



ANNUAL REPORT

2022-23

PROLIFE INDUSTRIES LIMITED
CIN NO: L24231GJ1994PLC022613

Website : www.prolifeindustries.in

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CORPORATE INFORMATION

Board of Directors:

Mr. Karan M. Jolly	- Managing Director
Mrs. AnureetKaur Jolly	- Director
Mr. Siddharth Raghuvanshi	- Director
Mr. Veljibhai K. Patel	- Director
Mr. Dharmendra Pushkarna	- Independent Director
Mr. Keshavkumar B Singh	- Independent Director
Mr. Arun S. Sehgal	- Independent Director (cessation from 25/09/2022)

Chief Financial Officer:

Mr. Sahil B. Patel

Company Secretary & Compliance Officer:

Mr. Sarathi Sheth

Statutory Auditors:

M/S. Bihari Shah & Co.,
Chartered Accountants
Ahmedabad

Listing of Equity Shares:

National Stock Exchange Limited (SME Platform)

Share Transfer Agent:

LINK INTIME INDIA PRIVATE LIMITED
506-508, Amarnath Business Centre-1
(ABC-1), Besides Gala Business Centre
Near XT Xavier's College Corner
Off C G Road, Ellisbridge
Ahmedabad 380006

Bank:

ICICI Bank Limited

Registered Office:

213, G.I.D.C., Panoli,
Ankleshwar 394116
Gujarat
India

CIN : L24231GJ1994PLC022613
EMAIL : cs@prolifeindustries.in
CONTACT NO. : 9712622322
WEBSITE : www.prolifeindustries.in

NOTICE

NOTICE is hereby given that the Twenty Ninth Annual General Meeting of PROLIFE INDUSTRIES LIMITED will be held on Wednesday, 20th September, 2023 at 9.00 a.m. at 6,8,10,12 HEXZONE ARCADE, NR. JAYABEN MODI HOSPITAL, VALIA ROAD, G.I.D.C., ANKLESHWAR- 393002, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon;
2. To declare a final dividend on Equity shares for the year 2022-23;
3. To appoint a Director in place of Mrs. Anureet Kaur M Jolly [DIN: 02730332], who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible to offer herself for re-appointment;
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution;

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013, and relevant rules made thereunder, M/s. Bihari Shah & Co., Chartered Accountants (Firm Reg. No. 119020W), Ahmedabad be and is hereby re-appointed as Statutory Auditor of the Company for the second term to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 29th Annual General Meeting of the Company until the conclusion of the 34th Annual General Meeting of the Company to be held in year 2028 and to authorize the Board of Directors of the Company to fix their remuneration”.

SPECIAL BUSINESS:

5. To approve remuneration Payable to Mr. Veljibhai K Patel (DIN: 08697081), Professional Executive Director

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

“RESOLVED THAT pursuant to the provisions of sections 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, the Articles of Association of the Company, Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations 2015’), or any amendment, as recommended by Nomination and Remuneration Committee of the Board of Director of the Company consent of the members of the Company be and is hereby accorded for the payment of remuneration, to Mr. Veljibhai K Patel (DIN: 08697081), Professional Executive Director of the Company upto Rs. 15,00,000 Per Annum including all the perquisites and benefits if any. In the event of inadequacy or in absence of profits the Board shall be authorised to adjust the above remuneration in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Board of Directors of the Company be and is hereby severally authorized to do, perform all such acts, deeds, matters and things, as they may deem necessary, proper, expedient in their sole and absolute discretion and take all such necessary steps as may be required in order to give effect to this resolution.”

6. To Approve Material Related Party Transactions with Prolife Bio-chemical Industries Pvt. Ltd.:

To consider and if thought fit to pass with or without modifications, the following resolution as Ordinary resolution:

“RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013 (as amended or re-enacted from time to time) and the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 if applicable (including any statutory modification(s) or enactment therefore for the time being in force) and the Company’s Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the statement, with Prolife Bio-chemical Industries Pvt. Ltd. and accordingly a related party of the Company under Regulation 2(1)(zb) of SEBI Listing Regulations and 2(76) of Companies Act,2013, on such terms and conditions as may be agreed between the Company and Prolife Bio-chemical Industries Pvt. Ltd., for an aggregate value of up to ₹30 crore, to be entered during Financial Year 2023-24, for Purchase of Raw Materials, Sale of Goods, Availing or Rendering Job work services and other transactions of business subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as he may in his absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, agreements, applications, returns and writings as may be necessary, proper, desirable or expedient.”

