Deepak Nitrite Limited ('DNL' or 'your Company' or 'the Company') along with the Audited Financial Statements for the Financial Year ('FY') ended March 31, 2025. The Directors' Report has been prepared on a standalone basis and the consolidated performance of the Company and its subsidiaries ('Deepak' or 'the Group') has been referred to wherever required.

FINANCIAL RESULTS

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

(₹ in Crores)

Particulars	Standalone Results		Consolidated Results	
	2024-25	2023-24	2024-25	2023-24
Total Revenue (Gross)	2,675.66	2,848.05	8,365.79	7,757.93
Operating Profit Before Depreciation, Finance Cost, Exceptional Item and Tax (EBITDA)	441.19	567.34	1,175.62	1,199.41
Less: Depreciation and Amortization expenses	99.87	86.79	195.37	165.66
Less: Finance Costs	3.78	2.09	27.50	11.83
Add: Exceptional Items	-	79.80	-	79.80
Profit before Tax	337.54	558.26	952.75	1,101.72
Less: Tax expenses	61.11	124.83	255.38	290.83
Net Profit for the Year	276.43	433.43	697.37	810.89
Other Comprehensive Income	-2.20	-1.66	-3.31	-1.95
Total Comprehensive income for the Year	274.23	431.77	694.06	808.94
Surplus brought forward from previous year	2,392.77	2,063.41	4,234.86	3,528.32
Balance available for Appropriation	2,666.77	2,495.06	4,929.41	4,337.14

The FY 2024-25 unfolded against a complex backdrop marked by geopolitical uncertainties, energy cost volatility, and continued disruptions in global supply chains. It also presented opportunities, as the China+1 strategy gained traction, leading global giants to diversify sourcing to alternative regions including India. The year witnessed tightening margins owing to pricing pressure caused by Chinese aggression in the markets in India and elsewhere in the World, subdued demand in certain agrochemicals—driven by prolonged destocking.

Additionally, global crop prices, particularly wheat, corn, and soybean, witnessed a sharp decline, largely due to record-high wheat exports from Russia and increased grain shipments from Ukraine. However, Deepak's agile operations, consistent plant utilisation, and emphasis on process efficiencies allowed it to maintain reliability and deliver on customer expectations. Strategic investments in process improvements, cost control measures,

and supply chain agility supported margin stability and ensured continuity in dynamic market conditions.

A key trend shaping the global chemical industry has been the intensifying focus on sustainability, driving companies to invest in green technologies, adopt circular economy models, and transition to bio-based feedstocks in response to evolving customer demands and environmental regulations that are increasingly becoming more stringent. Combined with moderate global economic growth, these dynamics have created a challenging yet transformative period for the industry.

Also, Deepak's strong execution track record, manufacturing expertise, deep customer relationships, and commitment to value-added chemistry positioned it to ride on this shift successfully. At the same time, the Company remained alert to external pressures, including raw material cost swings and tightening environmental norms, responding with proactive sourcing diversification,

operational optimization, and enhanced customer focus. For India, despite these global headwinds, strong domestic demand provided a crucial buffer.

Given this backdrop, Deepak reported a resilient performance in FY 2024-25. The Company faced subdued demand in select agrochemicals product due to sluggish global and domestic consumption, accompanied by pressure on realisation due to sustained dumping by Chinese suppliers. Despite these headwinds, your Company ensured a concerted focus on capacity expansion, both greenfield and brownfield, debottlenecking initiatives and R&D investments, focusing on enhancing its portfolio of products, registering better penetration towards geographies and customers. The Company remains cautiously optimistic, citing opportunities arising from global supply chain diversification and strong domestic demand.

Deepak has been investing around ₹ 2,000 Crores in various greenfield projects which are being commissioned for manufacturing products as backward and forward integration. Hence, these products are potentially margin accretive. Looking ahead, DNL anticipates a more favourable outlook given newer robust being added to its product basket, driven by expected demand recovery. These products are nitric acid, specialty chemicals, MIBK-MIBC (produced from Acetone), larger capacity addition in hydrogenation and nitration capabilities to take care of the Group's ambition towards inclusion of product offering to its user industries.

Apart from the above, Deepak has obtained approval from its Board as formal investment decision of ₹ 8,500 Crores towards investing into projects manufacturing Polycarbonate resins, Phenol – Acetone. These projects are expected to be commissioned by FY 2027-28.

With a strong focus on sustainability as evidenced by strong capex pipeline, high TFS scores, cost leadership and operational excellency, Deepak is well-positioned to strengthen its competitive edge. While short-term volatility remains a concern, your Company's robust domestic footprint, continuous innovation in speciality chemicals and expansion initiatives position it favourably to capitalize on India's growing role in the global chemical market.

PERFORMANCE REVIEW

Standalone

DNL's fiscal year 2025 unfolded amidst a complex market landscape, characterized by both challenges and strategic advancements. Impact of deferred demand, volatile raw material costs and an influx of supply from Chinese markets hampered its operational performance. Despite these pressures, certain segments within the Company's portfolio, notably dyes and pigments intermediates among others, demonstrated resilience, contributing positively to overall financial performance. This underscored the strength

of your Company's diversified product offerings and its ability to navigate fluctuating market conditions.

During the year ended March 31, 2025, DNL's Total Revenue, including Other Income, stood at ₹ 2,676 Crores. Despite operating challenges, your Company strategically allocated resources to high-demand applications while awaiting a recovery in the agrochemical sector. The Company leveraged its multi-purpose plants for flexibility, ensuring efficient utilization of capacity. Throughout the year, the commissioning of various debottlenecking initiatives led to gains in production capacity for several key intermediates.

Simultaneously, the Company actively executed several key initiatives aimed at securing long-term growth and enhancing its market position. With the commitment to increased Research and Development ('R&D') activity, a new R&D Centre is setup at Savli near Vadodara. New Products in the area of Material Sciences are also being considered based on core competencies of Deepak.

On performance front, your Company's EBITDA stood at ₹ 441 Crores vs ₹ 567 Crores in the previous year, Profit Before Tax (PBT) came in at ₹ 338 Crores, with Profit After Tax (PAT) reaching ₹ 276 Crores. Depreciation and Finance Costs amounted to ₹ 99 Crores and ₹ 4 Crores, respectively.

Domestic Revenue stood at ₹ 1,385 Crores, while Export Revenue came in at ₹ 1,141 Crores, driven by targeted initiatives in favourable markets. Your Company continued to prioritize wallet share expansion and debottlenecking initiatives to enhance volumes amid mixed industry sentiment.

Reinforcing its financial stability, credit rating agencies reaffirmed DNL's ratings, citing its robust operational profile and diversified product range. DNL's ability to sustain strong creditworthiness despite market fluctuations underscored its disciplined financial management and strategic resilience.

Looking ahead, DNL is strategically charting its path toward becoming one of the most integrated and future-ready chemical and petrochemical companies globally. The Company is strengthening its foundation through expansion of its product portfolio, deeper penetration into key markets, and consistent growth across its core business segments, through new projects being done by its subsidiary.

To meet evolving industry demands, the Company is actively exploring new opportunities and adopting cutting-edge technologies. These efforts are complemented by targeted investments in capacity expansion and supply chain resilience, ensuring the agility needed in a dynamic global environment.

DNL has successfully implemented SAP S4 HANA along with various applications around Transport management, Customer

relationship management, Laboratory management, Weigh bridge management, which has been a serious way forward towards streamlining operations, improving inventory management, easing out financial reporting and decision-making processes. This integration of SAP S4 HANA and other applications as mentioned above, enhances transparency, efficiency and transforms DNL into a data-driven organization digitally.

Innovation, sustainability, and customer-centricity remain core to DNL's approach. By embedding these principles into its operations and executing key strategic projects, the Company is well-positioned to bridge global demand-supply gaps and emerge as a preferred partner for international customers—driving long-term, sustainable growth and industry leadership.

Deepak Phenolics Limited

Deepak Phenolics Limited ('DPL'), a Wholly Owned Material Subsidiary of your Company, is a cornerstone of India's phenolics industry, headquartered in Vadodara, Gujarat. Since commissioning its advanced manufacturing facility in Dahej, Gujarat, in November 2018, DPL has established itself as the country's leading producer of Phenol, Acetone, Cumene, Alpha Methyl Styrene ('AMS') and Isopropyl Alcohol ('IPA'). By leveraging locally sourced raw materials like Benzene and Propylene, combined with an integrated production setup, DPL ensures cost efficiency and operational resilience.

During FY 2024-25, DPL recorded Revenues of ₹ 5,863 Crores compared to ₹ 5,044 Crores in FY 2023-24. The Profit After Tax increased by 25% to ₹ 591 Crores in FY 2024-25 as compared to ₹ 474 Crores in FY 2023-24. Despite the general levels of margin squeeze in the global chemical sector (including Phenol, largely due to economic slowdown in EU Zone and China coupled with capacity addition in China), DPL improved its Revenue and EBITDA / EBIT figures. This was primarily attributed to higher volumes, combined with gains from operating leverage and process optimization, though spread was compressed owing to higher input cost.

In terms of operational performance, DPL demonstrated remarkable resilience and bucked the global trend with impressive sales volumes. The volumes surged by 11%, providing a substantial uplift to the overall performance. This volume growth enabled DPL to set new production records for Cumene, Phenol, Acetone and IPA. DPL capitalized on high utilization rates, keeping its facility running at near-optimal capacity and harnessed operating leverage. Process optimization efforts further enhanced efficiency, allowing DPL to extract more value from its existing infrastructure. Despite the headwinds from volatile raw material costs, DPL has demonstrated resilient performance.

While demand for Phenol and Acetone grew steadily in India, driven by industrial and consumer applications, global oversupply put downward pressure on prices. DPL's ability to weather this situation highlights its competitive edge, a domestic focus that

minimizes foreign exchange risks, high operational efficiency that maximizes output and a diversified product mix that balances market fluctuations. DPL continues to be favoured supplier to various end user industries like – laminates, construction, pharma, paint, adhesive, automobile, plastics etc. DPL's performance will be augmented with further downstream products slated to be manufactured by another Wholly Owned Material Subsidiary of DNL i.e. Deepak Chem Tech Limited ('DCTL'), which shall result in stronger integration and higher value creation for the Group. Notable among these are the development of MIBC (Methyl Isobutyl Carbinol) and MIBK (Methyl Isobutyl Ketone), which utilize Acetone internally to produce high-value derivatives for applications in coatings, mining, and chemical synthesis. These initiatives not only boost captive consumption but also improve profitability by shifting away from commodity-grade Acetone sales.

DPL's Dahej facility is a model of modern industrial design, characterized by a low thermal footprint and advanced automation. Its ability to produce multiple products namely Phenol, Acetone, Cumene, AMS and IPA under one roof provides flexibility and economies of scale. In FY 2024-25, DPL's focus on efficiency was evident in its record-breaking output, achieved through meticulous process enhancements and a skilled workforce.

Further, during the year under review, DPL executed a 15-year agreement with Petronet LNG for procuring 250,000 TPA of Propylene and 11,000 TPA of Hydrogen through pipeline, which will ensure a reliable, cost-effective and sustainable long term raw material availability.

As of March 31, 2025, DPL stands as a resilient and agile entity within the Group. Its ability to persistently achieve higher throughput, set production records and maintain market share amid challenging market dynamics underscores its operational strength. With downstream projects like MIBC and MIBK (being undertaken at Deepak Chem Tech Limited, a fellow subsidiary) gaining traction and infrastructure enhancements progressing, DPL is deepening its role as a value-added Phenolics producer. DPL's strategic initiatives and robust financial health with liquid investments of ₹ 780 Crores, positions it well to navigate the evolving chemical landscape, delivering consistent value to its parent company and its stakeholders.

The successful implementation of SAP S4HANA in the previous year has streamlined DPL's operations, improving inventory management, financial reporting and decision-making processes. This technological upgrade enhances transparency, efficiency and makes DPL data-driven organization.

Deepak Chem Tech Limited

Deepak Chem Tech Limited ('DCTL'), another Wholly Owned Material Subsidiary of DNL, is poised to capitalise on the thriving opportunities in the Indian chemical industry in line with the

initiative, focusing on Advanced Intermediates and Speciality Chemicals.

As was announced earlier, Deepak has been working on integrated plants to manufacture advanced plastics e.g. Polycarbonate ('PC') resins and its compounds. Towards this, DCTL obtained its Board's approval on November 13, 2024 to invest ₹ 5,000 Crores in a greenfield project to manufacture PC resins at Dahej, Gujarat. This includes infrastructure capex also needed for the facility. Accordingly, DCTL entered into agreements with Trinseo Deutschland Anlagengesellschaft mbH and Trinseo Europe GmbH for acquisition of PC manufacturing assets including all proprietary equipment, having a capacity of 165,000 Metric Tonnes and PC technology license, respectively. The PC manufacturing assets, which are presently located at Stade, Germany, will be relocated to India at Dahej and the PC manufacturing project is expected to be commissioned by the fourth quarter of FY 2027-28. The agreement also provides access to Trinseo's trademark CALIBRE™ for PC resins.

PC is amongst the most versatile engineering polymer finding extensive applications in the automotive segment including electric mobility, electronics & electrical, construction, appliances, medical devices, and other sunrise sectors such as aerospace, aviation, drones etc. Local availability of PC will be essential for growing India's manufacturing base. Domestic production, along with CALIBRE™ trademark's established credibility will support an accelerated approval cycle for new and existing consumers in India where annual imports of PC and its compounds already account for around 4,00,000 MT.

PC is a natural choice to begin the downstream integration in Phenolics value chain and aligns with Deepak's strategy to become an integrated manufacturer of PC from the basic building blocks of Benzene and Propylene.

In order to strengthen PC operations, and DCTL's commitment in building a sustainable and efficient manufacturing ecosystem, the Board of Directors recently approved to undertake project for manufacturing 300 KTA of Phenol, 185 KTA of Acetone and 100 KTA of IPA including greenfield infrastructure capex for an aggregate investment of about ₹ 3,500 Crores. Phenol is used as a key raw material in pre-cursor intermediate of Polycarbonate. This proposed capacity is over and above the existing capacities of Phenol, Acetone and IPA under DPL. The new capacities of Phenol and Acetone would be ultimately integrated to produce PC. Once the PC manufacturing project is set-up, Deepak will be one of the most integrated producer of PC from the above new capacities of Phenol and Acetone.

The Board of DCTL also approved investment of around ₹ 220 Crores to manufacture a key agrochem intermediate towards the Group's foray into Speciality Flouro Chemicals. This project is expected to be commissioned by end of the financial year.

FY 2024-25 marked a pivotal year for DCTL, characterized by large-scale investments and preparations for the commencement of multiple manufacturing units at Dahej and Nandesari. It was also the first full year of operations for DCTL, following the commissioning of BTF plant in March 2024. The year witnessed significant step in financial management and greenfield project execution. DCTL is to commission its Nitric Acid Plant at Nandesari and MIBK/MIBC and Hydrogenation/Nitration plant at Dahej starting Q2 and over Q3 FY 2025-26. Operations team for the project were onboarded in advance of plant startup.

During FY 2024-25, DCTL reported a Loss of ₹ 44.54 Crores, compared to ₹ 7.69 Crores in the previous fiscal year. The higher loss was primarily due to the early phase of operations and the significant capital expenditure incurred for infrastructure development and production readiness. Total Revenue for the year stood at ₹ 11.80 Crores, driven by the sale of BTF and Heat Treatment Powder and Other Income. Though modest, these figures represent the initial phase of commercial operations and lay a strong foundation for future revenue growth, especially as additional product lines become operational.

Consolidated

FY 2024-25 presented a dynamic operating environment characterized by global inventory destocking, geopolitical uncertainties, commodity price fluctuations, and foreign exchange volatility. These factors posed challenges to the Company's consolidated financial performance. However, Deepak's unwavering commitment to operational excellence, asset optimization, and disciplined business controls enabled it to mitigate risks effectively. Through proactive customer engagement and a strengthened market position, Deepak maintained or expanded its leadership across key product segments, capitalizing on the growing demand and India's import substitution initiatives.

Phenolics continued to be a key driver of consolidated revenue, particularly in the production of Phenol, Acetone and IPA. Strong and consistent domestic demand for Phenolics' products provided operational stability and reinforced its strategic significance within the Group. The subsidiary's performance remains closely linked to the overall growth trajectory of Deepak highlighting its role in the integrated value chain.

Despite market headwinds, the Company upheld its strong financial standing, with credit rating agencies regularly assessing its consolidated operations. While strategic capital expenditures may temporarily impact credit metrics, the Company has historically maintained a prudent financial structure with minimal debt. Its disciplined approach to financial management and judicious investments continue to support its long-term growth aspirations while ensuring financial stability.

As part of its commitment to sustained growth, significant strategic investments were made during the year. Key

initiatives included the expansion of the fluorination plant, and establishment of a state-of-the-art Research & Development centre. These investments are aligned with Deepak's vision of enhancing supply chain resilience, reducing import dependence and fostering technological advancements to maintain its competitive edge.

In terms of financial performance, the Consolidated Total Income for the year stood at ₹ 8,366 Crores, up 8% compared to ₹ 7,758 Crores in the previous year. Growth was primarily driven by the strong performance of the Phenolics segment, which benefited from higher volumes. EBITDA for the year amounted to ₹ 1,176 Crores, down 2% from ₹ 1,199 Crores in FY 2023-24, primarily due to compressed spread caused by higher input cost. However, operational efficiencies, cost optimization measures, increased volumes which contributed to overall profitability. The plant operations at DPL have been more than 165% of capacity utilisation. Essentially, in times of compressed spread, Deepak has intensified its focus on cost optimization and operational efficiency to mitigate input cost pressures and protect profitability, showing a resilient performance.

Despite industry - wide challenges such as inventory destocking and sluggish demand in certain markets, Deepak proactively expanded its customer base, explored new markets, and increased market share. High utilization levels across key business segments, particularly in Phenolics, further supported sustainable revenue growth.

Profit Before Tax (PBT) stood at ₹ 953 Crores compared to ₹ 1,022 Crores in FY 2023-24 (excluding Exceptional Item of ₹ 79.80 Crores), while Profit After Tax (PAT) was ₹ 697 Crores. Despite macroeconomic uncertainties, Deepak showed resilient performance, driven by increased turnover, high level operational efficiency, effective cost management. Geographically, Domestic Revenues stood at ₹ 6,923 Crores, while Export Revenues stood at ₹ 1,359 Crores.

Deepak continues to maintain a robust financial position, with a Consolidated Net Worth of ₹ 5,389 Crores as of March 31, 2025. Additionally, significant liquid investments further strengthen the financial resilience. To enhance operational efficiencies and streamline processes, Deepak has embarked on an extensive digital transformation journey, including SAP implementation and other enterprise solutions. These digital initiatives are expected to drive better operating decisions and improve overall performance.

Looking ahead, Deepak has outlined an ambitious project pipeline. In the first phase, it is in commissioning phase of various plants as aforementioned and in the second phase, Deepak is in the process of implementing manufacturing facilities to manufacture PC resins, Phenol-Acetone, IPA. The construction of a state-of-the-art R&D center in Vadodara further underscores dedication to innovation and global competitiveness. These initiatives are expected to

position Deepak for sustained long-term growth and industry leadership.

Despite macroeconomic challenges, Deepak remains well-prepared to balance short-term market pressures with long-term strategic initiatives. Deepak's unwavering focus on innovation, operational efficiency, and financial prudence will be instrumental in navigating the evolving market landscape and delivering consistent value to stakeholders.

DECLARATION AND PAYMENT OF DIVIDEND

The Board of Directors of your Company has, considering profitability of your Company during FY 2024-25, decided to maintain the same rate of Dividend as in the previous year and hence recommended a Dividend of ₹ 7.50 (Rupees Seven and Paise Fifty only) per Equity Share of face value of ₹ 2.00 (Rupees Two only) each i.e. 375%. The Dividend on 13,63,93,041 Equity Shares, if approved by the Members at the 54th Annual General Meeting, would involve a total outgo amount of ₹ 102.29 Crores, resulting in a Dividend Payout of 37.01% of the Standalone Profit After Tax of the Company. The payment of Dividend is now subject to taxation and the Company is mandated to deduct tax at source from the dividend paid to Members, as per the rates prescribed in the Income Tax Act of 1961.

RECORD DATE

The Company has fixed Monday, August 4, 2025 as the "Record Date" for the purpose of determining the entitlement of Members to receive Dividend for FY 2024-25.

DIVIDEND DISTRIBUTION POLICY

Pursuant to Regulation 43A of the SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015 ('Listing Regulations'), the Board of Directors of the Company has formulated and adopted the Dividend Distribution Policy, which aims to maintain balance between profit retention and a fair, sustainable and consistent distribution of profits among its Members. The said Policy is available on the Company's website and can be assessed at the link https://www.godeepak.com/wp-content/uploads/2023/11/DNL_Dividend-Distribution-Policy.pdf.

UNCLAIMED DIVIDENDS

In terms of the provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 during the year ended March 31, 2025, an amount of ₹ 12,50,930/- (Rupees Twelve Lakhs Fifty Thousand Nine Hundred and Thirty only) towards unpaid / unclaimed Dividends pertaining to FY 2016-17, were transferred to the Investor Education and Protection Fund Account.

SHARE CAPITAL

The issued, subscribed and paid-up Equity Share Capital of the Company as on March 31, 2025, is ₹ 27.28 Crores, comprising of 13,63,93,041 Equity Shares of face value of ₹ 2.00 (Rupees Two only) each. The Company has not issued any Equity Shares during FY 2024-25. There was no change in the Equity Share Capital of the Company during FY 2024-25.

TRANSFER TO RESERVES

The Board of Directors do not propose to transfer any amount of Profits as appearing in the Statement of Profit and Loss of the Company for the year ended March 31, 2025 to Reserves.

FINANCE

Your Company maintains a strategic focus on achieving a balanced capital structure across its consolidated operations, emphasizing efficient working capital management while adhering to stringent criteria and maintaining a prudent level of debt. Through the implementation of enhanced working capital management practices, DNL carries a relatively small and manageable debt load given its size, for the fiscal year under review, maintaining your Company's commitment to financial prudence and operational excellence.

DNL leverages its strong credit ratings to secure cost-effective financing, reducing borrowing expenses. A skilled team manages foreign exchange exposure, ensuring currency risk mitigation and financial stability. With low net debt and solid interest coverage, the Company continues to demonstrate disciplined capital management. Thanks to proactive financial strategies, the Company has efficiently managed its cash flows.

Overall, your Company remains positioned as a formidable player in the industry, driven by a commitment to delivering high-quality products supported by a robust product mix. ICRA Limited's recent reaffirmation of your Company's strong credit ratings, including [ICRA] AA for long-term and [ICRA] A1+ for short-term ratings, underscores the confidence in your Company's financial health.

Moreover, the positive outlook provided for both DNL and its Wholly Owned Subsidiary, Deepak Phenolics Limited, reflects optimism regarding future prospects. Similarly, Deepak Chem Tech Limited was also awarded with a rating of [ICRA] A for long-term, showcasing strength of projects in the very first year.

DIRECTORS

As on March 31, 2025, your Company has twelve (12) Directors with an optimum combination of Executive and Non-Executive Directors. The Board comprises of eight (8) Non-Executive Directors, out of which six (6) are Independent Directors including one (1) woman Independent Director.

RE-APPOINTMENT OF DIRECTORS RETIRING BY ROTATION

The Members of the Company at their 53rd Annual General Meeting held on August 6, 2024, approved the re-appointment of Shri Ajay C. Mehta (DIN:00028405) and Shri Meghav Mehta (DIN:05229853), who were retiring by rotation at the 53rd Annual General Meeting and being eligible had offered themselves for re-appointment, as the Non – Executive Directors, liable to retire by rotation.

In accordance with the provisions of Section 152 of the Companies Act, 2013 ('the Act'), Shri Sanjay Upadhyay (DIN:01776546) and Shri Maulik Mehta (DIN:05227290) will be retiring by rotation at the 54th Annual General Meeting of the Company and being eligible, have offered themselves for re-appointment.

Brief resume, nature of expertise, disclosure of relationship between Directors inter-se, details of directorships and committee membership held in other companies of the Directors proposed to be appointed / re-appointed along with their shareholding in the Company, remuneration, terms and conditions of appointment etc., as stipulated under Secretarial Standard 2 and Regulation 36 of the Listing Regulations, is appended as an Annexure to the Notice of the 54th Annual General Meeting.

INDEPENDENT DIRECTORS

Shri Sanjay Asher, Smt. Purvi Sheth, Shri Dileep Choksi, Shri Punit Lalbhai, Shri Vipul Shah are Independent Directors on the Board of your Company.

Cessation

Shri Prakash Samudra (DIN:00062355) has ceased to be an Independent Director of the Company, upon his resignation due to his personal reasons. The resignation took effect from close of business hours on April 9, 2025.

Shri Sanjay Asher (DIN:00008221) and Smt. Purvi Sheth (DIN:06449636) will cease to be Independent Directors of the Company with effect from June 28, 2025, upon completion of their second term.

Appointment / Re-appointment

Shri Punit Lalbhai (DIN:05125502) and Shri Vipul Shah (DIN:00174680), Independent Directors of the Company will be completing their first term on August 7, 2025. In accordance with Part D of Schedule II of the Listing Regulations and based on the report of performance evaluation of Shri Punit Lalbhai and Shri Vipul Shah, the extension of their term of the appointment as Independent Directors of the Company, was recommended by the Nomination and Remuneration Committee.

Further, due to resignation of Shri Prakash Samudra and ensuing completion of second term by Shri Sanjay Asher and Smt. Purvi

Sheth and in accordance with Regulation 17 (1E) of Listing Regulations, your Company has obtained following approvals from Members of the Company by way of Special Resolutions passed on May 25, 2025, through Postal Ballot:

- Appointment of Dr. Arvind Nath Agrawal (DIN:00193566) as an Independent Director of the Company for the first term of three (3) consecutive years, with effect from June 28, 2025.
- Appointment of Ms. Bhumika Batra (DIN:03502004) as an Independent Director of the Company for the first term of three (3) consecutive years, with effect from June 28, 2025.
- Appointment of Shri Mahesh Ramchand Chhabria (DIN:00166049) as an Independent Director of the Company for the first term of three (3) consecutive years, with effect from June 28, 2025.
- Re-appointment of Shri Punit Lalbhai (DIN:05125502) as an Independent Director of the Company for the second term of three (3) consecutive years, with effect from August 8, 2025.
- Re-appointment of Shri Vipul Shah (DIN:00174680) as an Independent Director of the Company for the second term of three (3) consecutive years, with effect from August 8, 2025.

All the Independent Directors of the Company have submitted their declarations to the Company under Section 149(7) of the Act that they meet the criteria of independence as provided under Schedule IV and Section 149(6) of the Act read with Regulation 16(1)(b) of the Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company. The Independent Directors of the Company have confirmed that they have enrolled themselves in Independent Directors Data Bank maintained with the Indian Institute of Corporate Affairs (IICA) in terms of Section 150 of the Act read with Rule 6(2) of the Companies (Appointment & Qualification of Directors) Rules, 2014.

During the year under review, the Company had no pecuniary relationship or transactions with its Independent Directors, except for sitting fees, reimbursement of meeting related expenses, and Commission on Net Profits as approved by Members of the Company, in accordance with the Act and Listing Regulations.

In compliance with the Act, a separate meeting of Independent Directors was held on March 10, 2025, without the presence of management, to evaluate the performance of the Chairperson, Non-Independent Directors and the Board as a whole, and to assess the quality, quantity, and timeliness of information flow between management and the Board. All Independent Directors attended the said meeting.

BOARD EVALUATION AND CRITERIA FOR EVALUATION

In compliance with the Act and Listing Regulations and based on the Nomination and Remuneration Committee's recommendation, the Board adopted a Performance Evaluation Policy outlining criteria for evaluating the performance of the Board, its Committee and individual Directors, including Independent Directors. The Board has carried out an annual evaluation of its own performance, its Committee and individual Directors, based on the criteria as provided in the Performance Evaluation Policy.

At the meeting of Board of Directors held on May 28, 2025, the performance of Independent Directors was assessed by the Board excluding the Independent Director being evaluated.

Based on such evaluation, the Board is of the view that all Independent Directors are having thorough knowledge, expertise and experience in their respective areas and possess very good understanding of the Company's business and the general economic environment. They devote quality time and full attention to understand key issues relating to business of the Company and advise on the same which improved governance standards within the Company.

The criteria for evaluation of performance of Independent Directors are:

- Relevant Knowledge, Expertise and Experience.
- Devotion of time and attention to the Company's long term strategic issues.
- Addressing the most relevant issues for the Company.
- Discussing and endorsing the Company's strategy.
- Professional Conduct, Ethics and Integrity.
- Understanding of Duties, Roles and Functions as Independent Director.

Further, the Board, after soliciting inputs from Committee members, evaluated the Committees' performance and affirmed their optimal composition, comprising requisite Independent Directors and well-defined terms of reference. The Committees rigorously deliberated on critical business, operational and governance matters, offering substantive recommendations. The Directors endorsed the robustness of the evaluation process.

KEY MANAGERIAL PERSONNEL

In compliance with Section 203 of the Act read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, following persons are the Key Managerial Personnel of your Company:

1. Shri Deepak C. Mehta (DIN:00028377), Chairman & Managing Director
2. Shri Maulik Mehta (DIN:05227290), Executive Director & Chief Executive Officer

3. Shri Sanjay Upadhyay (DIN:01776546), Director (Finance) & Group CFO
4. Shri Girish Satarkar (DIN:00340116), Executive Director
5. Shri Somsekhar Nanda, Chief Financial Officer
6. Shri Arvind Bajpai, Company Secretary

During the year under review, there has been no change in the Key Managerial Personnel of the Company.

NUMBER OF MEETINGS OF THE BOARD AND COMMITTEES OF THE BOARD

During FY 2024-25, four (4) meetings of the Board of Directors were held. The details of these meetings and Directors' attendance are provided in the Corporate Governance Report, which forms part of this Report. As per the requirement of the Act and Listing Regulations, the interval between two (2) meetings of Board of Directors and Audit Committee did not exceed one hundred and twenty (120) days. The composition, terms of reference, and number of meetings of the Board Committees during the year are also detailed in the Corporate Governance Report.

All recommendations made by the Committees during FY 2024-25 were duly accepted by the Board.

AUDIT COMMITTEE

The Audit Committee comprised of three (3) members and all the members are Independent Directors.

Shri Dileep Choksi is the Chairman of the Audit Committee. Shri Sanjay Asher and Shri Vipul Shah are members of the Committee. During the year under review, four (4) meetings of the Audit Committee were held.

The purpose of Audit Committee is to oversee the accounting and financial reporting process of the Company, the audits of the Company's Financial Statements and the appointment, independence and performance of the Statutory Auditors, Secretarial Auditors and the Internal Auditors.

The terms of reference of the Audit Committee, details of meetings held during the year and attendance of members of the Audit Committee are provided in the Corporate Governance Report, which forms part of this Report.

There were no instances where the recommendations of the Audit Committee were not accepted by the Board.

AUDITORS OF THE COMPANY:

a) STATUTORY AUDITORS:

Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No.: 117366W/ W-100018) were re-appointed as

Statutory Auditors of your Company at the 51st Annual General Meeting of the Company held on August 3, 2022, to hold office as the Statutory Auditors for a second term of five (5) consecutive years from the conclusion of 51st Annual General Meeting upto the conclusion of 56th Annual General Meeting of the Company to be held in the FY 2027-28.

During the year, the Statutory Auditors have confirmed that they are not disqualified from being continued as the Statutory Auditors of the Company and satisfy the prescribed eligibility Criteria.

b) SECRETARIAL AUDITORS:

In terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the Board of Directors at their meeting held on May 28, 2025, have recommended to the Members of the Company for their approval, the appointment of KANJ & Co. LLP, Company Secretaries, (Firm Registration No. P2000MH005900 and having Peer Review No. 6309/2024) as Secretarial Auditors of the Company for a term of five (5) consecutive years, to carry out the Secretarial Audit of your Company from FY 2025-26 to FY 2029-30.

KANJ & Co. LLP, Company Secretaries have confirmed that they are not disqualified from being appointed as the Secretarial Auditors of the Company and satisfy the prescribed eligible criteria.

The above proposal and related information forms part of the Notice convening 54th Annual General Meeting of the Company.

c) COST AUDITORS:

The Company is required to prepare, maintain and have its cost records audited by a Cost Accountant as per Section 148(1) of the Act read with the Companies (Cost Records and Audit) Rules, 2014.

The Board of Directors, at their meeting held on May 28, 2025, on the recommendation of the Audit Committee, has re-appointed B. M. Sharma & Co., Cost Accountants (Firm Registration No. 00219) as the Cost Auditors of your Company for FY 2025-26 at a remuneration of ₹ 8,50,000/- (Rupees Eight Lakhs Fifty Thousand only) plus applicable taxes and out of pocket expenses. B. M. Sharma & Co., Cost Accountants being eligible, have consented to act as Cost Auditors of the Company.

As required under provisions of the Act, the remuneration of Cost Auditors as approved by the Board of Directors is subject to ratification by the Members at the 54th Annual General Meeting of the Company. An Ordinary Resolution for the ratification of remuneration of Cost Auditors for FY 2025-26 is

provided in the Notice convening 54th Annual General Meeting for approval by the Members. Your Directors recommend the same for approval by the Members.

The Cost Auditors have confirmed that they are not disqualified from being appointed as the Cost Auditors of the Company and satisfy the prescribed eligibility criteria.

The Cost Audit Report for FY 2024-25 will be filed within the prescribed period of 180 days from the end of the Financial Year.

d) INTERNAL AUDITORS

Based on the recommendation of Audit Committee, the Board of Directors, at their meeting held on May 28, 2025, re-appointed Sharp & Tannan Associates, Chartered Accountants, (Firm Registration No. 109983W) as Internal Auditors to conduct the Internal Audit for FY 2025-26. The Internal Auditors present their findings and status updates to the Audit Committee on a quarterly basis.

AUDITORS' REPORT

a) STATUTORY AUDITOR'S REPORT

The observations made in the Statutory Auditor's Report of Deloitte Haskins & Sells LLP, Chartered Accountants, for the year ended March 31, 2025, read together with relevant notes thereon are self-explanatory and hence do not call for any comments.

There was no qualification, reservation, adverse remark or disclaimer by the Statutory Auditors in their Report. For FY 2024-25, the Auditors have not reported any instances of fraud under Section 143(12) of the Act and therefore disclosure of details under Section 134(3)(a) of the Act is not applicable.

b) SECRETARIAL AUDITOR'S REPORT

The Secretarial Audit Report of KANJ & Co. LLP, Company Secretaries, Pune, for the year ended March 31, 2025 in Form MR-3 is annexed as Annexure - A, which forms part of this Report.

The Secretarial Audit Report and the Secretarial Compliance Report for FY 2024-25, does not contain any qualification, reservation or adverse remark. During FY 2024-25, the Secretarial Auditors have not reported any instances of fraud under Section 143(12) of the Act and therefore disclosure of details under Section 134(3) (a) of the Act is not applicable.

c) SECRETARIAL AUDIT REPORT OF MATERIAL UNLISTED SUBSIDIARY COMPANIES

In accordance with Regulation 24(1) of the Listing Regulations, the Secretarial Audit Report of Deepak Phenolics Limited

('DPL'), a material unlisted Wholly Owned Subsidiary, has been annexed to this Report as Annexure-B as per Listing Regulations. The Secretarial Audit of DPL for the year ended March 31, 2025 was conducted by Samdani Shah & Kabra, Company Secretaries, Vadodara, (Firm Registration No. P2008GJ016300). The Secretarial Audit Report confirms that DPL has complied with all applicable provisions of the Act, Rules, Regulations, and Guidelines, with no instances of deviation or non-compliance. The said Report does not contain any qualification, reservation, adverse remark or disclaimer.

The Secretarial Audit of Deepak Chem Tech Limited ('DCTL'), another Wholly Owned Material Subsidiary, was conducted by Samdani Shah & Kabra Associates, Vadodara (Firm Registration No. P2008GJ016300), for the year ended March 31, 2025. The Secretarial Audit Report confirms DCTL's compliance with the provisions of the Act, Rules, Regulations, and Guidelines, with no instances of deviation or non-compliance. In line with the Listing Regulations, the Secretarial Audit Report of DCTL is annexed to this Report as Annexure-C. The said Report does not contain any qualification, reservation, adverse remark or disclaimer.

d) Cost Audit Report

The Cost Audit Report issued by B. M. Sharma & Co., Cost Accountants, does not contain any qualification, reservation, adverse remark or disclaimer. During FY 2024-25, the Cost Auditors have not reported any instances of fraud under Section 143(12) of the Act and therefore disclosure of details under Section 134(3)(a) of the Act is not applicable.

RISK MANAGEMENT

The core objective of your Company's Risk Management framework is to:

- Enhance value creation in an evolving and uncertain business landscape.
- Strengthen corporate governance and promote a culture of risk awareness.
- Proactively address stakeholder expectations through a structured Risk Assessment process.
- Improve organizational resilience and drive long-term sustainable growth.

Pursuant to Regulation 21 of the Listing Regulations, your Company has a duly constituted Risk Management Committee that operates under the guidance of the Board of Directors. The Risk Management Committee monitors the risks and their mitigation actions as well as formulating strategies towards identifying new and emerging risks. Further, the Board is apprised of any actual/emerging risk that may threaten or impact the long-term plans of the Company.

Your Company has established a comprehensive Enterprise Risk Management framework and policy that seeks to minimise the adverse impact on business objectives, capitalise on opportunities and is consistently applied across the organization. This framework aligns with internationally recognized best practices, including COSO and ISO 31000, and has been tailored to suit your Company's business environment. It encompasses a broad spectrum of risks -related to strategic, business, operations, financial, compliance and reputation, each of which may have internal and external dimensions. Hence, appropriate risk indicators are used to identify these risks. Your Company leverage key risk indicators to proactively identify and assess potential threats, ensuring that risk responses consider the interests of all critical stakeholders.

To further strengthen governance, the Chief Financial Officer of the Company also serves as the Chief Risk Officer and is responsible for identifying, measuring, monitoring, mitigating, and reporting risk exposures to the Risk Management Committee.

Your Company uphold a balanced risk appetite, enabling it to pursue growth while maintaining strong risk controls. Its approach is driven by a commitment to environmental and social responsibility, ethical governance, regulatory compliance, agility in innovation, operational resilience and financial prudence.

Further details on the Risk Management Committee and its role are provided in the Corporate Governance Report, which forms part of this Annual Report.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has a robust Internal Control system, aligned with the requirements of Section 134(5)(e) of the Act, designed to match the scale, complexity, and operational needs of the business. The Audit Committee, composed of professionally qualified Directors, plays a pivotal role in ensuring the integrity of financial and operational controls. It actively engages with the Statutory Auditors, Internal Auditors and Management to oversee and strengthen the Internal Control environment.

A comprehensive and well-structured Internal Control framework is implemented that ensures:

- Authorization, accuracy, and accountability in financial transactions.
- Proper recording and reporting of financial data.
- Protection of assets from unauthorized use or misappropriation.
- Implementation of operational and fraud risk controls across all financial processes.

Internal Financial Control Framework

The Internal Financial Control ('IFC') framework is structured to strengthen financial governance and ensure the accuracy and reliability of financial and operational reporting, in line with the requirements of Section 134(5)(e) and Schedule IV and other relevant provisions of the Act and Listing Regulations. This includes:

- Documented policies, guidelines, and procedures for effective financial management.
- Identification and assessment of key financial risks and controls across all critical processes.
- Robust and continuous internal monitoring mechanisms
- Independent validation by Internal Auditors to assess the efficiency of IFC mechanism.
- Standard Operating Procedures, policies and authorities to guide the operations of business.

The Statutory Auditors' Report includes an independent assessment of the Company's Internal Financial Controls over Financial Reporting, reinforcing transparency and accountability.

To uphold objectivity and independence, the Internal Auditor reports directly to the Chairperson of the Audit Committee.

The Audit Committee defines the scope and authority of the Internal Auditor, ensuring:

- Ongoing monitoring and evaluation of Internal Control systems.
- Compliance with operating procedures, accounting policies and regulatory requirements across all Company locations and its subsidiaries.
- Identification of process gaps and implementation of corrective actions to strengthen Internal Controls.
- Scrutiny and approval of Related Party Transactions to ensure fairness and transparency.

Internal audit findings are reviewed and process owners take corrective measures in their respective areas to enhance control mechanisms. Significant audit observations and corrective actions are periodically reported to the Audit Committee for review and strategic oversight.