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

7. To Approve Material Related Party Transactions with Goldstar Chemicals Pvt. Ltd.:

To consider and if thought fit to pass with or without modifications, the following resolution as Ordinary resolution:

“RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013 (as amended or re-enacted from time to time) and the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 if applicable (including any statutory modification(s) or enactment therefore for the time being in force) and the Company's Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the statement, with Prolife Bio-chemical Industries Pvt. Ltd. and accordingly a related party of the Company under Regulation 2(1)(zb) of SEBI Listing Regulations and 2(76) of Companies Act,2013, on such terms and conditions as may be agreed between the Company and Goldstar Chemicals Pvt. Ltd., for an aggregate value of up to ₹18 crore, to be entered during Financial Year 2023-24, for Purchase of Raw Materials, Sale of Goods, Availing or Rendering Job work services and other transactions of business subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as he may in his absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, agreements, applications, returns and writings as may be necessary, proper, desirable or expedient.”

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

8. To Approve Material Related Party Transactions with Prolife Speciality Chemicals Ltd.:

To consider and if thought fit to pass with or without modifications, the following resolution as Ordinary resolution:

“RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013 (as amended or re-enacted from time to time) and the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 if applicable (including any statutory modification(s) or enactment therefore for the time being in force) and the Company's Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the statement, with Prolife Bio-chemical Industries Pvt. Ltd. and accordingly a related party of the Company under Regulation 2(1)(zb) of SEBI Listing Regulations and 2(76) of Companies Act,2013, on such terms and conditions as may be agreed between the Company and Prolife Speciality Chemicals Ltd., for an aggregate value of up to ₹18 crore, to be entered during Financial Year 2023-24, for Purchase of Raw Materials, Sale of Goods, Availing or Rendering Job work services and other transactions of business subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as he may in his absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, agreements, applications, returns and writings as may be necessary, proper, desirable or expedient.”

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

9. To Approve Material Related Party Transactions with J.S Chemicals.:

To consider and if thought fit to pass with or without modifications, the following resolution as Ordinary resolution:

“RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013 (as amended or re-enacted from time to time) and the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 if applicable (including any statutory modification(s) or enactment therefore for the time being in force) and the Company’s Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the statement, with Prolife Bio-chemical Industries Pvt. Ltd. and accordingly a related party of the Company under Regulation 2(1)(zb) of SEBI Listing Regulations and 2(76) of Companies Act,2013, on such terms and conditions as may be agreed between the Company and J.S Chemicals., for an aggregate value of up to ₹18 crore, to be entered during Financial Year 2023-24, for Purchase of Raw Materials, Sale of Goods, Availing or Rendering Job work services and other transactions of business subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as he may in his absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, agreements, applications, returns and writings as may be necessary, proper, desirable or expedient.”

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

10. To Approve Material Related Party Transactions with Shree Ram Chemicals.:

To consider and if thought fit to pass with or without modifications, the following resolution as Ordinary resolution:

“RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013 (as amended or re-enacted from time to time) and the Companies

(Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 if applicable (including any statutory modification(s) or enactment therefore for the time being in force) and the Company's Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the statement, with Prolife Bio-chemical Industries Pvt. Ltd. and accordingly a related party of the Company under Regulation 2(1)(zb) of SEBI Listing Regulations and 2(76) of Companies Act,2013, on such terms and conditions as may be agreed between the Company and Shree Ram Chemicals., for an aggregate value of up to ₹21 crore, to be entered during Financial Year 2023-24, for Purchase of Raw Materials, Sale of Goods, Availing or Rendering Job work services and other transactions of business subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as he may in his absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, agreements, applications, returns and writings as may be necessary, proper, desirable or expedient.”