WHISTLE BLOWER POLICY AND VIGIL MECHANISM

Pursuant to provisions of Section 177(9) of the Act, read with Regulation 22(1) of the Listing Regulations, your Company has adopted a Whistle Blower Policy ('Policy'), to provide a formal vigil mechanism to the Directors and employees to report their concerns about unethical behaviour, including actual or suspected leak of

unpublished price sensitive information, actual or suspected fraud or violation of the Company's Code of Conduct.

The Policy provides for adequate safeguards against victimization of employees and also provides direct access to the Chairman of the Audit Committee in certain cases. It is affirmed that no personnel of the Company was denied access to the Audit Committee.

The Whistle Blower Policy is available on the Company's website at https://www.godeepak.com/wp-content/uploads/2023/11/DNL_Whistle-Blower-Policy.pdf.

DEPOSITS FROM PUBLIC

No deposits were accepted from the public during the year ended March 31, 2025 and no amount on account of principal or interest on deposits from the public was outstanding as on March 31, 2025.

RELATED PARTY TRANSACTIONS

Your Company has a well-defined process of identification of Related Parties including transactions with Related Parties, its approval and review process.

The Board of Directors has formulated a policy on materiality of Related Party Transactions and on dealing with Related Party Transactions ('RPT Policy') that defines material modifications to Related Party Transactions and includes clear threshold limits. The RPT Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all the transactions between the Company and its Related Parties. During the year, the Board of Directors at their meeting held on February 13, 2025 reviewed and amended the RPT Policy as required under Regulation 23 of the Listing Regulations. The RPT Policy can be accessed on the Company's website at www.godeepak.com.

During FY 2024-25, all Related Party Transactions entered by the Company with Related Parties (including any material modifications thereof), were on an arm's length basis and most of such transactions were in the ordinary course of business and were carried out with prior approval of the Audit Committee. Prior approval of the Audit Committee was obtained periodically for the transactions which were planned and/or repetitive in nature and omnibus approvals were also taken as per the policy laid down for unforeseen transactions. All Related Party Transactions that were approved by the Audit Committee were reviewed by the Committee on quarterly basis.

All Related Party Transactions are also subjected to independent review by the Internal Auditors of the Company to ensure compliance with the requirement of Related Party Transactions under the Act and Listing Regulations.

During FY 2024-25, there was no material significant Related Party Transactions entered into by the Company and hence, no information is required to be provided as prescribed under Section 134(3) (h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2. Details of Related Party Transactions entered into by the Company, have been disclosed in the Notes to the Standalone and Consolidated Financial Statements, which forms part of this Integrated Report.

As required under the provisions of Listing Regulations, the Company submits details of all Related Party Transactions in the prescribed format to the Stock Exchanges on a half-yearly basis.

SUBSIDIARY / ASSOCIATE COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS

Pursuant to approval granted by the Board of Directors on May 20, 2024, your Company completed the acquisition of 10,000 Equity Shares of ₹ 10/- each of OXOC Chemicals Limited on August 9, 2024, for a total consideration of ₹ 1,00,000/-, thereby making it a Wholly Owned Subsidiary of your Company. The main object of OXOC Chemicals Limited include manufacturing of Polycarbonate ('PC') resins and compounds. This acquisition was with a view to expedite Deepak's foray into PC compounding business. Subsequently, the name of OXOC Chemicals Limited was changed to Deepak Advanced Materials Limited ('DAML') with effect from November 18, 2024. DAML is producing PC compounds at its facility in Savli, Vadodara, Gujarat, for electronic and mobility sectors.

Further, Deepak Chem Tech Limited, a material Wholly Owned Subsidiary of the Company, entered into a Share Purchase Agreement on May 31, 2024 and acquired 1,49,10,070 Equity Shares of ₹ 10/- each, representing 100% of paid-up Equity Share Capital, from the shareholders of Narmada Thermal Power Private Limited ('NTPPL'), for a total consideration of ₹ 61.65 Crores. Consequently, NTPPL became step down Wholly Owned Subsidiary of your Company. NTPPL is not carrying on any business however, it has an industrial land admeasuring about 125 acres, which would be at disposal of Deepak for setting up future projects.

As on March 31, 2025, your Company has following seven (7) subsidiaries:

- Deepak Phenolics Limited
- Deepak Chem Tech Limited
- Deepak Advanced Materials Limited
- Deepak PMC Limited
- Narmada Thermal Power Private Limited
- Deepak Nitrite Corporation Inc.
- Deepak Oman Industries (SFZ) LLC

As required under Rule 8(1) of the Companies (Accounts) Rules, 2014, the Director's Report has been prepared on a Standalone basis. Pursuant to requirement of Section 136 of the Act, which has exempted companies from attaching the financial statements of the subsidiary companies along with the Annual Report of the company, your Company will make available the Annual Financial Statements of subsidiary companies and the related detailed information to any Member of the Company on receipt of a written request from them at the Registered Office of the Company. The Annual Financial Statements of subsidiary companies will also be kept open for inspection at the Registered Office of the Company on any working day during business hours. These are also available on the website of your Company at www.godeepak.com. The Consolidated Financial Statements of the Company and its subsidiaries, prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 ('Ind AS'), forms part of the Annual Report and are reflected in the Consolidated Financial Statements of the Company.

There was no company which has ceased to be subsidiary or associate of your Company during the year ended March 31, 2025.

Your Company has adopted a Policy for determining Material Subsidiaries in terms of Regulation 16(1)(c) of the Listing Regulations duly approved by the Board of Directors and can be accessed on the Company's website at www.godeepak.com.

PERFORMANCE OF SUBSIDIARIES

(a) Deepak Phenolics Limited

Deepak Phenolics Limited ('DPL'), is a Wholly Owned Material Subsidiary of your Company. DPL is engaged in the business of manufacturing Phenol, Acetone, Cumene, Alpha Methyl Styrene and Iso Propyl Alcohol at its state-of-the-art facility at Dahej in the state of Gujarat. The detailed performance of DPL is provided under the section Performance Review of this Report.

(b) Deepak Chem Tech Limited

Deepak Chem Tech Limited ('DCTL'), a Wholly Owned Material Subsidiary of your Company is implementing projects for manufacturing various intermediate chemical products. The detailed performance of DCTL is provided under the section Performance Review of this Report.

During the year under review, additional investments of ₹ 383.50 Crores were made in DCTL by your Company and the paid-up Share Capital of DCTL as at March 31, 2025 was ₹ 923 Crores divided into 49,95,00,000 Equity Shares of ₹ 10/- each and 4,23,50,000 Preference Shares of ₹ 100/- each.

(c) Deepak Advanced Materials Limited

Deepak Advanced Materials Limited (formerly known as OXOC Chemicals Limited) ('DAML'), incorporated on February 5,

2024, became Wholly Owned Subsidiary of the Company on August 9, 2024. DAML is engaged in business of manufacturing Polycarbonate compounds at Savli, Vadodara, Gujarat.

During the year under review, additional investments of ₹ 34.50 Crores were made in DAML by your Company and the paid-up Equity Share Capital of DAML as at March 31, 2025 was ₹ 34.51 Crores divided into 3,45,10,000 Equity Shares of ₹ 10/- each.

During FY 2024-25, the Total Income of DAML was ₹ 7.39 Crores with Loss before Tax of ₹ 8.38 Crores.

(d) Deepak PMC Limited

Deepak PMC Limited ('DPMCL') was incorporated on December 2, 2023 as a Wholly Owned Subsidiary of your Company. This subsidiary has been incorporated inter alia to provide Project Engineering, Procurement, Construction, Commissioning, Management and Consultancy Services. The paid-up Equity Share Capital of DPMCL as on March 31, 2025 was ₹ 5 Crores. During FY 2024-25, the Total Income of DPMCL was ₹ 8.61 Crores with Profit of ₹ 0.53 Crores.

(e) Narmada Thermal Power Private Limited

During FY 2024-25, Deepak Chem Tech Limited, a Wholly Owned Material Subsidiary of your Company, acquired 100% of paid-up Equity Share Capital of Narmada Thermal Power Private Limited ('NTPPL'). Consequently, NTPPL became Wholly Owned (Step down subsidiary) of your Company. The paid-up Equity Share Capital of NTPPL is ₹ 14.91 Crores divided into 1,49,10,070 Equity Shares of ₹ 10/- each.

At present, NTPPL is not carrying on any business.

(f) Deepak Nitrite Corporation Inc. (USA)

Deepak Nitrite Corporation Inc. ('DNC') is a Wholly Owned Subsidiary based in the United States. DNC was established to support your Company's marketing needs in North and South America. During FY 2024-25, DNC generated Total Revenue of USD 15,708 and achieved a Net Income of USD 597.

(g) Deepak Oman Industries (SFZ) LLC

Deepak Oman Industries (SFZ) LLC ('DOIL'), incorporated in Oman, became subsidiary of your Company during FY 2023-24 by acquiring 51% of Equity Share Capital of DOIL. DOIL is setting up a greenfield project to manufacture Sodium Nitrite, Sodium Nitrate, in Salalah Free Zone, Sultanate of Oman which benefits from low-cost inputs of raw materials and energy and plans to serve global customers. During FY 2024-25, DOIL generated Total Income of Omani Riyal 16,598 and achieved a Net Profit of Omani Riyal 13,348.

During FY 2024-25, your Company executed a Deed of Guarantee on October 23, 2024 in favour of Export Import

Bank of India for securing the Term Loan of USD 49 million and also to cover interest and other charges thereon.

The Audited Consolidated Financial Statements of the Company for the year ended March 31, 2025 together with the Auditor's Report, constitute part of this Annual Report in compliance with the provisions of the Act, Regulation 33 of the Listing Regulations and relevant Accounting Standards. Additionally, Form No. AOC- I, detailing the salient features of the Company's subsidiary companies, is attached to the Financial Statements.

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

Particulars of loans given, investments made, guarantees given and securities provided during FY 2024-25 in accordance with the provisions of Section 186 of the Act are provided in the Standalone Financial Statements.

EMPLOYEE STOCK OPTION SCHEME

"Deepak Nitrite Limited Employee Stock Option Scheme 2024" ("Scheme") was approved by the Board of Directors at their meeting held on February 13, 2024. Subsequently, it was approved by Members of the Company by way of Special Resolution passed through Postal Ballot on April 19, 2024. Under the Scheme, the employees of the subsidiary companies of the Company are also eligible to participate.

No options were granted to the eligible employees under the Scheme during FY 2024-25.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments affecting the financial position of your Company since the close of the Financial Year i.e. since March 31, 2025 and the date of this Report. Further, it is hereby confirmed that there has been no change in the nature of business of your Company.

INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the provisions of the Companies Act, 2013 read with Investor Education and Protection Fund [IEPF] Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is required to transfer the unpaid or unclaimed dividend and shares in respect of which dividend are unpaid or unclaimed for a period of seven consecutive years or more to IEPF. Accordingly, the Company has transferred the unclaimed dividend of ₹ 12,50,930/- pertaining to FY 2016-17 which remained unclaimed for seven consecutive years and the corresponding 62,276 shares to the IEPF authority. Dividend for FY 2023-24 on shares held by IEPF authority amounting to ₹ 39,04,019/- was also transferred to IEPF.

DIRECTORS' RESPONSIBILITY STATEMENT

The Financial Statements are prepared in accordance with the Indian Accounting Standards (Ind AS) and based on the framework of Internal Financial Controls established and maintained by the Company, work performed by the Internal, Statutory, Secretarial and Cost Auditors and external agencies including audit of Internal Financial Controls over Financial Reporting by the Statutory Auditors and reviews performed by the management and relevant Board Committees, including Audit Committee, the Board is of the opinion that your Company's Internal Financial Controls were adequate and effective during FY 2024-25.

Pursuant to Section 134(5) of Act, the Board of Directors, to the best of their knowledge and ability confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed and that there were no material departures;
- b) it has selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- c) it has taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) it has prepared the annual accounts on a going concern basis;
- e) it has laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) it has devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were in place, are adequate and operating effectively.

CORPORATE GOVERNANCE

The Company ensures that it evolves and follows the corporate governance guidelines and best practices diligently, not just to boost long-term shareholder value, but also to respect rights of the minority.

Our corporate governance practices are a reflection of our value system encompassing our culture, policies and relationships with our stakeholders. The Company adheres to the corporate governance requirement set out by Securities and Exchange Board of India and considers the same as its inherent responsibility to disclose timely and accurate information to its stakeholders

regarding its operations, performance, leadership and governance of the Company.

A Certificate by the Chief Executive Officer and the Chief Financial Officer of the Company in terms of Listing Regulations, inter alia confirming the correctness of the Financial Statements are placed before the Audit Committee and Board of Directors of the Company on quarterly basis.

A separate Report on Corporate Governance is provided together with a Certificate from the Secretarial Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under the Listing Regulations, which forms part of the Annual Report.

LEGAL COMPLIANCE MANAGEMENT TOOL

The Company has in place, an online legal compliance management tool, for monitoring the compliances across its various plants and offices which has been devised to ensure compliance with all applicable laws that impact the Company's business. System-based alerts are generated until the user successfully submits the compliances, with provision for escalation to the higher-ups in the hierarchy. The compliance owners certify the compliance status which is reviewed by compliance approvers and a consolidated dashboard is presented to the respective functional heads and the Compliance Officer. A certificate by Key Managerial Personnel of your Company regarding compliance of all applicable laws and regulations is placed before the Board of Directors of your Company on a quarterly basis.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

The Business Responsibility and Sustainability Report ('BRSR') annexed to this Report, follows the National Guidelines on Responsible Business Conduct ('NGRBC') principles on the social, environmental and economic responsibilities of business.

In accordance with Regulation 34(2)(f) of the Listing Regulations as amended from time to time, BRSR forms part of this Integrated Annual Report. The BRSR describes initiatives undertaken by the Company from an environmental, social and governance perspective. Further, the Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CFD- SEC-2/P/CIR/2023/122 dated July 12, 2023, updated the format of BRSR to incorporate BRSR Core, a subset of BRSR, indicating specific Key Performance Indicators ('KPIs') under nine ESG attributes which are subject to assurance/assessment by an Independent assurance/assessment provider, by top 250 listed entities by market capitalization for FY 2024-25.

For FY 2024-25, the Company has appointed Bureau Veritas India Private Limited as the assurance provider. The BRSR is attached to the Director's Report as Annexure - D.

INTEGRATED REPORTING

The Integrated Report of the Company is prepared in accordance with the International Integrated Reporting (<IR>) framework published by the Value Reporting Foundation ('VRF') which reflects the integrated thinking of the Company and its approach to its value creation. This information enable the Members to take well-informed decisions and have a better understanding of the Company's long-term perspective. This also includes five forms of capital viz. Financial Capital, Human Capital, Intellectual Capital, Social Capital and Natural Capital. This Integrated Report aims to provide a holistic view of the Company's strategy, governance and performance and how they work together to create value over the short, medium and long term for its stakeholders.

The narrative section of the Integrated Report is guided by the <IR> framework outlined by the International Integrated Reporting Council (IIRC). The Integrated Report is a part of this Annual Report, which provides a clear, concise and comprehensive vision of the Company's business model.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report for the year under review, as specified in Regulation 34(2)(e) read with Schedule V of Listing Regulations, with detailed review of the operations, performance and future outlook of the Company and its business forms part of this Annual Report.

CORPORATE SOCIAL RESPONSIBILITY

Your Company is having duly constituted Corporate Social Responsibility ('CSR') Committee comprised of four (4) members out of which, two (2) are Independent Directors.

The details about CSR Committee, its Terms of Reference, meetings held and attendance of members are provided in the Corporate Governance Report. There have been no instances during the year where recommendations of the CSR Committee were not accepted by the Board.

Your Company has also in place a CSR policy duly approved by the Board of Directors that provides guidelines for conducting its CSR activities and can be accessed at Company's website at https://www.godeepak.com/wp-content/uploads/2023/11/DNL_Corporate-Social-Responsibility-Policy.pdf.

During FY 2024-25, your Company has spent ₹ 11.94 Crores on CSR activities, as against the statutory obligation of ₹ 11.30 Crores towards CSR activities, being 2% of average of the net profits for the preceding three (3) years as per requirement under Section 135(5) of the Act. It can be observed that your Company has spent an excess amount of ₹ 0.64 Crores during FY 2024-25 on the CSR activities undertaken in accordance with the CSR Policy of the Company. This excess amount can be set off against CSR obligation

of succeeding three (3) Financial Years i.e. FY 2025-26, 2026-27 and 2027-28.

Your Company has been undertaking CSR initiatives directly as well as through Deepak Foundation, which is the Group's CSR arm and also through various other benevolent organisations, focusing on social interventions in areas like health, education and livelihood. Over the years, your Company's focus has been in ensuring the overall betterment of communities around its manufacturing facilities and even beyond.

The CSR activities of your Company have made a significant positive impact on society, particularly in the areas of healthcare, education, skills development, environment, sustainability and women's empowerment etc.

Your Company has undertaken several CSR projects which aim to reach to the last mile and cater to the people in need. These initiatives have aided in uplifting the quality of life of communities and has resulted in better living conditions.

Brief about CSR activities undertaken by your Company during FY 2024-25, broadly categorised in areas of Healthcare, Education and livelihood enhancement are as follows:

Healthcare:

Deepak Medical Foundation ('DMF') Hospital in Nandesari is one of the largest hospitals serving the communities in and around Nandesari for medical care and treatment 24/7 since last 4 decades. DMF started as a mother and child clinic (MCH Unit) and now has evolved into a full-fledged 28 bedded multispecialty hospital. It includes 10 bedded ICU services, 24x7 Casualty, OPD, IPD, and other specialty OPD of Gynaecology and Obstetrics, Paediatrics, Psychiatric, General Surgeon, Dental and round the clock Medical Officer along with the experienced and well-trained nursing staff and para-medical staff. A fully equipped diagnostic and pharmacy centre is also available at the hospital with a very nominal rate keeping into consideration the economic status of the population in the area. It also undertakes outreach and health promotion activities to help promote preventive health behaviour in worker communities in Nandesari Industrial Area.

Mobile Health Units ('MHUs') have ensured provision of healthcare services at people's doorstep covering Primary Healthcare, Adolescent Health, Child Nutrition and Health Awareness counselling. MHUs have improved health of the target population greatly with visible improvements like haemoglobin levels in adolescents through anaemia management, reduced undernutrition in enrolled children, improved hygiene, breastfeeding and safe motherhood practices through thematic sessions.

The Palliative Care Services project has helped the people coming from all over the country for dignified treatment while fighting with serious illness like cancer. The Laboratory and Diagnostic Services at Dahej region have helped the local population in getting diagnosis on time.

Swasthya Sakhi, Women Centric Health Services Project focuses on Women's Reproductive Health, Maternal and Child Health, Nutrition, Preventive Healthcare in Dahej area.

Education:

The Integrated Child Development Scheme ('ICDS') offers a package of services comprising of supplementary nutrition, immunization, health checkups, referral services, non-formal preschool education, and nutrition and health education. The initiative aims to promote learning in a conducive environment and holistic development of the children. Under the project, various sessions were conducted for parent counselling, health screening, uniform distribution and school readiness assessment. Your Company also completed renovation and digitalisation of five (5) Anganwadi Centres. The Smart Class setup has helped the children in learning digitally and has opened several avenues for students to widen their horizon for modern educational techniques.

Science, Technology, English and Mathematics ('STEM') classes have enabled the students at primary schools to get hands on experience in science and maths subjects and has improved school results. The Remedial Classes helped the children who need special attention while studying in strengthening their base and has helped them in improving their grades and confidence.

The Mobile Library project provides the students an opportunity to venture in the world of literature other than their curriculum which help in improving their cognitive abilities. The program includes making available, age and grade-appropriate library books, reading and learning material to children at their doorsteps, "Read Aloud" storytelling sessions, remedial inputs sessions (Language, mathematics and basic English) along with workbooks practice. The program also includes capacity building of community-based women as Vidya Sathis to support the children not only with their daily schoolwork but also keep their parents updated regarding their child's progress. The Mobile Library Project has improved children's attendance, increased their interest in reading and enhanced foundational literacy and numeracy skills.

Your Company also provide contribution to technology business incubators through Atal Innovation Centre ('AIC') Indian Institute of Science Education and Research ('IISER') Pune SEED Foundation ('AIC-SEED'). AIC-SEED is supported by the Atal Innovation Mission, NITI Aayog, Government of India. AIC-SEED's objective is to stimulate and encourage the growth of deep science-based startup companies by providing an enabling eco-system in an academic and knowledge driven research environment.

Livelihood improvement:

Project Sangaath aims to empower people by identification of Government Scheme that they are eligible for, helping them obtain 'Pre-Requisite Documents' for enrolment to the identified Government Scheme and facilitate their registration to avail benefits of various government schemes, which they are entitled to. Project Sangaath has impacted the lives of lakhs of underprivileged community members by providing them the benefits of various schemes.

The Project Jal Sanchay Yojana includes water harvesting, micro-irrigation and integrated farming practices with a focus to improve agricultural productivity, ensure water availability and enhance rural livelihoods. The Project on cattle health has benefitted the communities in yielding maximum benefits and has also educated them in maintaining the cattle health.

Your Company also supported SVADES (Society for Village Development in Petrochemicals Area) which is a collective endeavour that binds the industry and rural community together towards effective socioeconomic development in the rural areas of surrounding industries at Nandesari.

The efforts of your Company have immensely influenced the income of the beneficiaries' households and has improved their standard of living.

The Report on Corporate Social Responsibility is annexed as Annexure – E and is also available on the Company's website on www.godeepak.com.

NOMINATION AND REMUNERATION POLICY

Your Company has adopted a Nomination and Remuneration Policy for the appointment and remuneration of Directors, Key Managerial Personnel and other employees of the Company.

The Nomination and Remuneration Policy includes the criteria for determining qualification, positive attributes, independence of Directors and other matters as required under Section 178(3) of the Act and is annexed as Annexure – F. The Nomination and Remuneration Policy is also available on the Company's website on www.godeepak.com.

PARTICULARS OF EMPLOYEES

The information required under Section 197(12) of the Act read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('Rules') are annexed to this Report as Annexure - G.

The statement containing particulars of employee remuneration as required under provisions of Section 197(12) of the Act and Rule 5(2) and 5(3) of the Rules forms part of this Report. However, in accordance with the provisions of the second proviso to Section

136(1) of the Act, the Annual Report is being sent to the Members of the Company excluding the aforesaid statement.

The aforesaid information is available for inspection by the Members upto the date of the 54th Annual General Meeting on all working days, except Saturdays and Sundays, during working hours at the Registered Office of the Company. Any Member interested in obtaining such information may write to the Company Secretary at investor@godeepak.com.

ANNUAL RETURN

Pursuant to Sections 92(3) and 134(3)(a) of the Act, read with Rule 12 of Companies (Management and Administration) Rules, 2014, the Annual Return in Form MGT - 7 for the Financial Year ended March 31, 2025, is available on the Company's website at www.godeepak.com.

The Annual Return shall be filed with the Ministry of Corporate Affairs, within the prescribed timelines.

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

The Company is committed towards conservation of energy and climate action. The particulars relating to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo as required to be disclosed pursuant to the provisions of Section 134 of the Act read with the Companies (Accounts) Rules, 2014 are provided in Annexure - H forming part of this Report.

STATE OF COMPANY'S AFFAIRS

The state of your Company's affairs is given under the heading 'Performance Review' and various other headings in this Report and in the Management Discussion and Analysis, which forms part of the Annual Report.

SIGNIFICANT OR MATERIAL ORDERS PASSED AGAINST THE COMPANY

There are no significant material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operations in future.

SECRETARIAL STANDARDS

The Company has complied with the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India, with respect to meetings of Board and its Committees and General Meetings, respectively. The Directors have devised proper systems and processes for complying with the requirements of applicable Secretarial Standards issued by The Institute of Company Secretaries of India, as amended and such systems were adequate and operating effectively.

RESEARCH & DEVELOPMENT

Your Company's innovation infrastructure consists of centralised Research and Development ('R&D') facility, Deepak Research and Development Centre ('DRDC') at Nandesari, Gujarat. DRDC has been approved by the Department of Scientific & Industrial Research, Government of India since 1977 and is ISO certified. It has a dedicated team of 100+ professionals, working on various molecules and chemicals which are under patenting process. Your Company has cumulatively filed around 77 patent applications, and 22 patents have already been granted. Your Company's R&D facility is crucial to its success with its ability to develop advanced intermediates which requires complex chemistry and engineering.

The R&D facility is equipped with the modern instruments and equipment for developing cutting edge technology. The Company's R&D team comprises of highly qualified and experienced team members, who bring in the best practises in the industry.

The R&D remain focussed on:

- New product development
- New technology platform development
- Improvement of productivity as well as yield and quality in existing products
- Improved inhouse data management system.
- Reduction in water, waste, energy etc. and using green technology, wherever possible.

DRDC also houses a state-of-the-art Process Engineering Lab, Kilo lab and Process Intensification Lab, Dedicated environment lab etc. Mentioned setups help in generating scale-up related data for all the products, which are developed in DRDC. The speed of lab scale development is increased with the application of Design of Experiments methodology, using a specialised software for screening as well as optimisation. Literature search platforms like Scifinder, Reaxys etc. are in regular use.

To aid in new technology platforms and continuous process development, your Company has invested in flow reactor, flow meters etc. under Process Engineering Research & Innovation (PERI).

Analytical Team plays a crucial role in supporting synthetic chemistry at every stage of the product/ process development. The team is strengthened by inducting skilled man-power and analytical tools such as Gas Chromatography (GC), Gas chromatography-headspace (GC-HS), Gas Chromatography/Mass Spectrometry (GCMS), High Performance Liquid Chromatography (HPLC), Liquid Chromatography/Mass Spectrometry (LCMS), Ultra Performance Liquid Chromatography (UPLC) and Ion Chromatography (IC), UV, IR etc. Analytical lab also takes help from third party analytical labs

for generating data (like PSD, S-analysis, NMR etc.) for which DRDC currently does not have the facilities.

Inhouse environment lab dedicated for developing waste treatment methodology for new process and products as well as explore waste valorization opportunities to promote sustainable practice and minimise environmental impacts.

Process Safety Activities

DRDC has a dedicated process safety team, which analyses the chemical processes for their safe operations based on in-house Accelerated Reaction Calorimeter (ARC), Differential Scanning Calorimeter (DSC), Reaction Calorimeter with gas evolution analysis (RC). Also, the team takes help from third party labs for other safety data generation e.g. powder safety data.

Technology

Your Company's R&D team is working on various new technology platform developments such as Fluorination and Photo Chlorination chemistries, high pressure Oxidation Reactions (both chemical and catalytic) and Gas Solid Reactions, Plug flow reactions, NOx reactions etc. A pilot facility for Vapor Phase Process has also been installed.

Lab scale Continuous Stirred Tank Reactor (CSTR) set-ups are used for converting batch mode reactions into continuous mode to achieve better yield, quality, better throughput, reduction in the cost of operations, along with increasing the safety norms of the process. Lab scale parallel synthesizer for fast screening of process parameters to speedup process development activity. Mini pilot scale equipment like centrifuge, nudge filter, pilodist for generating distillation data as well as parallel pressure reactor set of special MOC for catalyst screening are in regular use.

State-of-the-art pilot plants

Your Company is having two state-of-the-art pilot facilities, one each at Roha, Maharashtra and Nandesari, Gujarat. The pilot plants act as link between R&D and commercial production of various intermediates used in Agrochemicals, Dyes, Pharmaceuticals etc., thereby allowing your Company to deliver quality products seamlessly. The pilot facility boasts of stainless steel and glass lined reactors along with distillation columns, handling systems for gas and liquid raw materials. The pilot facilities are fully-equipped with advanced instruments, Distributed Control system (DCS) and utilities like brine, low pressure steam, cooling water, – etc.

Development of idea to plant process (ITP)

The Technical Organisation is responsible for generating ideas, developing sustainable processes and moving them to commercial production. The team conducts critical review of the process from idea generation to technical development to production (ITP process). The activities are mapped, and relevant documents are formalised. The ITP project is targeted to finalize the technical

process, the infrastructure required and supporting documents. This also include in-depth safety analysis reports for the chemicals and the processes.

The overall ITP process flow includes:

- Idea collection and assessment of right-to-win.
- Responsible team identification
- Responsibility matrix assignment
- R&D process to finalize the route of synthesis and/or processes
- Process optimization
- Technology transfer including Basic Engineering Package (BEP) and all relevant documents (LDR, TTR1 and TD).
- Developed inhouse revised version of digital archive to enable more secure data management of ongoing process development and technology transfer document.
- A highly secure web-based suite of tools has been deployed to manage all data of ITP. The system stores data in a structured format making it searchable. It also prevents knowledge loss while controlling information flow.

Benefits of ideas to plant trials

- Documentation of the Lab Records are all digitized and in the on-line mode.
 - Specific formats designed to extract data/information.
 - Reports and presentations are created by the system through aggregation.
 - Ensures data integrity, data security and data traceability.
 - Helps in significant reduction of time spent by scientists in making reports for reviews.
- Making fortnightly reports which reduce the time of technical reviews.
- Complete audit trail and traceability.

Training of technical team

Workshops on process safety and scale up, DoE, ASPEN, Flow Chemistry etc. were organised. The participants came from cross functional teams across Deepak. These workshops introduced the salient feature of the process scale-up and process safety enhancing the competency of participants.

NEW R&D CENTRE AT SAVLI, VADODARA

Your Company is also building a new state-of-the-art Research & Development Centre in Savli, Vadodara. The new R&D centre is expected to be operational soon.

SAFETY, HEALTH & ENVIRONMENT (SHE) COMMITMENT

Your Company is deeply committed in ensuring Safety, Health, and Environment (SHE) across all its manufacturing processes, products and services. This commitment begins at the conceptualization stage, where efforts are made to incorporate safer process technologies, optimized unit operations and sustainable systems into design and planning.

To uphold this commitment, your Company continues to invest in key areas that benefit all stakeholders. These include process automation to improve safety and reduce the potential for human error, along with extensive training programs focused on both process safety and behavior-based safety practices. Environmentally responsible and safe production methods are being actively implemented across operations.

Further, substantial upgrades are being carried out in effluent treatment infrastructure, such as the installation of Reverse Osmosis (RO) plants and Multiple Effect Evaporators (MEE), to significantly reduce effluent discharge. Your Company is also commissioning Waste Heat Recovery Systems to promote the reduction, recovery, and reuse of effluents and utilities, reinforcing its commitment to sustainability and responsible manufacturing.

A robust, well-documented scale-up protocol governs product development—from R&D to pilot and commercial scale—incorporating rigorous risk assessments and process safety evaluations at every stage. DNL's in-house R&D capabilities include advanced thermal hazard screening tools such as RC (Reaction Calorimetry), DSC (Differential Scanning Calorimetry), and ARC (Accelerating Rate Calorimetry).

Your Company aligns its policies and systems with globally recognized frameworks, including the United Nations Global Compact, ILO (The International Labour Organization) Conventions, and the Responsible Care Initiative. It actively promotes social compliance in areas such as human rights, labor standards, anti-discrimination, conflict of interest and anti-corruption.

Health and safety are central to the Company's ethos, with a firm belief that all injuries, occupational illnesses and environmental incidents are preventable. This philosophy fosters a culture of safety excellence, encouraging employees, contractors, customers and communities to prioritize personal and collective safety.

A structured incident reporting mechanism is in place, where all events—including near misses—are recorded in the Safety Management Information System (MIS). Corrective and preventive actions are tracked via internally developed software and each incident is thoroughly investigated by cross-functional teams to identify root causes and implement safeguards. All technological changes undergo rigorous safety evaluations such as Facility Siting, HAZOP, and Quantitative Risk Assessments and are approved

through a formal Management of Change process, including pre-startup safety reviews.

Your Company continues to strengthen its Process Safety Management and workplace safety through active employee engagement and continuous improvement initiatives. With a vision of “Zero Incident”, Deepak has undertaken a comprehensive safety transformation journey. An external safety diagnostic assessment provided valuable insights, enabling leadership to define a strategic roadmap for system, process, and cultural enhancements.

All manufacturing units and the Registered & Corporate Office are certified to ISO 9001, ISO 14001 and ISO 45001 standards and proudly bear the Responsible Care Logo. Regular safety awareness programs are conducted across sites to drive improvements in process safety, workplace safety and behavioral transformation. A formal recognition system rewards individuals and sites for exemplary safety performance, with 100% employee participation in safety initiatives.

At DNL, a strong Occupational Health and Safety (OHS) governance framework is led by the Corporate Safety team, supported by dedicated site-level teams. The Company’s HSE Policy serves as a guiding document for all safety practices and is communicated to employees, contractors, customers, communities, and business partners.

Logistics Safety Management System

In collaboration with industry peers, your Company has pioneered the establishment of Nicer Globe, an independent platform designed to ensure the safe transportation of hazardous materials across India. This system enables real-time GPS tracking, allowing for continuous monitoring of vehicle speed, route adherence, and driving time compliance. By proactively identifying and addressing deviations, the platform significantly reduces transport-related risks. The movement of raw materials and finished products is managed within a robust supply chain framework, ensuring the safety of customers, carriers, suppliers, distributors, and contractors.

Environmental Stewardship

Your Company’s dedication to environmental protection extends well beyond mere compliance with regulatory obligations. By adopting the chemical industry’s Responsible Care framework, the Company has embedded core principles that are fully aligned with the United Nations Sustainable Development Goals (UN SDGs). A range of initiatives have been implemented to conserve natural resources, lower energy usage, encourage recycling and reuse, and minimize pollution across operations.

Ongoing efforts are focused on reducing the overall environmental footprint through continuous improvement and innovation. The Company actively seeks out sustainable solutions that not only

enhance operational efficiency but also contribute positively to environmental well-being.

Key Safety initiatives implemented

1. “PARIVARTAN”- Safety Management System

In alignment with our continued commitment to ensuring a safe and resilient workplace, Deepak Nitrite Limited proudly launched our structured Safety Management System (SMS) named “PARIVARTAN” in FY 2024–25. “Parivartan,” meaning “transformation,” symbolizes our shift toward a more systematic, proactive, and behaviour-driven safety culture across all levels of the organization.

This system marks a major milestone in strengthening our occupational health and safety (OHS) & Process Safety Management (PSM) framework and aligns with industry best practices and regulatory standards.

2. Enhanced training programs

As part of the “PARIVARTAN” Safety Management System, we launched a structured **Train-the-Trainer (TTT) Program** aimed at developing in-house safety champions and enabling consistent safety knowledge transfer across all levels of the organization.

The program is designed to empower selected employees and frontline supervisors with the knowledge, tools, and facilitation skills necessary to deliver high-impact safety training to their peers, contractors, and new joiners.

The program covered critical topics such as Permit to Work, Contractor safety management, Incident investigation and other essential safety practices.

Other than this, series of mandatory safety training programs for all employees and contractors e.g. hazard identification, emergency preparedness, first aid, BBS training etc. conducted.

3. Next-Gen Safety Systems

DNL introduced AI-driven safety systems to strengthen real-time risk detection and operational oversight on the shop floor.

Key highlights include:

- AI-enabled cameras deployed across critical zones to automatically detect PPE violations such as missing helmets, gloves, or goggles.
- Early fire and smoke detection through image recognition, allowing instant alerts and rapid response.

- Real-time monitoring screens installed at strategic locations to ensure immediate visibility and corrective action by the safety team.

Also, we have enhanced process safety through increased automation across key operational processes. Automation has reduced manual intervention in high-risk activities, minimized human error, and improved consistency in safety-critical operations. These improvements contribute significantly to risk mitigation, equipment reliability, and overall operational safety.

4. Improving firefighting systems

We have continued to strengthen our fire safety infrastructure by investing in advanced and comprehensive firefighting systems across critical operational areas. This includes enhancements to fire detection, suppression-sprinkler systems, and response mechanisms tailored to site-specific risks. These upgrades reflect our ongoing commitment to minimizing fire hazards, safeguarding our workforce and assets, and adhering to stringent industrial safety standards.

HUMAN RESOURCES

During FY 2024-25, your Company continued to strengthen Company's Human Resources strategy by driving talent development, organizational agility, employee well-being, and industrial harmony across all business locations. This has an objective of ensuring strong, skilful & trained workforce availability for the Company all the time. Your Company remained committed to attracting high-quality talent by hiring Graduate Engineer Trainees from reputed Tier-1, Tier-2, and Tier-3 engineering institutions. Over 100 employees were upskilled in advanced and emerging technologies relevant to the chemical and engineering domains. Capability enhancement initiatives included targeted workshops, technical certifications, and leadership development forums aimed at equipping employees for tomorrow's challenges.

During FY 2024-25, recognising the significance of identifying high-potential employees to ensure a robust talent pipeline, the Company carried out compensation benchmark study through a renowned agency to identify market correction needs of high potential performing teams for their retention and career development. The Company's Human Resources initiatives and engagement activities have enabled the Company not only to sail through the challenging times, witnessed recently, but has helped the Company in attracting, developing, nurturing & retaining right talent and keeping them motivated. Employee touch points and communication was kept live through Virtual Town Halls Wherein Executive Director & CEO, Director (Finance) & Group CFO addressed all the employees thereby established a strong sense of bonding between the Company's management and employees.

During FY 2024-25, your Company also witnessed the rollout of "Deepak Cares" a 24x7 well-being support platform in collaboration with a specialist partner. This initiative offers holistic counselling services to employees and their families, covering mental health, legal, financial, personal, and career-related support.

The Company has a dedicated Diversity Equity and Inclusion Policy to encourage inclusive work environment where members from diverse backgrounds can grow together and thrive. In order to enhance employee experience, transactional activities of HR have been automated through leverage on technology and outsourcing to subject matter experts, which has brought more efficiency in the HR processes. Your Company has also conducted employee engagement survey through renowned third party for understanding the pulse and sentiments of the employees.

INSURANCE

All the insurable interests of your Company including inventories, buildings, plant and machinery are adequately insured against risk of fire and other risks. Your Company has in place Directors' and Officers' Liability Insurance (D&O) for all its Directors (including Independent Directors) and members of the Senior Management Team for such quantum and risks as determined by the Board in line with the requirement of Regulation 25(10) of the Listing Regulations.

CYBER SECURITY

In view of the increased cyberattack scenarios, the cyber security maturity is reviewed periodically and the processes, technology controls are being enhanced in line with the threat scenarios. The Company's technology environment is enabled with real time security monitoring with requisite controls at various layers starting from end user machines to network, application and the data.

Enhanced Threat Detection & Response

- Deployed AI-driven SIEM (Security Information and Event Management) for real-time threat monitoring.
- Upgraded Endpoint Detection and Response (EDR) solutions to combat ransomware & zero-day attacks.
- Conducted VAPT to identify vulnerabilities in critical systems.
- Introduced Red-Teaming for proactive, adversarial simulation exercise

Data Protection & Privacy Compliance

- Implementation of ISO 27001:2022 certification is in progress for information security management.

Multi-Factor Authentication (MFA) & Zero Trust

- Adopted Zero Trust Architecture (ZTA) to minimize insider threats.

Employee Awareness & Training

- Conducted cybersecurity workshops for staff.
- Ran simulated phishing campaigns to improve threat awareness.

Cloud & Infrastructure Security

- Implemented automated security patching for all servers and endpoints.
- Partnered with leading MSSPs (Managed Security Service Providers) for 24/7 SOC monitoring.

During the year under review, your Company did not face any incidents or breaches or loss of data breach in Cyber Security.

DISCLOSURE AS REQUIRED UNDER SECTION 22 OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

Your Company has adopted zero tolerance for sexual harassment at the workplace and has a policy as required under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ('POSH Act') for prevention and redressal of complaints of sexual harassment at workplace. To build awareness in this regard, your Company has been conducting various training sessions online and offline on a continuous basis for employees of the Company.

A duly constituted Internal Committee ('IC') is also in place for its various locations to redress complaints on sexual harassment. The IC is empowered to look into all complaints of sexual harassment and facilitate free and fair enquiry process with clear timelines.

The details of complaints relating to sexual harassment at workplace during the year ended March 31, 2025 are provided as under:

- Number of complaints of sexual harassment received during the year: Nil
- Number of complaints disposed-off during the year: Nil
- Number of cases pending for more than ninety days: Nil

DISCLOSURE UNDER MATERNITY BENEFITS ACT, 1961

The Company complies with the provisions of the Maternity Benefits Act, 1961, ensuring that eligible women employees receive their statutory entitlements. These benefits reflect your Company's commitment in creating a compliant, inclusive and supportive workplace that prioritizes the health and well-being of expecting and new mothers.