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

Place: Ankleshwar
Dated: 17.08.2023

By order of the Board of Directors

(Karan M Jolly)
Chairman & Managing Director
DIN: 06587791

REGISTERED OFFICE

213, G.I.D.C.,
PANOLI, ANKLESHWAR- 394116
CIN: L24231GJ1994PLC022613
Email Id: cs@prolifeindustries.in

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item 5 to 10 of the Notice is annexed hereto
2. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself and a proxy should be a member of the Company.
3. Proxies in order to be effective must be lodged at the Registered Office of the Company at least 48 hours before the time of the meeting.
4. Members/Proxies should bring the attendance slip duly filled in for attending the Meeting duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
5. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
6. In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website.

In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2022-2023 and Notice of the AGM of the Company, he/she may send a request to the Company by writing at cs@prolifeindustries.in mentioning their DP ID and Client ID/Folio No.

7. Pursuant to Section 91 of the Companies Act, 2013 read with Regulation 42 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Register of Members and Share Transfer Book of the Company will remain closed from Thursday, 14th September 2023 to Wednesday, 20th September 2023 (both days inclusive) for the purpose of AGM.
8. If the Final Dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or before 19th October, 2023 as under:
 - i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on September 13, 2023;

- ii. To all Members in respect of shares held in physical form if any, after giving effect to valid transfers in respect of transfer requests lodged with the Company if any as of the close of business hours on September 13, 2023.
9. Members holding shares in electronic form may please note that their bank details as furnished by the respective depositories to the Company will be printed on the dividend warrants as per applicable regulations of the depositories and the Company will not entertain any direct request from such member for change/deletion in such bank details. Members may therefore give instructions regarding bank accounts to their respective depository participants only.
10. Under section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to unpaid dividend account of the Company shall be transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India.
11. As per the provisions of the Companies Act, 2013, facility for making nominations is available to individuals holding shares in the Company. The prescribed nomination form can be obtained from the Registrar and Share Transfer agent of the company. Members holding shares in electronic form may forward nomination form duly filled to their respective depository participants only.
13. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization should be mailed to the company together with their respective specimen signatures at cs@prolifeindustries.in or to the scrutinizers of the Company at adgandhi1989@gmail.com with a copy marked to evoting@nsdl.co.in.
14. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
15. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements, if any, are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
16. All Members are requested to
 - Intimate immediately any changes in their address to Company's Registrar and Share Transfer Agent
 - Send all correspondence relating to transfer and transmission of shares to Registrar of shares to Registrar and Transfer Agent and not to the Company. Quote their Folio No./Client ID No. in their correspondence with the Registrar and Share Transfer Agent.
 - Send their queries related to accounts and operations of the Company at least 10 days in advance so that the required information can be made available at the meeting.
 - Intimate Registrar and Share Transfer Agent Link Intime India Private Limited for consolidation of folios, in case having more than one folio.
 - Bring their copies of annual report and attendance slip with them at the meeting.
 - Members holding shares in dematerialized form are requested to intimate all changes pertaining to their registered email id, bank detail, mandates, nominations, power of

attorney etc. to their Depository Participants. Changes intimated to the Depository Participants will then be automatically reflected in Company's records which will help the Company and its Registrars and Transfer Agents, M/s Link Intime India Private Limited, to provide efficient and better service to the Members. Members holding share in physical form, if any are requested to advice such changes to the Company's Registrar and transfer agents, M/s Link Intime India Private Limited. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares. Members can contact the Company's Registrar & Transfer Agent, M/s Link Intime India Private Limited.

17. Voting through electronic means:

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Link intime India Pvt Ltd. (Insta Vote), on all the resolutions set forth in this Notice.

The remote e-voting period commences on 16th September, 2023 (9.00 A.M.) and ends on 19th September, 2023 (5.00 P.M.). During this period, members holding shares either in physical form or in dematerialized form, as on 13th September, 2023 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the company as on the cut-off date.