GREEN INITIATIVES

Climate change is a critical global challenge, deeply intertwined with human activities and industrial operations. Recognizing

its responsibility, your Company is committed to mitigate its environmental impact by setting ambitious targets to reduce greenhouse gas (GHG) emissions and enhancing business resilience across its operations, value chain, and surrounding communities.

Sustainable Energy & Emission Reduction Initiatives

your Company has implemented multi-faceted strategies to minimize GHG emissions and transition towards a more sustainable future. Key initiatives include:

- Expanding the use of renewable energy to reduce dependency on fossil fuels.
- Deploying advanced energy-efficient technologies to optimize resource consumption.
- Leveraging AI-driven solutions to enhance operational efficiency and achieve sustained energy savings.
- Environmental Protection & Waste Management.

Your Company has taken significant steps to reinforce environmental protection and waste management, including:

Online Continuous Emission Monitoring System (OCEMS): Installed for real-time air quality monitoring and emission control.

Waste-to-Biofertilizer Conversion: Canteen waste is processed into biofertilizer, supporting green belt development.

Sustainable Waste Utilization: Trials are underway to use Effluent Treatment Plant (ETP) sludge and agro waste as alternative boiler fuels, reducing coal consumption and improving waste management practices.

Large-Scale Reforestation & Community Engagement

As part of its broader sustainability initiatives, your Company has partnered with the Forest Department for an extensive tree plantation drive in Village Shelavali, Taluka Shahapur, District Thane, Maharashtra.

Over 55,000 native trees have been planted across 50 hectares, contributing to:

- Carbon sequestration and climate mitigation.
- Biodiversity conservation and habitat restoration.
- Improved air quality, soil erosion control and enhanced water retention.
- Generating local employment opportunities and strengthens afforestation efforts in the region.

'Go Green' Initiative & Paperless Communication

In alignment with Section 20 of the Act and its commitment to environmental sustainability, your Company has adopted paperless communication practices. As part of this initiative, copies of the Notice for the 54th Annual General Meeting and the Integrated

Annual Report for FY 2024-25 are being sent to all registered members and others through electronic mode only.

This transition to digital communication reflects DNL's commitment to the 'Go Green' initiative and its ongoing efforts to minimize its ecological footprint.

INDUSTRIAL RELATIONS

During FY 2024-25 industrial relations across the Company in multiple demographics remains harmonious and issues, if any, were discussed and resolved by bilateral dialogues and zero man-days were lost. Wage settlement at Roha location for 4 years signed successfully through bilateral discussions. At Hyderabad, production incentive settlement was done successfully. To bring operational efficiency third party manpower and process study was conducted and its findings were implemented at Hyderabad manufacturing facilities.

GENERAL DISCLOSURES

The Board of Directors state that during the year ended March 31, 2025:

- No significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status of the Company and or its operations in future;
- No proceedings are made or pending under the Insolvency and Bankruptcy Code, 2016;
- The requirement to disclose the details of the difference between the amount of the valuation done at the time of one-time settlement and the valuation done while taking a loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable;

- No shares with differential voting rights and sweat equity shares have been issued;
- No public deposits as defined under Chapter V of the Act have been accepted by the Company;
- No change in the nature of business of the Company.

ACKNOWLEDGEMENT

The Board express their deep appreciation to all employees for their hard work, dedication and commitment. The enthusiasm and unstinting efforts of the employees have enabled the Company to remain an industry leader.

The Directors also appreciate support and co-operation the Company has received from its Suppliers, Customers, Distributors, Company has received from its suppliers, distributors.

The Directors also take this opportunity to thank all shareholders, government and regulatory authorities and stock exchanges for their continued support.

For and on behalf of the Board

Deepak C. Mehta

(DIN:00028377)

Chairman & Managing Director

Place: Vadodara
Date: May 28, 2025

Annexure-A

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended March 31, 2025

[Pursuant to Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Deepak Nitrite Limited,
2nd Floor, Fermenter House, Alembic City,
Alembic Avenue Road, Gorwa,
Vadodara, Gujarat 390003

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and adherence to good corporate practices by **Deepak Nitrite Limited** (hereinafter called 'the Company'). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company for the Financial Year ended on March 31, 2025, according to the provisions of:

- i. The Companies Act, 2013 ('the Act') and Rules made thereunder;
- ii. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018: No event occurred during the period under review which attracted provisions of these Regulations. Hence, not applicable;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: No events occurred during the period under review which attracted provisions of these Regulations. Hence, not applicable;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993: No event occurred during the period under review which attracted provisions of these Regulations. Hence, not applicable;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021: No event occurred during the period under review which attracted provisions of these Regulations. Hence, not applicable;
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: No event occurred during the period under review which attracted provisions of these Regulations. Hence, not applicable.
- vi. Other laws as applicable specifically to the Company:
 - a) The Environment (Protection) Act, 1986;
 - b) The Water (Prevention & Control of Pollution) Act, 1974;
 - c) The Air (Prevention & Control of Pollution) Act, 1981;

- d) Public Liability Insurance Act, 1991;
- e) Explosives Act, 1884;
- f) Hazardous Wastes (Management, Handling, and Trans-Boundary Movement) Rules, 2008;
- g) Petroleum Act, 1934 and Rules made thereunder;

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

- I. Secretarial Standards issued by The Institute of Company Secretaries of India; and
- II. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the review period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except two form of IEPF, which was filed with additional fees, due to the technical issues in Ministry of Corporate Affairs website while transfer from the Ministry of Corporate Affairs old web portal (V2) to new Web portal (V3). The Company has complied with the Secretarial Standards in general.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including one Woman Independent Director. There were no changes in the composition of the Board of Directors during the period under review.

Adequate notice is given to all Directors to schedule the Board Meetings. Agenda and detailed notes on Agenda were sent atleast seven days in advance and a system exists for seeking and obtaining further information and clarifications by Directors on the Agenda items before the meeting and for meaningful participation at the meeting:

All the decisions in the Board meetings were carried through majority while there were no dissenting members' views and hence, not captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company, commensurate with the size and operations of the Company, to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

We further report that during the period under review, the Company does not have any event having a major bearing on its affairs in pursuance of the above-mentioned Laws, Rules, Regulations, Guidelines, Standards except the following, for which necessary approvals were obtained:

- a) The acquisition of 10,000 Equity Shares of ₹ 10/- (Rupees Ten only) each i.e. 100% paid up Equity Share Capital of OXOC Chemicals Limited. Subsequently, the name of OXOC Chemicals Limited was changed to Deepak Advanced Materials Limited with effect from November 18, 2024 and the intimation to this effect was made to BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') on November 19, 2024.
- b) Approval of Members of the Company has been obtained by way of Postal Ballot through e-Voting conducted from Thursday, March 21, 2024 at 9.00 a.m. (IST) till Friday, April 19, 2024 at 5:00 p.m. (IST) for adoption of Deepak Nitrite Limited Employee Stock Option Scheme 2024, for grant of options to the eligible employees of Deepak Nitrite Limited and group company (including subsidiaries and associate companies) of Deepak Nitrite Limited under the said Scheme.
- c) A Share Purchase Agreement entered on May 31, 2024 between Deepak Chem Tech Limited ('DCTL'), Wholly Owned Subsidiary of the Company with the Shareholders of Narmada Thermal Power Private Limited ('NTPPL') to acquire 1,49,10,070 Equity Shares of ₹ 10/- each of NTPPL, representing 100% paid up Equity Share Capital of NTPPL and an intimation was made to BSE & NSE on the same day i.e. May 31, 2024 within 24 hours of the occurrence of event.
- d) Approval of the Members has been obtained by way of Ordinary Resolution for declaration of Dividend of ₹ 7.50 (Rupees Seven and Paise Fifty Only), being 375%, per Equity Share of face value of ₹ 2.00 (Rupees Two Only) each for the Financial Year ended March 31, 2024 in 53rd Annual General Meeting of the Company held on August 6, 2024.
- e) Approval of the Board of Directors has been obtained for granting of loan upto ₹ 5,00,00,000/- (Rupees Five Crores Only) to Deepak Chem Tech Limited, a Wholly Owned Subsidiary of the Company.
- f) The Company has made disclosure regarding execution of Deed of Guarantee in favor of Export Import Bank of India for securing credit facility to be availed by Deepak Oman Industries (SFZ) LLC, subsidiary of the Company on October 23, 2024. The Deed was executed on October 23, 2024 and the disclosures made to BSE and NSE on the same day i.e. October 23, 2024.
- g) The Company has received two orders passed by the Collector and Additional Superintendent of Stamps, Gujarat, under the Gujarat Stamp Act, 1958, imposing penalty of ₹ 50,000/- against Deepak PMC Limited and ₹ 2,00,000/- against Deepak Chem Tech Limited, Wholly Owned Subsidiaries of the Company. The orders were received on October 17, 2024 and the Company has made necessary disclosures to BSE and NSE on the same day i.e. October 17, 2024.

- h) Shri Puneet Sharma was designated as Business Head - Fine & Speciality Chemicals of the Company on October 1, 2024, and the Company has made disclosures to BSE and NSE on the same day.
- i) The Company has made necessary disclosures regarding approval granted by the Board of Directors of Deepak Chem Tech Limited, a material subsidiary of the Company to invest around ₹ 5,000 Crores in the Project for manufacturing Polycarbonate Resins. The Project was approved on November 13, 2024 and disclosures were made to both the Stock Exchanges on the same day.
- j) Resignation of Shri Malay Kumar as Group Head - Projects of the Company with effect from November 15, 2024 and the Company has made necessary disclosures on the same day i.e. November 15, 2024 to both the Stock Exchanges i.e. BSE and NSE.
- k) Approval of the Board of Directors of the Company has been obtained at their meeting held on November 13, 2024 for infusion of additional funds aggregating to ₹ 200,00,00,000 (Rupees Two Hundred Crores Only) in Deepak Chem Tech Limited, a Wholly Owned Subsidiary of the Company, by way of subscription of Equity Shares or Preference Shares or any other instruments including granting of Loan.
- l) An interim order passed by the Regional Director, Ahmedabad dated December 16, 2024, was received against Narmada Thermal Power Private Limited regarding defaults pertaining to periods prior to acquisition of Narmada Thermal Power Private Limited by Deepak Chem Tech Limited, a Wholly Owned Subsidiary of the Company and the Company has made necessary disclosures on December 17, 2024 to BSE as well as NSE i.e. within 24 hours from occurrence of event.
- m) The execution of Definitive Agreement between Deepak Phenolics Limited, a Wholly Owned Subsidiary of the Company and Petronet LNG Limited as a part of continual disclosure requirement to BSE and NSE which was executed on February 6, 2025 and the disclosure was made by the Company on the same day i.e. February 6, 2025.
- n) Approval of the Board of Directors of the Company has been obtained at their Meeting held on February 13, 2025 for further investment upto ₹ 75,00,00,000 (Rupees Seventy Five Crores Only) in one or more tranches in Deepak Advanced Materials Limited, a Wholly Owned Subsidiary of the Company.
- o) Subscription of 3,83,50,000 Optionally Convertible Redeemable Preference Shares of ₹ 100/- each of Deepak Chem Tech Limited, a Wholly Owned Subsidiary of the Company during the year under Report.

For **KANJ & CO. LLP**
Company Secretaries

Dinesh Joshi

Designated Partner

Membership No.: F3752

CP No.: 2246

UDIN: F003752G000476941

Peer Review Certificate No.: 6309/2024

Date: May 28, 2025

Place: Pune

This Report is to be read with our letter of even date which is annexed as Appendix A and forms part of this Report.

**To,
The Members,
Deepak Nitrite Limited,
2nd Floor, Fermenter House, Alembic City,
Alembic Avenue Road, Gorwa,
Vadodara, Gujarat 390003**

Our Report of even date is to be read along with this letter.

1. Maintenance of Secretarial Records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records.
3. We have not verified the correctness and appropriateness of the Financial Records and Books of Accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of management. Our examination was limited to the verification of procedures on a test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **KANJ & CO. LLP**
Company Secretaries

Dinesh Joshi

Designated Partner
Membership No.: F3752
CP No.: 2246

UDIN: F003752G000476941

Peer Review Certificate No.: 6309/2024

Date: May 28, 2025
Place: Pune

Annexure-B

Secretarial Audit Report for the Financial Year ended March 31, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

**To,
The Members,
Deepak Phenolics Limited
4th Floor, Fermenter House, Alembic City,
Alembic Avenue Road,
Vadodara – 390003,
Gujarat, India.**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Deepak Phenolics Limited ("Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2025, ("review period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-Processes and Compliance-Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the Company's Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company for the review period, according to the provisions of:

- i. The Companies Act, 2013 ("Act") and the Rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 and the Rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India ("SEBI") Act, 1992:
 - a. SEBI (Depositories and Participants) Regulations, 2018, to the extent applicable;
 - b. SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client, to the extent applicable; and
 - c. The other Regulations and Guidelines prescribed under Securities and Exchange Board of India Act, 1992, are not applicable to the Company being an Unlisted Public Company.
- vi. Other sector specific laws as follows:
 - a. Explosive Act, 1884
 - b. Petroleum Act, 1934
 - c. Chemical Weapons Convention Act, 2000
 - d. Boilers Act, 1923

We have also examined compliance with all the applicable clauses / regulations of the following: -

- i. Secretarial Standards ('Standards') issued by The Institute of Company Secretaries of India; and
- ii. Being an Unlisted Public Company, Clauses/ Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are not applicable to the Company.

During the review period, the Company has complied with the provisions of the applicable Acts, Rules, Regulations, Guidelines, etc. as mentioned above, and is generally compliant with the clauses of Secretarial Standards.

We further report that:

- A. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act;

- B. Adequate notice is given to all the Directors to schedule the Board meetings. Agenda and detailed notes on Agenda were sent at least seven days in advance and a system exists for Director to seek and obtain further information and clarification on the Agenda items before the meeting and for meaningful participation at the meeting;
- C. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded;
- D. The adequate systems and processes devised in the Company, commensurate with the size and operations of the Company, to monitor and ensure compliances with all the applicable Laws, Rules, Regulations and Guidelines;
- E. During the review period, there were no specific instances / actions in the Company in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards etc., having a major bearing on the Company's affairs.

Samdani Shah & Kabra

Company Secretaries

S. Samdani

Partner

FCS No. 3677; CP No. 2863

ICSI PR# 1079/2021

ICSI Unique Code: P2008GJ016300

UDIN:F003677G000381131

Date: May 20, 2025

Place: Vadodara

This Report is to be read with our letter of even date which is annexed as Appendix A and forms part of this Report.

Appendix A

**To,
The Members,
Deepak Phenolics Limited
4th Floor, Fermenter House, Alembic City,
Alembic Avenue Road,
Vadodara – 390003,
Gujarat, India.**

Our Secretarial Audit Report of even date is to be read along with this letter, that:

- i. Maintenance of Secretarial Records and compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the management of the Company. Our examination was limited to the verification and audit of procedures and records on test basis. Our responsibility is to express an opinion on these Secretarial Records and compliances, based on such verification and audit.
- ii. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records and we believe that the processes and practices we followed provide a reasonable basis for our opinion.
- iii. Wherever required, we have obtained the management representations about the compliance of Laws, Rules, Regulations and happening of events etc.
- iv. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the Company's affairs.

Samdani Shah & Kabra

Company Secretaries

S. Samdani

Partner

FCS No. 3677; CP No. 2863

ICSI PR# 1079/2021

ICSI Unique Code: P2008GJ016300

UDIN: F003677G000381131

Date: May 20, 2025

Place: Vadodara

Annexure-C

Secretarial Audit Report for the Financial Year ended March 31, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

**The Members,
Deepak Chem Tech Limited
1st Floor, Fermenter House,
Alembic City, Alembic Avenue Road,
Vadodara – 390003,
Gujarat, India.**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Deepak Chem Tech Limited** ("Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2025, ("review period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-Processes and Compliance-Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the Company's Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company for the review period, according to the provisions of:

- i. The Companies Act, 2013 ("Act") and the Rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 and the Rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India ("SEBI") Act, 1992:
 - a. SEBI (Depositories and Participants) Regulations, 2018, to the extent applicable;
 - b. SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client, to the extent applicable; and
 - c. The other Regulations and Guidelines prescribed under Securities and Exchange Board of India Act, 1992, are not applicable to the Company being an Unlisted Public Company.
- vi. Other sector specific laws as follows:
 - a. The Environment (Protection) Act, 1986
 - b. Public Liability Insurance Act, 1991
 - c. Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008
 - d. Petroleum Act, 1934 and the Rules made thereunder
 - e. The Indian Boilers Act, 1923

We have also examined compliance with all the applicable clauses / regulations of the following: -

- i. Secretarial Standards ("Standards") issued by The Institute of Company Secretaries of India; and
- ii. Being an Unlisted Public Company, Clauses / Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are not applicable to the Company.

During the review period, the Company has complied with the provisions of the applicable Acts, Rules, Regulations, Guidelines, etc. as mentioned above, and is generally compliant with the clauses of Secretarial Standards.

We further report that:

- A. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during

the review period were carried out in compliance with the provisions of the Act;

- B. Adequate notice is given to all the Directors to schedule the Board meetings, Agenda and detailed notes on Agenda were sent at least seven days in advance and a system exists for Director to seek and obtain further information and clarification on the Agenda items before the meeting and for meaningful participation at the meeting;
- C. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded;
- D. There are adequate systems and processes devised in the Company, commensurate with the size and operations of the Company, to monitor and ensure compliances with all the applicable Laws, Rules, Regulations and Guidelines;

- E. During the review period, there were no specific instances / actions in the Company in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards etc., having a major bearing on the Company's affairs.

Samdani Shah & Kabra

Company Secretaries

S. Samdani

Partner

FCS No. 3677; CP No. 2863

ICSI PR# 1079/2021

ICSI Unique Code: P2008GJ016300

UDIN: F003677G000381131

Date: May 27, 2025

Place: Vadodara

This Report is to be read with our letter of even date which is annexed as Appendix A and forms part of this report.

Appendix A

**The Members,
Deepak Chem Tech Limited
1st Floor, Fermenter House,
Alembic City, Alembic Avenue Road,
Vadodara – 390003,
Gujarat, India.**

Our Secretarial Audit Report of even date is to be read along with this letter, that:

- i. Maintenance of Secretarial Records and compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the management of the Company. Our examination was limited to the verification and audit of procedures and records on test basis. Our responsibility is to express an opinion on these Secretarial Records and compliances, based on such verification and audit.
- ii. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records and we believe that the processes and practices we followed provide a reasonable basis for our opinion.
- iii. Wherever required, we have obtained the management representations about the compliance of Laws, Rules, Regulations and happening of events etc.
- iv. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the Company's affairs.

Samdani Shah & Kabra
Company Secretaries

S. Samdani
Partner

FCS No. 3677; CP No. 2863

ICSI PR# 1079/2021

ICSI Unique Code: P2008GJ016300

UDIN: F003677G000381131

Date: May 27, 2025

Place: Vadodara

Annexure-D

Business Responsibility & Sustainability Report

At Deepak Nitrite Limited ('DNL'), sustainability remains at the heart of our business operations, strategic planning, and decision-making processes. Our unwavering commitment to responsible business practices drives us to achieve our Environmental, Social, and Governance ('ESG') objectives. We are dedicated to conducting our business in a manner that safeguards the environment, contributes positively to society, and generates long-term value for all stakeholders.

We continually refine our ESG strategies and collaborate with stakeholders to achieve our shared ESG goals. Our environmental initiatives focus on minimizing our ecological footprint through strategic measures such as increasing the proportion of renewable energy in our total energy mix and reducing carbon emissions. We embarked our renewable energy journey and has signed long-term PPAs with Fourth Partner Energy to source Hybrid renewable energy – Wind and Solar at our Nandesari and Dahej sites, and a separate 3 MW agreement for operations in Roha. These renewable energy initiatives underscore our commitment to building a low-carbon future, aligning with circular economy principles and responsible resource management. By integrating wind and solar power into our operations, we are taking tangible steps towards a cleaner, more resilient energy ecosystem.

In line with this vision, we have successfully installed Scalban technology at the cooling tower, allowing R.O. reject water to be sent to the cooling tower instead of the Multiple Effect Evaporator (MEE). This innovation has significantly reduced the consumption of natural resources and operational expenditure, reflecting our commitment to efficient resource management.

Efficiently utilizing the 4R Concept—Reduce, Reuse, Recycle, and Recover—we are transforming waste into valuable products, creating both environmental and economic benefits. Our advanced pollution control technologies enable us to recycle around 35% of the water generated from wastewater, demonstrating responsible water stewardship.

Furthermore, our commitment extends beyond the factory floor into ecological restoration. We have restored 20.23 hectares of degraded coastal land through mangrove plantation, cultivating and transplanting over 1.07 Lakh native mangrove saplings. This initiative supports biodiversity conservation, carbon sequestration, and coastal protection.

We are committed to cultivating a safe, inclusive, and supportive work environment that empowers both our employees and the communities we serve. We uphold stringent ethical standards and prioritize the development of high-quality products, going beyond mere compliance. Beyond mandatory training, we implement comprehensive human rights education and skill enhancement

programs, recognizing that effective human capital management is crucial to our ongoing success. Our policies focus on enhancing community well-being and ensuring a supportive workplace environment. Our employees, being our most valuable asset, benefit from robust programs covering health, wellness, work-life balance, and rigorous safety measures. Continuous learning and development are central to our HR policies, with a range of training programs designed to enhance technical skills, leadership capabilities, and personal growth.

We are committed to creating an equitable workplace by promoting diversity, inclusion, and equal opportunities, striving to eliminate all forms of discrimination. Our community development efforts aim to generate value by focusing on education, healthcare, and skills development to empower marginalized communities. Our approach involves closely engaging with stakeholders to understand their needs and aspirations and promote resilience among marginalized communities. Through these efforts, we strive to create a lasting positive impact that supports inclusive growth for all members of the society.

DNL's governance framework is grounded in the core principles of integrity, transparency, and accountability. We adhere to the highest standards of corporate governance, ensuring that our operations are conducted ethically and transparently. Our robust code of conduct outlines ethical behavior expectations for all employees, with regular training on ethical practices and mechanisms in place for reporting and addressing any unethical behavior. Transparency is central to our sustainability efforts at DNL. As a practice, we publicly report on our ESG initiatives, including sustainable sourcing. Additionally, we actively collaborate with industry peers, government, and non-governmental organizations. These partnerships drive sustainable solutions, knowledge sharing, and the adoption of best practices, amplifying our impact and advancing global sustainability goals. By working together strategically, we aim to create lasting positive change in both environmental stewardship and societal well-being.

DNL is steadfast in its pursuit of sustainability excellence through a comprehensive and forward-looking approach. By seamlessly embedding ESG principles into our environmental, social, and governance strategies, we not only catalyse economic growth but also deliver enduring, positive impacts on society and the environment continually setting new benchmarks for responsible and sustainable business practices.

For Deepak Nitrite Limited

Date: May 28, 2025
Place: Vadodara

Maulik Mehta
Executive Director & CEO

SECTION A: GENERAL DISCLOSURES

I. Details of the Listed Entity

1	Corporate Identity Number (CIN) of the Listed Entity	L24110GJ1970PLC001735
2	Name of the Listed Entity	Deepak Nitrite Limited
3	Year of incorporation	1970
4	Registered Office address	2 nd floor, Fermenter House, Alembic City, Alembic Avenue Road, Vadodara - 390003
5	Corporate Office address	2 nd floor, Fermenter House, Alembic City, Alembic Avenue Road, Vadodara - 390003
6	E-mail	investor@godeepak.com
7	Telephone	+91 0265-2765200
8	Website	www.godeepak.com
9	Financial year for which reporting is being done	2024-25
10	Name of the Stock Exchange(s) where shares are listed	BSE Limited and National Stock Exchange of India Limited
11	Paid-up Capital	₹ 27,27,86,082
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Shri Arvind Bajpai, Company Secretary, Email: investor@godeepak.com , Telephone: +91 2652765200
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)	This report is made on Standalone basis
14	Name of assessment or assurance provider	Bureau Veritas (India) Private Limited
15	Type of assessment or assurance obtained	Reasonable Assurance for BRSR Core and Limited Assurance for BRSR Report

II. Products/services

16 Details of business activities (accounting for 90% of the turnover)

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Manufacturing of Chemicals	Manufacturing, Trading of Chemicals	100

17 Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Nitro Toluidine	24119	17.04%
2	Sodium Nitrite	24117	17.01%
3	Optical Brightening Agents	24298	9.45%
4	EHN	24119	8.85%
5	TFMAP	24119	7.11%
6	MAHCL	24119	6.02%
7	Para Cumidines	24117	5.03%
8	4Nox	24119	4.37%
9	Sodium Nitrate	24119	4.10%
10	DASDA	24297	3.43%
11	2, 4 Xylidine	24119	3.09%
12	2 MEPPES	24119	2.80%
13	2, 6 Xylidine	24119	1.10%
14	NSA	24119	1.00%

II. Operations

18 Number of locations where plants and/or operations/offices of the entity are situated:

S. No.	Location	Number of plants	Number of offices	Total
1	National	5	3	8
2	International	0	0	0

19 Markets served by the entity:

a Number of locations

S. No.	Locations	Number
1	National (No. of states)	25
2	International (No. of countries)	50

b What is the contribution of exports as a percentage of the total turnover of the entity?

45%

c A brief on types of customers

1. Manufacturers of Chemicals
2. Manufacturers of Products where chemicals produced by the Company are used as inputs

IV. Employees

20 Details as at the end of Financial Year:

a Employees and Workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No.(B)	%(B/A)	No.(C)	%(C/A)
Employees						
1	Permanent (D)	1,545	1,495	96.76	50	3.24
2	Other than Permanent (E)	36	34	94.44	2	5.56
3	Total employees (D + E)	1,581	1,529	96.71	52	3.29
Workers						
4	Permanent (F)	212	212	100.00	0	0.00
5	Other than Permanent (G)	2,679	2,676	99.89	3	0.11
6	Total workers (F + G)	2,891	2,888	99.90	3	0.10

b Differently abled Employees and Workers:

S. No.	Particulars	Total (A)	Male		Female	
			No.(B)	%(B/A)	No.(C)	%(C/A)
Differently-abled Employees						
1	Permanent (D)	1	1	100.00	0	0.00
2	Other than Permanent (E)	0	0	0.00	0	0.00
3	Total employees (D + E)	1	1	100.00	0	0.00
Differently-abled Workers						
4	Permanent (F)	1	1	100.00	0	0.00
5	Other than Permanent (G)	7	7	100.00	0	0.00
6	Total workers (F + G)	8	8	100.00	0	0.00

21 Participation/Inclusion/Representation of women:

Particulars	Total (A)	No. and percentage of Females	
		No. (B)	%(B/A)
Board of Directors	12	1	8.33
Key Management Personnel	2	0	0.00

22 Turnover rate for permanent Employees and Workers:

(Disclose trends for the past 3 years)

Particulars	FY 2024-25 (Turnover rate (%) in current FY)			FY 2023-24 (Turnover rate (%) in previous FY)			FY 2022-23 (Turnover rate (%) in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	13.27	18.75	13.45	13.60	31.11	14.32	14.23	19.05	14.37
Permanent Workers	2.31	0.00	2.31	3.16	0.00	3.16	2.63	0.00	2.63

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23 a Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding/ subsidiary/ associate companies/ joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Deepak Phenolics Limited	Subsidiary	100	YES
2	Deepak Chem Tech Limited	Subsidiary	100	YES
3	Deepak Nitrite Corporation Inc.	Subsidiary	100	YES
4	Deepak Advanced Materials Limited	Subsidiary	100	YES
5	Deepak PMC Limited	Subsidiary	100	YES
6	Deepak Oman Industries (SFZ) LLC	Subsidiary	51	YES
7	Narmada Thermal Power Private Limited	Step Down Subsidiary	100	YES

VI. CSR Details

24 i Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No)

Yes

ii Turnover

₹ 2,526.47 Crores

iii Net worth

₹ 3,126.48 Crores

VII. Transparency and Disclosures Compliances

25 Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	NO	0	0		0	0	
Investors (Other than Shareholders)	NO	0	0		0	0	
Shareholders	YES https://www.godeepak.com/wp-content/uploads/2025/04/Investors-Grievance-redressal-policy-f.pdf	12	0		4	0	
Employees and Workers	YES https://www.godeepak.com/wp-content/uploads/2024/11/DNL_Whistle-Blower-Policy.pdf	0	0		0	0	
Customers	YES, Customer Complaints are received by the relevant sales team and thereafter, the same are entered into dedicated software and processed as per the standard operating procedure	73	0	Complaints received were related to delivery, packing, handling etc. All the complaints received during the year have been resolved.	60	0	Complaints received were related to delivery, packing, handling etc. All the complaints received during the year have been resolved.
Value Chain Partners	NO	0	0		0	0	

26 Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Water Use & Effluent Management	Opportunity	Access to clean and safe water is a fundamental human right and is aligned with the United Nations' Sustainable Development Goal 6, which aims to be achieved by 2030. As a responsible corporate citizen, we are committed to ensure that our operations do not negatively impact the quality or supply of water resources, thereby protecting the ecosystem and society at multiple levels.	NA	Positive - Effective water use and effluent management can drive significant positive financial outcomes for businesses. By optimizing water usage and managing effluent responsibly, companies can reduce operational costs, enhance resource efficiency and mitigate regulatory risks.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
2	Climate Change & Emissions	Risk	Climate change & Emissions stands as one of the most critical challenges confronting our planet today. Given the energy and water-intensive nature of chemical production, our failure to reduce environmental footprint can have significant repercussions on our standing within the industry and our relationships with customers, investors and society as a whole.	We have embraced environmental consciousness through our commitment to sustainable manufacturing practices. This commitment is evident in our focus on reducing utility consumption, extracting value from waste and adopting clean technologies. We are continuously striving to enhance our energy efficiency. Additionally, we ensure that the effluents, emissions and waste generated at our manufacturing facilities remain within the permissible limits set by the respective Pollution Control Boards.	Negative - Climate change & emissions related issues, if not addressed, would result in negative financial implications in long run. Climate related risks including physical as well as transition risk are directly associated with disruptions to our business operations as well as those of our value chain partners. Financial implications of mitigation efforts are well within our considerations while planning our business strategy.
3	Occupational Health & Safety	Risk	Given the inherent nature of our operations, our employees face a range of operational and safety hazards. It is crucial to address any process safety gaps and prevent Occupational Health and Safety (OHS) incidents that could potentially harm our employees. Neglecting employee well-being and safety not only jeopardises their physical welfare but also poses risks to achieving production targets and can have adverse effects on our assets, environment and overall business reputation.	We prioritise continuous and safeguarding of Occupational Health, Safety and employee wellbeing. Stringent safety measures are implemented at all our sites, including regular safety audits and the provision of appropriate personal protective equipment to our employees. We actively promote safety awareness through campaigns and training initiatives.	Negative - Employee health and safety issues, if not addressed, would result in negative financial implications.
4	Community Involvement	Opportunity	Engaging with the community in its development not only uplifts the community's standard of living but also cultivates future workers and consumers for businesses associated with the end products. This proactive involvement also enhances the Company's reputation by fostering goodwill as a benefactor within the community.	NA	Positive - The benefits to the community provided by CSR activities develop goodwill and boost the Company's brand, which has long-term financial benefits.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
5	Growth & Profitability	Opportunity	The Company's capacity to deliver substantial value to all stakeholders hinges on its robust financial foundation. In light of escalating input and energy costs and enduring volatility in foreign exchange rates, maintaining a secure financial position is imperative. This stability not only fortifies its market position but also strengthens relationships with clients, investors and the broader public.	NA	Positive - A planned and methodical approach to investments and cost management will be determining factor to the success of the Company in the short run as well as in the long run.
6	Corporate Governance	Risk	Amid the dynamic landscape of the chemical industry, which is characterised by escalating macro-economic volatility, robust governance practices play a pivotal role in upholding ethical and transparent business operations. Meeting regulatory compliance requirements and effectively managing risks are paramount in ensuring responsible conduct and long term sustainability.	Our governance practices have been established by our competent and esteemed Board of Directors, comprising members with relevant industry expertise, independent thinking and extensive global exposure. Aided by practice transparency in financial reporting, sustainability efforts and other relevant disclosures and ethical decision making processes, bolstered by effective risk management, serve as the foundation of our governance framework. We have instilled a culture of accountability and integrity across the Company, recognising its vital role in promoting good governance practices. We implement and enforce a robust Code of Conduct and ethical standards to guide the behaviour and actions of employees at all levels. Our Board and management prioritise health, safety and environmental considerations by implementing robust safety protocols, promoting sustainable practices and minimising environmental impact. We have a comprehensive Risk Management framework to identify, assess and mitigate risks associated inter alia with operations, safety, environmental impact and compliance to solidify our governance approach. We ensure strict adherence to all applicable laws, regulations and industry standards to maintain compliance and mitigate legal and reputational risks. We have established Board Committees, such as Audit, Risk Management, Nomination and Remuneration, CSR, Sustainability Committees and more to provide focussed oversight in critical areas. We regularly evaluate our governance practices, identify areas for improvement and implement necessary changes to enhance effectiveness and relevance and build trust with all stakeholders in line with global standards of ESG.	Negative - Corporate Governance is increasingly the parameter for evaluation by external stakeholders and are likely to amplify competitive advantage relating to business sustainability. In case of their failure, it would have severe financial implications.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
7	Business Ethics & Compliance	Opportunity	Success in business depends on creating and sustaining a culture of ethics and integrity. It supports daily decision-making by providing employees and partners with a useful reference.	NA	Positive - Prioritizing business ethics and compliance can lead to significant financial benefits for organizations. By adhering to ethical standards and regulatory requirements, companies mitigate legal risks and avoid costly fines and penalties. A strong ethical culture also fosters trust and credibility with stakeholders, enhancing customer loyalty, investor confidence and employee morale.
8	Business Continuity	Opportunity	Risk management and ethics are interconnected. A company faces lower risks to its business when it adheres to ethical standards. Aligning business ethics with risk management is crucial for ensuring continuity and resilience during disruptive incidents.	NA	Positive - Business continuity ensures resilience against disruptions, minimizing revenue loss, operational downtime and reputational damage. This proactive approach helps maintain customer trust, preserves market position and reduces recovery costs, ultimately safeguarding profitability and sustaining long-term financial health.
9	Product Stewardship	Risk and Opportunity	Risk: Reputational damage, negative impact on market share, Opportunity: Reduction in environmental impact and increased stakeholder trust and in revenue	DNL has established a protocol to assess the ESG (Environmental, Social and Governance) impacts of products during their development stages. These impacts are carefully considered in our decision-making processes. We have calculated the carbon footprint for most of our products and planning to conduct Life Cycle Assessments (LCA) for few of our existing products.	Positive - Increased circularity will result in decreased cost of materials, increased productivity and greater profitability. Such operational practices also cater to the customers preferences; aligned to responsibly sourced / manufactured products.
10	Sustainable Supply Chain	Risk	Having a sustainable supply chain is critical for company's operations and business continuity. Considering the size of Company's operations, it can influence the ESG priorities for suppliers. It will have a high impact on stakeholders as well.	We maintain a robust logistics and distribution network using secure transportation with GPS tracking to monitor raw materials and finished goods in real-time. Our organised warehousing ensures prompt customer deliveries. Leveraging our manufacturing expertise, integrated facilities and agile operations, we consistently deliver reliable and steady performance.	Negative - Any disruption in Supply Chain would adversely affect the business continuity and hence would jeopardise sustainability of business.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
11	Waste Management	Opportunity	The production and use of agrochemicals generate hazardous waste, necessitating a focus on reducing waste generation, as well as recycling and reusing waste wherever possible.	NA	Positive - Implementing effective waste management strategies can lead to substantial financial benefits for businesses. By reducing waste generation, companies can lower disposal costs and improve resource efficiency.
12	Energy Management	Opportunity	Recognizing the importance of energy efficiency in all business activities, we actively monitor our performance using systems installed across multiple locations to track daily energy consumption. Our energy conservation strategy aligns with our commitment in achieving established sustainability goals and targets.	NA	Positive - Effective energy management practices can yield substantial financial benefits for businesses. By optimizing energy use, operational costs associated with utilities, such as electricity and fuel can be reduced.
13	Employee Engagement	Opportunity	Skilled and proficient employees execute their responsibilities with effectiveness and efficiency, contributing to a capable workforce that drives internal growth. This enhances product quality and ultimately, boosts revenue for the Company.	NA	Positive - Efforts in ensuring the skill development of the workforce will lead to a more efficient workforce and improved productivity of the Company.
14	Human Rights	Risk and Opportunity	Human rights significantly influence business operations both internally and externally, spanning from raw material procurement to distribution and disposal. They also play a crucial role in shaping the company's reputation throughout the entire value chain. Risk: Potential regulatory noncompliance and reputational damage. Opportunity: Upholding employees' and workers' rights through collective action.	We have implemented a robust Human Rights due diligence framework to systematically assess our operations. This includes conducting human rights vulnerability assessments at our operational sites to identify and mitigate risks, as well as monitoring and reporting our performance. We are committed to upholding human rights across all aspects of our business operations. Our commitment to respecting human rights extends to our business partners through alignment with our policies and contractual agreements. In the fiscal year 2024-25, no incidents of human rights violations were reported, demonstrating our dedication to maintaining ethical standards throughout our operations.	Positive - Implications of non-compliance to social adherence norms related to human rights will have reputation impact for any company. The mitigation of such risks requires investment in human rights vulnerability assessment and actions. Proactive and regular compliance by the workforce is imperative to ensure business continuity in the long run.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
15	Customer Relationships	Opportunity	In a rapidly evolving and highly competitive operating environment, the growth of our business is intricately tied to our customer base. Strengthening our relationships with customers is, therefore, a crucial aspect that can profoundly influence our value-creation capabilities.	NA	Positive - A structured and transparent relationship with customers has the potential to expand business in both the short and long run, resulting in a sustainable business model.
16	Diversity, Equity & Inclusion	Opportunity	At DNL, our focus is on creating value through the continuous expansion of our workforce and fostering agility. Our team comprises individuals from diverse educational, cultural and demographic backgrounds. We are committed to upholding principles of inclusion and diversity in our employment practices, ensuring they remain inclusive of all ages and genders.	NA	Positive - Investing in Diversity, Equity and Inclusion (DEI) initiatives can lead to significant financial benefits for organizations. By fostering a diverse workforce that includes individuals from various backgrounds, genders, ages and cultures, companies can enhance innovation and creativity. This diversity of thought often leads to better problem-solving and decision making processes, which can drive operational efficiency and productivity.
17	Product Innovation	Opportunity	As our products are utilized across diverse manufacturing sectors, the demand for advanced compatibility with upgraded technologies is crucial. Emphasizing product innovation through enhanced technologies and processes will position us for a broader market in the future.	NA	Positive - Better products and the introduction of new products into the market will generate more revenue through greater business with existing customers and the addition of new clients.
18	Digitalization, IT Security & Data Privacy	Opportunity	As demonstrated during recent global disruptions, adopting digital modes of operation is crucial. These methods can greatly influence customer relationships, product launches, workforce productivity and operational efficiency.	NA	Positive - The integration of digital technologies within operations has been demonstrated across industries to alleviate operational efficiency and robustness of business output. It also allows the Company to realize strategy automation and business intelligence in the wake of competitive agility.

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

Policy and Management Processes

1 a Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)

P1	P2	P3	P4	P5	P6	P7	P8	P9
YES	YES	YES	YES	YES	YES	YES	YES	YES

b Has the policy been approved by the Board? (Yes/No)

P1	P2	P3	P4	P5	P6	P7	P8	P9
YES	YES	YES	YES	YES	YES	YES	YES	YES

c Web Link of the Policies, if available

P1	https://www.godeepak.com/wp-content/uploads/2024/11/Revised-Policy-Manual.pdf
P2	https://www.godeepak.com/wp-content/uploads/2024/11/Revised-Policy-Manual.pdf
P3	https://www.godeepak.com/wp-content/uploads/2024/11/Revised-Policy-Manual.pdf
P4	https://www.godeepak.com/wp-content/uploads/2024/11/Revised-Policy-Manual.pdf
P5	https://www.godeepak.com/wp-content/uploads/2024/11/Revised-Policy-Manual.pdf
P6	https://www.godeepak.com/wp-content/uploads/2024/11/Revised-Policy-Manual.pdf
P7	https://www.godeepak.com/wp-content/uploads/2024/11/Revised-Policy-Manual.pdf
P8	https://www.godeepak.com/wp-content/uploads/2024/11/Revised-Policy-Manual.pdf
P9	https://www.godeepak.com/wp-content/uploads/2024/11/Revised-Policy-Manual.pdf

2 Whether the entity has translated the policy into procedures. (Yes / No)

P1	P2	P3	P4	P5	P6	P7	P8	P9
YES	YES	YES	YES	YES	YES	YES	YES	YES

3 Do the enlisted policies extend to your value chain partners? (Yes/No)

P1	P2	P3	P4	P5	P6	P7	P8	P9
NO	NO	NO	NO	NO	NO	NO	NO	NO

4 Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.

P1	-
P2	-
P3	-
P4	-
P5	ISO 45001 Certification
P6	ISO 14001 Responsible Care Logo holder
P7	-
P8	ISO 9001
P9	-

5 Specific commitments, goals and targets set by the entity with defined timelines, if any.

P1	The Company has not set any specific goals with timeline. However, it is endeavor of the Company to ensure implementation of Principles of NGRBC. The Company will carefully assess its strategic positions and develop specific goals targets and commitments with timelines in due course.
P2	The Company has not set any specific goals with timeline. However, it is endeavor of the Company to ensure implementation of Principles of NGRBC. The Company will carefully assess its strategic positions and develop specific goals targets and commitments with timelines in due course.
P3	The Company has not set any specific goals with timeline. However, it is endeavor of the Company to ensure implementation of Principles of NGRBC. The Company will carefully assess its strategic positions and develop specific goals targets and commitments with timelines in due course.
P4	The Company has not set any specific goals with timeline. However, it is endeavor of the Company to ensure implementation of Principles of NGRBC. The Company will carefully assess its strategic positions and develop specific goals targets and commitments with timelines in due course.
P5	The Company has not set any specific goals with timeline. However, it is endeavor of the Company to ensure implementation of Principles of NGRBC. The Company will carefully assess its strategic positions and develop specific goals targets and commitments with timelines in due course.
P6	The Company has not set any specific goals with timeline. However, it is endeavor of the Company to ensure implementation of Principles of NGRBC. The Company will carefully assess its strategic positions and develop specific goals targets and commitments with timelines in due course.
P7	The Company has not set any specific goals with timeline. However, it is endeavor of the Company to ensure implementation of Principles of NGRBC. The Company will carefully assess its strategic positions and develop specific goals targets and commitments with timelines in due course.
P8	The Company has not set any specific goals with timeline. However, it is endeavor of the Company to ensure implementation of Principles of NGRBC. The Company will carefully assess its strategic positions and develop specific goals targets and commitments with timelines in due course.
P9	The Company has not set any specific goals with timeline. However, it is endeavor of the Company to ensure implementation of Principles of NGRBC. The Company will carefully assess its strategic positions and develop specific goals targets and commitments with timelines in due course.

6 Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.

P1	The performance against the goals and targets will be assessed in the subsequent Financial Years.
P2	The performance against the goals and targets will be assessed in the subsequent Financial Years.
P3	The performance against the goals and targets will be assessed in the subsequent Financial Years.
P4	The performance against the goals and targets will be assessed in the subsequent Financial Years.
P5	The performance against the goals and targets will be assessed in the subsequent Financial Years.
P6	The performance against the goals and targets will be assessed in the subsequent Financial Years.
P7	The performance against the goals and targets will be assessed in the subsequent Financial Years.
P8	The performance against the goals and targets will be assessed in the subsequent Financial Years.
P9	The performance against the goals and targets will be assessed in the subsequent Financial Years.

Governance, Leadership and Oversight

7 Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure).

Please refer to Statement of Shri Maulik Mehta at the beginning of this Report.

8 Details of the highest authority responsible for implementation and oversight of the Business Responsibility Policy (ies).

The Sustainability Committee is responsible for implementation and oversight the Business Responsibility Policies.

9 Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.

Yes. The Company has constituted a Sustainability Committee of Directors for decision making on Sustainability related issues.

10 Details of Review of NGRBCs by the Company

	Principles	Performance against above policies and follow up action	Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances
Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee	P1	YES	YES
	P2	YES	YES
	P3	YES	YES
	P4	YES	YES
	P5	YES	YES
	P6	YES	YES
	P7	YES	YES
	P8	YES	YES
	P9	YES	YES
Frequency (Annually/ Half yearly/ Quarterly/ Any other please specify)	P1	Half Yearly	Half Yearly
	P2	Half Yearly	Half Yearly
	P3	Half Yearly	Half Yearly
	P4	Half Yearly	Half Yearly
	P5	Half Yearly	Half Yearly
	P6	Half Yearly	Half Yearly
	P7	Half Yearly	Half Yearly
	P8	Half Yearly	Half Yearly
	P9	Half Yearly	Half Yearly

11 Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/ No). If yes, provide name of the agency.

P1	No
P2	No
P3	No
P4	No
P5	No
P6	No
P7	No
P8	No
P9	No

12 If answer to question (1) above is No i.e. not all Principles are covered by a policy, reasons to be stated:

Not Applicable

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1 Businesses should conduct and govern themselves with integrity and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1 Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% of persons in respective category covered by the awareness programmes
Board of Directors	4	Strategy, Risk and Opportunities, Business Sustainability	97.92
Key Managerial Personnel	4	Strategy, Risk and Opportunities, Business Sustainability	100
Employees other than BoD and KMPs	75	Health, Safety and Environment and Sustainability, Code of Conduct and POSH	89
Workers	65	Health, Safety and Environment and Sustainability, Code of Conduct and POSH	78

2 Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
Penalty/Fine	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty	Principle 4	Deputy Collector, Stamp Duty Valuation Department, Section-2, Vadodara.	₹ 50,000	Deficiency in payment of Stamp Duty on Memorandum of Entry executed by the Company on May 27, 2014 for securing the Term Loan/ Working Capital facilities obtained from the Lenders.	Yes
Penalty	Principle 4	Deputy Collector, Stamp Duty Valuation Department, Section-2, Vadodara.	₹ 50,000	Deficiency in payment of Stamp Duty on Memorandum of entries executed by the Company on October 16, 2014 for securing the Term Loan/ Working Capital facilities obtained from the Lenders.	Yes

Monetary					
Penalty/Fine	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty	Principle 4	Office of the Commissioner of Customs, Nahva Sheva -II Centralized Adjudication Cell, Jawaharlal Nehru Custom House, Nhava Sheva-400 707, Dist. Raigad, Maharashtra ('Customs Authorities').	(i) Penalty of ₹ 1,00,00,000/- under Section 114(iii) of the Customs Act. (ii) Penalty of ₹ 1,50,00,000/- under Section 114AA of the Customs Act. (iii) Penalty of ₹ 50,00,000/- under Section 114AB of the Customs Act. (iv) Redemption fine of ₹ 5,00,00,000/- in lieu of confiscation, under Section 125 of the Customs Act.	Recovery of excess benefit claimed under Merchandise Export from India Scheme ('MEIS') on account of Customs Tariff classification. The Company believes the Product classification done by it is appropriate and is followed consistently even before the introduction of MEIS. Further, the same was never challenged by the Customs Authorities before the introduction of the MEIS.	Yes
Non-Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Not Applicable					

3 Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed:

Case Details	Name of regulatory/ enforcement agencies/ judicial institutions
Deficiency in payment of Stamp Duty on Memorandum of entries executed by the Company on May 27, 2014 for securing the Term Loan/ Working Capital facilities obtained from the Lenders. Directed recovery of Stamp Duty of ₹ 86,10,000/-	Chief Controlling Revenue Authority (CCRA), Gandhinagar
Deficiency in payment of Stamp Duty on Memorandum of entries executed by the Company on October 16, 2014 for securing the Term Loan/Working Capital facilities obtained from the Lenders. Directed recovery of Stamp Duty of ₹ 21,00,000/-	Chief Controlling Revenue Authority (CCRA), Gandhinagar
Recovery of excess benefit claimed under Merchandise Export from India Scheme ('MEIS') on account of Customs Tariff classification. The Company believes the Product classification done by it is appropriate and is followed consistently even before the introduction of MEIS. Further, the same was never challenged by the Customs authorities before the introduction of the MEIS.	Custom, Excise & Service Tax Tribunal, Mumbai (CESTAT)

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes. The Code of Conduct of the Company, which is applicable to all the employees, covers the Anti-Corruption and Anti-Bribery Policy of the Company.

The weblink of the same is https://www.godeepak.com/wp-content/themes/twenty sixteen/companyfiles/corporate_governance_report/Code%20of%20Conduct_Senior%20Management.pdf

5 Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

Category	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	0	0

6 Details of complaints with regard to conflict of interest:

	FY 2024-25 (Current Financial Year)		FY 2023-24 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	Not Applicable	0	Not Applicable
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	Not Applicable	0	Not Applicable

7 Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Since there were no such matters, no corrective actions are required to be taken.

8 Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:

	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Number of days of accounts payables	77	61

9 Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances and investments, with related parties, in the following format:

Parameter	Metrics	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	59.45%	50.96%
	b. Number of trading houses where purchases are made from	1,915	1,770
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	53.08%	56.05%
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	8.00%	8.00%
	b. Number of dealers / distributors to whom sales are made	66	40
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	88.00%	87.00%
Share of RPTs	a. Purchases (Purchases with related parties / Total Purchases)	9.23%	7.83%
	b. Sales (Sales to related parties / Total Sales)	1.32%	1.13%
	c. Loans and advances (Loans and advances given to related parties / Total loans and advances)	83.77%	99.53%
	d. Investments (Investments in related parties / Total Investments made)	93.33%	90.18%

Leadership Indicators

1 Awareness programmes conducted for value chain partners on any of the principles during the financial year:

S. No.	Total number of awareness programmes held	Topics/ principles covered under the training	% of value chain partners covered (by value of business done with such partners) under the awareness programmes
1	1	Sustainability, Safety Compliance & Emergency Response & Planning.	1%

2 Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.

Yes. As per the Code of Conduct applicable to the Board of Directors, Directors must avoid any conflicts of interests with the Company. Directors will not enter into, without the prior approval of the disinterested members of the Board, any transaction or relationship with the Company in which they have a financial or personal interest, either directly or indirectly, such as through any relative (as defined under Section 2(77) of the Companies Act, 2013 or any statutory modification or re-enactment thereof), or an organisation with which the Director is affiliated, or any transaction or situation which otherwise involves a conflict of interest. The link to the Code of Conduct for Directors is https://www.godeepak.com/wp-content/themes/twentyseventeen/companyfiles/corporate_governance_report/Code_of_Conduct_for_Director.pdf.

PRINCIPLE 2

Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicator

1 Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively

Category	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)	Details of improvements in environmental and social impacts
R&D	0.0%	6%	Efficiency improvement, emission reduction, energy conservation, improved effluent treatment.
Capex	3.94%	5%	Efficiency improvement, emission reduction, energy conservation, improved effluent treatment.

2 a Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Yes.

b If yes, what percentage of inputs were sourced sustainably?

32% of the inputs were sourced sustainably.

3 Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for:

a Plastics (including packaging)

All plastic waste generated was given to Extended Producer's Responsibility ('EPR') registered plastic waste processor.

b E waste

All e-waste generated was given to recycler registered with Pollution Control Board

c Hazardous waste

All hazardous waste generated was disposed to PCB-registered, TSDF, CHWIF, Co-processing facility, Pre-processing facility & Recyclers/Actual user facility.

d other waste

All other waste generated was disposed to authorised recycling agencies.

- 4 Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same**

Yes. The waste collection is in line with the EPR plan submitted to Pollution Control Boards.

Leadership Indicator

- 1 Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format.**

LCA was not conducted for any products.

- 2 If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

There are no significant social or environmental concerns and/or risks arising from production or disposal of products.

- 3 Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

No recycled materials have been used in the production.

- 4 Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:**

	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	0	1,235	0	0	1,501	0
E-waste	0	0	0	0	0	0
Hazardous waste	0	0	0	0	0	0
Other waste	0	0	0	0	0	0

- 5 Reclaimed products and their packaging materials (as percentage of products sold) for each product category.**

Not Applicable.

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains.

Essential Indicator

- 1 a Details of measures for the well-being of employees:**

		% of employees covered by									
Category	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number (B)	%(B/A)	Number (C)	%(C/A)	Number (D)	%(D/A)	Number (E)	%(E/A)	Number (F)	%(F/A)
Permanent Employees											
Male	1,495	1,495	100.00	1,495	100.00	0	0.00	1,495	100.00	0	0.00
Female	50	50	100.00	50	100.00	50	100.00	0	0.00	0	0.00
Total	1,545	1,545	100.00	1,545	100.00	50	100.00	1,495	100.00	0	0.00
Other than Permanent Employees											
Male	34	34	100.00	34	100.00	0	0.00	34	100.00	0	0.00
Female	2	2	100.00	2	100.00	2	100.00	0	0.00	0	0.00
Total	36	36	100.00	36	100.00	2	100.00	34	100.00	0	0.00

1 b Details of measures for the well-being of workers:

% of workers covered by											
Category	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number (B)	%(B/A)	Number (C)	%(C/A)	Number (D)	%(D/A)	Number (E)	%(E/A)	Number (F)	%(F/A)
Permanent Workers											
Male	212	212	100.00	212	100.00	0	0.00	212	100.00	0	0.00
Female	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
Total	212	212	100.00	212	100.00	0	0.00	212	100.00	0	0.00
Other than Permanent Workers											
Male	2,676	2,676	100.00	2,676	100.00	0	0.00	2,676	100.00	0	0.00
Female	3	3	100.00	3	100.00	3	100.00	0	0.00	0	0.00
Total	2,679	2,679	100.00	2,679	100.00	3	100.00	2,676	100.00	0	0.00

c Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format

Category	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Cost incurred on wellbeing measures as a % of Total Revenue of the Company	0.25%	0.20%

2 Details of retirement benefits, for Current Financial Year and Previous Financial Year.

S. No.	Benefits	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
		No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
1	PF	100%	100%	Yes	100%	100%	Yes
2	Gratuity	100%	100%	Yes	100%	100%	Yes
3	ESI	100%	100%	Yes	100%	100%	Yes

3 Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, our premises have facilities of ramps, lifts, bars and handles, dedicated washrooms for the differently abled employees.

4 Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes. It can be accessed at: <https://www.godeepak.com/wp-content/uploads/2021/05/Diversity-Equal-Opportunity-and-Freedom-of-Association-1-9-2020-.pdf>

5 Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent Employees		Permanent Workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	71	100%	0	0
Female	1	100%	0	0
Total	72	100%	0	0

6 Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No	If Yes, then give details of the mechanism in brief
Permanent Workers	Yes	Each recognised union have their Grievances Committee covering all permanent workers. These committees approach the management for grievances and grievances are resolved judiciously
Other than Permanent Workers	Yes	Periodic Meetings of representatives of Human Resources Department are held with other than permanent Workers to resolve their grievances, if any.
Permanent Employees	Yes	Grievance Committees are in place to redress the grievances.
Other than Permanent Employees	Yes	Periodic Meetings of representatives of Human Resources Department are held with other than permanent employees to resolve their grievances, if any.

7 Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	Total employees / workers in respective category(A)	No. of employees / workers in respective category, who are part of association(s) or Union(B)	% (B/A)	Total employees / workers in respective category(A)	No. of employees / workers in respective category, who are part of association(s) or Union(B)	% (B/A)
Total Permanent Employees	1,545	0	0.00	1,503	0	0.00
Male	1,495	0	0.00	1,457	0	0.00
Female	50	0	0.00	46	0	0.00
Total Permanent Workers	212	212	100.0	217	217	100.00
Male	212	212	100.0	217	217	100.00
Female	0	0	0.00	0	0	0.00

8 Details of training given to employees and workers:

Category	FY 2024-25 (Current Financial Year)					FY 2023-24 (Previous Financial Year)				
	Total (A)	On Health and safety measures (B)		On Skill upgradation (C)		Total (D)	On Health and safety measures (E)		On Skill upgradation (F)	
		No.(B)	% B/A	No.(C)	% C/A		No.(E)	% E/D	No.(F)	% F/D
Employees										
Male	1,495	1,131	75.65	802	53.65	1,457	1,457	100.00	320	21.96
Female	50	16	32.00	27	54.0	46	46	100.00	6	13.04
Total	1,545	1,147	74.24	829	53.66	1,503	1,503	100.00	326	21.69
Workers										
Male	212	108	50.94	94	44.34	217	217	100.00	27	12.44
Female	0	0	0.00	0	0.00	0	0	0.00	0	
Total	212	108	50.94	94	44.34	217	217	100.00	27	12.44

9 Details of performance and career development reviews of employees and worker:

Category	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	Total (A)	No. (B)	% B/A	Total (C)	No. (D)	% D/C
Employees						
Male	1,495	1,284	85.89	1,457	1,425	97.80
Female	50	39	78.00	46	44	95.65
Total	1,545	1,323	85.63	1,503	1,469	97.74
Workers						
Male	212	0	0.00	217	0	0.00
Female	0	0	0.00	0	0	0.00
Total	212	0	0.00	217	0	0.00

10 Health and safety management system:**a Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?**

Yes.

All locations of DNL has implemented HSE management system in line with ISO 45001 and ISO 14001. Plan-Do-Check-Act cycle is followed for the continual improvement.

Key features of HSE Management system:

- 1) OH & S is considered as line-management responsibility.
- 2) Well defined and communicated responsibility, accountability and authority of persons who identify, evaluate or control OSH hazards and risks.
- 3) Promote cooperation and communication among members of the organization, including workers and their representatives, to implement the elements of the organization's OHS management system.
- 4) Well established HSEQ policy and measurable objectives.
- 5) Identification and elimination or control of work-related hazards and risks and promote health at work.
- 6) Health promotion programmes are being organised.
- 7) Periodic review by top leadership on the performance of the OHS management system.
- 8) All sites are audited and performance is evaluated through team of auditors.
- 9) Following seven codes of Responsible Care are in practice:
 - I) Process Safety Code
 - II) Employee Health & Safety
 - III) Pollution prevention
 - IV) Distribution Safety
 - V) Product Stewardship
 - VI) Community awareness & emergency response
 - VII) Security Code
- 10) DNL has received Eco Vadis Bronze Medal in its latest assessment done in year 2024, results published in April 2025.
- 11) DNL has also launched internal Safety Management System named "Parivartan" consisting of seven core elements to enhance safety culture across all sites.

b What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Work related hazards are identified through various techniques like Hazard Identification and Risk Assessment ('HIRA') and Hazard and Operability Study ('HAZOP'). Leadership Walk through rounds & Cross site Safety audit also being conducted at regular interval at all sites.

c Whether you have processes for workers to report the work related hazards and to remove themselves from such risks? (Yes/ No)

Yes

d Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes

11 Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Lost Time Injury Frequency Rate (LTIFR) (per one million person-hours worked)	Employees	0.29	0.28
	Workers	0	0.26
Total recordable work-related injuries	Employees	2	2
	Workers	9	9
No. of fatalities	Employees	0	0
	Workers	0	0
High-consequence work-related injury or ill health (excluding fatalities)	Employees	0	0
	Workers	0	0

12 Describe the measures taken by the entity to ensure a safe and healthy work place.

DNL is a Responsible Care logo holding Company. Some of the measures for safe working environment is listed below:

- 1) Regular training on EHS related matters are provided to existing employees, workers as well as to new joiners.
- 2) Maintain an organized and orderly facility.
- 3) Communicate hazards to everyone in the facility.
- 4) DCS controlled processes.
- 5) Using engineering controls.
- 6) Treatment of waste in ETP.
- 7) All statutory requirements are complied with.
- 8) We provide PPE for everyone entering our plants.

13 Number of complaints on the following made by employees and workers:

Category	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	-	0	0	-
Health and Safety	0	0	-	0	0	-

14 Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100
Working Conditions	100

15 Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health and safety practices and working conditions.

We have initiated safety management system to enhance safety culture.

Leadership Indicators

1 Does the entity extend any life insurance or any compensatory package in the event of death of

a Employees (Y/N)

Yes

b Workers (Y/N)

Yes

2 Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

Standard terms of the Contracts with Value Chain partners contain clauses requiring Value Chain partners to comply with such legal requirements for collection/deduction of statutory dues and depositing the same with appropriate authorities. Further, the payment to such Value Chain partners are released upon verification of such deposition.

3 Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

Category	Total No. of affected employees/ workers		No. of employees/workers rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Employees	0	0	0	0
Workers	0	0	0	0

4 Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

No

5 Details on assessment of Value Chain partners:

Category	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	100
Working Conditions	100

6 Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of Value Chain partners.

We have implemented rigorous corrective measures, including enhanced safety training, regular audits and strict compliance checks to address identified risks and improve Health and Safety practices across our Value Chain partners.

PRINCIPLE 4

Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1 Describe the processes for identifying key stakeholder groups of the entity.

The Company believes that the stakeholders who are affected the most by the business as well as those who affect the Company the most, are key stakeholders for the Company. The key stakeholders are identified as Customers, Investors, Community, Employees and Suppliers.

2 List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

S. No.	Stakeholder Group	Whether identified as Vulnerable and Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others - please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
1	Customers	No	Email Communication, Face-to face meeting, Phone calls, Virtual meetings, Exhibitions, conferences	Daily	Routine discussion like price variation, timely supply of products etc.
2	Investors	No	Annual General Meeting / analyst meetings/ conferences / Annual Report Quarterly earnings con calls / Media releases Company website / Dedicated investor email address Individual communication channels Through Registrar and Share Transfer Agent (RTA) / Social Media	Quarterly	Financial performance, Operational performance, growth plans, challenges faced by the Company, Material information, Notices of General meeting, Board meetings.

S. No.	Stakeholder Group	Whether identified as Vulnerable and Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others - please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
3	Community	Yes	Engaging in regular dialogues with community through meetings, visits and interactions. Executing CSR initiatives to encourage community involvement. Utilising demographic surveys to obtain valuable insights and feedback from the community	Monthly	Community shares their experiences, views and expectations from the Company.
4	Employees	No	Senior leadership communication sessions, Performance review and appraisal meetings. Union meetings for open dialogue and collaboration, Wellness initiatives promoting employee well-being, Employee engagement surveys to gather feedback and insights. Townhall meetings for transparent communication and updates. Sports events to encourage team building and physical well-being	Daily	Feedback on policies, suggestions, queries on HR policies, trainings on sustainability, health and safety, career development.
5	Supplier	No	Advertisement, Email, Face-to-face Meetings, Newspaper, Pamphlets, Phone Calls, SMS, Website, Virtual Meetings	Daily	Quantity and quality of products and services, payment terms, deliverables.

Leadership Indicators

1 Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

The process for consultation between stakeholders and the Board on economic, environmental and social topics involves both direct and delegated mechanisms. In direct consultation, stakeholders engage with the Management through structured meetings, surveys and public and business forums, where their inputs are systematically recorded and compiled into comprehensive reports. These reports are subsequently presented to the Management during scheduled sessions to inform decision-making. When consultation is delegated, designated representatives such as Committees or managers gather stakeholder's feedback using various methods like meetings and surveys. The collected feedback is synthesized into detailed summary reports, which are communicated to the Management through regular briefings or written submissions. This ensures that the Board is kept informed of stakeholder perspectives and can make decisions based on a broad range of inputs.

2 Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Yes, the stakeholder consultation is used to support the identification and management of environmental and social topics. Input from stakeholders plays a crucial role in shaping policies and activities related to these areas. For instance, in response to community concerns about environmental impacts, formal and informal feedback from stakeholders are instrumental in enhancing the Company's waste management practices, leading to the adoption of a new recycling program. Similarly, stakeholders consultation revealed the need for improved social policies, resulting in the development of a comprehensive community engagement strategy. This strategy included regular meetings and partnerships with local organizations to address social issues more effectively. These consultations ensure that stakeholders perspective are integrated into the Company's policies and activities, fostering sustainable and community-aligned decision-making

3 Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.

Based on the stakeholders consultation and baseline surveys, the CSR activities of the Company are inter alia aimed to address the concerns of vulnerable/ marginalized stakeholder groups. Additionally, to better address the needs of marginalized groups such as indigenous communities, the organization conducted focused listening sessions to understand their unique challenges related to social and cultural preservation. This engagement led to the implementation of culturally sensitive environmental management practices and the creation of educational programs aimed at preserving local requirements. Another instance includes partnering with non-profit organizations to provide health support services to underserved populations, thereby addressing their immediate needs and fostering long-term resilience. These actions demonstrate the Company's commitment to actively engaging with and responding to the concerns of vulnerable groups, ensuring that their voices are heard and integrated into the decision-making process.

PRINCIPLE 5

Businesses should respect and promote human rights

Essential Indicators

1 Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
Employees						
Permanent	1,545	31	2.01	1,503	186	12.38
Other than Permanent	36	0	0.00	46	24	52.17
Total	1,581	31	1.96	1,549	210	13.56
Workers						
Permanent	212	0	0.00	217	0	0.00
Other than Permanent	2,676	48	1.79	2,304	0	0.00
Total	2,888	48	1.66	2,521	0	0.00

2 Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2024-25 (Current Financial Year)					FY 2023-24 (Previous Financial Year)				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No.(B)	% B/A	No.(C)	% C/A		No.(E)	% E/D	No.(F)	% F/D
Employees										
Permanent	1,545	0	0.00	1,545	100.00	1,503	0	0.00	1,503	100.00
Male	1,495	0	0.00	1,495	100.00	1,457	0	0.00	1,457	100.00
Female	50	0	0.00	50	100.00	46	0	0.00	46	100.00
Other than Permanent	36	0	0.00	36	100.00	46	0	0.00	46	100.00
Male	34	0	0.00	34	100.00	43	0	0.00	43	100.00
Female	2	0	0.00	2	100.00	3	0	0.00	3	100.00
Workers										
Permanent	212	0	0.00	212	100.00	217	0	0.00	217	100.00
Male	212	0	0.00	212	100.00	217	0	0.00	217	100.00
Female	0	0	0.00	0	0.00	0	0		0	
Other than Permanent	2,679	0	0.00	0	100.00	2,304	2,304	100.00	0	0.00
Male	2,676	2,676	100.00	0	0.00	2,253	2,253	100.00	0	0.00
Female	3	3	100.00	0	0.00	51	51	100.00	0	0.00

3. a. Details of remuneration/salary/wages, in the following format:

Category	Male		Female	
	Number	Median remuneration/ salary/ wages (₹ in Crores)	Number	Median remuneration/ salary/ wages (₹ in Crores)
Board of Directors (BoD) ¹	7	0.16	1	0.25
Key Managerial Personnel ²	6	4.22	0	0
Permanent employees other than BoD and KMP	1,489	0.06	50	0.07
Permanent Workers	212	0.07	0	0

Notes:

- Includes only Non-Executive Directors and Independent Directors.
- Key Managerial Personnel includes Chairman & Managing Director, Whole-time Directors, Chief Financial Officer and Company Secretary.

b. Gross wages paid to females as % of total wages paid by the entity, in the following format

	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Gross wages paid to Permanent female employees as % of total wages	2.98	3.21

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Ethics, Human Rights & Labour Policy has been adopted by the Company and the Sustainability Committee has been constituted to review all Sustainability related matters of the Company including human rights.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The Company has a policy in place for Ethics, Human Rights & Labour Policy. It is committed to maintaining safe and harmonious business environment and workplace for all individuals.

6. Number of Complaints on the following made by employees and workers:

Category	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	NA	0	0	NA
Discrimination at workplace	0	0	NA	0	0	NA
Child Labour	0	0	NA	0	0	NA
Forced Labour/Involuntary Labour	0	0	NA	0	0	NA
Wages	0	0	NA	0	0	NA
Other human rights related issues	0	0	NA	0	0	NA

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

Category	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	0	0
Complaints on POSH as a % of female employees/workers	0	0
Complaints on POSH upheld	0	0

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Company has a Policy on Ethics, Human Rights and Labour, which provides anonymity to the complainant and also prevents victimisation of the complainant.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes

10 Assessments for the year

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child Labour	100%
Forced Labour/Involuntary Labour	100%
Sexual Harassment	100%
Discrimination at Workplace	100%
Wages	100%

11 Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

There were no risks/concerns arising from the assessment. However, regular training and awareness sessions are being conducted.

Leadership Indicators**1 Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.**

Specific clause added in all third-party agreements to avert risk of Human Rights Violation.

2 Details of the scope and coverage of any Human rights due-diligence conducted.

While the Company is engaging new vendor or contractor it ensures that those parties are aware about human rights protection and written confirmation post due-diligence audit are taken.

3 Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes

4 Details on assessment of Value Chain partners:

	% of Value Chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	100%
Discrimination at Workplace	100%
Child Labour	100%
Forced Labour/Involuntary Labour	100%
Wages	100%

5 Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

There were no significant risks / concerns arising from the assessment.

PRINCIPLE 6 Businesses should respect and make efforts to protect and restore the environment.

Essential Indicators

1 Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2024-25 (Current Financial Year)		FY 2023-24 (Previous Financial Year)	
	Value	Unit	Value	Unit
From renewable sources				
Total electricity consumption (A)	1,530.76	GJ	23.74	GJ
Total fuel consumption (B)	0	GJ	0	GJ
Energy consumption through other sources (C)	0	GJ	0	GJ
Total energy consumed from renewable sources (A+B+C)	1,530.76	GJ	23.74	GJ
From non-renewable sources				
Total electricity consumption (D)	3,83,808.64	GJ	3,52,823.79	GJ
Total fuel consumption (E)	14,53,800.75	GJ	17,54,346.79	GJ
Energy consumption through other sources (F)	3,12,297.54	GJ	0	GJ
Total energy consumed from non-renewable sources (D+E+F)	21,49,906.93	GJ	21,07,170.58	GJ
Total energy consumed (A+B+C+D+E+F)	21,51,437.69	GJ	21,07,194.32	GJ
Energy intensity per rupee of turnover per rupee of turnover (Total energy consumed/ Revenue from operations)	0.000085156	GJ/₹	0.00007735	GJ/₹
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)	0.001759319	GJ/₹	0.0015802	GJ/₹
Energy intensity in terms of physical output -	8.1173	GJ/MT of production	8.8035	GJ/MT of production
Energy intensity (optional) -	0	-	0	-

Source of PPP conversion rates taken from the International Monetary Fund (IMF) published document for FY 2023-24 and FY 2024-25.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, assessment has been carried out by Bureau Veritas (India) Private Limited

2 Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

No

3 Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2024-25 (Current Financial Year)		FY 2023-24 (Previous Financial Year)	
	Value	Unit	Value	Unit
Water withdrawal by source (in kilolitres)				
(i) Surface water	0	Kilolitres	0	Kilolitres
(ii) Groundwater	0	Kilolitres	0	Kilolitres
(iii) Third party water	11,67,269	Kilolitres	13,51,968	Kilolitres
(iv) Seawater / desalinated water	0	Kilolitres	0	Kilolitres
Others	0	Kilolitres	0	Kilolitres
Total volume of water withdrawal (i + ii + iii + iv + v)	11,67,269	Kilolitres	13,51,968	Kilolitres
Total volume of water consumption (in kilolitres)	6,70,029	Kilolitres	7,54,745	Kilolitres
Water intensity per rupee of turnover	0.00002652	Kilolitres/₹	0.00002770	Kilolitres/₹
Water intensity per rupee of turnover adjusted for PPP	0.00054791	Kilolitres/₹	0.00056599	Kilolitres/₹
Water intensity in terms of physical output	2.5280	Kilolitres/MT of production	5.6483	Kilolitres/MT of production
Water intensity (optional)	-	-	-	-

Source of PPP conversion rates taken from the International Monetary Fund (IMF) published document for FY 2023-24 and FY 2024-25.

Note: The Company has started monitoring of water consumption from this year as per BRSR guidelines and previous year water consumption figure corrected accordingly

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, assessment has been carried out by Bureau Veritas (India) Private Limited

4 Provide the following details related to water discharged:

Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
	Value	Value
Water discharge by destination and level of treatment (in kilolitres)		
(i) To surface water	0	0
- No treatment	0	0
- With treatment	0	0
(ii) To Groundwater	0	0
- No treatment	0	0
- With treatment	0	0
(iii) To Seawater	0	0
- No treatment	0	0
- With treatment	0	0
(iv) Sent to third-parties	5,02,284	5,97,223
- No treatment	0	0
(v) Others	0	0
- No treatment	0	0
- With treatment	0	0
Total water discharged (in kilolitres)	5,02,284	5,97,223

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

Yes, assessment has been carried out by Bureau Veritas (India) Private Limited

5 Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation:

Yes, the Company has implemented Zero Liquid Discharge system (ZLD) at its Hyderabad Unit-II. Details of ZLD as follows;

1. Effluents with high TDS are first given primary treatment and then processed through a multi-effect evaporator system, from which the concentrate effluent is sent to a fluidized bed recovery system to recover sodium sulfate salt and treated water is being reused in the process.
2. Sewage treated in Sewage Treatment Plant followed by RO plant. RO permeate for reuse & RO reject for evaporation.

6 Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	FY 2024-25 (Current Financial Year)		FY 2023-24 (Previous Financial Year)	
	Value	Unit	Value	Unit
NOx	630	TPA	581	TPA
SOx	136	TPA	140	TPA
Particulate matter (PM)	64	TPA	63	TPA
Persistent organic pollutants (POP)	0	NA	0	NA
Volatile organic compounds (VOC)	0	NA	0	NA
Hazardous air pollutants (HAP)	0	NA	0	NA

Note: Air pollutant data previously reported in ppm and mg/Nm³ is now presented in TPA for consistency with emission reporting standards.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, assessment has been carried out by Bureau Veritas (India) Private Limited

Any contextual information necessary to understand how the data has been compiled, such as any standards, methodologies, assumptions and/or calculation tools used.

The agency approved by National Accreditation Board for testing and Calibration Laboratories (NABL)/ Ministry of Environment and Forests (MoEF) carried out monitoring of each source of air emission and those results are reproduced.

7 Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) and its intensity, in the following format:

Parameter	Unit	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Total Scope 1 Emissions	Metric tonnes of CO ₂ equivalent	1,21,129.44 *	1,17,226.38
Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available			
CO ₂	Metric tonnes of CO ₂ equivalent	1,21,055.84	1,17,221.94
CH ₄	Metric tonnes of CO ₂ equivalent	1.49	2.69
N ₂ O	Metric tonnes of CO ₂ equivalent	1.67	1.76
HFCs	Metric tonnes of CO ₂ equivalent	0	0
PFCs	Metric tonnes of CO ₂ equivalent	0	0
SF ₆	Metric tonnes of CO ₂ equivalent	0	0
NF ₃	Metric tonnes of CO ₂ equivalent	0	0
Total Scope 2 Emissions	Metric tonnes of CO ₂ equivalent	1,01,908.03	93,029.37
Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available			
CO ₂	Metric tonnes of CO ₂ equivalent	1,01,908.03	93,028.89
CH ₄	Metric tonnes of CO ₂ equivalent	0.45	0.43
N ₂ O	Metric tonnes of CO ₂ equivalent	0.05	0.04
HFCs	Metric tonnes of CO ₂ equivalent	0	0
PFCs	Metric tonnes of CO ₂ equivalent	0	0
SF ₆	Metric tonnes of CO ₂ equivalent	0	0
NF ₃	Metric tonnes of CO ₂ equivalent	0	0
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	Metric tonnes of CO ₂ equivalent	0.000008828	0.00000772
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)*	Metric tonnes of CO ₂ equivalent	0.00018239	0.00015767
Total Scope 1 and Scope 2 emission intensity in terms of physical output-	Metric tonnes of CO ₂ equivalent	0.8415	0.8784
Total Scope 1 and Scope 2 emission intensity (optional)-the relevant metric may be selected by the entity	Metric tonnes of CO ₂ equivalent	0	0

Source of PPP conversion rates taken from the International Monetary Fund (IMF) published document for FY 2023-24 and FY 2024-25.

* Note: 70.44 tCO₂e is included in Scope 1 for Refrigerants.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, assessment has been carried out by Bureau Veritas (India) Private Limited.

8 Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details

The Company is making various efforts towards reduction of Green House Gases (GHG) by investing in newer technologies and equipment, which help improving efficiency and thus reducing input at the same time lower energy consumption. In addition, the Company is also making efforts in increasing use of renewable energy by installation of rooftop solar power plants. The recycling of waste water and waste generated is also aimed at reducing GHG emissions.

9 Provide details related to waste management by the entity, in the following format:

Parameter	Unit	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
		Value	Value
Total Waste generated (in metric tonnes)			
Plastic waste (A)	MT	1,347.04	1,536.82
E-waste (B)	MT	8.52	4.19
Bio-medical Waste (C)	MT	0.02	0.02
Construction and demolition waste (D)	MT	90.47	472.40
Battery Waste (E)	MT	6.82	1.17
Radioactive Waste (F)	MT	0	0
Other Hazardous waste generated (G). Please specify, if any.	MT	73,049.74	1,07,856.24
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	MT	9,116.47	13,226.30
Total (A + B + C + D + E + F + G + H)	MT	83,619.08	1,23,097.15
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	MT/₹	0.00000331	0.00000452
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)*	MT/₹	0.00006838	0.00009231
Waste intensity in terms of physical output	MT/MT	0.3155	0.5142
Waste intensity (optional) - the relevant metric may be selected by the entity	0	0	0
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations			
Category of waste			
(i) Recycled	MT	69,159.70	1,07,473.32
(ii) Re-Used	MT	0	0
(iii) Other recovery operations	MT	1,452.85	2,014.61
Total	MT	70,612.55	1,09,487.93
For each category of waste generated, total waste disposed by nature of disposal method (In MT)			
(i) Incineration	MT	0.02	4.42
(ii) Landfilling	MT	13,006.51	13,604.82
(iii) Other disposal operations	MT	0	0
Total	MT	13,006.53	13,609.24

Source of PPP conversion rates taken from the International Monetary Fund (IMF) published document for FY 2023-24 and FY 2024-25.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, assessment has been carried out by Bureau Veritas (India) Private Limited.

Any contextual information necessary to understand how the data has been compiled, such as any standards, methodologies, assumptions and/or calculation tools used.

The data on waste generation and disposal is recorded and monitored through the SAP, which enables real-time tracking of waste generation, handling, and disposal activities. At the site level, solid and hazardous waste quantities are tracked using logbooks and system-generated disposal manifests. The data is compiled based on actual measurements and operational records, in accordance with the guidelines prescribed under the Environment (Protection) Act, 1986, and the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016

10 Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

The Company ensures responsible waste management practices whereby waste is being segregated, stored, labelled, transported, and sold to recyclers/co-processing to cement industries/disposed to third party treatment facility in line with legal compliance under

Hazardous and Other Waste (Management and Transboundary Movement) Rules, 2016. Moreover, 85% of the total waste generated in FY 2024-25 has been sent for reuse/recycle/pre-processing/co-processing purpose i.e., 71,023.44 MT of waste sent to recycler for producing the value-added product out of waste and co-processing waste sent to third party Cement plant as alternative fuel resources material. Collective efforts to reduce hazardous waste disposal have resulted in an approximate 32% decrease in overall waste disposal.

11 If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

The Company does not have any operations or offices in or around ecologically sensitive areas.

12 Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

The Company was not required to carry out any environmental impact assessments during the year.

13 Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non compliances, in the following format:

Yes. The entity is fully compliant with applicable environmental laws and regulations, including the Water (Prevention and Control of Pollution) Act, 1974; the Air (Prevention and Control of Pollution) Act, 1981; the Environment (Protection) Act, 1986; and associated rules made there under. All required consents and authorizations from the State Pollution Control Board (SPCB) are valid and up to date, and periodic returns and reports are submitted as per regulatory timelines

Leadership Indicators

1 Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

For facilities / plants located in areas of water stress, provide the following information

For each facility / plant located in areas of water stress, provide the following information:

- Name of the area**
Nandeari and Dahej in Gujarat and jeedimetla in Telangana.
- Nature of operations**
Manufacturing of Basic Intermediate, and Fine & Speciality Chemicals.
- Water withdrawal, consumption and discharge in the following format:**

Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Groundwater	0	0
(iii) Third party water	9,86,428.00	11,54,756.00
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres)	9,86,428.00	11,54,756.00
Total volume of water consumption (in kilolitres)	5,44,797.00	6,16,943.00
Water intensity per rupee of turnover (Water consumed / turnover)	0.00002156	0.00002265
Water intensity(optional) - the relevant metric may be selected by the entity	0	0
Water discharge by destination and level of treatment (in kilolitres)		
(i) Into Surface water	0	0
- No treatment	0	0
- With treatment (specify level)	0	0
(ii) Into Ground water	0	0
- No treatment	0	0
- With treatment (specify level)	0	0
(iii) Into Sea Water	0	0
- No treatment	0	0

Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
- With treatment (specify level)	0	0
(iv) Sent to third-parties	4,41,631.00	5,37,813.00
- No treatment	0	0
- With treatment (specify level)	4,41,631.00	5,37,813.00
(v) Others	0	0
- No treatment	0	0
- With treatment (specify level)	0	0
Total water discharged (in kilolitres)	4,41,631.00	5,37,813.00

Note: From this year, water withdrawal, consumption and discharge for water stress areas have been calculated based on Water Atlas data, with previous year data incorporated for comparison.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

Yes, assessment has been carried out by Bureau Veritas (India) Private Limited

2 Please provide details of total Scope 3 emissions and its intensity, in the following format:

Parameter	Unit	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Total Scope 3 Emissions	Metric tonnes of CO ₂ equivalent	2,46,570.12	329,554.92
Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available			
CO ₂	Metric tonnes of CO ₂ equivalent	2,46,051.75	327832.77
CH ₄	Metric tonnes of CO ₂ equivalent	18.92	24.74
N ₂ O	Metric tonnes of CO ₂ equivalent	499.45	1697.40
HFCs	Metric tonnes of CO ₂ equivalent	0	0
PFCs	Metric tonnes of CO ₂ equivalent	0	0
SF ₆	Metric tonnes of CO ₂ equivalent	0	0
NF ₃	Metric tonnes of CO ₂ equivalent	0	0
Total Scope 3 emissions per rupee of turnover	Metric tonnes of CO ₂ equivalent/ rupee	0.0000097595	0.00001210
Total Scope 3 emission intensity (optional) the relevant metric may be selected by the entity		0	0

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, assessment has been carried out by Bureau Veritas (India) Private Limited

3 With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct and indirect impact of the entity on biodiversity in such areas along with prevention and remediation activities.