The Company has appointed Mr. Ankurkumar D. Gandhi, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

The results declared along with the scrutinizer's report shall be placed on the Company's website and shall be communicated to the NSE where the shares of the company are listed within the time prescribed by the law.

Any person, who acquires Shares of the Company and becomes Member of the Company after sending the Notice and holding Shares as of the cut-off date, may obtain login ID and password by sending a request at cs@prolifeindustries.in or enoticies@linkintime.co.in However, if he / she is already registered with NSDL/CDSL/Instavote to remote e-voting then he / she can use his / her existing user ID and password for casting vote. Any person who ceases to be the member of the Company as on cut-off date and in receipt of this notice, shall treat this AGM Notice for information purpose only.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM but shall not be entitled to cast their vote again. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

The instructions for the members for remote e-voting:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL
 1. 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 name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. 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>
 3. 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 hold 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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The 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.
 2. 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 the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are 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.
 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
 4. Alternatively, the user can directly access the 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, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

3. 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. After Successful login, you will be able to see e-Voting option. Once you 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ▶ Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **‘Submit’**.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **‘View’** icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option **‘Favour / Against’** (If you wish to view the entire Resolution details, click on the **‘View Resolution’** file link).
4. After selecting the desired option i.e. Favour / Against, click on **‘Submit’**. A confirmation box will be displayed. If you wish to confirm your vote, click on **‘Yes’**, else to change your vote, click on **‘No’** and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **‘Custodian / Mutual Fund / Corporate Body’**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **‘Custodian / Mutual Fund / Corporate Body’** login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
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 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

By order of the Board of Directors

Place: Ankleshwar
Dated: 17.08.2023

(Karan M Jolly)
Chairman & Managing Director
DIN: 06587791

REGISTERED OFFICE

213, G.I.D.C.,
PANOLI, ANKLESHWAR- 394116
CIN: L24231GJ1994PLC022613
Email Id: cs@prolifeindustries.in

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013

Item No. 5

The Board of Directors of the Company ('the Board') at the meeting held on August 17, 2023 on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the remuneration upto Rs. 15,00,000 per annum will be payable to Mr. Veljibhai K Patel, Executive, Professional Director of the Company in terms of Section sections 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and as per the Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

Mr. Veljibhai Kanjibhai Patel holds bachelor's degree in Chemistry – Bachelor of Science in Chemistry from Gujarat University. He is having more than three decades of experience in Chemical and Pharmaceutical Industry. He is working as a production Manager and Plant In charge. He has very good Technical, Project Management, Leadership, communication and Decision making skills and he has been associated with company since March,2020. Looking towards his competency and contribution towards the growth of the company, the Nomination and Remuneration committee recommended to enhance their remuneration upto 15,00,000 per annum subject to approval in the meeting of shareholders of the company and as per provisions and rules of Companies Act,2013

None of the Directors and Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Your Directors recommends the resolution as set out in Item No. 5 of the Notice as Special Resolution.

Item No. 6

Section 188 of the Companies Act, 2013 read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time; prescribes procedure for approval of related party transactions. The Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also prescribed seeking of shareholder's approval for material related party transactions.

Your company proposes to enter into Transactions of Purchase, Sales, Availing and Rendering of Job work services from/to Prolife Bio-chemical Industries Pvt. Ltd. The related entity has been engaged in the chemical business for more than 25 years and the company has long standing business relations with related entity. The materials produced by the related entity are used as Raw material in our company. It is their specialization to produce the same as compared to other entities in the market. Similarly, certain products produced by us are useful to them in developing their products. Since both the companies have different strategical and technical advancement in their core area in terms of skills and chemical process, both the company can avail/render job work service to each other in order to develop the final product. The related entity is located in same industrial territory and hence it is beneficial to our company in all the terms to transact with the said entity. Prolife Bio-chemical Industries Pvt. Ltd. enjoys a goodwill in the chemical industry. Hence, your board of

directors proposes the resolution and seeks shareholders consent to enter in to transactions with the related party as Arm's length price.