Not Applicable

- 4 If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

S. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along with summary)	Outcome of the initiative
1	Water Recovery from Specific Effluent Stream	Established low temperature evaporation technology based on mechanical vapour compression system. Around 95% high quality condensed water is recovered from the generated effluent without use of heat generation and rejection units, with lower water recovery cost. Further, recovered water has been reused in operations for washing purpose.	Conservation of natural resources
2	Alteration of neutralizing media leads to a reduction in sludge volume	By treatability study of various coagulants at Research and Development Center, which direct to reduction of 85% in primary sludge from primary treatment	Reduced landfill disposal
3	Water recovery by installing advance technology.	By installing advanced technology, we have successfully reused reverse osmosis (R.O.) reject water in our cooling towers, thereby reducing our dependency on fresh water.	Conservation of natural resources and reduced water discharge

- 5 Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

Yes. The Company has a comprehensive On-Site and Off-Site Emergency Action Plan. On-Site Emergency Action Plan is designed to ensure the resilience of our operations and the safety of our employees, customers and stakeholders in the event of disruptions. Emergency preparedness plan focusses on Risk Assessment and Impact Analysis and Crisis Management. The roles and responsibilities are clearly defined. These plans are reviewed on half yearly basis to ensure emergency preparedness

- 6 Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.**

No significant adverse impact.

- 7 Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

Nil

- 8 How many Green Credits have been generated or procured:**

- a By the listed entity**

No Green Credits have been generated or procured.

- b By the top ten (in terms of value of purchases and sales, respectively) value chain partners.**

Information not available.

PRINCIPLE 7

Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

- 1 a** Number of affiliations with trade and industry chambers/ associations:

5

- b** List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to:

S. No	Name of the trade and industry chambers associations	Reach of trade and industry chambers/ associations (State/National)
1	The Federation of Indian Chambers of Commerce and Industry	National
2	Indian Chemical Council	National
3	Confederation of Indian Industry	National
4	Federation of Gujarat Industries	State
5	Gujarat Employees Organisation	State

- 2** Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities:

There were no issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities, hence no corrective actions were required.

Leadership Indicators

- 1** Details of public policy positions advocated by the entity

Not Applicable

PRINCIPLE 8

Businesses should promote inclusive growth and equitable development

Essential Indicators

- 1** Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

There was no requirement for Social Impact Assessment (SIA) during FY 2024-25.

- 2** Provide information on project(s) for which ongoing Rehabilitation and Resettlement (RandR) is being undertaken by your entity, in the following format:

There are no projects underway for which Rehabilitation and Resettlement (R & R) are required.

- 3** Describe the mechanisms to receive and redress grievances of the community:

The Company's Environmental, Health and Safety Department as well as Corporate Affairs function remain in constant touch with the community and other associated organisation. The Company has been working for the betterment of community since over 43 years with Deepak Foundation, which was set up in 1982 by late Shri C. K. Mehta, Founder of the Company. Deepak Foundation is in constant touch with the community in and around the surrounding area of the Company's operations to address issues, if any relating to social development.

4 Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2024-25 (Current Financial Year)	FY 2023-24 (Current Financial Year)
Directly sourced from MSMEs/ small producers	19.45%	18.45%
Directly from within India	76.13%	76.84%

Note: The percentage calculations were based on the quantity of input materials sourced.

5 Job creation in smaller towns Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

Location	FY 2024-25 (Current Financial Year)	FY 2023-24 (Current Financial Year)
Rural	0.74	0.18
Semi Urban	5.29	2.32
Urban	0.00	0.00
Metropolitan	3.59	3.97

Leadership Indicators

1 Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Not applicable because no requirement for Social Impact Assessment during FY 2024-25.

2 Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. No.	State	Aspirational District	Amount spent (In ₹)
1	Gujarat	Kanwat	6.83 Lakhs
2	Gujarat	Naswadi	40.58 Lakhs

3 a Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups?

Yes, our Sustainable Procurement Policy outlined the scope to procure from marginalized /vulnerable groups.

b From which marginalized /vulnerable groups do you procure?

Not Applicable, Currently, we are not procuring from any marginalized /vulnerable groups.

c What percentage of total procurement (by value) does it constitute?

Not Applicable

4 Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge

Not Applicable

5 Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Not Applicable

6 Details of beneficiaries of CSR Projects:

S. No	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	Help Desk Project	35,275	100
2	Mobile Health Unit - Dahej	17,427	74
3	Mobile Health Unit- Roha	24,422	70
4	Mobile Health Unit- Talaja	17,995	51
5	Mobile Health Unit- Kawant	23,420	100
6	Setting up Palliative Care Facilities	454	100
7	Medical Buggy	2,04,553	100
8	Mobile Library Roha	1,993	100
9	ICDS Program- Nandesari	2,085	100
10	Remedial Education in English & Math at Nandesari School	510	100
11	Mobile Library- Nandesari	2,289	100
12	Mobile Library- Hyderabad	2,200	100
13	Mobile Library- Savli	2,000	100
14	STEM learning opportunity to Government primary school children- Nandesari & Roha	1,696	100
15	Home Health Aide Course- Vadodara	177	80
16	Home Health Aide Course- Hyderabad	325	100
17	Entrepreneurial Activities SHG- Nandesari	2,413	100
18	Vocational Training- Vadodara	79	100
19	Surabhi- Nandesari	1,741	100
20	Surbhi- Roha	1,354	70
21	Gram Jal Sanchay	287	100
22	Demographic Surveillance Study (DSS)- Vadodara	54,319	35
23	Demographic Surveillance Study (DSS)- Roha	20,789	35
24	Sangaath (Help Desk)- Nandesari	11,550	100

PRINCIPLE 9

Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1 Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

Customer complaints are received by the appropriate sales team and then communicated, entered into a dedicated web-based system for Consumer Complaint Management. These complaints are registered, investigated and communicated as per Standard Operating Procedure (SOP), Site specific SOP are in place with outlining detailed workflow and resolution processes. This process is rigorously followed across the Company for customer satisfaction.

2 Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

As a percentage to total turnover	
Environmental and social parameters relevant to the product	100%
Safe and responsible usage	100%
Recycling and/or safe disposal	100%

3 Number of consumer complaints in respect of the following:

Category	FY 2024-25 (Current Financial Year)		Remarks	FY 2023-24 (Previous Financial Year)		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	0	0	0	0	0	
Advertising	0	0	0	0	0	
Cyber-security	0	0	0	0	0	
Delivery of essential services	0	0	0	0	0	
Restrictive Trade Practices	0	0	0	0	0	
Unfair Trade Practices	0	0	0	0	0	
Other	73	0	Complaints received were related to delivery, packing, handling etc. All the complaints received during the year have been resolved.	60	0	Complaints received were related to delivery, packing, handling etc. All the complaints received during the year have been resolved.

4 Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	0	NA
Forced recalls	0	NA

5 Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes. The Company has a robust framework & policy for cyber security and for protection of Data. The IT infrastructure of the Company is secured with robust firewall systems, intrusion detection and prevention systems and access controls. The systems of the Company are protected with strong authentication mechanisms and encryption technologies to safeguard sensitive information and minimise the risk of data breaches.

6 Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

Not Applicable since no such issues.

7 Provide the following information relating to data breaches:

a Number of instances of data breaches

0

b Percentage of data breaches involving personally identifiable information of customers

0%

c Impact, if any, of the data breaches

Not applicable since no data breaches.

Leadership Indicators

1 Channels / platforms where information on products and services of the entity can be accessed(provide web link, if available).

Yes, Information relating to all products of the Company are available on the following platforms:

1. Website : <https://www.godeepak.com/catalog/>

2. Brochure: <https://www.godeepak.com/wp-content/uploads/2024/05/DNL-Brochure-New.pdf>

2 Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

As an intermediate chemicals manufacturing Company, our products are developed in accordance with customer-specific requirements, and our customers are well-informed about their safe usage. Nevertheless, we proactively and regularly engage with both customers and supply chain partners to promote the safe and responsible use of our products through various communication channels.

3 Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

Although the Company does not provide essential services, it maintains effective communication with its customers and ensures they are promptly informed about any planned plant shutdowns that could impact product supply. In addition, the Company keeps all stakeholders regularly updated about any operational disruptions, regardless of the cause, through established communication channels.

4 Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole?

We periodically conduct customers satisfaction surveys for both our domestic and overseas customers to review and enhance our customer services and products. Additionally, we provide product information on our labels that goes beyond local legal requirements. In addition to mandatory labeling, the Company includes detailed information such as the product name, contents, hazard symbols, and the manufacturing location address for each product. This additional information is intended to promote transparency and support informed decision-making, thereby improving customer satisfaction with our services.

Independent Assurance Statement



To
The Board of Directors of Deepak Nitrite Limited

INTRODUCTION AND OBJECTIVES OF WORK

The Board of Directors of **Deepak Nitrite Limited** ('the Company') have engaged us to undertake an Independent Assurance of the Company's Sustainability / Non-Financial Performance disclosures in its Business Responsibility & Sustainability Report ('BRSR') for the financial year ended **March 31, 2025** and provide Reasonable Assurance engagement for BRSR ('Core') parameters and Limited Assurance for non-core parameters on the aforesaid Report.

Our scope of work consists of Reasonable Assurance on BRSR Core indicators in the BRSR Report, as described in the Securities and Exchange Board of India's (SEBI) circular no. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122 dated July 12, 2023 & SEBI/HO/CFD/CFD-PoD-1/P/CIR/2024/177 dated December 20, 2024 and clarifications thereto, read with applicable SEBI Regulations and prescribed format, as amended.

SCOPE OF WORK

The assurance process was conducted in line with the requirements of Bureau Veritas' standard procedures and guidelines for external Assurance of Sustainability Reports, based on current best practice in independent assurance.

The reporting boundaries considered for this reporting period are as follows:

Deepak Nitrite Limited – Registered & Corporate Office, 05 Manufacturing Plants (Nandesari, Dahej, Roha, Taloja and Hyderabad)

Entire organization of **Deepak Nitrite Limited** on Standalone basis for the reporting period from **April 1, 2024 to March 31, 2025**.

As a part of independent Reasonable Assurance, we assessed the appropriateness and robustness of underlying reporting systems and processes, used to collect, analyse and review the information reported. In this process, we undertook the following activities:

Assessment was conducted by means of physical site visits at **Nandesari & Dahej** and virtual site audits at **Roha, Taloja & Hyderabad Manufacturing Sites**. Bureau Veritas interviewed personnel of the Company including CSR, L&D, EHS, Administration, Opex, SCM, Stores, Sustainability and other relevant departments and review of the Company's data & information systems for collection, aggregation, analysis and review.

Data on various BRSR topics was assessed for the locations that were visited. Later, it was confirmed that the same assessed data

went into preparation of the final data within the BRSR for the financial year ended March 31, 2025.

MANAGEMENT RESPONSIBILITY

The selection of reporting criteria, reporting period, reporting boundary, monitoring and measurement of data, preparation, and presentation of information in the BRSR are the sole responsibility of the Company and its management. We are not involved in drafting or preparation of BRSR. Our sole responsibility is to provide independent Reasonable Assurance engagement for BRSR (Core) parameters and Limited Assurance for non-core parameters on the BRSR for the financial year ended March 31, 2025.

OUR FINDINGS

On the basis of our methodology and the activities described above,

- Nothing has come to our attention to indicate that the BRSR disclosures are inaccurate or that the information included therein is not fairly stated.
- It is our opinion that Company has established appropriate systems for the collection, aggregation, and analysis of data on Sustainability / Non-Financial performance disclosures in the BRSR.
- The BRSR provides a fair representation of the Company's activities as included therein.
- The information is presented in a clear, understandable, and accessible manner, and allows readers to form a balanced opinion over the Company and status during the reporting period.

LIMITATIONS AND EXCLUSIONS

Excluded from the scope of our work is any assurance of information relating to:

- Activities outside the defined assurance period.
- Positional statements (expressions of opinion, belief, aim or future intention by the Company and statements of future commitment.
- Competitive claims in the report claiming, "first company in India", "first time in India", "first of its kind", etc.

Our assurance does not extend to the activities and operations of the Company outside of the scope and geographical boundaries as well as the operations undertaken by any subsidiaries or joint ventures of the Company.

Our assurance on economic and financial performance data or information of the Company is based only on the annual audited statement of accounts of the Company for the financial year ended

March 31, 2025 and our conclusions rest solely upon that audited report.

This independent statement should not be relied upon to detect all errors, omissions or misstatements that may exist within the Report.

STATEMENT OF INDEPENDENCE, INTEGRITY, AND COMPETENCE

Bureau Veritas is an independent professional services company that specializes in quality, environmental, health, safety, and social accountability with over 196 years' history. Its assurance team has extensive experience in conducting assessment over environmental, social, ethical and health and safety information, systems and processes.

Bureau Veritas operates a certified Quality Management System which complies with the requirements of ISO 9001:2015 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Dinesh PATEL

Lead Assuror

Bureau Veritas (India) Private Limited. Vadodara, Gujarat, India.

July 19, 2025

Bureau Veritas has implemented and applies a Code of Ethics, which meets the requirements of the International Federation of Inspections Agencies (IFIA), across the business to ensure that its employees maintain integrity, objectivity, professional competence and due care, confidentiality, professional behaviour, and high ethical standards in their day-to-day business activities.

The assurance team for this work does not have any involvement in any other Bureau Veritas projects with the Company.

COMPETENCE

The assurance team has extensive experience in conducting assurance over environmental, social, ethical, and health & safety information, systems and processes an excellent understanding of Bureau Veritas standard methodology for the Assurance of Sustainability Reports.

RESTRICTION ON USE OF OUR REPORT

Our Reasonable Assurance report has been prepared and addressed to the Board of Directors of the Company at the request of the Company solely to assist the Company in reporting on the Company's Sustainability performance and activities. Accordingly, we accept no liability to anyone, other than the Company.

Munji Rama Mohan RAO

Technical Reviewer

Bureau Veritas (India) Private Limited. Hyderabad, India.

July 19, 2025

Annexure-E

REPORT ON CORPORATE SOCIAL RESPONSIBILITY

ANNUAL REPORT ON CSR ACTIVITIES FOR THE FINANCIAL YEAR 2024-25

1. Brief outline on CSR Policy of the Company:

The Company is committed to improving the quality of lives of people in the community it serves through long-term stakeholder value creation. The Company's CSR policy is to remain a responsible corporate entity mindful of its social responsibilities to all stakeholders including consumers, shareholders, employees, local community and society at large.

2. Composition of CSR Committee:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1)	Shri Deepak C. Mehta	Chairman – ED	2	2
2)	Shri Sanjay Upadhyay	Member - ED	2	2
3)	Smt. Purvi Sheth	Member – ID	2	2
4)	Shri Punit Lalbhai	Member – ID	2	1

(Abbreviations: ED: Executive Director; ID: Independent Director)

3. Provide web-link of Composition of CSR Committee, CSR Policy of the Company and CSR projects approved by the board and disclosed on the website of the Company.

<https://www.godeepak.com/investorcompliances/>

<https://www.godeepak.com/socialresponsibility-activities/>

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.

During FY 2024-25, the Company has undertaken three (3) Impact Assessment studies for the following CSR Projects conducted by Renalysis Consultants Private Limited, an independent external agency:

1. Project Mobile Health Unit
2. Project Vivek Vidya
3. Project Sangaath

The study not only details the impact and the benefits accrued by the community, but also proposes some recommendations. The Impact Assessment Report of the study undertaken voluntarily is uploaded on the website at [godeepak.com/social-responsibility-activities/](https://www.godeepak.com/social-responsibility-activities/)

5. (a) Average net profit of the company as per section 135(5). : ₹ 602.86 Crores
 (b) Two percent of average net profit of the company as per section 135(5). : ₹ 12.06 Crores
 (c) Surplus arising out of the CSR Projects or programs or activities of the previous financial years. : Nil
 (d) Amount required to be set off for the financial year, if any. : ₹ 0.76 Crores
 (e) Total CSR obligation for the financial year [(b)+(c)-(d)]. : ₹ 11.29 Crores
6. (a) Amount spent on CSR Projects (both ongoing and other than ongoing projects). : ₹ 11.77 Crores
 (b) Amount spent in Administrative Overheads. : ₹ 0.06 Crores
 (c) Amount spent on Impact Assessment, if applicable. : ₹ 0.11 Crores
 (d) Total amount spent for the Financial Year [(a)+(b)+(c)]. : ₹ 11.94 Crores

(e) CSR amount spent or unspent for the Financial Year:

₹ in Crores

Total Amount Spent for the Financial Year	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount Unspent Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section(5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
₹ 11.94	Nil	--	Nil	Nil	Nil

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

₹ in Crores

Sr. No.	Particular	Amount
(i)	Two percent of average net profit of the Company as per Section 135(5)	₹ 11.29
(ii)	Total amount spent for the Financial Year	₹ 11.94
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	₹ 0.65
(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)]	₹ 0.65

*Net of excess contribution from previous years set-off in the current financial year.

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Year:

₹ in Crores

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	Preceding Financial Years(s)	Amount transferred to Unspent CSR Account under Section 135(6)	Balance Amount in Unspent CSR Account under Section 135(6)	Amount Spent in the Financial Year	Amount transferred to Fund as specified under Schedule VII as per second proviso to Section 135(5) if any	Amount remaining to be spent in succeeding financial years	Deficiency, if any
					Amount	Date of Transfer	
1.	2023-24	Nil	Nil	Nil	Nil	Nil	Nil
2.	2022-23	0.70	Nil	₹ 70	Nil	Nil	Nil
3.	2021-22	Nil	Nil	Nil	Nil	Nil	Nil
	TOTAL	0.70	Nil	₹ 70	Nil	Nil	Nil

8. Whether any capital assets have been created or acquired through CSR spent in the Financial Year: Yes

If yes, enter the number of capital assets created/acquired

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

Sr. 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 spent (in ₹)	Details of entity/Authority/beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
A	Mobile Health Unit Bungalow No-700, South Side on Dahej Road, Hinglot, Bharuch	392012					
1	Medical Equipment		03-05-2024	7,080/-			
2	Medical Equipment		30-07-2024	29,500/-			
3	Mobile		30-07-2024	12,500/-			
B	Mobile Health Unit Saraswati Bungalow (Tamhankar), Chatrapati Sivaji Nagar, Near Sanjay Gandhi Hospital, Roha	402109					
4	Medical Equipment		30-04-2024	1,416/-			
5	Furniture & Fixtures		30-11-2024	16,000/-			
6	Computer & Printer		13-01-2025	21,000/-			
7	Furniture & Fixtures		26-02-2025	3,500/-			
8	Furniture & Fixtures		28-02-2025	3,100/-			
9	Medical Equipment		28-02-2025	2,478/-			

CSR Registration No: CSR00000353

Deepak Foundation
Address:

Nijanand Ashram premises, Adjoining L&T Knowledge City, on NH-8, Vadodara – 390019, Gujarat, India

Sr. 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 spent (in ₹)	Details of entity/Authority/beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
C	Mobile Health Unit Laxmi Public School, Malewadi, Near Anand Nagar Shilotar- Raichur, Sukhapur, Ta- Panvel, Dist. -Raigad	410206					
10	Medical Equipment		31-05-2024	31,270/-			
11	Medical Equipment		15-03-2025	2,478/-			
D	Setting up Palliative Care Facilities Sarakari Andh Sala, Behind Ghelani Petrol Pump, Pensionpura, Nizampura Road, Vadodara	390002					
12	Medical Equipment		31-07-2024	1,003/-			
13	Mixer Grinder		31-07-2024	1,899/-			
14	Medical Equipment		19-11-2024	3,730/-			
15	Medical Equipment		31-01-2025	3,360/-			
E	Medical Buggy Within Nijanand Ashram, Near Laxmi Studio, Adjoining L&T Knowledge City, On NH-8, Ta & Dist. Vadodara	390019					
16	Vehicle		24-02-2025	1,60,000/-			
F	Mobile Library Saraswati Bungalow (Tamhankar), Chatrapati Sivaji Nagar, Near Sanjay Gandhi Hospital, Roha	402109					
17	Computer & Printer		28-03-2025	22,650/-			
G	ICDS Program Deepak Medical Foundation, Near GIDC Office, Nandesari, Vadodara	391340					
18	Tablets		26-06-2024	75,000/-			
19	Interactive Flat Panel 65 inch		28-06-2024	4,13,000/-			
20	Computer/Printer/Scanner		09-10-2024	35,150/-			
21	Furniture & Fixture		09-01-2025	7,080/-			
22	Tablet		28-01-2025	17,800/-			
H	Mobile Library Deepak Medical Foundation, Near GIDC Office, Nandesari, Vadodara	391340					
23	Laptop		11-02-2025	31,900/-			
I	Mobile Library 19-5, Opp Rodamestri Nagar Bus Stop, Gajularamaram Road, Quthbullapur, Jeedimetla, Pin-500055, Hyderabad	500055					
24	Computer/Printer/Scanner		31-12-2024	58,500/-			
25	Projector		31-12-2024	16,500/-			
J	Mobile Library Beside jay Ambe Hostel, Behind Gujarat Homeopathic Medical College, Savli	391770					
26	Tablets		24-06-2024	75,500/-			
27	Dash Camera		12-03-2025	5,133/-			
K	STEM Nandesari Deepak Medical Foundation, Near GIDC Office, Nandesari, Vadodara	391340					
28	Equipment/Computer/Printer		24-10-2024	30,000/-			
L	STEM Roha Saraswati Bungalow (Tamhankar), Chatrapati Sivaji Nagar, Near Sanjay Gandhi Hospital, Roha	402109					
29	Computer/Printer/Scanner		26-12-2024	33,630/-			
30	Tablet		28-02-2025	13,980/-			
31	Furniture & Fixtures		28-02-2025	9,750/-			

CSR Registration No: CSR00000353

Deepak Foundation**Address:**

Nijanand Ashram premises, Adjoining
L&T Knowledge City, on NH-8, Vadodara –
390019, Gujarat, India

Sr. 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 spent (in ₹)	Details of entity/Authority/beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
M	Home Health Aide Course 19-5, Opp Rodamestri Nagar Bus Stop, Gajularamaram Road, Quthbullapur, Jeedimetla, Pin-500055, Hyderabad	500055					
32	Camera		30-06-2024	5,000/-			
33	Bio Metric Machine		31-07-2024	8,260/-			
34	LED TV		31-12-2024	58,000/-			
35	Furniture & Fixture		28-03-2025	69,000/-			
36	Lab Equipment		28-03-2025	9,625/-			
37	LED TV		28-03-2025	31,900/-			
38	Water Purifier		28-03-2025	8,500/-			
N	Home Health Aide Course Within Nijanand Ashram, Near Laxmi Studio, Adjoining L&T Knowledge City, On NH-8, Ta & Dist. Vadodara	390019					
39	Mobile		30-08-2024	8,499/-			
O	Entrepreneurial Activities through SHG Deepak Medical Foundation, Near GIDC Office, Nandesari, Vadodara	391340					
40	Furniture & Fixture		27-07-2024	14,800/-			
41	Computer/Printer/Scanner		14-10-2024	22,000/-			
42	Furniture & Fixture		28-02-2025	5,175/-			
43	Sewing Machine		26-03-2025	40,400/-			
P	Surabhi Deepak Medical Foundation, Near GIDC Office, Nandesari, Vadodara	391340					
44	Equipment/Assets		18-11-2024	30,000/-			
45	Refrigerator		09-12-2024	12,500/-			
Q	Kamdhenu Saraswati Bunglow (Tamhankar), Chatrapati Sivaji Nagar, Near Sanjay Gandhi Hospital, Roha	402109					
46	Furniture & Fixture		31-12-2024	3,500/-			
47	Tablet		22-07-2024	31,860/-			
R	Sangaath Deepak Medical Foundation, Near GIDC Office, Nandesari, Vadodara	391340					
48	Furniture & Fixtures		30-06-2024	19,352/-			
49	Furniture & Fixtures		02-09-2024	4,000/-			
50	Inverter/Battery		06-09-2024	19,500/-			
51	Speaker with Mic		09-09-2024	6,499/-			
S	Sangaath Saraswati Bungalow (Tamhankar), Chatrapati Sivaji Nagar, Near Sanjay Gandhi Hospital, Roha	402109					
52	Computer/Printer/Scanner		31-07-2024	4,970/-			
53	Furniture & Fixtures		31-08-2024	26,475/-			
54	Computer/Printer/Scanner		25-09-2024	52,950/-			
55	Lamination Machine		25-09-2024	15,450/-			
56	Tablet		25-09-2024	31,860/-			
57	Furniture & Fixtures		26-09-2024	10,900/-			
58	Equipment		07-11-2024	3,540/-			
59	Equipment		24-02-2025	14,000/-			
60	Furniture & Fixtures		24-02-2025	14,050/-			
61	Equipment		28-02-2025	6,200/-			
62	Furniture & Fixtures		24-03-2025	4,500/-			

CSR Registration No: CSR00000353

Deepak Foundation

Address:

Nijanand Ashram premises, Adjoining L&T Knowledge City, on NH-8, Vadodara – 390019, Gujarat, India

Sr. 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 spent (in ₹)	Details of entity/Authority/beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
63	Equipment		31-03-2025	4,499/-			
T	Sangaath At Reva Ginning and Pressing Factory, Kawant Boriyad Road, In Front of Hardik Hospital, Naswadi	391150					
64	Biometric Machine		18-09-2024	10,500/-			
65	Furniture & Fixtures		31-12-2024	4700/-			
66	Computer/Printer/Scanner		12-09-2024	17,400/-			
67	Computer/Printer/Scanner		12-03-2025	16500/-			
68	Tablet/Lamination machine		12-03-2025	35000/-			
U	Mobile Health Unit Ramnagar – 1, Nearby keshar hospital, Bodeli Road, Kawant Chhotaudepur	391170					
					CSR Registration No: CSR00000353		
69	Medical Equipment		12-07-2024	29,500/-			
V	Help Desk New Emergency ward, Besides Bhatuji Mandir, SSG Hospital, Vadodara	390001					
					Deepak Foundation		
					Address: Nijanand Ashram premises, Adjoining L&T Knowledge City, on NH-8, Vadodara – 390019, Gujarat, India		
70	CCTV Camera		22-10-2024	32,721/-			
71	FAN		12-03-2025	9116/-			
72	Furniture & Fixture		21-03-2025	11950/-			
73	Furniture & Fixture		25-03-2025	74340/-			
74	Projector		25-03-2025	14,200/-			
W	Vocational Training Samaj Suraksha Sankul, Sarkari Andh Shala, B/h, Ghelani Petrol Pump, Pensionpura, Nizampura road, Vadodara	390002					
75	Computer/Printer/Scanner		31-01-2025	31,900/-			
TOTAL				20,31,478/-			

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): Not Applicable

For and on behalf of the Board

Deepak C. Mehta

Chairman & Managing Director

Chairman of CSR Committee

(DIN: 00028377)

Date: May 28, 2025

Place: Vadodara

Annexure-F

NOMINATION AND REMUNERATION POLICY

[Adopted by the Board of Directors on 2nd May, 2014;

Last reviewed and amended by the Board of Directors on 13th February, 2025]

1. INTRODUCTION

A transparent, fair and reasonable process for determining the appropriate remuneration at all levels of the Company is required to ensure that shareholders remain informed and confident in the management of the Company. To harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the rules made thereunder and the Listing Regulations as amended from time to time, this policy on nomination and remuneration of Directors on the Board of the Company, Key Managerial Personnel and other employees in the Senior Management is formulated in compliance with Section 178 of the Companies Act, 2013 read with the applicable rules thereto and of the Listing Regulations with the Stock Exchanges.

This Policy shall act as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a Director, appointment and removal of the Directors, Key Managerial Personnel and Senior Management employees and matters relating to the remuneration for the Directors, Key Managerial Personnel and other employees.

Pursuant to the requirement of Section 178 of the Companies Act, 2013 and the Listing Regulations with the Stock Exchanges, the Company has a duly constituted Nomination and Remuneration Committee.

2. OBJECTIVE OF THE POLICY

2.1. The objective of this Policy is to outline a framework to ensure that the Company's remuneration levels are aligned with best industry practices and are good enough to attract and retain competent Directors on the Board, Key Managerial Personnel and the Senior Management Personnel of the quality required. The key objectives of this Policy include:

- (i) guiding the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management employees.
- (ii) evaluating the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- (iii) recommending to the Board the remuneration payable to the Directors and setting forth a policy for determining remuneration payable to Key Managerial Personnel and Senior Management employees.

2.2. While determining the remuneration for the Directors, Key Managerial Personnel and Senior Management employees, regard should be given to prevailing market conditions, business performance and practices in comparable companies, also to financial and commercial health of the Company as well as prevailing laws and government/other guidelines, to ensure that pay structures are appropriately aligned and the levels of remuneration remain appropriate.

2.3. While designing the remuneration package it should be ensured:

- (i) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate person, to ensure the quality required to run the Company successfully.
- (ii) Remuneration to Directors, Key Managerial Personnel and Senior Management employees involves a balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals.

2.4. Some part of the remuneration package may be linked to the achievement of corporate performance targets of the Company and a strong alignment of interest with stakeholders.

2.5. The Committee shall observe the set of principles and objectives as envisaged under the Companies Act, 2013 ("Act") (including Section 178 thereof), rules framed there under and the Listing Regulations including, inter-alia, principles pertaining to determining qualifications, positives attributes, integrity and independence.

2.6. In this context, the following Policy has been formulated by the Nomination and Remuneration Committee and recommended to the Board of Directors for adoption.

3. EFFECTIVE DATE

This Policy shall be effective from the date of its adoption by the Board.

4. DEFINITIONS

4.1. In this Policy the following terms shall have the meaning assigned to them:

- (i) **“Act”** means The Companies Act, 2013 and rules made thereunder.
 - (ii) **“Board of Directors”** or **“Board”** means the Board of Directors of the Company.
 - (iii) **“Committee”** means Nomination and Remuneration Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Act and the Listing Regulations.
 - (iv) **“Company”** means “Deepak Nitrite Limited.”
 - (v) **“Director”** shall mean a member of the Board of Directors of the Company appointed from time to time in accordance with the Articles of Association of the Company and provisions of the Act.
 - (vi) **“Employees’ Stock Option”** means the option given to the Directors, other than Independent Directors, officers or employees of a Company or of its holding company or subsidiary company or companies, if any, which gives such directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares of the company at a future date at a pre-determined price.
 - (vii) **“Executive Director”** shall mean a Director who is in the whole-time employment of the Company other than Managing Director.
 - (viii) **“Financial Year”** shall mean the period ending on the 31st day of March every year.
 - (ix) **“Independent Director”** shall mean a Director referred to in Section 149 (6) of the Act read with the Listing Regulations.
 - (x) **“Key Managerial Personnel”** or **“KMP”** shall have the meaning ascribed to it in the Act.
 - (xi) **“Listing Regulations”** shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and for the time being in force.
 - (xii) **“Managing Director”** means a Director who, by virtue of the Articles of Association of the Company or an agreement with the Company or a resolution passed in its general meeting, or by its Board of Directors, is entrusted with substantial powers of management of the affairs of the Company and includes a Director occupying the position of Managing Director, by whatever name called.
 - (xiii) **“Policy”** or **“this Policy”** means, “Nomination and Remuneration Policy.”
 - (xiv) **“Remuneration”** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.
 - (xv) **“Senior Management”** means the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity.
- 4.2. Unless the context otherwise requires, words and expressions used in this Policy and not defined herein but defined in the Companies Act, 2013 and/or Listing Regulations as may be amended from time to time shall have the meaning respectively assigned to them therein.
- ## 5. APPLICABILITY
- This Policy is applicable to:
- (i) Directors (Managing Director, Executive Director, Independent Director and Non-Independent Director)
 - (ii) Key Managerial Personnel
 - (iii) Senior Management employees
 - (iv) Other Employees
- ## 6. NOMINATION AND REMUNERATION COMMITTEE
- ### 6.1. Role of the Committee:
- (a) Identifying persons who are qualified to become Director and who may be appointed in Senior Management cadre in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director’s performance.
 - (b) Formulating the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board, a policy, relating to the remuneration for the Directors, Key Managerial Personnel and employees.
 - (c) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare

a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- (i) use the services of an external agencies, if required;
- (ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and
- (iii) consider the time commitments of the candidates.
- (d) Formulating the criteria for evaluation of Independent Directors and the Board.
- (d) Devising a policy on Board diversity.
- (e) Ensuring that the Board comprises of a balanced combination of Executive Directors and Non-Executive Directors.
- (f) The Committee shall take into consideration and ensure the compliance of provisions under Schedule V of the Companies Act, 2013 for appointing and fixing remuneration of Managing Directors / Executive Directors.
- (g) While approving the remuneration, the Committee shall take into account financial position of the Company, trend in the industry, qualification, experience and past performance of the appointee.
- (h) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- (i) recommend to the Board, all remuneration, in whatever form, payable to Senior Management.
- (j) any other role as may be specified by the Board.

6.2. Composition of the Committee

- (a) The Committee shall comprise of at least three (3) Directors, all of whom shall be non-executive Directors and at least two-thirds shall be Independent Directors.
- (b) The Board shall reconstitute the Committee as and when required to comply with the provisions of the Act and/or the Listing Regulations.
- (c) Composition of the Committee shall be disclosed in the Annual Report.
- (d) Term of the Committee shall continue unless terminated by the Board of Directors.

6.3. Chairman of the Committee

- (a) Chairman of the Committee shall be an Independent Director.
- (b) Chairman of the Company (whether Executive or non-Executive) may be appointed as a member of the Committee but shall not Chair the Committee.
- (c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- (d) Chairman of the Committee shall be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

6.4. Frequency of the Meetings of the Committee

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

6.5. Committee Member's Interest

- (a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- (b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

6.6. Quorum

The quorum necessary for transacting business at a meeting of the Committee shall be two (2) members or one-third of the members of the Committee, whichever is higher, including at least one independent director in attendance.

6.7. Voting at the Meeting

- (a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of members present. Any such decision shall for all purposes be deemed a decision of the Committee.
- (b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

7. APPOINTMENT AND REMOVAL OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT EMPLOYEES

- 7.1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as a Director, KMP and Senior Management employee.
- 7.2. A person should possess adequate qualifications, expertise and experience for the position he/ she is considered for

appointment as a Director, Key Managerial Personal or Senior Management employee.

7.3. The Company shall not appoint or continue the employment of any person as Managing Director / Executive Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for such appointment.

7.4. The appointment as recommended by the Committee to the Board shall be subject to the approval of the Board.

7.5. Criteria for appointment of Independent Director:

7.5.1. The proposed appointee shall comply with the criteria specified in the relevant provisions of the Act and/or the Listing Regulations. He or she shall not, directly or indirectly, represent the interest of any specific vendor or customer or stakeholder and shall have business reputation and strong ethical standards and possess leadership skills and business experience including board procedures.

7.5.2. The Independent Director shall fulfill the qualification and requirements specified under the Act and Listing Regulations.

7.5.3. He or she shall also declare his or her independent status prior to appointment to the Board and maintain the same during his or her tenure as an Independent Director. Being a Director of the Company, he or she shall adhere to the Code of Conduct stipulated for the Director.

7.6. Criteria for appointment of Managing Director/ Executive Director:

7.6.1. The Company can have more than one Managing Director or Executive Director.

7.6.2. The appointee(s) shall have good educational background, preferably with specialization in the field. He shall have exemplary skills and leadership qualities to lead the Company or as the case may be the function assigned to him.

7.6.3. Depending on the role and responsibility, he shall have hands on experience in the relevant field. For example as ED (Operations) is expected to have adequate knowledge and experience about the plant operations and related issues. The suitability of the candidate shall be determined on case-to-case basis by the Committee. Being a Director of the Company, Managing Director / Executive Director shall adhere to the Code of Conduct stipulated for the Director.

7.6.4. He or she shall fulfill the conditions as specified under Part I of Schedule V of the Act. However, in case the conditions specified under Part I of Schedule V of the Act is not fulfilled,

such appointments shall be subject to the approval of the Central Government.

7.7. Criteria for appointment of KMPs:

7.7.1. Pursuant to the requirement of Section 203 of the Act, the Company is required to appoint a Managing Director / Manager / Chief Executive Officer and in their absence an Executive Director as Whole Time KMP.

7.7.2. The Company may also appoint a Chief Executive Officer (CEO) who may or may not be a Director. The qualification, experience and stature of the CEO could be in line with that of the Executive Director. Where the CEO is designated as KMP, he shall act subject to the superintendence and control of the Board.

7.7.3. The Company is also required to appoint a Chief Financial Officer (CFO) as KMP as per the requirement of the Act. The CFO shall preferably be a Chartered Accountant or a Cost & Management Accountant or holds an equivalent qualification and have relevant work experience. He shall be well versed with finance function including but not limited to funding, taxation, forex and other core matters. As required under the Listing Regulations, the appointment of CFO shall be subject to approval of the Audit Committee.

7.7.4. As required under the said Section of the Act, a Company Secretary (CS) is also required to be appointed by the Company as a KMP. The CS shall have the prescribed qualification and requisite experience to discharge the duties specified in law and as may be assigned by the Board / Managing Director / Executive Director from time to time.

7.7.5. KMPs, other than Managing Director and/or Executive Director shall adhere to the Code of Conduct stipulated for the Senior Management.

7.8. Criteria for appointment of Senior Management employees:

7.8.1. Senior Management employees shall possess the requisite qualifications, expertise and experience depending upon the requirement of the relevant position.

7.8.2. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

7.8.3. Senior Management employees shall adhere to the Code of Conduct stipulated for the Senior Management.

7.9. Term / Tenure

7.9.1. Managing Director and Executive Director

The Company shall appoint or re-appoint any person as its Managing Director / Executive Director for a term not

exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of the term.

7.9.2. Independent Director

(a) An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

(b) No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

(c) The Independent Director shall comply with the requirement of number of directorships he or she can hold as prescribed under the provisions of the Act or the Listing Regulations including any amendment thereto from time to time.

7.10. Familiarization Programme for Independent Directors

The Company shall familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes.

7.11. Evaluation

7.11.1. Subject to Schedule IV of the Companies Act, 2013 and Listing Regulations, the Committee shall carry out the evaluation of Directors periodically.

7.11.2. The performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated.

7.11.3. The Independent Directors at their separate meeting shall review, on yearly basis, the performance of Non-Independent Directors and the Board as a whole.

7.11.4. The Independent Directors at their separate meeting shall also review, on yearly basis, the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors.

7.11.5. The entire process of the Performance Evaluation shall be kept in strict confidence and shall not be disclosed to any

person except to those required to perform their duties under the Act.

7.11.6. All the records of Performance Evaluation process and outcome shall be maintained by the Company Secretary of the Company and shall be kept at the Registered Office of the Company. Such records shall be preserved till such time as may be decided by the Board from time to time or as required under the Act.

7.12. Removal

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

7.13. Retirement

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

8. REMUNERATION

8.1. Remuneration to Managing Director:

8.1.1. The remuneration comprising of salary, allowance, perquisites and other benefits payable to Managing Director will be determined by the Committee and recommended to the Board for approval.

8.1.2. In addition to the remuneration as stated in 8.1.1. above, Managing Director shall also be paid a Commission, calculated with reference to the Net Profits of the Company in a particular Financial Year, as may be determined by the Board of Directors, subject to the overall ceiling stipulated in Section 197 and other relevant provisions of the Act.