All the proposed transactions put up for approval as an abundant caution and all the transactions are carried out in the ordinary course of business and at arm's length with the related party are required approval of shareholders of the Company by an Ordinary Resolution:

The Board recommends the resolution set out in Item No. 6 of the notice for approval of the members.

Mr. Karan M Jolly, Mrs. Anureet Kaur Jolly, Mr. Siddharth Raghuvanshi Directors and relatives of Directors are interested in the said resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested.

Item No. 7

Section 188 of the Companies Act, 2013 read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time; prescribes procedure for approval of related party transactions. The Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also prescribed seeking of shareholder's approval for material related party transactions.

Your company proposes to enter into Transactions of Purchase, Sales, Availing and Rendering of Job work services from/to Goldstar Chemicals Pvt. Ltd. The related entity has been engaged in the chemical business for more than 25 years and the company has long standing business relations with related entity. The materials produced by the related entity are used as Raw material in our company. It is their specialization to produce the same as compared to other entities in the market. Similarly, certain products produced by us are useful to them in developing their products. Since both the companies have different strategical and technical advancement in their core area in terms of skills and chemical process, both the company can avail/render job work service to each other in order to develop the final product. The related entity's plant is located in same industrial territory and hence it is beneficial to our company in all the terms to transact with the said entity. Goldstar Chemicals Pvt. Ltd. enjoys a goodwill in the chemical industry. Hence, your board of directors proposes the resolution and seeks shareholders consent to enter in to transactions with the related party as Arm's length price.

All the proposed transactions put up for approval as an abundant caution and all the transactions are carried out in the ordinary course of business and at arm's length with the related party are required approval of shareholders of the Company by an Ordinary Resolution:

The Board recommends the resolution set out in Item No. 7 of the notice for approval of the members.

Mr. Karan M Jolly, Mrs. Anureet Kaur Jolly, Directors and relatives of Directors are interested in the said resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested.

Item No. 8

Section 188 of the Companies Act, 2013 read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time; prescribes procedure for approval of related party transactions. The Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also prescribed seeking of shareholder's approval for material related party transactions.

Your company proposes to enter into Transactions of Purchase, Sales, Availing and Rendering of Job work services from/to Prolife Speciality Chemicals Ltd. The related entity has been engaged in the chemical business for more than 25 years and the company has long standing business relations with related entity. The materials produced by the related entity are used as Raw material in our company. It is their specialization to produce the same as compared to other entities in the market. Similarly, certain products produced by us are useful to them in developing their products. Since both the companies have different strategical and technical advancement in their core area in terms of skills and chemical process, both the company can avail/render job work service to each other in order to develop the final product. Prolife Speciality Chemicals Ltd. enjoys a goodwill in the chemical industry. Hence, your board of directors proposes the resolution and seeks shareholders consent to enter in to transactions with the related party as Arm's length price.

All the proposed transactions put up for approval as an abundant caution and all the transactions are carried out in the ordinary course of business and at arm's length with the related party are required approval of shareholders of the Company by an Ordinary Resolution:

The Board recommends the resolution set out in Item No. 8 of the notice for approval of the members.

Mr. Karan M Jolly, Mrs. Anureet Kaur Jolly, Mr. Siddharth Raghuvanshi Directors and relatives of Directors are interested in the said resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested.

Item No. 9

Section 188 of the Companies Act, 2013 read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time; prescribes procedure for approval of related party transactions. The Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also prescribed seeking of shareholder's approval for material related party transactions.

Your company proposes to enter into Transactions of Purchase, Sales, Availing and Rendering of Job work services from/to J.S Chemicals. The related entity has been engaged in the chemical business for more than 25 years and the company has long standing business relations with related entity. The materials produced by the related entity are used as Raw material in our company. It is their specialization to produce the same as compared to other entities in the market. Similarly, certain products produced by us are useful to them in developing their products. Since both the companies have different strategical and technical advancement in their core area in terms of skills and chemical process, both the company can avail/render job work service to each other in order to develop the final product. The related entity is located in same industrial territory and hence it is beneficial to our company in all the terms to transact with the said entity. J.S Chemicals enjoys a goodwill in the chemical industry. Hence, your board of directors proposes the resolution and seeks shareholders consent to enter in to transactions with the related party as Arm's length price.