8.1.3. The Managing Director shall be entitled to the following perquisites / allowances:

(i) Housing – Rent free furnished residential accommodation. In case no accommodation is provided by the Company, Managing Director shall be paid house rent allowance as may be decided by the Board of Directors.

(ii) Re-imbursement of gas, electricity, water charges and furnishings.

- (iii) Re-imbursement of medical expenses incurred for self and members of his family, as per rules of the Company.
- (iv) Leave travel concession for self and members of his family, as per rules of the Company.
- (v) Fees of clubs subject to maximum of two clubs.
- (vi) Medical insurance, as per rules of the Company.
- (vii) Personal Accident Insurance, as per rules of the Company.
- (viii) Provision of car and telephone at residence.
- (ix) Company's contribution to provident fund, superannuation fund or annuity fund, gratuity and encashment of leave, as per rules of the Company.
- (x) Retirement and other benefits, as per rules of the Company.

8.1.4. The remuneration and commission to be paid to the Managing Director shall be as per the statutory provisions of the Act and the rules made thereunder for the time being in force and shall be subject to the approval of the shareholders of the Company and Central Government, wherever required.

8.1.5. The remuneration / commission payable to Managing Director shall be reviewed by the Board after close of each Financial Year and based on the Profits made by the Company in that Financial Year, Managing Director shall be paid such enhanced remuneration as the Board may decide subject to the ceiling limits specified in Section 197 and other applicable provisions of the Act read with Schedule V of the Act.

8.1.6. The Managing Director shall not be entitled to sitting fees for attending the meetings of the Board or any Committee thereof.

8.2. Remuneration to Executive Director:

8.2.1. Fixed Pay

- (a) Executive Director shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the provisions of the Act and rules made thereunder for the time being in force.
- (b) The Fixed Pay of Executive Director shall comprise of salary, perquisites, allowances and other benefits. The perquisites, allowances and other benefits to the Executive Director may include the following:
 - (i) Re-imbursement of medical expenses incurred for self and members of his family, as per policy of the Company.

- (ii) Leave travel concession for self and members of his family, as per policy of the Company.
- (iii) Medical and other insurances, as per policy of the Company.
- (iv) Company Car with Driver.
- (v) Company's contribution to provident fund, superannuation fund or annuity fund, gratuity and encashment of leave, as per the policy of the Company.
- (vi) Retirement and other benefits, as per policy of the Company.
- (vii) Hardship Allowance, as may be decided by the Company.

- (c) The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F. pension scheme, medical expenses etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

8.2.2. Variable Pay

In addition to the salary, perquisites, allowances and other benefits as mentioned above, Executive Director will also be entitled to a Variable Pay. The amount of Variable pay shall be paid annually after the end of each Financial Year. The amount of Variable Pay shall be paid annually after the end of each Financial Year. The Variable Pay shall be 25% of the fixed pay, subject to terms of appointment of respective Executive Director. This amount of variable pay shall be paid annually after the end of each Financial Year and will be entirely based on the individual's performance and Company's performance and may vary from 0% to 100% of the variable pay as per policy of the Company. Such Variable Pay for a particular Financial Year shall be recommended by the Nomination and Remuneration Committee to the Board of Directors.

8.2.3. Loyalty Bonus

In addition to the above, Executive Director shall also be entitled for the Loyalty Bonus as per policy of the Company.

8.2.4. Payment of Variable component / Increments

- (a) Payment of Variable component of the remuneration of the Executive Director for a particular Financial Year and increments to the existing remuneration structure of Executive Director shall be recommended by the Chairman & Managing Director of the Company to the Committee based upon the individual performance and also the Company's performance as per policy of the Company.

- (b) The Committee shall review the payment of Variable component of the remuneration of the Executive Director for a particular Financial Year and increments to the existing remuneration structure of Executive Director as recommended by the Chairman & Managing Director of the Company and recommend the same to the Board for its approval. Such Variable component and proposed enhanced remuneration as recommended by the Committee to the Board should be within the overall limits of managerial remuneration as prescribed under the Act and rules made thereunder.
- (c) The Executive Director shall also be entitled to reimbursement of all legitimate expenses incurred by him while performing his duties and such reimbursement will not form part of his remuneration.

8.2.5. Executive Director shall not be entitled to sitting fees for attending meetings of the Board or any Committee thereof.

8.3. Minimum Remuneration

Where, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director(s) and Executive Director(s) in accordance with the provisions of Schedule V of the Act.

8.4. Remuneration to Independent Director and Directors other than Managing Director/ Executive Director:

8.4.1. Sitting Fees

The Independent Director / Directors other than Managing Director and Executive Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof.

Provided that the amount of such fees shall not exceed the maximum amount as provided in the Act, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

The Sitting Fee paid to Independent Directors, shall not be less than the Sitting Fees payable to other Directors.

The sitting Fees payable to Independent Director/Directors other than Managing Director and Whole-time Director shall be decided by the Board of Directors from time to time and shall be reviewed every 3 (Three) years.

8.4.2. Commission on the Net Profits

Apart from receiving the Sitting Fees, Independent Director(s) / Non-Independent Director(s) may be paid Commission on the Net Profits of the Company for a particular Financial Year within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the Net Profits of the Company computed as per the applicable provisions of the

Act. The amount of Commission payable to each Independent Director / Non-Independent Director for a particular Financial Year shall be decided by the Chairman of the Company and shall be approved by the Board.

Independent Director/ Director other than Managing Director and Executive Director shall also be entitled to reimbursement of all legitimate expenses incurred by him for attending the meetings of Board or Committee thereof.

8.4.3. Stock Options

Independent Director shall not be entitled to any stock option of the Company or Subsidiary Companies.

8.5. Provisions for excess remuneration

If any Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. Subject to the approval of Central Government, the Shareholders of the Company may waive recovery of such excess remuneration by passing an Ordinary Resolution.

8.6. Remuneration to Key Managerial Personnel and Senior Management employees:

8.6.1. The remuneration to Key Managerial Personnel and Senior Management employees shall comprise of Fixed Pay and Variable Pay and governed by the Company's HR Policy.

8.6.2. Remuneration of a KMP and Senior Management at the time of their appointment will be recommended by the Managing Director / Executive Director to the Committee. The Committee shall review such remuneration and recommend the same to the Board for approval. Any subsequent modification to the remuneration of Key Managerial Personnel shall also be recommended by the Managing Director/Executive Director to the Committee for its review and recommending to the Board for approval.

8.6.3. Fixed Pay

The Fixed Pay of Key Managerial Personnel and Senior Management employees shall comprise of salary, perquisites, allowances and other benefits as per policy of the Company. The break-up of the pay scale and quantum of perquisites including but not limited to employer's contribution to P.F, pension scheme, medical expenses etc. shall be as per Company's HR Policy.

8.6.4. Variable Pay

The remuneration of KMP and Senior Management employees will also comprise performance linked variable pay. The amount of variable pay will be 16% of their fixed pay.

This amount of variable pay shall be paid annually after the end of each Financial Year and will be entirely based on the individual's performance and Company's performance and may vary from 0% to 100% of the variable pay as per policy of the Company. Such Variable Pay for a particular Financial Year shall be recommended by the Nomination and Remuneration Committee to the Board of Directors.

8.6.5. Loyalty Bonus

In addition to the above, KMP and Senior Management employees shall also be entitled to Loyalty Bonus as per policy of the Company.

8.7. The remuneration to other employees of the Company shall be governed by the Company's HR Policy.

8.8. Stock Options

8.8.1. With the objective to incentivize and retain key talent within the Group as well as to motivate the Employees to contribute towards growth and profitability, the Board of Directors of the Company, approved 'Deepak Nitrite Limited Employee Stock Option Scheme-2024' ('DNL-ESOP Scheme-2024').

The Shareholders of the Company, vide a Special Resolution passed on 19th April, 2024, approved the ESOP Scheme-2024. Further, in terms of requirements of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Shareholders of Company have also by way of a separate Special Resolution, approved extending the DNL-ESOP Scheme-2024 to the employees of Subsidiary Companies of the Company.

Accordingly, Stock Options of DNL may be offered to Executive Director(s), Key Managerial Personnel and other employees of the Company in terms of the DNL-ESOP Scheme-2024 ('eligible employees').

8.8.2. The Committee, while considering the revision in remuneration of eligible employees for the period(s) subsequent to granting of Stock Options to them, shall consider their total remuneration, which shall also include monetary value of benefit arising from vested Stock Options, in compliance with applicable provisions of law.

8.9 Loans and Advances to Employees

- (a) The Loan, advance and other financial assistance facilities to the employees shall be governed by the DNL HR policy as amended from time to time and shall be considered as a part of 'conditions of service' for employees of the Company.
- (b) Advances to the employees for the purpose of performance of his duties shall be governed by the DNL HR Policy as amended from time to time and shall be considered as a part of 'conditions of service' for employees of the Company.

9. BOARD DIVERSITY

- 9.1. The Board of Directors shall have the optimum combination of Directors from the different areas / fields like operations, projects, production, management, quality assurance, finance, legal, sales and marketing, research and development, Human Resources etc. or as may be considered appropriate.
- 9.2. The Board shall have at least one Director who has accounting or related financial management expertise.

10. DISCLOSURE

This Policy shall be placed on the website of the company and the salient features of the policy along with other details as required under the provisions of law, shall be disclosed in the Board's Report.

11. REVIEW OF THE POLICY

This Policy shall be reviewed by the Committee after every three years.

12. AMENDMENTS TO THE POLICY

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

In case of any amendment(s), clarification(s), circular(s) etc. issued by the competent authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

Annexure-G

DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013:

PART (A) – DISCLOSURE AS REQUIRED UNDER RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

- Ratio of remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year ended March 31, 2025 and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the Financial Year ended March 31, 2025:

Name of the Director/ KMP	% Increase in Remuneration in the F.Y. 2024-25*	Ratio to Median Remuneration
Shri Deepak C. Mehta Chairman & Managing Director	14.21	137.38
Shri Sanjay Upadhyay Director(Finance) & Group CFO	12.01	95.37
Shri Maulik Mehta Executive Director & CEO	16.75	79.07
Shri Girish Satarkar Executive Director	10.45	38.82
Shri Ajay C. Mehta Non-Executive Director	0.00	2.40
Shri Meghav Mehta Non-Executive Director	0.00	2.40
Shri Sanjay Asher Independent Director	(33.33)	3.19
Smt. Purvi Sheth Independent Director	(16.67)	3.99
Shri Dileep Choksi Independent Director	(25.00)	2.40
Shri Punit Lalbhai Independent Director	0.00	2.40
Shri Vipul Shah Independent Director	0.00	2.40
Shri Prakash Samudra ¹ Independent Director	(50.00)	2.40
Shri Somsekhar Nanda Chief Financial Officer	14.67	NA
Shri Arvind Bajpai Company Secretary	11.82	NA

* Excluding sitting fees.

¹. Shri Prakash Samudra ceased to be Independent Director from close of business hours on April 9, 2025.

Notes:

1. In the Financial Year 2024-25, there was an increase of 8.2% in the median remuneration of employees.
2. There were 1,757 permanent employees on the rolls of the Company as on March 31, 2025.
3. Average Percentile increase already made in the salaries of employees other than Managerial Personnel in the last Financial Year was 11.95% and average percentile increase in remuneration of Managerial Personnel was 13.35%.

Shri Deepak C. Mehta, Chairman & Managing Director of the Company is also Chairman & Managing Director of Deepak Phenolics Limited ("DPL") a Wholly Owned Subsidiary of the Company.

As per the term of his appointment, he is entitled to profit related commission from DPL. For the Financial Year 2024-25, the Commission to Shri Deepak C. Mehta is ₹ 18 Crores.

Average increase in remuneration of both, managerial and non-managerial personnel were determined based on the overall performance of the Company.

Key result areas of the managerial personnel are broadly to achieve Company's growth and performance target, achieving the same against various adverse externalities globally, devising sustenance strategy to combat global forces like competition, exchange rate etc, which, in turn, enhance shareholders' value. Remuneration of the managerial personnel is based on the Nomination and Remuneration Policy as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors.

As against above, remuneration for non-managerial personnel is based on an internal evaluation of assigned target area which are broken into subsets of key result areas of the managerial personnel.

4. It is affirmed that the remuneration is as per the Nomination & Remuneration Policy of the Company.

For and on behalf of the Board

Place : Vadodara
Date : May 28, 2025

Deepak C. Mehta
Chairman & Managing Director
(DIN: 00028377)

Annexure-H

INFORMATION REQUIRED UNDER SECTION 134(3)(M) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014 PERTAINING TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

(A) Conservation of Energy:

(i) Steps taken or impact on conservation of energy:

- At Dahej, power optimised by installing FRP fan blades at cooling towers.
- At NDS, vent steam utilised by generating low pressure steam resulted in less steam consumption from source.
- Power optimisation by process innovation during re crystallisation of Sodium Nitrite.
- Power optimisation in centrifugal pumps by internal coating.
- Introduced system to utilize wet cake instead of Dry powder in OBA resulting in reduction in drying cost.
- Implementation of Smart Power Optimizer: Smart Power Optimization (Smart PO) works on the principle of predictive load curve simulation on electrical circuit using ML/AI algorithm. Successfully commissioned Smart Power Optimiser Panels at Nandesari, Dahej and Roha Plant which has started 9 % of power savings.
- Implementation of Scaleban Technology: Successfully commissioned Scaleban Technology at Roha Plant which has started savings in steam consumption. Scaleban's technology can assist in achieving Zero Liquid Discharge (ZLD) sustainably on a very cost-effective basis without relying on costly conventional technologies.
- Mechanical Vapour Compression (MVR): Successfully commissioned MVR at Nandesari and Roha Plant. MVR technology can assist in achieving Zero Liquid Discharge (ZLD) sustainably on a very cost-effective basis without relying on costly conventional technologies.

(ii) Steps taken for utilizing alternate sources of energy:

- Use of PRT (Pressure Reducing Turbine) to generate power in place of PRV (Pressure Reducing Valve).

- Started receipt of power from alternate sources. Successfully initiated drawl of Solar power for its Nandesari Plant to replace 20% of total conventional power. Initiative will be extended to other plants with higher replacement in FY 2025-26.

(iii) Spend on energy capex in FY 2024-25:

- Total ₹ 12.18 Crores capex are approved related to energy conservation.

(B) Technology Absorption:

(i) Efforts made towards Technology Absorption:

- Technology developed for import substituted products.
- In-house development of "platform technology" where similar chemistry can be successfully intensified at world best level.

(ii) Benefits derived like product yield improvement, cost reduction, product development or import substitution:

- Innovative processes developed for import substituted products in the in-house Research & Development facility through Process Engineering Research & Innovation (PERI) Lab.
- Continuous chemical processes developed to reduce raw materials consumption norms and by-products formation, also evaluated alternative routes to make cheaper and cleaner technologies.
- Batch Process yield improvement been successfully demonstrated and running commercially for better sustainability in the market and cost reduction to build profit.

(iii) Information regarding technology imported, during the last 3 years: Nil

(iv) Information regarding in-house technology developed, during the last 3 years: 5 nos & Applied for patent : 3

- (v) Expenditure incurred on Research and Development:

(₹ in Crores)		
Particulars	2024-25	2023-24
a) Capital	0.73	9.13
b) Recurring	21.60	20.33
Total	22.33	29.46
Total R&D expenditure as a percentage to total turnover	0.88%	1.08%

(C) Foreign Exchange Earnings and Outgo:

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.

(₹ in Crores)		
Particulars	2024-25	2023-24
Total Foreign Exchange Earned	1141.32	1277.51
Total Foreign Exchange Outgo	439.27	378.54

For and on behalf of the Board

Deepak C. Mehta

Chairman & Managing Director
(DIN: 00028377)

Place : Vadodara
Date : May 28, 2025

Corporate Governance Report

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Deepak Nitrite Limited's ("the Company") commitment to Corporate Governance guides its business decisions while ensuring financial responsibility, ethical conduct, and fairness to all stakeholders including employees, customers, shareholders, regulators, suppliers, bankers and the society at large.

The Company's philosophy on Corporate Governance envisages the attainment of a high-level transparency and accountability in the functioning of the Company and the efficient conduct of its business. Accountability improves decision making and transparency helps to explain the rationale behind decisions, which in turn helps in building confidence in the Company. The Company firmly believes that for a company to succeed on a sustained basis and to meet the various challenges posed on account of changing business environment and stakeholder's expectation, it must maintain global standards of Corporate Conduct.

Corporate Governance refers to the set of principles, values and processes that guide the management and board of a company. It is essential for the long-term success of any business, as it ensures accountability, transparency and ethical decision-making. The foundation of a successful enterprise is built on excellent corporate governance practices and strong leadership is vital to achieving this.

The Company has complied with requirements stipulated under Regulation 17 to 27, Schedule V and Regulation 46(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as applicable with regard to Corporate Governance.

2. BOARD OF DIRECTORS

(i) Composition of Board of Directors

The Board of the Company comprises highly experienced persons of repute and eminence and has an optimal mix of professionalism, knowledge and experience that enables it to discharge its responsibilities and provide effective leadership to the business.

The Board of the Company has an optimum combination of Executive and Non-Executive Directors including Independent Directors. The Board composition is in conformity with the applicable provisions of the Companies Act, 2013 ("Act") and Listing Regulations, as amended, from time to time.

As a part of the Board's succession planning exercise, the Board composition is periodically reviewed to ensure that it continues to be closely aligned with the Company's strategy, long term needs and skill matrix.

As on March 31, 2025, the Board consists of twelve (12) Directors out of which, four (4) are Executive Directors including Managing Director and Chief Executive Officer and eight (8) are Non-Executive Directors.

Out of eight (8) Non-Executive Directors, six (6) are Independent Directors including one (1) woman Independent Director.

The Chairman of the Company is the Executive Director and Promoter of the Company. The requirement of Listing Regulations that the number of Independent Directors shall be at least one-half of the Board is complied with during the Financial Year ended March 31, 2025, as the Company has six (6) Independent Directors.

All of the Independent Directors have extensive business experience and are considered by the Board to be independent of the management of the Company and free from any business or other relationship, which could materially interfere with the exercise of their independent judgment.

The Board reviews its composition, competency and diversity from time to time to ensure that it remains aligned with the statutory requirements under law as well as with the global practices.

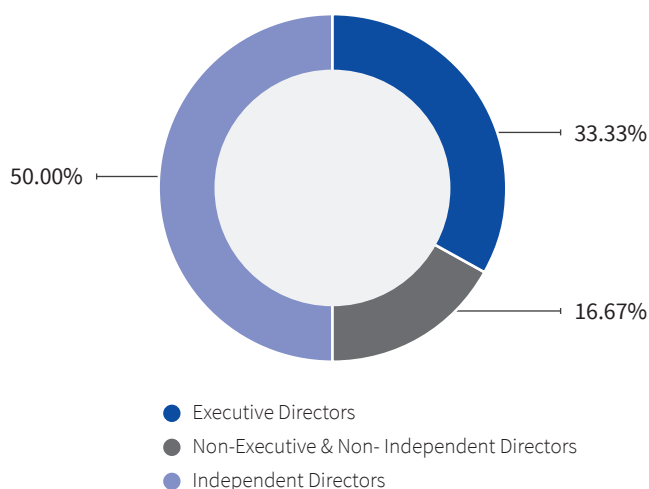
Composition of Board of Directors as on March 31, 2025 are as under:

CATEGORY	NAME OF DIRECTORS	NO OF DIRECTORS	% OF TOTAL NUMBER OF DIRECTORS
Promoters and Executive Directors	Shri Deepak C. Mehta <i>Chairman & Managing Director</i> Shri Maulik Mehta <i>Executive Director & CEO</i>	04	33.33%
Executive Directors	Shri Sanjay Upadhyay <i>Director (Finance) & Group CFO</i> Shri Girish Satarkar <i>Executive Director</i>		
Non-Executive & Non- Independent Directors	Shri Ajay C. Mehta <i>Non- Executive Director</i> Shri Meghav Mehta <i>Non- Executive Director</i>	02	16.67%
Independent Directors	Shri Sanjay Asher Smt. Purvi Sheth Shri Dileep Choksi Shri Punit Lalbhai Shri Vipul Shah Shri Prakash Samudra*	06	50.00%
Total Directors		12	100.00%

*Shri Prakash Samudra ceased to be Independent Director with effect from close of business hours on April 9, 2025.

COMPOSITION OF BOARD OF DIRECTORS

As on March 31, 2025 (%)



During the period from April 1, 2025 until the date of this Corporate Governance Report, following are the changes in the Board of the Company.

- Shri Prakash Samudra (DIN: 00062355) has resigned as the Independent Director of the Company, due to his personal reasons. The resignation took effect from close of business hours on April 9, 2025. Shri Prakash Samudra has confirmed that there was no material reason for his resignation other than as mentioned above.

- Shri Sanjay Asher (DIN: 00008221) will cease to be an Independent Director of the Company with effect from June 28, 2025 upon completion of his second term.
- Smt. Purvi Sheth (DIN: 06449636) will cease to be an Independent Director of the Company with effect from June 28, 2025 upon completion of her second term.

Further, the shareholders of the Company by way Special Resolutions passed on May 25, 2025 through Postal Ballot, approved the following changes in the Board of the Company:

- Appointment of Dr. Arvind Nath Agrawal (DIN: 00193566) as an Independent Director of the Company for the first term of three (3) consecutive years, with effect from June 28, 2025.
- Appointment of Ms. Bhumika Batra (DIN: 03502004) as an Independent Director of the Company for the first term of three (3) consecutive years, with effect from June 28, 2025.
- Appointment of Shri Mahesh Ramchand Chhabria (DIN: 00166049) as an Independent Director of the Company for the first term of three (3) consecutive years, with effect from June 28, 2025.
- Re-appointment of Shri Punit Lalbhai (DIN: 05125502) as an Independent Director of the Company for the second term of three (3) consecutive years, with effect from August 8, 2025.

- Re-appointment of Shri Vipul Shah (DIN: 00174680) as an Independent Director of the Company for the second term of three (3) consecutive years, with effect from August 8, 2025.

None of the Directors on the Board of the Company is an Independent Director in more than seven (7) listed entities. Further, none of the Directors on the Board of the Company who is serving as a Whole-time Director / Managing Director in a listed entity is an Independent Director in more than three (3) listed entities, as required under the Listing Regulations. None of the Directors hold Directorships in more than ten (10) public limited companies and in aggregate twenty (20) Indian companies. None of the Directors on the Board is a member of more than ten (10) Committees and Chairman of five (5) Committees (Committees being Audit Committee and Stakeholders' Relationship Committee) across all public limited companies in India, in which he/she is a Director.

Necessary disclosures regarding Committee positions have been made by all the Directors.

Further, none of our Independent Directors serve as Non-Independent Director of any company on the Board of which any of our Non-Independent Director is an Independent Director. None of the Independent Directors have any inter-se relationship and each one of them is independent to each other.

(ii) Board Meetings

The Board meets at regular intervals to discuss and take decision on Company's business policy and strategy including their implementation and also reviews risk, audit, control, compliance and other related matters apart from other Board businesses. Quarterly updates on relevant statutory changes encompassing important laws are regularly circulated to the

Directors. Usually, meetings of the Board and Committees thereof are held in Vadodara, Gujarat at the Registered Office of the Company.

Measures to ensure effective participation by the Directors

- The Board/Committee meetings are pre-scheduled.
- Tentative annual calendar of the Board and Committee meetings is circulated to the Directors well in advance.
- For urgent needs, Board/Committee approval is taken by passing resolutions through circulation, as permitted by law, which are noted and confirmed in the subsequent Board/Committee meetings.
- Agenda of meeting includes detailed notes to enable the Directors to take an informed decision.
- Agenda of meeting includes Action Taken Report comprising actions from previous meetings and status updates thereon.
- The agenda and related information are circulated in electronic form and also through a highly secured web-based application, which is available to the Board/Committee members through tablet/laptop. This has reduced paper consumption, thus enhancing the sustainability efforts of the Company and increasing confidentiality.

During the Financial Year 2024-25, four (4) meetings of Board of Directors of the Company were held. The time gap between any two (2) meetings was not more than one hundred and twenty (120) days, ensuring compliance with the requirement of Regulation 17 of the Listing Regulations and Section 173 of the Act. The necessary quorum was present for all the meetings of Board of Directors.

Details of attendance of Directors at the Board meetings during the Financial Year 2024-25 and at the previous Annual General Meeting (53rd AGM) are as under:

Sr. No.	Name of Directors	Date of Board Meetings & Attendance				% of Attendance	Attendance at 53 rd AGM
		May 20, 2024	August 5, 2024	November 13, 2024	February 13, 2025		
1	Shri Deepak C. Mehta	✓	✓	✓	✓	100%	✓
2	Shri Maulik Mehta	✓	✓	✓	✓	100%	✓
3	Shri Sanjay Upadhyay	✓	✓	✓	✓	100%	✓
4	Shri Girish Satarkar	✓	✓	✓	✓	100%	✓
5	Shri Ajay C. Mehta	✓	✓	✓	✓	100%	✓
6	Shri Meghav Mehta	✓	✓	✓	✓	100%	✓
7	Shri Sanjay Asher	✓	✓	✓	✓	100%	✓
8	Smt. Purvi Sheth	✓	✓	✓	✓	100%	✓
9	Shri Dileep Choksi	✓	✓	✓	✓	100%	✓
10	Shri Punit Lalbhai	X	✓	✓	✓	75%	✓
11	Shri Vipul Shah	✓	✓	✓	✓	100%	✓
12	Shri Prakash Samudra	✓	✓	✓	✓	100%	✓

✓ - Present, X - Absent

The necessary disclosures regarding Directorship and Committee positions have been made by the Directors who are on the Board of the Company as on March 31, 2025 and the same is provided below:

Sr. No.	Name of Director	Director Identification Number	No. of Shares held in the Company	No. of Directorships held (including Listed entities) ^a	No. of Committee Position held as Chairman in other Public Companies ^b	No of Committee Position held as Member in other Public Companies ^b
1	Shri Deepak C. Mehta	00028377	2,25,35,241	06	--	--
2	Shri Maulik Mehta	05227290	1,31,300	06	--	--
3	Shri Sanjay Upadhyay	01776546	1,738	06	02	05
4	Shri Girish Satarkar	00340116	12	01	--	--
5	Shri Ajay C. Mehta	00028405	--	02	01	01
6	Shri Meghav Mehta	05229853	47,290	05	--	--
7	Shri Sanjay Asher	00008221	--	09	02	09
8	Smt. Purvi Sheth	06449636	--	10	--	01
9	Shri Dileep Choksi	00016322	--	04	01	03
10	Shri Punit Lalbhai	05125502	--	05	01	02
11	Shri Vipul Shah	00174680	--	02	--	01
12	Shri Prakash Samudra	00062355	--	01	--	--

- a. Excludes directorships in Private Limited Companies, Section 8 Companies, Foreign Companies, Membership of Managing Committee of various chambers/bodies and alternate directorships and includes directorship in Deepak Nitrite Limited.
- b. In accordance with the provisions of the Listing Regulations, Memberships / Chairmanships of only Audit Committee and Stakeholders' Relationship Committee in all public limited companies (including Deepak Nitrite Limited) have been considered.

Name(s) of the listed entities where the Directors of the Company are Directors and the category of Directorship as required under the Listing Regulations as on March 31, 2025:

Sr. No.	Name of Director	Name of Listed Entity	Chairman and Directorship
1	Shri Deepak C. Mehta	Deepak Nitrite Limited	Chairman & Managing Director
2	Shri Maulik Mehta	Deepak Nitrite Limited	Executive Director & CEO
		Transpek Industry Limited	Independent Director
3	Shri Sanjay Upadhyay	Deepak Nitrite Limited	Director (Finance) & Group CFO
4	Shri Girish Satarkar	Deepak Nitrite Limited	Executive Director
5	Shri Ajay C. Mehta	Deepak Nitrite Limited	Non - Executive Director
6	Shri Meghav Mehta	Deepak Nitrite Limited	Non - Executive Director
7	Shri Sanjay Asher	Ashok Leyland Limited	Independent Director
		Hawkins Cookers Limited	Independent Director
		Gillette India Limited	Independent Director
		Epigral Limited	Independent Director
		Deepak Nitrite Limited	Independent Director
		Sonata Software Limited	Independent Director
8	Smt. Purvi Sheth	Shoppers Stop Limited	Independent Director
		Kirloskar Oil Engines Limited	Independent Director
		Kirloskar Industries Limited	Independent Director
		Ambuja Cements Limited	Independent Director
		Metropolis Healthcare Limited	Independent Director
		Deepak Nitrite Limited	Independent Director
9	Shri Dileep Choksi	Deepak Nitrite Limited	Independent Director
10	Shri Punit Lalbhai	The Anup Engineering Limited	Non - Executive Director
		Arvind Fashions Limited	Non - Executive Director
		Arvind Limited	Executive Director
		Deepak Nitrite Limited	Independent Director
11	Shri Vipul Shah	Deepak Nitrite Limited	Independent Director
		The Supreme Industries Limited	Independent Director
12	Shri Prakash Samudra	Deepak Nitrite Limited	Independent Director

(iii) Board Procedure

For seamless scheduling of meetings, the calendar of meetings of the Board and its Committees is agreed upon and circulated at the beginning of the year.

The Board plays a critical role in the strategy development of the Company. To enable the Board to discharge its responsibilities effectively and take informed decisions, the Chairman & Managing Director as well as Executive Director & CEO of the Company apprises the Board on the overall performance of the Company every quarter including the performance of subsidiary companies.

The Board has complete access to all information of the Company.

The following minimum information as required under Part A of Schedule II of the Listing Regulations is regularly provided to the Board as a part of the agenda papers well in advance of the Board meetings or is tabled during the course of the Board meeting, for their consideration:

- Annual operating plans, budgets and any update thereof;
- Capital budgets and any updates thereof;
- Annual and quarterly results of the Company and operating divisions and business segments;
- Minutes of the meetings of the Audit Committee and other Committees of the Board of Directors;
- Minutes of subsidiary companies and other significant transactions and arrangements entered into by the subsidiary companies;
- Information on recruitment and remuneration of senior management employees just below the level of Board of Directors, including the appointment or removal of Chief Financial Officer and Company Secretary;
- Show cause, demand, prosecution and penalty notices, which are materially important;
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems;
- Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company;
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order, which may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company;

- Significant development in Human Resources/Industrial Relations front like signing of Wage Agreement, implementation of Voluntary Retirement Scheme etc.;
- Sale of investments, assets which are material in nature and not in the normal course of business;
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material; and
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

The Board periodically reviews compliance reports of all laws applicable to the Company, prepared by the Company as well as steps taken by the Company to rectify instances of non-compliances, if any. The declarations made by the Chairman & Managing Director, the Executive Director & CEO, the Director (Finance) & Group CFO, the Chief Financial Officer and the Company Secretary of the Company regarding compliance with all applicable laws are placed before the Board, on a quarterly basis.

The Board also reviews performance of subsidiary companies at regular intervals in pursuant to requirement of the Listing Regulations,.

Board Support: Company Secretary

The Company Secretary assists the Board for compliance with corporate governance requirements, best management practices and code of conduct of the Company. The Company Secretary tracks and monitors the Board and its Committees proceedings to ensure that the terms of reference/charters are adhered to, decisions are properly recorded in the minutes and actions on the decisions are tracked.

The terms of reference/charters are amended and updated from time to time in order to keep the functions and role of the Board and its Committees at par with the changing statutes.

Meeting effectiveness is ensured through circulation of detailed agenda along with other materials/presentation in advance as per statutory timelines along with tracking of action taken reports at every meeting.

Additionally, based on the agenda items, meetings are attended by members of the senior leadership as invitees which brings in the requisite accountability and also provide developmental inputs.

(iv) Disclosure of relationships between Directors inter-se

Shri Deepak C. Mehta, Chairman & Managing Director and Shri Ajay C. Mehta, Non-Executive Director of the Company are brothers. Shri Maulik Mehta, Executive Director & CEO and Shri Meghav Mehta, Non-Executive Director are son of Shri Deepak C. Mehta, Chairman & Managing Director and nephew of Shri Ajay C. Mehta, Non-Executive Director of the Company. Shri Maulik Mehta, Executive Director & CEO and Shri Meghav Mehta, Non-Executive Director are brothers.

(v) Independent Directors

The term of Independent Directors is defined under Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the Listing Regulations and Section 149(6) of the Act and that they are Independent of the management.

In terms of Regulation 25(8) of Listing Regulations, Independent Directors have confirmed that they are not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Independent Directors play a pivotal role by overseeing the Company's internal controls, financial reporting and risk management. They provide valuable insights and recommendations that help the Company achieve its goals for ensuring effective Corporate Governance for the success and sustainability of the organisation. Their increased presence in the boardroom has been hailed as a harbinger for striking a right balance between individual, economic and social interests.

The selection of eminent people for appointment as Independent Directors on the Board is considered by the Nomination and Remuneration Committee. The maximum tenure of Independent Directors is in accordance with the Act and Listing Regulations. The Committee, *inter alia* considers qualification, positive attributes, area of expertise and number of directorships and memberships held in various committees of other companies by such person and recommend the same to the Board of Directors for consideration and recommend the same to the shareholders for their approval. The Board considers the Committee's recommendation and takes an appropriate decision.

Additionally, in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Independent Directors

of the Company have confirmed registration of their name with the Independent Directors' databank maintained by the Indian Institute of Corporate Affairs.

The Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and Independence of Directors in terms of provisions of Section 178(3) of the Act and Regulation 19 read with Part D of Schedule II of the Listing Regulations.

The Company issues a formal letter, immediately upon appointment or re-appointment of each Independent Director and the terms and conditions of their appointment are available on the website of the Company at www.godeepak.com.

(vi) Separate meeting of Independent Directors

The Independent Directors meet at least once in a year without presence of Executive Directors, Non-Executive Non-Independent Directors and Management of the Company. During the year under review, the Independent Directors met on March 10, 2025, as required under Schedule IV of the Act (Code for Independent Directors) and Regulation 25(3) of the Listing Regulations to:

- Evaluate the performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluate the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors; and
- Evaluate quality, quantity and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the meeting held on March 10, 2025 and the said meeting was chaired by Smt. Purvi Sheth, Independent Director and Chairperson of Nomination and Remuneration Committee of the Company.

Further, as a good Corporate Governance practice, a separate interaction of Independent Directors with Statutory Auditors and Internal Auditors, without presence of members and management of the Company was held on March 10, 2025.

The Chairman of the Board was updated by the Chairperson of the meeting of Independent Directors about the outcome of the meeting and actions, if any, required to be taken by the Company.

(vii) Process for appointment / re-appointment of Directors

Identification of candidature to be appointed as Director	Recommendation by Nomination and Remuneration Committee	Board Approval	Shareholders' Approval
Nomination and Remuneration Committee is responsible for identification of persons who are qualified to become Directors, in accordance with the criteria laid down.	Upon identification, the Committee recommends the appointment of Directors to the Board. Further, on the basis of the report of performance evaluation of Independent Directors, the Committee recommends their re-appointment to the Board.	The Board members, after considering recommendations of the Committee, recommend the appointment or re-appointment of Directors to the shareholders for their approval.	The proposal for appointment or re-appointment as recommended by the Board is placed before shareholders for approval.

(viii) Induction and Familiarization Program for Independent Directors

Pursuant to Regulation 25(7) of the Listing Regulations, the Company imparted various familiarization programmes for its Independent Directors to familiarize the Independent Directors to enable them to understand the Company, its operations, business, industry and environment in which it functions and the regulatory requirement applicable to it.

At the time of appointment of a Director (including Independent Director), a letter of appointment is provided to him/her, which *inter alia* explains the roles, functions, duties and responsibilities expected by him/her as a Director of the Company.

The Directors from time to time get an opportunity to visit the Company's Plants to enable them to have full understanding on the operations of the Company.

Pursuant to Regulation 46 of the Listing Regulations, the details of such familiarization programmes held during the Financial Year 2024-25 are available on the website of

the Company at <https://www.godeepak.com/wp-content/uploads/2025/06/DNL-Familiarization-Programmes-2025.pdf>.

The Chairman & Managing Director also have a one-to-one discussions with the newly appointed Director to familiarize him/her with the Company's business and activities.

Further, on an ongoing basis as a part of agenda of Board and Committee meetings, presentations are regularly made on various matters *inter alia* covering the Company's business, operations, industry, regulatory updates etc.

(ix) Skills/ Expertise / Competencies of the Board of Directors

The Board, with the help of Nomination and Remuneration Committee, evaluates composition of the Board of Directors to ensure that the Board has the appropriate mix of skills, expertise, experience, professional competencies, independence and knowledge to ensure their continued effectiveness.

Following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and the same is mapped against each of the Directors:

Sr No	Nature of Skills / Expertise / Competencies	Shri Deepak C. Mehta	Shri Maulik Mehta	Shri Sanjay Upadhyay	Shri Girish Satarkar	Shri Ajay C. Mehta	Shri Meghav Mehta	Shri Sanjay Asher	Shri Dileep Choksi	Smt. Purvi Sheth	Shri Punit Lalbhai	Shri Vipul Shah	Shri Prakash Samudra
	Qualification	Bachelor of Science from University of Bombay	Bachelor of Business Administration from University of Liverpool, UK. Master in Industrial and Organisational Psychology from Columbia University, USA. Owner & President Management Program from Harvard Business School	Associate Member of the Institute of Cost Accountants of India and Fellow Member of the Institute of Company Secretaries of India. Advanced Management Programme from Wharton, USA.	B.Sc (Tech) and M.Sc (Tech) in Textile Chemistry from The Institute of Chemical Technology, ICT (formerly UDCT) University of Mumbai and Masters of Marketing Management (MMM) from Welingkar Institute of Management, University of Mumbai.	Science Graduate with Honours from University of Mumbai and Master of Science (Chemical Engineering) from the University of Texas, USA	Mechanical Engineer from the Rochester Institute of Technology (New York, USA) with a specialization in Material Science and Technology and Alternative Energy	Bachelor's Degree in Commerce and in Law from the University of Bombay, Qualified Chartered Accountant and a Solicitor	Bachelor of Law, Fellow, Member of The Institute of Chartered Accountants of India, Member of The Institute of Cost Accountants of India.	Bachelors Degree in Arts, Economics & Political Science from St. Xavier's College, Mumbai University and obtained a CPD Business Strategy & Leadership Management from Wharton Business School, USA	Bachelors' degree from University of California, Davis in conservation biology; a Masters in Environmental Science from Yale University, USA and MBA from INSEAD, France.	Bachelor of Science in Chemical Engineering and Master degree in Polymer Science from the University of Texas, Austin, United States.	Chemical Engineering from the Indian Institute of Technology (IIT), Bombay
1	Industry Knowledge:												
	Knowledge on Company's Businesses (Chemical Intermediates)	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Policies and Culture (Including the Mission, Vision and Values of the Company)	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Major risks / threats, potential opportunities and knowledge of the industry in which the Company operates	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
2	Behavioural Competencies/ Personal Attributes:												
	Behavioural skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
3	Strategic Expertise:												
	Business Strategy	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Sales & Marketing	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Corporate Governance	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Forex Management	✓	✓	✓	✓	✓	-	✓	✓	-	✓	✓	✓
	Administration	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Decision Making	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓

Sr No	Nature of Skills / Expertise / Competencies	Shri Deepak C. Mehta	Shri Maulik Mehta	Shri Sanjay Upadhyay	Shri Girish Satarkar	Shri Ajay C. Mehta	Shri Meghav Mehta	Shri Sanjay Asher	Shri Dileep Choksi	Smt. Purvi Sheth	Shri Punit Lalbhai	Shri Vipul Shah	Shri Prakash Samudra
4	Technical Skills:												
	Financial and Management skills	✓	✓	✓	✓	✓	✓	✓	✓	-	✓	✓	✓
	Legal expertise	✓	-	✓	✓	✓	✓	✓	✓	-	✓	✓	-
	Technical / Professional skills and specialized	✓	✓	✓	✓	✓	✓	✓	✓	-	✓	✓	✓
5	Other Skills:												
	Decision making skills	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Communication skills	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Leadership skills	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Stakeholder Relations	✓	✓	✓	✓	✓	✓	✓	✓	-	✓	✓	✓
	Risk Management Skills	✓	✓	✓	✓	✓	✓	✓	✓	-	✓	✓	✓

It is evident from the above mentioned details that the Board of the Company is highly structured to ensure a high degree of diversity by qualifications, skills, expertise and competencies.

(x) Annual Evaluation of Board Performance and Performance of its Committees and Directors

In compliance with the Act and the Listing Regulations and upon recommendation of the Nomination and Remuneration Committee, the Board has adopted a Performance Evaluation Policy specifying the criteria for effective evaluation of the Board, its Committees and Individual Directors. The performance evaluation criteria for Independent Directors is also provided in the Performance Evaluation Policy as adopted by the Board.

The Board has carried out an annual evaluation of its own performance, its Committees and individual Directors, based on the criteria as provided in the Performance Evaluation Policy.

The performance of the Independent Directors was evaluated by the entire Board without the presence of Independent Director being evaluated, at their meeting held on May 28, 2025.

Based on such evaluation, the Board is of the view that all Independent Directors are having thorough knowledge, expertise and experience in their respective areas. They also have very good understanding of the Company's business and the general economic environment in which it operates. They devote quality time and full attention to understand key issues relating to business of the Company and advising on the same. Their valuable contribution has certainly improved the governance standards within the Company.

The performance of the Committees was also evaluated by the Board after seeking inputs from the Committee members. Based on such evaluation, the Board is of the view that various Committee of Directors are well constituted by way of having optimum number of Independent Directors with precise Terms of Reference/Charter. The respective Committees actively discussed various matters and effective suggestions were made concerning business, operations and governance of the Company.

In a separate meeting of Independent Directors, the performance of Non-Independent Directors, the Chairman and the Board as a whole was evaluated. Based on such evaluation, the Independent Directors found the performance of Non-Independent Directors completely satisfactory and were of the view that the Executive Directors of the Company

have been open and transparent in sharing issues with the Board while simultaneously resolving those issues. The performance of the Chairman was rated High *inter alia* for active participation in the discussions, steering meetings of the Board effectively, acting impartially, encouraging open debate and welcoming suggestions put forth by all the Directors. The performance evaluation of the Board as a whole, was rated as completely satisfactory. The Independent Directors were of the view that the Directors take active part in the deliberations at the meeting of Board and provide guidance and advice to the management on various aspects of business, governance, compliance etc. towards enhancing shareholders value and overseeing the interests of all stakeholders through effective management.

3. COMMITTEES OF BOARD OF DIRECTORS

The Board has delegated certain functions to its various Committees, in accordance with the applicable laws, that are established to carry out clearly defined roles. These Committees conduct detailed reviews of the items under their purview before presenting them to the Board for consideration. The Committees appointed by the Board are dedicated to specific matters and have the delegated authority to make informed decisions within their respective scopes. The Committees operate under the direct supervision of the Board. Generally, Committee meetings are held before the Board meetings and the Chairperson of the respective Committee brief the Board about the deliberations held and decisions taken by the respective Committees.

The Committees also provide specific recommendations to the Board on matters within their purview. All decisions and recommendations made by the Committees are presented to the Board either for approval or information. During the Financial Year ended March 31, 2025, all recommendations made by the Committees were accepted by the Board.

As on March 31, 2025, the Company is having six (6) Committees of the Board viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship & Investors Grievance Committee, Corporate Social Responsibility Committee, Risk Management Committee and Sustainability Committee of Directors of the Company. Besides the above, there are several other Committees constituted by the Board for specific / day-to-day matters.

Composition of Committees as on March 31, 2025

All the Committees have optimum composition pursuant to requirements of the Act and Listing Regulations. Below is the composition of the Committees as on March 31, 2025:

Name of Directors	Audit Committee	Nomination And Remuneration Committee	Stakeholder's Relationship & Investors Grievance Committee	Corporate Social Responsibility Committee	Risk Management Committee	Sustainability Committee
Shri Deepak C. Mehta	-	M	-	C	C	-
Shri Maulik Mehta	-	-	-	-	M	M
Shri Sanjay Upadhyay	-	-	M	M	M	-
Shri Girish Satarkar	-	-	-	-	-	M
Shri Ajay C. Mehta	-	-	C	-	-	-
Shri Meghav Mehta	-	-	-	-	-	-
Shri Sanjay Asher	M	M	-	-	-	-
Smt. Purvi Sheth	-	C	-	M	-	-
Shri Dileep Choksi	C	-	-	-	-	-
Shri Punit Lalbhai	-	-	M	M	-	C
Shri Vipul Shah	M	-	-	-	M	M
Shri Prakash Samudra	-	-	-	-	M	-

C – Chairperson, M – Member

(A) Audit Committee

The Company is having a duly constituted qualified and independent Audit Committee. As on March 31, 2025, all the members of Audit Committee were Independent Directors having relevant experience in financial matters as well as have accounting or related financial management expertise and are considered financially literate as defined in Regulation 18(1)(c) of the Listing Regulations. The Audit Committee acts as a link between the Statutory and Internal Auditors and the Board of Directors. The Audit Committee assists the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial reporting process of the Company, the audits of the Company's financial statements, the appointment, independence and performance of the Statutory Auditors and the Internal Auditors.

All the items listed in Section 177 of the Act and Regulation 18(3) read with Part C of Schedule II to the Listing Regulations are covered in the Terms of Reference of the Audit Committee. Quarterly Reports are also placed before the members of the Audit Committee on matters relating to the Insider Trading Code of the Company.

(i) Composition of Audit Committee

The Audit Committee comprises of the following members as on March 31, 2025:

Name of Member	Designation	Category
Shri Dileep Choksi	Chairman	Independent Director
Shri Sanjay Asher	Member	Independent Director
Shri Vipul Shah	Member	Independent Director

The Committee's composition meets with the requirement of Section 177 of the Act and Regulation 18(1) of the Listing Regulations.

The Company Secretary acts as a Secretary to the Audit Committee.

Representatives of Statutory Auditors, Internal Auditors and other executives of the Company are invited to the meetings of Audit Committees

Shri Dileep Choksi, Chairman of the Audit Committee, was present at the previous Annual General Meeting of the Company held on August 6, 2024.

(ii) Brief Description of Terms of Reference of the Audit Committee

In accordance with the provisions of the Act and the Listing Regulations, the role of the Audit Committee of Directors includes the following:

- 1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the Financial Statement is correct, sufficient and credible;
- 2) Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
- 3) Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
- 4) Reviewing, with the management, the Annual Financial Statements and Auditor's report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of Clause (c) of Sub-section (3) of Section 134 of the Act;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the Financial Statements arising out of Audit findings;
 - Compliance with Listing and other Legal requirements relating to Financial Statements;
 - Disclosure of any Related Party Transactions; and
 - Modified opinion(s) in the draft Audit Report.
- 5) Reviewing, with the management, the quarterly Financial Statements before submission to the Board for approval;
- 6) Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
- 7) Reviewing and monitoring the Auditor's independence and performance and effectiveness of Audit process;
- 8) Approval or any subsequent modification of transactions of the Company with Related Parties;
- 9) Scrutiny of inter-corporate loans and investments;
- 10) Review of Valuation of undertakings or assets of the Company, wherever it is necessary;
- 11) Evaluation of Internal Financial Controls and Risk Management Systems;
- 12) Reviewing, with the Management, performance of statutory and Internal Auditors, adequacy of the Internal Control Systems;
- 13) Reviewing the adequacy of Internal Audit Function, if any, including the structure of the Internal Audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of Internal Audit;
- 14) Discussion with Internal Auditors of any significant findings and follow up there on;
- 15) Reviewing the findings of any Internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of Internal Control systems of a material nature and reporting the matter to the Board;
- 16) Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- 17) To look into the reasons for substantial defaults in the payment to the Depositors, Debenture holders, Shareholders (in case of non-payment of declared Dividends) and Creditors;
- 18) To review the functioning of the Whistle Blower Mechanism;
- 19) Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- 20) Review of Management Discussion and Analysis of financial condition and result of operations and Statement of Significant Related Party Transactions;
- 21) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
- 22) Reviewing the utilization of loans and/or advances from / investment by the Company in its subsidiary exceeding ₹ 100 Crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments;
- 23) To review quarterly reports on matters relating to Prohibition of Insider Trading Regulations, 2015; and
- 24) Such other terms as may be prescribed under the Act or the Listing Regulations.

(iii) Meetings of Audit Committee and Attendance of Members

Four (4) meetings of the Audit Committee were held during the Financial Year 2024-25. The time gap between any two (2) meetings was not more than one hundred and twenty (120) days, ensuring compliance with the requirement of Regulation 18 of the Listing Regulations and the Act.

All the members were present at all the meetings of the Audit Committee held during Financial Year 2024-25. In case of a special and urgent business needs, the Audit Committee's approval is taken by passing resolutions by circulation, as permitted by law, which is noted and confirmed at the subsequent meeting of the Audit Committee.

Details of number of meetings of Audit Committee held during the Financial Year 2024-25 and attendance of respective members are as under:

Name of Member	May 20, 2024	August 5, 2024	November 13, 2024	February 13, 2025	% of Attendance
Shri Dileep Choksi	✓	✓	✓	✓	100%
Shri Sanjay Asher	✓	✓	✓	✓	100%
Shri Vipul Shah	✓	✓	✓	✓	100%

(B) Nomination and Remuneration Committee

Pursuant to provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations, the Nomination and Remuneration Committee of the Board is duly constituted.

The Nomination and Remuneration Committee is responsible for evaluating the balance of skills, knowledge, experience, independence and diversity on the Board and for drawing up selection criteria, ongoing succession planning and appointment procedures for Directors and Senior Management employees. Further, the Committee is also responsible for formulating policies with respect to remuneration, performance evaluation, Board diversity, etc. in line with the requirements of the Act and the Listing Regulations.

The Nomination and Remuneration Committee recommends remuneration of Managing Director/Executive Directors to the Board by reference to individual performance, experience and market conditions with a view to provide a remuneration which is commensurate with the responsibilities involved. In reviewing the overall remuneration of Directors, Key Managerial Personnel and one level below Chief Executive Officer/Managing Director/Whole-time Director, the Nomination and Remuneration Committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talent. It also ensures that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and that the remuneration involves a balance between fixed and variable pay reflecting short term and long term objectives of the Company.

(i) Composition of Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises of the following members as on March 31, 2025:

Name of Member	Designation	Category
Smt. Purvi Sheth	Chairperson	Independent Director
Shri Sanjay Asher	Member	Independent Director
Shri Deepak C. Mehta	Member	Chairman & Managing Director

The Company Secretary acts as a Secretary to the Nomination and Remuneration Committee.

(ii) Brief Description of Terms of Reference of the Nomination and Remuneration Committee

In accordance with the provisions of the Act and the Listing Regulations, the Terms of Reference for the Nomination and Remuneration Committee of Directors are as under:

- 1) Formulation of the criteria for determining qualifications, positive attributes and Independence of a Director and recommend to the Board of Directors a policy relating to the remuneration of the Directors, Key Managerial Personnel ("KMP") and functional heads i.e. employee one level below Chief Executive Officer/Managing Director/Whole time Director;
- 2) Formulation of the criteria for effective evaluation of performance of Board, its Committee and individual Directors;

- 3) Devising a policy on diversity of Boards of Directors;
- 4) Identifying persons who are qualified to become Directors and who may be appointed as Key Managerial Personnel or functional head i.e. employees one level below Chief Executive Officer/Managing Director/ Whole-time Director, in accordance with the criteria laid down and recommend to the Board their appointment and removal;
- 5) Whether to extend or continue the term of appointment of Independent Directors, on the basis of the report of performance evaluation of Independent Directors;
- 6) To recommend to the Board, all remuneration, in whatever form, payable to Key Managerial Personnel and functional head i.e. employees one level below Chief Executive Officer/Managing Director/Whole-time Director; and
- 7) Such other terms as may be required under the Act or the Listing Regulations

(iii) Meetings of Nomination and Remuneration Committee and Attendance of Members

One (1) meeting of the Nomination and Remuneration Committee was held during the Financial Year 2024-25. All the members were present at the said meeting. In case of a special and urgent business needs, the Nomination and Remuneration Committee's approval is taken by passing resolutions by circulation, as permitted by law, which is noted and confirmed at the subsequent meeting of the Nomination and Remuneration Committee.

Details of meeting of Nomination and Remuneration Committee held during the Financial Year 2024-25 and attendance of respective members are as under:

Name of Member	May 20, 2024	% of Attendance
Smt. Purvi Sheth	✓	100%
Shri Sanjay Asher	✓	100%
Shri Deepak C. Mehta	✓	100%

(iv) Criteria for appointment of Directors, Key Managerial Personnel and Senior Management employees

The Nomination and Remuneration Policy duly approved by the Nomination and Remuneration Committee specifies the criteria for appointment of Independent Directors, Managing Director/Executive Director, Key Managerial Personnel and Senior Management employees, which has been disclosed in the Directors' Report.

(v) Nomination and Remuneration Policy

The Nomination and Remuneration Policy of the Company has been posted on the website of the Company at www.godeepak.com. The said Policy is directed towards rewarding performance, based on review of achievements periodically and is in consonance with the existing industry practice. The key factors considered in formulating the Policy are as under:

- a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors to run the Company successfully;
- b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- c) Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

(vi) Diversity, Equity and Inclusion Policy

The Company recognizes the importance of diversity, equity and inclusion. The Company operates in a diverse society and understand that its customers as well as talent pool have diverse characteristics and different experiences, needs and aspirations. The Company is committed to providing equal and inclusive workplace free from any unfair treatment or unlawful discrimination.

Towards this, the Company has adopted Diversity, Equity and Inclusion Policy. The purpose of the Policy is to set out the Company's commitment to providing workplace free from discrimination for employees. The Policy also sets out the Company's expectations, where each employee has a responsibility to adhere to and uphold the policy.

The Company strives to provide diverse and inclusive workforce where each individual feels valued and empowered. Individuals with different backgrounds, skills, attitudes and experiences bring fresh ideas and perspectives. As a diverse organization, the Company seeks to encourage and harness these differences and make its products innovative, relevant and accessible.

(C) Stakeholder's Relationship & Investors Grievance Committee

In accordance with the provisions of Section 178 of the Act and Regulation 20 of the Listing Regulations, Stakeholders' Relationship & Investors Grievance Committee of the Board is duly constituted.

The role of Stakeholders' Relationship & Investors Grievance Committee includes monitoring shareholding movements, prompt resolution of the grievances of security holders, ensuring expeditious share transfer process, implementation of ways to enhance shareholder experience evaluating performance and service standards of the Registrar and Share Transfer Agent ("RTA") of the Company etc.

(i) Composition of Stakeholders' Relationship & Investors Grievance Committee

The Stakeholders' Relationship & Investors Grievance Committee comprises of the following members as on March 31, 2025:

Name of Member	Designation	Category
Shri Ajay C. Mehta	Chairman	Non- Executive Director
Shri Sanjay Upadhyay	Member	Director (Finance) & Group CFO
Shri Punit Lalbhai*	Member	Independent Director

**Shri Punit Lalbhai was inducted as a member of the Stakeholders' Relationship & Investors Grievance Committee with effect from May 21, 2024, in place of Shri Sanjay Asher.*

Shri Arvind Bajpai, Company Secretary of the Company, is the Compliance Officer. The Company Secretary acts as a Secretary to the Stakeholders' Relationship & Investors Grievance Committee. Shri Arvind Bajpai is also appointed as the Nodal Officer under Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

Shri Ajay C. Mehta, Chairman of Stakeholders' Relationship & Investors Grievance Committee was

present at the previous Annual General Meeting of the Company held on August 6, 2024.

(ii) Brief Description of Terms of Reference of the Stakeholders' Relationship & Investors Grievance Committee

In accordance with the provisions of the Act and the Listing Regulations, the Terms of Reference for the Stakeholders' Relationship & Investors' Grievances Committee of Directors are as under:

- 1) Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates etc.;
- 2) Review of measures taken for effective exercise of voting rights by shareholders;
- 3) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- 4) Review of various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company; and
- 5) Such other terms as may be required under the Act or the Listing Regulations.

(iii) Meetings of Stakeholders' Relationship & Investors Grievance Committee and Attendance of Members

Four (4) meetings of the Stakeholders' Relationship & Investors Grievance Committee were held during the Financial Year 2024-25 and the necessary quorum was present at the meeting. All the members were present at all the meetings of the Stakeholders' Relationship & Investors Grievance Committee held during Financial Year 2024-25 /during their tenure.

Details of number of meetings of Stakeholders' Relationship & Investors Grievance Committee held during the Financial Year 2024-25/during the tenure of members and attendance of respective members are as under:

Name of Member	May 20, 2024	August 5, 2024	November 13, 2024	February, 13, 2025	% of Attendance
Shri Ajay C.Mehta	✓	✓	✓	✓	100%
Shri Sanjay Upadhyay	✓	✓	✓	✓	100%
Shri Punit Lalbhai*	NA	✓	✓	✓	100%
Shri Sanjay Asher	✓	NA	NA	NA	100%

**Shri Punit Lalbhai was inducted as a member of the Stakeholders' Relationship & Investors Grievance Committee with effect from May 21, 2024, in place of Shri Sanjay Asher.*

(iv) Investors Grievance

Continuous efforts are being made to ensure that Investor's grievances are expeditiously redressed to the satisfaction of the Investors.

The Company and MUFG Intime India Private Limited (Registrar & Share Transfer Agent) attend to all the grievances of the Investors promptly on their receipt, whether received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs etc.

The details of Investors Complaints received and redressed during Financial Year 2024-25 are as follows:

Number of pending complaints at the beginning of the Financial Year	0
Number of complaints received during the Financial Year	12
Number of complaints resolved during the Financial Year	12
Number of complaints pending at the end of the Financial Year	0
Number of complaints not solved to the satisfaction of shareholders	0

An update on the status of Investors Complaints received by the Company is reported to the Board and is also filed with the Stock Exchanges on quarterly basis.

(v) Investor Grievance Redressal Policy

The Company believes that transparent framework for handling shareholders' grievances would help shareholders to register and escalate their grievances to the relevant authorities.

In continuation of the Company's endeavour to strengthen its Investor Relations and Corporate Governance practices, the Company has adopted an Investors' Grievance Redressal Policy for effective redressal of Investors grievances.

The said Policy is available on the website of the Company at <https://www.godeepak.com/wp-content/uploads/2025/04/Investors-Grievance-redressal-policy-f.pdf>

(D) Corporate Social Responsibility Committee

In accordance with provisions of Section 135 of the Act and Rule 4 of The Companies (Corporate Social Responsibility Policy) Rules, 2014, the Corporate Social Responsibility Committee of the Board is duly constituted.

The Corporate Social Responsibility ("CSR") Committee is responsible to review CSR projects undertaken by the Company, recommend CSR budget, formulate annual action plan, monitor CSR expenditures, engage with the government agencies and development organizations to carry out durable and meaningful CSR initiatives.

(i) Composition of Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee comprises of the following members as on March 31, 2025:

Name of Member	Designation	Category
Shri Deepak C. Mehta	Chairman	Chairman & Managing Director
Shri Sanjay Upadhyay	Member	Director (Finance) & Group CFO
Shri Punit Lalbhai	Member	Independent Director
Smt. Purvi Sheth	Member	Independent Director

The Company Secretary acts as a Secretary to the Corporate Social Responsibility Committee.

(ii) Terms of Reference

The Terms of Reference of the Corporate Social Responsibility Committee are as under:

- 1) To formulate and recommend to the Board a Corporate Social Responsibility Policy ("CSR Policy");
- 2) To recommend the amount of expenditure to be incurred by the Company on the activities listed in CSR Policy;
- 3) To monitor the CSR Policy of the Company from time to time; and
- 4) Such other roles and functions as may be prescribed in the Act and Rules made thereunder.

(iii) Meetings of Corporate Social Responsibility Committee and Attendance of Members

During the Financial Year 2024-25, two (2) meetings of the Corporate Social Responsibility Committee were held. The necessary quorum was present for all the meetings of the Corporate Social Responsibility Committee.

The details of number of meetings of Corporate Social Responsibility Committee held during the Financial Year 2024-25 and attendance of respective members are as under:

Name of Member	May 20, 2024	August 1, 2024	% of Attendance
Shri Deepak C. Mehta	✓	✓	100%
Shri Sanjay Upadhyay	✓	✓	100%
Smt. Purvi Sheth	✓	✓	100%
Shri Punit Lalbhai	X	✓	50%

(iv) Report on CSR activities

As required under the Act and Rules made thereunder, Report on the CSR activities undertaken by the Company during the year ended March 31, 2025 is annexed to the Directors' Report.

(E) Risk Management Committee

Pursuant to the requirements of Regulation 21 of the Listing Regulations, the Board of Directors has constituted the Risk Management Committee.

The Risk Management Committee is responsible to monitor the Risk Management Framework of the Company; review reports related to risk matrix; assess significant risks and the controls/mitigating measures; and assist the Board to fortify the Risk Management procedures and practices across the Company's operations.

(i) Composition of Risk Management Committee

The Risk Management Committee comprises of the following members as on March 31, 2025:

Name of Member	Designation	Category
Shri Deepak C. Mehta	Chairman	Chairman & Managing Director
Shri Sanjay Upadhyay	Member	Director (Finance) & Group CFO
Shri Maulik Mehta	Member	Executive Director & CEO
Shri Vipul Shah	Member	Independent Director
Shri Prakash Samudra*	Member	Independent Director

*Shri Prakash Samudra ceased to be a member of the Risk Management Committee from close of business hours on April 9, 2025.

The Company Secretary of the Company acts as the Secretary to the Risk Management Committee.

(ii) Terms of Reference

In accordance with the provisions of the Listing Regulations, the Terms of Reference for the Risk Management Committee of Directors are as under:

- To formulate a detailed Risk Management Policy which shall include:
 - A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks) information technology, cyber security risks or any other risk as may be determined by the Committee;
 - Measures for risk mitigation including systems and processes for internal control of identified risks; and
 - Business continuity plan;
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the Risk Management Policy, including evaluating the adequacy of Risk Management systems;
- To periodically review the Risk Management Policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee; and
- Such other terms as may be prescribed under the Act or the Listing Regulations.

(iii) Meetings of Risk Management Committee and Attendance of Members

Two (2) meetings of the Risk Management Committee were held during the Financial Year 2024-25. The time gap between any two (2) meetings was not more than two hundred and ten (210) days, ensuring compliance with the requirement of Regulation 21 of the Listing Regulations. All the members were present at both the meetings of the Risk Management Committee held during Financial Year 2024-25.

The details of number of meetings of Risk Management Committee held during the Financial Year 2024-25 and attendance of respective members are as under:

Name of Member	April 8, 2024	September 27, 2024	% of Attendance
Shri Deepak C. Mehta	✓	✓	100%
Shri Sanjay Upadhyay	✓	✓	100%
Shri Maulik Mehta	✓	✓	100%
Shri Vipul Shah	✓	✓	100%
Shri Prakash Samudra	✓	✓	100%

(G) Sustainability Committee

Sustainability has always been at the core of the Company's operations. Understanding that the chemical industry has significant environmental and social impact, the Company is committed to minimise its footprint while contributing to the well-being of the communities around.

Towards this commitment, the Board of Directors of the Company established a dedicated Sustainability Committee demonstrating the continuous efforts to improve energy conservation, optimise resource use and promote stakeholder welfare, seamlessly integrating these elements into the Company's core operations.

The Sustainability Committee reviews Climate and Environment, Social & Governance ("ESG") disclosures, monitors best practices and provides strategic guidance to the management. This structured approach ensures focused attention, aligning with the Company's long-term vision of promoting environmental and social responsibility while driving business excellence.

(i) Composition of Sustainability Committee

The Sustainability Committee comprises of the following members as on March 31, 2025:

Name of Member	Designation	Category
Shri Punit Lalbhai	Chairman	Independent Director
Shri Vipul Shah	Member	Independent Director
Shri Maulik Mehta	Member	Executive Director & CEO
Shri Girish Satarkar	Member	Executive Director

The Company Secretary of the Company acts as the Secretary to the Sustainability Committee.

(ii) Terms of Reference

The Terms of Reference for the Sustainability Committee of Directors are as under:

- To develop and recommend to the Board, a Sustainability Roadmap for the Company and identify priorities of the Company for the same;
- To review policies of the Company and recommend to the Board, amendments to such policies, if necessary, for their alignment with Sustainability Roadmap of the Company;
- To monitor implementation of various Sustainability efforts of the Company on the identified priorities;
- To review the Company's disclosures relating to Sustainability on behalf of the Board;
- To monitor developments and emerging best practice in approaches to Sustainability and provide insights against the Company's strategy;
- To provide support, input and guidance to the management on Sustainability matters;
- To avail consultation / support / help from any subject matter expert as deemed appropriate, from time to time; and
- Such other matters as may be delegated by the Board, from time to time.

(iii) Meetings of Sustainability Committee and Attendance of Members

Two (2) meetings of the Sustainability Committee were held during the Financial Year 2024-25. All the members were present at both the meetings of the Sustainability Committee held during Financial Year 2024-25.

The details of number of meetings of Sustainability Committee held during the Financial Year 2024-25 and attendance of respective members are as under:

Name of Member	August 1, 2024	October 14, 2024	% of Attendance
Shri Punit Lalbhai	✓	✓	100%
Shri Vipul Shah	✓	✓	100%
Shri Maulik Mehta	✓	✓	100%
Shri Girish Satarkar	✓	✓	100%

4. KEY MANAGERIAL PERSONNEL

As required under Section 2(51) and Section 203 of the Act read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, following persons are the Key Managerial Personnel of the Company:

Sr. No.	Name	Designation
1	Shri Deepak C. Mehta	Chairman & Managing Director
2	Shri Maulik Mehta	Executive Director & CEO
3	Shri Sanjay Upadhyay	Director (Finance) & Group CFO
4	Shri Girish Satarkar	Executive Director
5	Shri Somsekhar Nanda	Chief Financial Officer
6	Shri Arvind Bajpai	Company Secretary

There were no changes in the Key Managerial Personnel of the Company during the Financial Year 2024-25.

5. SENIOR MANAGEMENT

The details of Senior Management of the Company as on March 31, 2025 as defined under Regulation 16(1)(d) of Listing Regulations are as follows:

Sr. No.	Name	Designation
1	Shri Milan Nikte	Business Head - Performance Products
2	Shri Subash Dhar	Head - Technology
3	Shri Anil Khatri	Business Head - Specialities (Effect Chemicals)
4	Shri K. C. Bahuguna	Chief Information Officer
5	Shri Sanjay Jalla	Head – Supply Chain Management
6	Shri Anant Pande	Chief Manufacturing Officer
7	Shri Puneet Sharma	Business Head – Fine & Speciality Chemicals

The details of remuneration of the Chairman & Managing Director and Executive Directors of the Company for the Financial Year 2024-25 are as under:

(₹ in Crores)						
Sr. No.	Name of the Director	Salary & Allowances	Perquisites	Retirement Benefits	Commission / Variable Pay	Total
1	Shri Deepak C. Mehta*	5.70	1.88	1.02	--	8.60
2	Shri Maulik Mehta	2.77	0.91	0.49	0.78	4.95
3	Shri Sanjay Upadhyay	3.19	1.03	0.80	0.95	5.97
4	Shri Girish Satarkar	1.42	0.42	0.33	0.26	2.43
Total		13.08	4.24	2.64	1.99	21.95

* As per the terms of appointment of Shri Deepak C. Mehta, in addition to the fixed remuneration by way of salary, perquisites and other benefits, he is also entitled to the Commission on the Net Profits of the Company calculated in accordance with Section 198 of the Act. However, since the Board of Directors of Deepak Phenolics Limited, a Wholly Owned Subsidiary, at their meeting held on May 20, 2025 approved the payment of Commission of ₹ 18 Crores to Shri Deepak C. Mehta for the Financial Year 2024-25, he has not opted any Commission from the Company.

Changes in the Senior Management during the Financial Year 2024-25 are as follows:

Sr. No.	Name	Designation	Reason
1	Shri Anil Khatri	Business Head - Specialities (Effect Chemicals)	Appointed with effect from April 1, 2024.
2	Shri Puneet Sharma	Business Head – Fine & Speciality Chemicals	Designated with effect from October 1, 2024
3	Shri Malay Kumar	Head - Projects	Resigned with effect from November 15, 2024 due to his personal reasons.

6. REMUNERATION OF DIRECTOR

(A) Chairman & Managing Director / Executive Directors

The remuneration of the Chairman & Managing Director comprises of salary, allowances, perquisites and other benefits. In addition, the Chairman & Managing Director is also paid a Commission, calculated with reference to the Net Profits of the Company in a particular Financial Year, as may be determined by the Board of Directors on the recommendations of the Nomination and Remuneration Committee, subject to the overall ceiling stipulated in Section 197 and other relevant provisions of the Act.

The remuneration of Executive Directors comprises of fixed pay by way of salary, allowances, perquisites and other benefits and includes performance linked variable pay which is paid to Executive Directors at the end of each Financial Year, based on the performance rating depending upon their individual and also the Company's performance as per policy of the Company, as may be determined by the Board of Directors on the recommendations of the Nomination and Remuneration Committee.

The criteria for considering the performance linked variable pay to Executive Directors include key indicators of Company's performance such as Sales, EBITDA, PBT, Working Capital Management, Compliances, Growth in Market Capitalization, Credit Ratings, Cost of Borrowings etc.

The term of appointment of the Chairman & Managing Director and that of Executive Directors are as under:

Sr. No.	Name of the Director	Designation	Term of Appointment	
			From	To
1	Shri Deepak C. Mehta	Chairman & Managing Director	December 14, 2023	December 13, 2028
2	Shri Maulik Mehta	Executive Director & CEO	May 9, 2021	May 8, 2026
3	Shri Sanjay Upadhyay	Director (Finance) & Group CFO	April 28, 2022	July 31, 2026
4	Shri Girish Satarkar	Executive Director	August 4, 2023	August 4, 2026

There is no provision for payment of severance fees.

Deepak Nitrite Limited Employees Stock Option Scheme 2024 ("Scheme 2024") was approved by the shareholders on April 19, 2024 by way of Special Resolution, passed through Postal Ballot. The shareholders of the Company also, by way of Special Resolution, approved extending the Scheme 2024 to the eligible employees of subsidiaries of the Company. No options were granted to the eligible employees under the Scheme 2024 during the Financial Year 2024-25.

(B) Independent Directors and Non-Independent Non-Executive Directors

The Independent Directors and Non-Executive Non-Independent Directors do not draw any remuneration from the Company other than the sitting fee, reimbursement of expenses for attending meetings of the Board of Directors or Committees thereof and such Commission as may be determined by the Board from time to time within the overall

approval given by the shareholders and pursuant to the relevant provisions of the Act.

The amount of Commission to Independent Directors and Non-Independent Non-Executive Directors is determined on the basis of: (a) attendance and time spent for the meetings of Board and Committees thereof; (b) attendance at the General Meeting(s) of the Company during the particular year; (c) role and responsibility as Chairperson and/or Member of respective Committee; (d) individual contribution at the meetings; and (e) contribution made by the Directors on various matters of the Company.

No remuneration by way of Commission was paid to any single Non-Executive Director in excess of fifty percent (50%) of the total annual remuneration by way of Commission payable to all Non-Executive Directors.

The details of remuneration paid / payable to Independent Directors and Non-Independent Non-Executive Directors for the Financial Year 2024-25 are as under:

(Amount in ₹)				
Sr. No.	Name	Sitting Fees	Commission	Total
1	Shri Ajay C. Mehta	2,80,000	15,00,000	17,80,000
2	Shri Meghav Mehta	1,60,000	15,00,000	16,60,000
3	Shri Sanjay Asher	4,40,000	20,00,000	24,40,000
4	Smt. Purvi Sheth	2,60,000	25,00,000	27,60,000
5	Shri Dileep Choksi	3,80,000	15,00,000	18,80,000
6	Shri Punit Lalbhai	2,80,000	15,00,000	17,80,000
7	Shri Vipul Shah	4,20,000	15,00,000	19,20,000
8	Shri Prakash Samudra	2,40,000	15,00,000	17,40,000
Total		24,60,000	1,35,00,000	1,59,60,000

The details of Equity Shares of the Company held by Independent Directors and Non-Independent Non-Executive Directors as on March 31, 2025 are as under:

Sr. No.	Name of Non- Executive Director	No. of shares held
1	Shri Ajay C. Mehta	NIL
2	Shri Meghav Mehta	47,290
3	Shri Sanjay Asher	NIL
4	Smt. Purvi Sheth	NIL
5	Shri Dileep Choksi	NIL
6	Shri Punit Lalbhai	NIL
7	Shri Vipul Shah	NIL
8	Shri Prakash Samudra	NIL

The Company has no pecuniary relationship or transactions with its Independent Directors and Non-Independent Non-Executive Directors other than payment of sitting fees and

reimbursement of expenses for attending meetings of Board and Committees thereof and Commission as approved by the shareholders for their invaluable contribution towards growth of the Company.

7. GENERAL BODY MEETINGS

(A) Annual General Meetings

The last three Annual General Meetings of the Company were held within the statutory time period and the details of the same are mentioned herein below:

Financial Year	Date	Time	Venue / Mode
2023-24	August 6, 2024	11:30 A.M.	Through Video Conference / Other Audio Visual Means ('VC' / 'OAVM')
2022-23	August 4, 2023	11:30 A.M.	Through Video Conference / Other Audio Visual Means ('VC' / 'OAVM')
2021-22	August 3, 2022	11:30 A.M.	Through Video Conference / Other Audio Visual Means ('VC' / 'OAVM')

(B) Special Resolutions

The information regarding Special Resolutions passed in the previous three Annual General Meetings are as follows:

Meeting	Date of AGM	Information Regarding Special Resolutions Passed
53 rd AGM	August 6, 2024	No Special Resolution was proposed.
52 nd AGM	August 4, 2023	<ol style="list-style-type: none"> 1) Re-appointment of Shri Deepak C. Mehta (DIN: 00028377) as the Chairman & Managing Director of the Company for further period five (5) years w.e.f. December 14, 2023, payment of remuneration to him and continue as the Chairman & Managing Director of the Company beyond the age of Seventy (70) years. 2) Re-appointment of Shri Dileep Choksi (DIN: 00016322) as an Independent Director of the Company for a second term of three (3) consecutive years w.e.f. August 7, 2023. 3) Payment of remuneration to Executive Directors who are Promoters or members of Promoter Group.
51 st AGM	August 3, 2022	No Special Resolution was proposed.

(C) Extraordinary General Meeting

No Extraordinary General Meeting was held during the last three Financial Years i.e. 2023-24, 2022-23 and 2021-22.

(D) Postal Ballot

- 1) The Postal Ballot exercise was undertaken in the month of March-April 2024 seeking approval of shareholders by way of Special Resolutions for adoption of Deepak Nitrite Limited Employee Stock Option Scheme 2024 and also

extending the said Scheme to the eligible employees of the Group Companies (including subsidiaries and associates) of the Company. Both the Special Resolutions were duly passed and the result of the Postal Ballot was announced on April 20, 2024. The Results were made available on the website of the Company at www.godeepak.com and were also communicated to BSE Limited, National Stock Exchange of India Limited and National Securities Depository Limited.

Date of Postal Ballot Notice:	March 20, 2024
Voting Period:	March 21, 2024 to April 19, 2024
Date of Passing the Resolutions:	April 19, 2024
Date of Declaration of Result:	April 20, 2024

The details and voting pattern of the Resolutions passed through the said Postal Ballot exercise are as under:

Sr. No.	Resolution	Ordinary/ Special	No. of Votes Cast	No. and % of Votes in Favour	No. and % of Votes Against
1	Adoption of Deepak Nitrite Limited Employee Stock Option Scheme 2024 for grant of Options to the Eligible Employees of Deepak Nitrite Limited.	Special	10,05,13,093	7,98,15,704 (79.41%)	2,06,97,389 (20.59%)
2	Adoption of Deepak Nitrite Limited Employee Stock Option Scheme 2024 for grant of Options to the Eligible Employees of Group Company/ies (including Subsidiaries and Associate companies) of Deepak Nitrite Limited.	Special	10,05,12,599	7,98,07,454 (79.40%)	2,07,05,145 (20.60%)

- 2) During April-May-2025, the Postal Ballot exercise was undertaken for seeking approval of shareholders by way of Special Resolutions for appointment and re-appointment of Independent Directors of the Company. The details of Special Resolutions passed through Postal Ballot are as follow:

1. Appointment of Dr. Arvind Nath Agrawal (DIN:00193566) as an Independent Director of the Company for a term of three (3) consecutive years with effect from June 28, 2025.
2. Appointment of Ms. Bhumika Batra (DIN: 03502004) as an Independent Director of the Company for a term of three (3) consecutive years with effect from June 28, 2025.
3. Appointment of Shri Mahesh Ramchand Chabbria (DIN: 00166049) as an Independent Director of the Company for a term of three (3) consecutive years with effect from June 28, 2025.
4. Re-appointment of Shri Punit Lalbhai (DIN: 05125502) as an Independent Director of the Company for a second term of three (3) consecutive years with effect from August 8, 2025.
5. Re-appointment of Shri Vipul Shah (DIN: 00174680) as an Independent Director of the Company for a second term of three (3) consecutive years with effect from August 8, 2025.

All Special Resolutions mentioned above were passed with requisite majority.

Shri Dinesh Joshi, Practising Company Secretary, Designated Partner of M/s KANJ & Co., LLP Company Secretaries, Pune was appointed as the Scrutinizer to scrutinize the above mentioned Postal Ballot processes by e-Voting in fair and transparent manner.

The Company has followed the procedure prescribed for conducting Postal Ballot under the provisions of the Act and Rules made thereunder and the Listing Regulations.

8. MEANS OF COMMUNICATION

(A) Financial Results

Pursuant to provisions of the Listing Regulations, the quarterly, half yearly and annual Financial Results of the Company are published, along with QR Code and weblink to the page where the full Financial Results are available, in the prescribed proforma within forty eight (48) hours of the conclusion of the meeting of the Board in which they are considered and approved, in widely circulating national and local dailies viz. The Business Standard (English), The Indian Express and The Financial Express (English and Gujarati).

The Company also issues Press Releases from time to time. Press Releases are submitted to the Stock Exchanges and hosted on the Company's website at www.godeepak.com

Statutory Notices are published in The Business Standard (English), The Indian Express and The Financial Express (English and Gujarati). Financial Results, Statutory Notices, Press Releases and Investors Presentations, after the declaration of the quarterly, half yearly and annual Financial Results are submitted to the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") as well as uploaded on the Company's website at www.godeepak.com.

(B) Annual Reports

In compliance with circulars issued by the Securities and Exchange Board of India and the Ministry of Corporate Affairs, soft copies of Annual Report for the Financial Year 2024-25 containing the Notice of 54th Annual General Meeting is being sent through e-mails to all those Members whose e-mail IDs are registered with the Company / RTA / Depository Participants. The Annual Report is also available on the website of the Company at the link www.godeepak.com and on the websites of BSE and NSE.

The Management Discussion and Analysis forms part of the Annual Report.

(C) Conference Call with Institutional Investors

Conference calls with Investors on Financial Results are held every quarter. The intimation for schedule of conference calls held during Financial Year 2024-25 were provided to NSE and BSE within the prescribed time limit.

The audio recording and transcripts of conference calls were uploaded on the website of the Company at www.godeepak.com. The said transcript and link of audio recording were also filed with NSE and BSE within the prescribed time limit under Listing Regulations.

(D) Stock Exchange Intimations

All price-sensitive information and matters that are material to shareholders are disclosed to the respective Stock Exchanges where the securities of the Company are listed. All submissions to the Exchanges including Shareholding Pattern Integrated Filing (Governance) and Integrated Filing (Financial) are made through the respective electronic filing systems. Material events or information as detailed in Regulation 30 of the Listing Regulations are disseminated on the Stock Exchanges by filing them with the NSE through NEAPS and with BSE through BSE Listing Centre. They are also displayed on the Company's website at <https://www.godeepak.com/disclosure-under-regulation-30-of-sebi/>.

(E) Letters and Reminders to Shareholders for Unclaimed Shares / Dividend

The Company sends an annual reminder to shareholders who have not claimed their dividends. Reminder letters are also being sent to those shareholders whose unclaimed dividends/shares are liable to be transferred to the Investors Education and Protection Fund account. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, a common and simplified norms for processing investor's service request was introduced wherein all members holding securities of the Company in physical mode were mandatorily required to furnish their PAN and Nomination (for all eligible folios) to the Company's RTA by March 31, 2023 which was further extended to September 30,

2023 vide SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD- 1/P/ CIR/2023/37 dated March 16, 2023.