All the proposed transactions put up for approval as an abundant caution and all the transactions are carried out in the ordinary course of business and at arm's length with the related party are required approval of shareholders of the Company by an Ordinary Resolution:

The Board recommends the resolution set out in Item No. 9 of the notice for approval of the members.

Mr. Karan M Jolly, Mrs. Anureet Kaur Jolly, Directors and relatives of Directors are interested in the said resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested.

Item No. 10

Section 188 of the Companies Act, 2013 read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time; prescribes procedure for approval of related party transactions. The Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also prescribed seeking of shareholder's approval for material related party transactions.

Your company proposes to enter into Transactions of Purchase, Sales, Availing and Rendering of Job work services from/to Shree Ram Chemicals. The related entity has been engaged in the chemical business for more than 25 years and the company has long standing business relations with related entity. The materials produced by the related entity are used as Raw material in our company. It is their specialization to produce the same as compared to other entities in the market. Similarly, certain products produced by us are useful to them in developing their products. Since both the companies have different strategical and technical advancement in their core area in terms of skills and chemical process, both the company can avail/render job work service to each other in order to develop the final product. The related entity is located in same industrial territory and hence it is beneficial to our company in all the terms to transact with the said entity. Shree Ram Chemicals enjoys a goodwill in the chemical industry. Hence, your board of directors proposes the resolution and seeks shareholders consent to enter in to transactions with the related party as Arm's length price.

All the proposed transactions put up for approval as an abundant caution and all the transactions are carried out in the ordinary course of business and at arm's length with the related party are required approval of shareholders of the Company by an Ordinary Resolution:

The Board recommends the resolution set out in Item No. 10 of the notice for approval of the members.

Mr. Karan M Jolly, Mrs. Anureet Kaur Jolly, Directors and relatives of Directors are interested in the said resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested.

By order of the Board of Directors

Place: Ankleshwar

Dated: 17.08.2023

(Karan M Jolly)
Chairman & Managing Director
DIN: 06587791

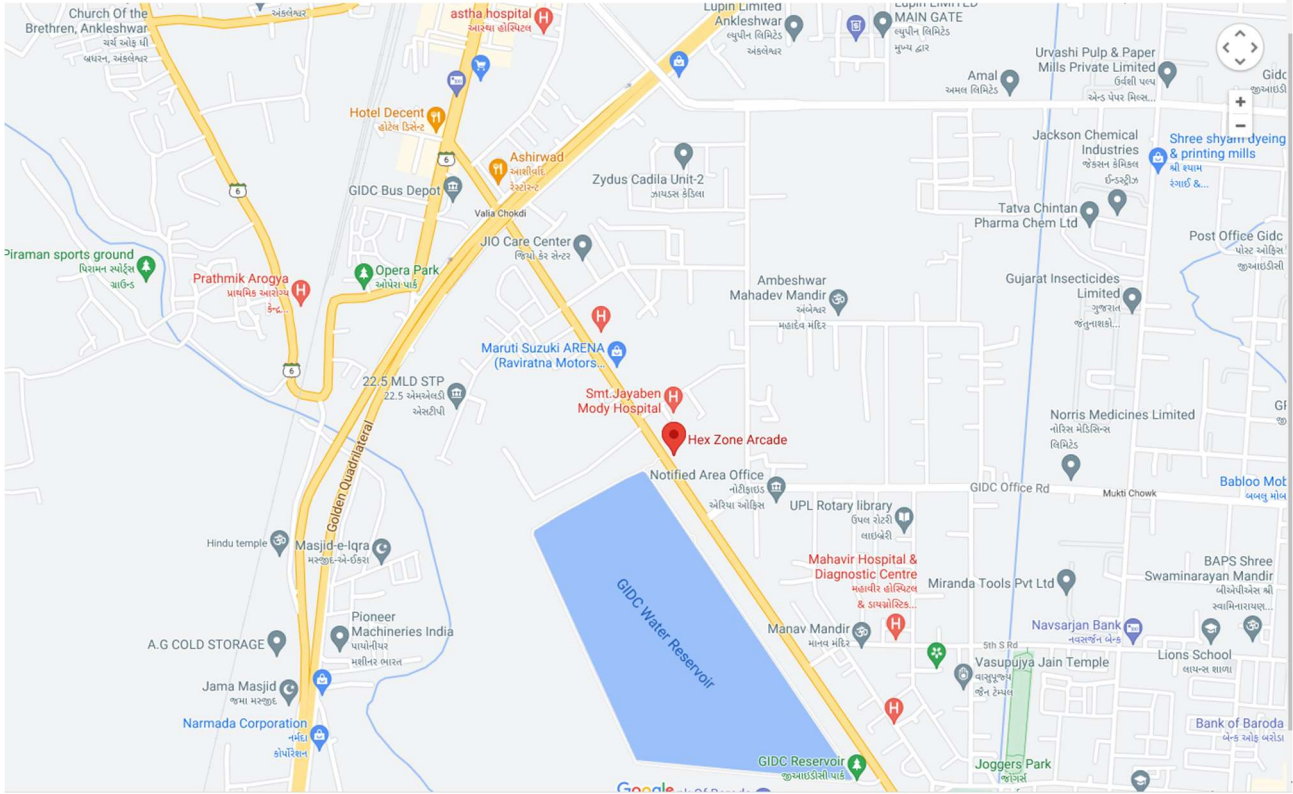
Details of Director Seeking Re-appointment at the Annual General Meeting