With effect from April 1, 2024, dividend to shareholders (holding Shares in physical form), shall be paid only through electronic mode. Such payment shall be made upon folio being KYC compliant i.e. the PAN, contact details including mobile no., bank account details and specimen signature are registered with the RTA/Company. [SEBI Master Circular No. SEBI/HO/ MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, read with SEBI Circular No. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/81 dated June 10, 2024]

Shareholders are requested to furnish the above details to enhance the ease of doing business in the securities market. A letter was also sent to the shareholders detailing the above requirements. The forms can be downloaded from the website of the Company at www.godeepak.com and also from the website of the Registrar and Share Transfer Agent at <https://in.mpms.mufig.com/>.

(F) Chairman Communique

At every Annual General Meeting, the Chairman addresses the shareholders on the Company's operations and performance with his speech.

Further, the Chairman's statement addressing the shareholders is also published in the Annual Report of the Company.

(G) Website

The Company's website www.godeepak.com has a dedicated section 'Investor Relation' which encompasses all the information for the Investors required under Regulation 46 of the Listing Regulations.

The other information such as Business, Financial Results, Policies and Codes, Stock Exchange filings, Press Releases, Annual Reports, etc. are also available on the website of the Company.

9. GENERAL SHAREHOLDER'S INFORMATION

The details of 54th Annual General Meeting and other General Shareholders Information are as under.

(1) Annual General Meeting

Day & Date	Thursday, August 14, 2025
Time	11:30 A.M. (IST)
Venue	Meeting is being conducted through Video Conferencing / Other Audio Visual Means ('VC' / 'OVAM')
Financial Year	April 1, 2024 to March 31, 2025
Record Date	August 4, 2025
Dividend payment date	The dividend shall be paid within statutory time limit of 30 days from the date of Annual General Meeting i.e. on or before September 13, 2025.

(2) Financial Calendar for FY 2025-26

Results for the Quarter ending	Tentative Time of Reporting
June 30, 2025	On or before August 14, 2025
September 30, 2025	On or before November 14, 2025
December 31, 2025	On or before February 14, 2026
Audited Annual Accounts for the year ending March 31, 2026	On or before May 30, 2026

(3) Listing on Stock Exchanges and Stock Codes

The Company's Equity Shares are listed on the following Stock Exchanges in India:

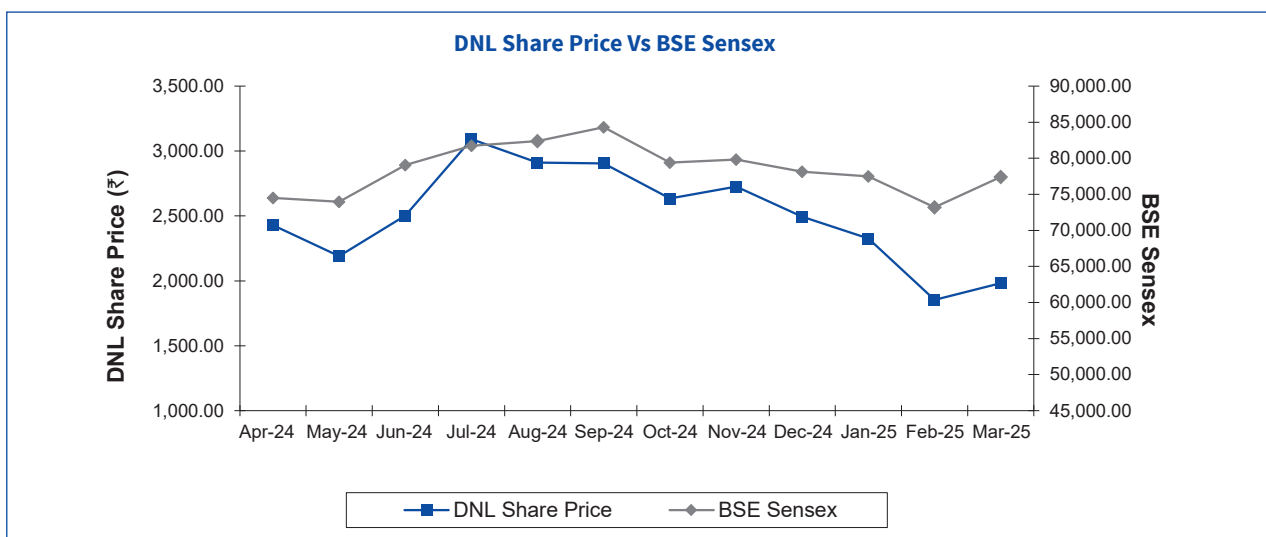
Name & Address of Stock Exchanges	Stock Code	ISIN with NSDL & CDSL
BSE Limited	506401	INE288B01029
Pheroz Jeejeebhoy Towers, Dalal Street, Fort, Mumbai		
National Stock Exchange of India Limited	DEEPAKNTR	
Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (E), Mumbai		

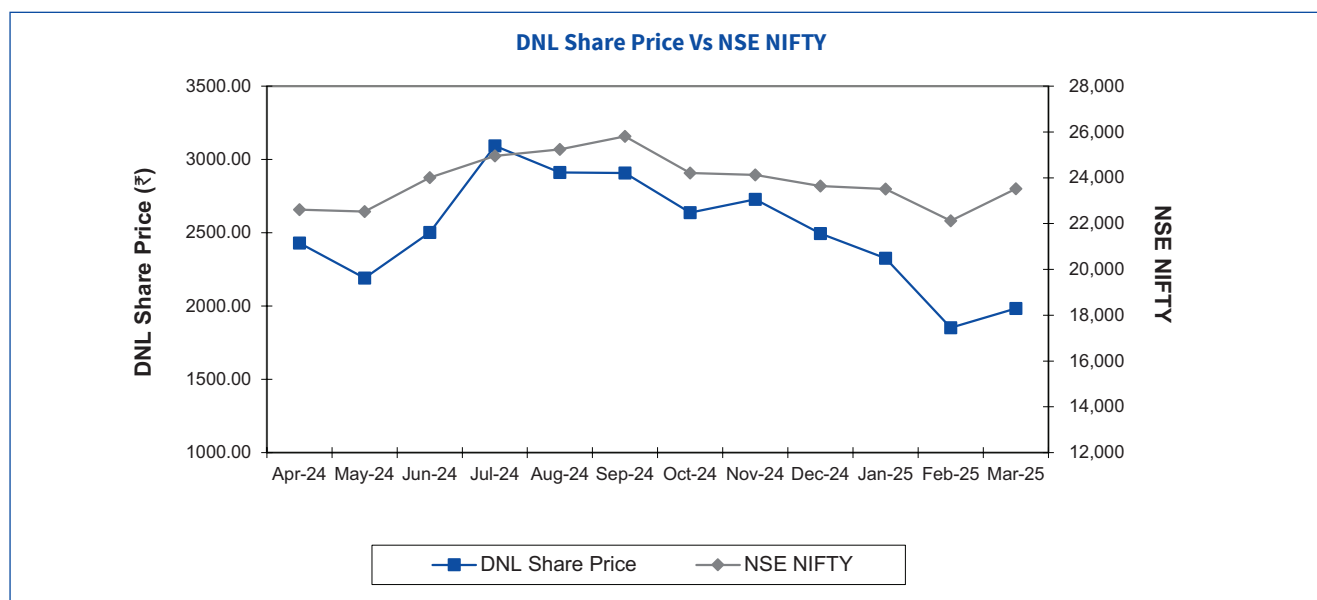
The securities of the Company have not been suspended from trading during the Financial Year 2024-25. The Company has made the payment towards Annual Listing Fees as applicable to BSE and NSE for the Financial Year 2025-26 within the prescribed timelines.

(4) Market Price Data of Equity Shares

Monthly High & Low market price of Equity Shares of the Company during Financial Year 2024-25 at BSE and NSE are as under:

Month	NSE		BSE	
	High ₹	Low ₹	High ₹	Low ₹
April, 2024	2535.00	2120.00	2534.85	2121.00
May, 2024	2619.80	2165.00	2173.00	1826.30
June, 2024	2646.00	2021.00	2646.70	2022.80
July, 2024	3122.05	2510.00	3177.30	2511.55
August, 2024	3169.00	2783.45	3168.65	2787.85
September, 2024	3023.80	2782.00	3025.65	2782.20
October, 2024	3011.15	2611.10	3012.45	2612.85
November, 2024	2885.10	2453.00	2908.00	2459.00
December, 2024	2778.00	2490.00	2778.90	2492.00
January, 2025	2527.35	2177.90	2524.50	2180.05
February, 2025	2399.95	1809.95	2398.80	1810.00
March, 2025	2113.90	1790.80	2124.95	1790.00





(5) Distribution of Shareholding as on March 31, 2025

No. of shares Range	No. of holders	% to holders	% of equity	No. of Shares
1 – 500	4,12,790	98.60	7.81	1,06,57,174
500 – 1000	2,449	0.59	1.38	18,81,102
1000 – 5000	2,578	0.62	4.27	58,17,576
5000 – 10000	425	0.10	2.18	29,70,790
10001 & above	410	0.10	84.36	11,50,66,399
TOTAL	4,18,652	100.00	100.00	13,63,93,041

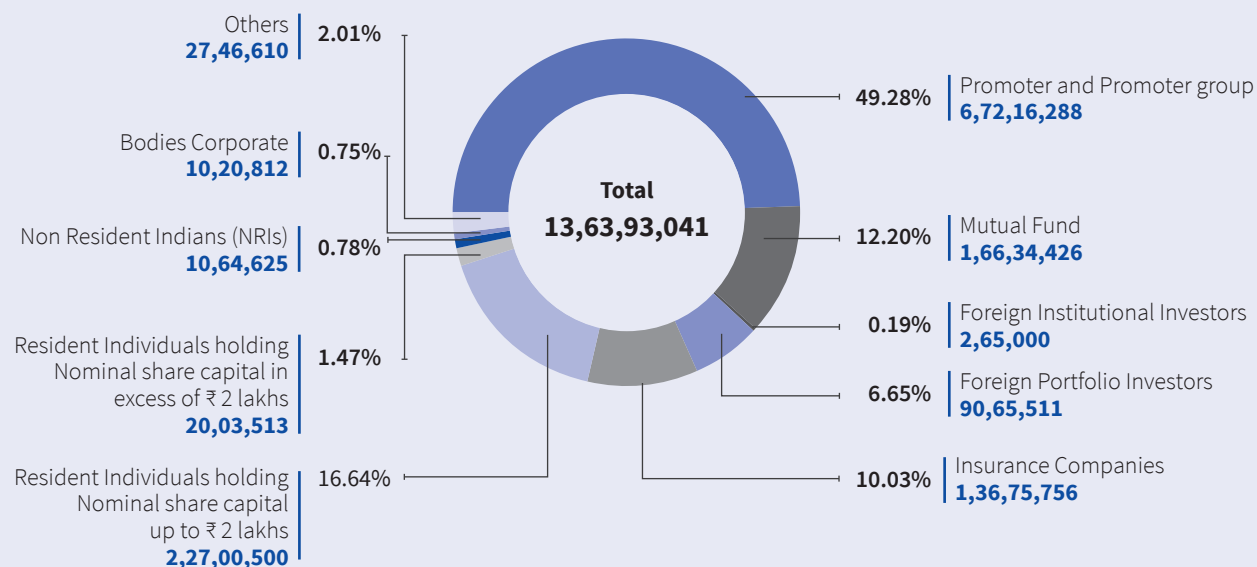
(6) Category – wise Shareholding Pattern as on March 31, 2025

Particular	No. of Equity Shares	% of Equity Shares
Promoter and Promoter group	6,72,16,288	49.28
Mutual Fund	1,66,34,426	12.20
Foreign Institutional Investors	2,65,000	0.19
Foreign Portfolio Investors	90,65,511	6.65
Insurance Companies	1,36,75,756	10.03
Resident Individuals holding Nominal share capital up to ₹ 2 Lakhs	2,27,00,500	16.64
Resident Individuals holding Nominal share capital in excess of ₹ 2 Lakhs	20,03,513	1.47
Non Resident Indians (NRIs)	10,64,625	0.78
Bodies Corporate	10,20,812	0.75
Others	27,46,610	2.01
Total	13,63,93,041	100

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in the recent past and hence, as on March 31, 2025, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

CATEGORY-WISE SHAREHOLDING AS ON MARCH 31, 2025

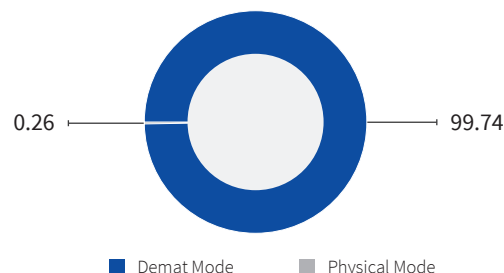
As on March 31, 2025 (% and number of shares)



(7) Dematerialisation of Equity Shares

The Company's Equity Shares are compulsorily traded in dematerialized form on NSE and BSE. Equity Shares of the Company representing 99.74 percent of the Company's equity share capital i.e. 13,59,34,510 equity shares were held in dematerialized form as on March 31, 2025.

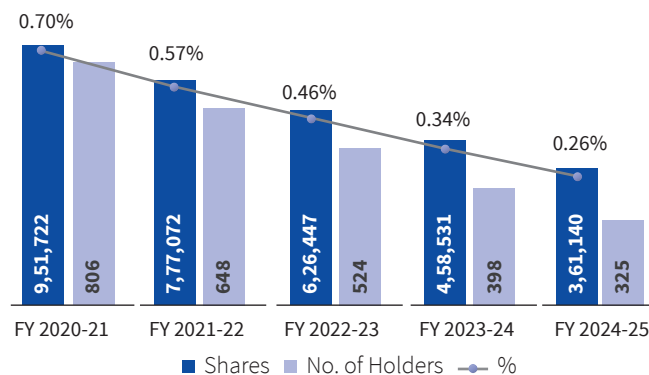
Total paid-up equity share capital of the Company as on March 31, 2025, is ₹ 27,27,86,082/- divided into 13,63,93,041 Equity Shares of ₹ 2.00 each.



(8) Reduction in Physical Shareholders

As per SEBI guidelines, the Company has been making continuous efforts to ensure physical shareholders convert their physical share holding into dematerialized form. As a result of the same, there has been significant reduction in number of shareholders holding shares in physical forms in the last 5 years.

As on March 31, 2025, shareholding in physical forms is only 0.26%.



(9) Share Transfer System

Transfer of shares held in physical form has been discontinued with effect from April 1, 2019. Listed companies shall issue the securities in dematerialized form only, for processing any service requests from shareholders viz., issue of duplicate share certificates, endorsement, transmission, transposition, etc. After processing the service request, a Letter of Confirmation will be issued to the shareholders and shall be valid for a period of one hundred and twenty (120) days, within which the shareholder shall make a request to the Depository Participant for dematerializing those shares. If the shareholders fails to submit the dematerialisation request within one hundred and twenty (120) days, then the Company shall credit those shares in the Suspense Escrow Demat account held by the Company. Shareholders can claim shares transferred to Suspense Escrow Demat account on submission of necessary documentation.

Additionally, the Company / RTA shall issue a reminder after the end of forty five (45) days and ninety (90) days from the date of issuance of Letter of Confirmation, informing the shareholders to submit the demat request as above, in case no such request has been received by the RTA / Issuer Company. Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

(10) Request for updation of PAN, KYC details and Choice of Nomination

As per circulars issued by SEBI from time to time, it is mandatory for holders of physical securities to furnish PAN, KYC details (viz. contact details, mobile number, bank account details, signature) and nomination/opt-out of nomination, before getting any Investor Service Request (ISR) processed.

Shareholders who are yet to update the said details in their physical folios are, therefore, urged to furnish PAN, KYC details and Choice of Nomination by submitting the prescribed forms duly filled, to the RTA by e-mail from their registered e-mail ID or by sending a physical copy of the prescribed forms duly filled and signed by the registered holders to the RTA.

For furnishing the above mentioned details, shareholder shall send the hard copy of Form ISR- 1 and/or ISR-2, available on the website of the Company as well as on the website of Registrar and Share Transfer Agent.

As a part of the effective shareholder management and grievances redressal processes, various shareholders' request received by the Company and RTA are processed promptly within the prescribed time line.

Shareholders are informed that in case of any dispute against the Company and/or its RTA on delay or default in processing your requests, as per SEBI Circular dated May 7, 2024, an arbitration can be filed with the Stock Exchanges for resolution.

(11) Reconciliation of Share Capital Audit

Pursuant to Regulation 76 of SEBI (Depositories and Participants) Regulation, 2018, certificates have been received from a Company Secretary in Practice for timely dematerialization of shares and for reconciliation of the share capital of the Company on a quarterly basis.

The said reconciliation report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

(12) Registrar and Share Transfer Agent

The name of the Registrar and Transfer Agent changed from "Link Intime India Private Limited" to "MUFG Intime India Private Limited" with effect from December 31, 2024 upon acquisition of Link group by Mitsubishi UFJ Trust & Banking Corporation.

The contact details of MUFG Intime India Private Limited, RTA, of the Company is as under:

Mumbai Office:

C-101, Embassy 247,

LBS.Marg, Vikhroli (West),

MUMBAI – 400083

Tel: 022 - 4918 6000

Toll free number: 1800 1020 878

Email: mumbai@in.mpms.mufig.com

Investor Relation Centre at Vadodara:

"Geetakunj"

1, Bhakti Nagar Society, Behind ABS Tower,

Old Padra Road, Vadodara – 390015

Tel: 0265 – 3566768

E-mail: vadodara@in.mpms.mufig.com

(13) Address for Investor Correspondence

Deepak Nitrite Limited

2nd Floor, Fermenter House, Alembic City,

Alembic Avenue Road, Vadodara -390003

Contact Person: Shri Arvind Bajpai

Telephone Numbers: (0265) 2765200, 2765500

E-mail: investor@godeepak.com

Website: www.godeepak.com

Shareholders holding shares in electronic mode should address all their correspondence related to change of address or bank details or NECS mandate to their respective Depository Participants.

(14) Unclaimed / Unpaid Dividend transferred to IEPF Account

Pursuant to Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividend, if not claimed for a period of seven (7) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to IEPF. Further, all the shares in respect of which dividend has remained unclaimed for seven (7) consecutive years or more shall also be transferred to IEPF Authority.

The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares. In the interest of the shareholders, the Company sends periodical reminders to the shareholders to claim their dividends in order to avoid transfer of dividends/shares to IEPF Authority.

Notices in this regard are also published in the newspapers and the details of unclaimed dividends and shareholders whose shares are liable to be transferred to the IEPF Authority, are uploaded on the Company's website at www.godeepak.com.

The details of unclaimed/unpaid dividends and shares transferred to IEPF during Financial Year 2024-25 are as follows:

Pertaining to Financial Year	Amount of Unclaimed Dividend transferred	Number of Shares transferred
2016-17	₹ 12,50,930	62,276

Process for claiming dividends/shares from IEPF

The shareholders, whose dividends and/or shares are transferred to IEPF Authority, can claim dividends and/or shares by following the procedure as provided herein below:

1. Online Application vide Form IEPF-5 on MCA V3:

Claimant to claim dividends and/or shares by filing the Form IEPF-5 on MCA V3 Portal. Self-attested copies of required documents to be attached.

2. Dispatch of documents to the Nodal Officer of the Company:

Claimant to dispatch hard copy of the self-attested Form IEPF-5 along with other requisite documents, to the Nodal Officer of the Company at its registered office.

3. Upload of proof of dispatch on MCA V3 Portal:

Claimant to update date of dispatch and upload proof thereof, on the MCA V3 Portal.

4. Submission of E-Verification Report by the Company:

Within 30 days of receiving the self-attested Form IEPF-5 from the claimant, the Company is required to approve/reject the claim by way of filing E-Verification Report on MCA V3 Portal.

5. IEPF Authority to release shares and/or dividends:

Once the claim is approved by the Company and also by the IEPF Authority, the dividends and/or shares are electronically transferred by the IEPF Authority to the Claimant's bank and/or demat account, as the case may be.

No claims shall lie against the Company in respect of the dividend/shares transferred to IEPF Authority.

Dividends due for transfer to IEPF

The following table give information relating to various dividends due for transfer to IEPF and the dates by which they can be claimed by the shareholders from the Company's RTA:

Financial Year	Dividend Declaration Date	Last date for claiming unpaid dividend
2017-2018	August 3, 2018	August 2, 2025
2018-2019	June 28, 2019	June 27, 2026
2019-2020	August 7, 2020	August 6, 2027
2020-2021	July 30, 2021	July 29, 2028
2021-2022	August 3, 2022	August 2, 2029
2022-2023	August 4, 2023	August 3, 2030
2023-2024	August 6, 2024	August 5, 2031

(15) Green Initiatives

The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies.

Through its Circulars No. 17/2011 dated April 21, 2011 and No. 18/2011 dated April 29, 2011, MCA has provided that the service of notice / documents by a company to its shareholders can now be made through electronic mode.

In accordance with these circulars, the Company proposes to send various notices and documents, including Annual Report, to its shareholders through electronic mode to the registered e-mail addresses of shareholders.

(16) Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

The Company has adequate Risk Assessment and Minimisation system in place including Foreign Exchange. The Foreign Exchange Risk is managed through the hedging strategy of the Company which is reviewed periodically.

The Company does not have material exposure of any commodity and accordingly, no hedging activities for the same is carried out. Therefore, there is no disclosure to offer in terms of SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018.

(17) Plant Locations

1. Nitrite & Nitroaromatics Division, 4-12, GIDC Chemical Complex, Nandesari -Dist., Vadodara - 391 340, Gujarat
2. Talaja Chemicals Division, Plot Nos. K/9-10, MIDC Talaja, Dist. Raigad - 410 208, Maharashtra
3. Roha Division, Plot Nos. 1-8, 26-34, MIDC Dhatav, Roha, Dist. Raigad - 402 116, Maharashtra
4. Hyderabad Specialities Division, Plot Nos. 70A & B, 71A, 90-F, D-121 & 121A and 22, Phase I, Industrial Development Area, Jeedimetla, Hyderabad - 500055, Telangana
5. Dahej Division: 12/B/2, GIDC, Dahej, Dist. Bharuch- 392 130, Gujarat

(18) List of all credit ratings obtained by the entity along with any revisions thereto during the relevant Financial Year for Bank Loan facilities

Long Term Rating: [ICRA]AA (pronounced ICRA double A) (Positive)

Short Term Rating: [ICRA]A1+ (pronounced ICRA A one plus)

10. OTHER DISCLOSURES

(1) Related Party Transactions

Pursuant to Regulation 23 of Listing Regulations, all Related Party Transactions entered by the Company with Related Parties under Section 2(76) of the Act during Financial Year 2024-25 (including any material modifications thereof), were on an arm's length basis and most of such transactions were in the ordinary course of business, repetitive in nature and were carried out with prior approval of the Audit Committee. Prior approval of the Audit Committee was obtained periodically for the transactions which were planned and/or repetitive in nature and omnibus approvals were also taken as per the policy laid down for unforeseen transactions.

The details of all Related Party Transactions, as approved, were placed on a quarterly basis before the Audit Committee for its review.

Necessary disclosures as required under the Accounting Standards have been made in the Financial Statements of the Company.

Pursuant to Regulation 23(9) of the Listing Regulations, the Company has filed the necessary reports on Related Party Transactions with the Stock Exchanges within the statutory timelines.

The Company's policy on materiality of Related Party Transactions and also dealing with Related Party Transactions, as approved by Board is available on the website of the Company at the following link

https://www.godeepak.com/wp-content/uploads/2025/02/DNL_Policy-on-Materiality-of-Related-Party-Transaction.pdf

(2) Loans and advances in the nature of loans to firms/ companies in which Directors are interested

The Company has not given any loans or advances to any firm/company in which its Directors are interested except to its Wholly Owned Subsidiary in accordance with the provisions of the Companies Act, 2013 details of which have been disclosed in the Financial Statements.

(3) Details of Non - Compliance

Pursuant to Schedule V(C) 10(b) of Listing Regulations, there was no instance of non-compliance by the Company nor any penalty or strictures imposed on the Company by any Stock Exchange(s), SEBI or any other statutory authority on any matter relating to capital markets during the last three years.

(4) Whistle Blower Policy and Vigil Mechanism

Pursuant to Regulation 22 of the Listing Regulations, the Company has established a vigil mechanism for Directors and employees to report concern about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy and also actual or suspected leak of unpublished price sensitive information. During the Financial Year 2024-25, no person denied access to the Chairman of the Audit Committee.

The Whistle Blower Policy is placed on the website of the Company and weblink to the same is as under:

https://www.godeepak.com/wp-content/uploads/2024/11/DNL_Whistle-Blower-Policy.pdf

(5) Details of Compliance with Mandatory requirements and adoption of Non-mandatory / discretionary requirements

The Company has complied with all the mandatory requirements of the Listing Regulations for the Financial Year 2024-25.

(6) Policy for Material Subsidiaries

In accordance with the provisions of the Listing Regulations, the Company has a duly formulated policy for Material Subsidiaries in order to determine the Material Subsidiaries and to provide governance framework for such subsidiaries. The said policy has been placed on the website of the Company and weblink to the same is as under:

https://www.godeepak.com/wp-content/uploads/2025/02/DNL_Policy-for-Determining-Material-Subsidiary.pdf

The Company is having following material subsidiaries:

- Deepak Phenolics Limited
- Deepak Chem Tech Limited

In accordance with the requirement of Regulation 34(3) and Part F of Schedule V to the Listing Regulations, details of Equity Shares in the Demat Suspense Account are as follows:

Particulars	Number of Shareholders	Number of Shares
Aggregate number of shareholders and the outstanding Shares in the suspense account lying at the beginning of the Financial Year 2024-25	17	43810
Number of shareholders who approached the Company for transfer of shares from Suspense Account during the Financial Year 2024-25	2	3000
Number of shareholders to whom shares were transferred from Suspense Account during the Financial Year 2024-25	2	3000
Number of shareholders whose shares were transferred from Suspense Account to the demat account of IEPF Authority during the Financial Year 2024-25	15	40810
Aggregate number of shareholders and the outstanding shares in the Suspense Account lying as on March 31, 2025	00	00

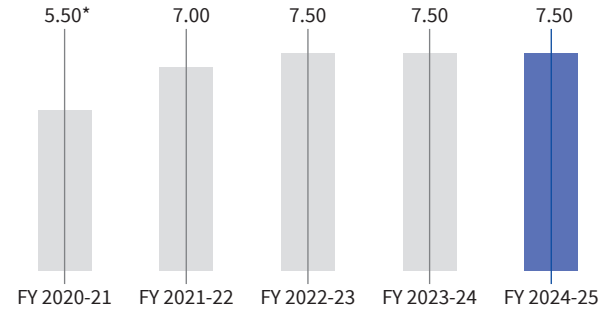
The voting rights on the shares outstanding in the Demat Suspense Account as on March 31, 2025, shall remain frozen till the rightful owner of such shares claims the shares.

(7) Dividend Distribution Policy

Pursuant to Regulation 43A of the Listing Regulations, the Company has adopted a Dividend Distribution Policy, which aims to ensure fairness, sustainability and consistency in distributing profits to the shareholders. The Dividend Distribution Policy is attached as Annexure – I to the Corporate Governance Report and is also available on the website of the Company at https://www.godeepak.com/wp-content/uploads/2023/11/DNL_Dividend-Distribution-Policy.pdf

Dividend History of Last five years

(Dividend per share in ₹)



* Includes special dividend of ₹ 1 per equity share, being 50%, to commemorate Golden Jubilee year of the Company.

(8) Details of Directors seeking appointment or re-appointment

The details of Directors seeking appointment or re-appointment at the 54th Annual General Meeting of the Company are provided in Annexure - I to the Notice convening the 54th Annual General Meeting of the Company and forms part of the Annual Report.

(9) Demat Suspense Account – Unclaimed Share Certificates

In terms of the provisions of the Listing Regulations, the Company has transferred the shares issued pursuant to the public issues or any other issue, the certificates of which remained unclaimed, to an Unclaimed Suspense Account and these shares are being held by the Company in Demat form on behalf of the beneficial owners of the said shares.

(10) Suspense Escrow Demat Account (SEDA)

As per the Circular(s) issued by SEBI, after due verification of the investor service requests received from the shareholders/claimants, Letter of Confirmation ("LOCs") are issued in lieu of physical share certificate(s) by Companies/RTAs. The validity of such LOCs is one hundred twenty (120) days from the date of issuance, within which the shareholder/claimant is required to make a request to the Depository Participant (DP) for dematerialising the shares covered by the LOC. In case the demat request is not submitted within the aforesaid timeline of one hundred twenty (120) days, companies are required to transfer such shares to SEDA opened by companies for this purpose.

Shareholders/claimants can claim back their shares from SEDA by submitting the required documents to the Company's RTA as per SEBI Advisory dated 30th December, 2022, as amended.

The details of shares transferred to / released from SEDA during the Financial Year 2024-25 are as under:

Particulars	No. of Shareholders / Claimants	No. of shares
Shares lying in SEDA as on April 1, 2024	1	1,350
Shares transferred to SEDA during Financial Year 2024-25	0	0
Shares claimed back from SEDA during Financial Year 2024-25	0	0
Shares lying in SEDA as on March 31, 2025	1	1,350

The voting rights on these shares shall remain frozen till the rightful owner of the shares claims the shares.

The Company has not transferred any shares to any other Suspense Account.

(11) Secretarial Audit and Other Certificates

KANJ & Co., LLP (Firm Registration No. P2000MH005900), a peer-reviewed Firm, has conducted Secretarial Audit of the Company for the Financial Year 2024-25.

The following certificates from Shri Dinesh Joshi, Practising Company Secretary, Designated Partner of KANJ & Co., LLP, Company Secretaries, Pune, are enclosed to this Report:

- Compliance Certificate regarding compliance of conditions of Corporate Governance; and
- Certificate that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI / Ministry of Corporate Affairs or any such statutory authority.

(12) Total Fees to Statutory Auditors

Total fees paid/payable for all services availed by the Company and its subsidiaries, on a consolidated basis, to Deloitte Haskins & Sells LLP, Statutory Auditors of the Company and all entities in the network firm/network entity of which the Statutory Auditor is a part is given below:

(₹ in Crores)

Payment to Statutory Auditors	FY 2024-25
Statutory Audit Fees	0.99
Limited Review	0.36
Tax Audit Fees	0.08
Taxation Services	0.07
Other Certification	0.19
Total	1.69

(13) Details of Incorporation and Statutory Auditors of Material Subsidiaries are as follows

Name of Material Subsidiary Companies	Country and Date of Incorporation	Details of Statutory Auditors
Deepak Phenolics Limited	India 29.03.2011	Deloitte Haskins & Sells LLP appointed on June 25, 2021
Deepak Chem Tech Limited	India 09.10.2020	Deloitte Haskins & Sells LLP appointed on September 30, 2021

(14) Disclosure of status of complaints under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Number of Complaints pending at the beginning of Financial Year 2024-25	0
Number of Complaints received during the Financial Year 2024-25	0
Number of Complaints disposed off during the Financial Year 2024-25	0
Number of Complaints pending as on end of the Financial Year 2024-25	0

(15) Recommendations of the Committees

During the year under review, there were no instances where recommendations of any Committee of the Board which is mandatorily required for approval by the Board, were not accepted by the Board.

(a) Modified Opinion(s) in Audit Report

During the year, there was no audit qualification on Company's Financial Statements. The Statutory Auditors have issued the Audit Report for the year ended March 31, 2025 with unmodified opinion.

(b) Reporting of Internal Auditor

Internal Auditors of the Company make quarterly presentations to the Audit Committee. The Internal Auditors of the Company directly reports to the Audit Committee.

(16) Disclosure regarding adoption of discretionary requirements as specified in Part E of Schedule II of Listing Regulations

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Board of Directors of the Company has adopted the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and their Immediate Relatives ('Insider Trading Code').

All the Directors, Employees of the Company and their immediate relatives and other connected persons who could have access to the Unpublished Price Sensitive Information of the Company, are governed under this Insider Trading Code and same is also uploaded on the Company's website at www.godeepak.com.

Shri Arvind Bajpai, Company Secretary of the Company is the 'Compliance Officer' for the purpose of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

11. CODE OF CONDUCT

The Company has adopted a Code of Conduct for the Board of Directors and the Senior Management ("the Code") in terms of requirement of the Listing Regulations, which is available on the website of the Company at www.godeepak.com. The Code lays the general principles designed to guide all Directors and Senior Management for ethical conduct of business and compliance of laws.

All the Board Members and Senior Management Personnel have affirmed compliance with the applicable Code of Conduct for the Financial Year 2024-25.

A declaration to that effect signed by the Executive Director & CEO is given below:

DECLARATION

As per requirement of the Listing Regulations, this is to confirm that all members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company for Financial Year 2024-25.

Vadodara,
May 28, 2025

Maulik Mehta
Executive Director & CEO

12. CEO/CFO CERTIFICATION

The Chief Executive Officer and the Chief Financial Officer of the Company give Annual Certification on Financial Reporting and Internal Controls to the Board in terms of requirements of the Listing Regulations. The Chief Executive Officer and the Chief Financial Officer also give Quarterly Certification on Financial Results while placing the Financial Results before the Audit Committee and the Board.

CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS

To,
The Members,
Deepak Nitrite Limited,
2nd Floor, Fermenter House,
Alembic City, Alembic Avenue Road,
Vadodara - 390003

We have examined the compliance of conditions of Corporate Governance by **DEEPAK NITRITE LIMITED** ("the Company") having CIN: L24110GJ1970PLC001735 for the Financial Year ended March 31, 2025 as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression on Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company

For **KANJ & CO. LLP**
Company Secretaries

Dinesh Joshi

Designated Partner
Membership No.: F3752
CP No. 2246

UDIN: F003752G000476983

Peer review certificate No. 6309/2024

Date : May 28, 2025
Place: Pune

To,
The Members,
DEEPAK NITRITE LIMITED
2nd Floor, Fermenter House,
Alembic City, Alembic Avenue Road,
Vadodara - 390003

This is to certify that on verification of declarations made by the Directors and records maintained by **DEEPAK NITRITE LIMITED** ("the Company"), none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies, by the Securities Exchange Board of India (SEBI) / Ministry of Corporate Affairs or any such Statutory Authority, as per the requirements of point 10(i) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

For **KANJ & Co. LLP**
Company Secretaries

Dinesh Joshi

Designated Partner

Membership No.: F3752

CP No. 2246

UDIN: F003752G000477060

Peer review certificate No. 6309/2024

Date : May 28, 2025

Place: Pune

Annexure-I

DIVIDEND DISTRIBUTION POLICY

(Approved by the Board of Directors on May 4, 2018)

1. INTRODUCTION

The Securities and Exchange Board of India (SEBI) on July 8, 2016 has notified the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulation, 2016.

Vide these Regulations, SEBI has inserted Regulation 43A after Regulation 43 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, which requires top five hundred listed entities (based on market capitalization calculated as on March 31 of every Financial Year) to formulate a Dividend Distribution Policy, which shall be disclosed its Annual Report.

Deepak Nitrite Limited ('the Company'), being one of the five hundred companies as per the criteria mentioned above; the Board of Directors has approved and adopted this Dividend Distribution Policy at their meeting held on May 4, 2018, being the effective date of the Policy.

2. OBJECTIVES AND SCOPE

This Policy lays down the broad framework which will act as a guiding principle for the purpose of declaring or recommending Dividend during or for any Financial Year, by the Company.

The intent of the Policy is to broadly specify the external and internal factors including financial parameters that shall be considered while declaring Dividend and the circumstances under which shareholders of the Company may or may not expect Dividend and how the retained earnings shall be utilized etc.

The Policy, however, is not an alternative to the decision making process of the Board for recommending Dividend and the Board may take into consideration other factors as well in addition to those numerated in this Policy.

3. APPLICABILITY

This Policy shall apply to the Dividend on the Equity Shares of the Company. Presently, the Company has only one class of Equity Shares.

This Policy shall not apply to determination and declaration of Dividend on preference shares, as and when issued by the Company, as the same will be as per the terms of issue of such preference shares, approved by the shareholders.

4. DEFINITIONS

4.1. **"Board of Director"** or **"Board"** shall mean the Board of Directors of the Company, as constituted from time to time.

4.2. **"Companies Act"** or **"Act"** shall mean the Companies Act, 2013 and Rules framed thereunder, including any amendments, modifications, clarifications or re-enactment thereof, for the time being in force.

4.3. **"Dividend"** includes any interim dividend.

4.4. **"Financial Year"** a consecutive period of 12 months ending March 31.

4.5. **"Policy"** means this Dividend Distribution Policy.

4.6. **"Regulations"** shall mean SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, including any amendments, modifications, clarifications or re-enactment thereof, for the time being in force.

5. DECLARATION OF DIVIDEND

5.1 Subject to provisions of the Act, Dividend may be declared and paid out of:

- Profits of the Company for the Financial Year for which the Dividend is to be paid after setting off carried over losses of the previous Financial Year and depreciation not provided in the previous Financial Year(s);
- Undistributed profits of the previous Financial Years remaining undistributed after provisioning for depreciation in accordance with the Act and/or Regulations; or
- Out of (a) and (b) both.

5.2 Before declaration of Dividend, the Company may transfer a portion of its profits to reserves of the Company as may be considered appropriate by the Board at its discretion.

6. PARAMETERS FOR DECLARATION OF DIVIDEND

6.1 The Board of Directors may consider the following financial parameters, internal and external factors while recommending or declaration of the Dividend:

A. Financial Parameters / Internal Factors

- Operating cash flow of the Company
- Profit earned during the Financial Year and available for distribution.
- Earnings Per Share (EPS)
- Gross Dividend payout ratio
- Financial Ratios

- Business expansion and growth
- Company's liquidity position and future cash flow need
- Stipulation / covenants in loan Agreements
- Such other factors as the Board may deem fit from time to time

B. External Factors

- Economic environment
- Capital markets
- Global conditions
- Industry outlook and growth rate
- Economic and regulatory framework
- Governmental policies

6.2 While recommending or declaring Dividend, the Board will consider adequacy of profit calculated in accordance with the applicable provisions of the Act and Indian Accounting Standards. The Board of Directors may, in exceptional circumstances, consider utilising retained earning for declaration of Dividend subject to the provisions of the Act and / or Regulations.

7. CIRCUMSTANCES UNDER WHICH SHAREHOLDERS MAY OR MAY NOT EXPECT DIVIDEND

Dividend payout is a crucial decision as it determines the share of profit to be distributed amongst the shareholders and share of profit to be retained in the business. The decision seeks to balance the dual objectives of appropriately rewarding shareholders through Dividends and retaining profits in order to maintain a healthy capital adequacy ratio to support future growth. The shareholders of the Company may not normally expect Dividend in the following circumstances, subject to discretion of Board of Directors:

- In case the Company has incurred losses or inadequacy of profit
- It would in the interest of the Company to re-invest / plough back the profits of the Company for major expansion / diversification requiring major funding
- Any other unforeseen event which would restrict ability to recommend Dividend

8. UTILISATION OF RETAINED EARNINGS

The Board of Directors may retain its earnings in order to make better use of available funds and increase the value of the stakeholders in the long run. The decision of utilisation of the retained earnings of the Company shall be based on the following:

- Market expansion plan
- Product expansion plan
- Increase in production capacity
- Replacement of capital assets

- Diversification of business
- Long term strategic plans
- Dividend payment
- Such other criteria as the Board may deem fit from time to time
- Such purpose as may be permitted under the Act and/or Regulations

9. PROCEDURE

- 9.1 Pursuant to provisions of the Act, the Regulations and the Policy, interim Dividend approved by the Board of Directors will be confirmed by the shareholders and final Dividend, if any, recommended by the Board of Directors, will be subject to shareholders' approval, at the ensuing Annual General Meeting of the Company.
- 9.2 The Members, whose name appears in the Register of Member as on Record Date as may be decided by the Board of Directors, shall be entitled for Dividend.
- 9.3 The Dividend shall be paid to the Members within the limit prescribed under the Act and/or Regulations.
- 9.4 The Company shall ensure compliance of provisions of the Act and/or Regulations and this Policy in relation to Dividend declared by the Company.

10. PARAMETERS WITH REGARD TO VARIOUS CLASSES OF SHARES

Since the Company has issued only one class of Equity Shares with equal voting rights, all the Members of the Company are entitled to receive the same amount of Dividend per Equity Share. The Policy shall be suitably revised at the time of issue of any new class of shares depending upon the nature and guidelines thereof.

11. DISCLOSURES

The Dividend Distribution Policy shall be disclosed in the Annual Report and on the website of the Company.

12. REVIEW AND AMENDMENTS

- 12.1 This Policy will be reviewed by the Board of Directors of the Company as they deem necessary.
- 12.2 The Board of Directors on its own can amend this Policy, as and when deem fit.
- 12.3 In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.