Particulars	Mrs. Anureetkaur Jolly
Date of Birth	18 th May, 1967
Date of Appointment	31 st October, 2009
Qualifications	Bachelor of Science (B.Sc), Graduate Diploma in Financial Management (PGDFM) and Post Graduate Diploma in System Management (PGDSM)
Expertise in specific functional areas	Wide experience in chemical business
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	PROLIFE SPECIALITY CHEMICALS LIMITED
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	-
Number of shares held in the Company	10,10,000

For other details such as number of Board meetings attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of Mrs. Anureet Kaur Jolly, please refer to the Director's Report which is part of this Annual Report.

Route map of venue of Annual General Meeting of PROLIFE INDUSTRIES LIMITED:

Venue: 6,8,10,12 HEXZONE ARCADE, NR. JAYABEN MODI HOSPITAL, VALIA ROAD, G.I.D.C., ANKLESHWAR- 393002



DIRECTORS' REPORT

To
The Members,
Prolife Industries Limited

Your Directors are pleased to present before you the 29th Annual Report together with the audited accounts of the company for the year ended on **31st March, 2023**.

FINANCIAL RESULTS:

The summarized financial results for the year ended 31st March, 2023 are as under:

<i>Particulars</i>	<i>Financial Year 2022-23 (Amount in INR Lakh)</i>	<i>Financial Year 2021-22 (Amount in INR Lakh)</i>
Income:		
a) Revenue from Operation	7831.35	7320.33
b) Other Income	218.43	162.62
Total Income	8049.78	7482.95
Profit before Depreciation, Interest Charges and Taxation	1090.95	758.77
Depreciation	125.22	115.71
Interest Charges	42.32	45.89
Profit/(loss) for year before exceptional item, Prior Period Expense and tax	923.40	597.17
Exceptional and extraordinary Income	-	-
Exceptional and extraordinary Expense	-	-
Profit/(loss) for year before tax	923.40	597.17
TAX Expenses	232.09	166.98
Profit After Tax	691.32	430.19

COMPANY'S PERFORMANCE:

During the year under review, the company's total income stood at Rs. 8049.78 Lakhs comprised of Rs. 7831.35 Lakhs as revenue from operations and Rs.218.43 as other income while Profit after tax was Rs. 691.32 Lakhs. Your directors are continuously looking for avenues for future growth of the company.

DIVIDEND:

The Board of Directors has recommended a dividend of 0.30/- (Thirty Paise only) per equity share of Rs.10/- (Ten rupees) each fully paid-up of the Company. Dividend is subject to approval of members at the ensuing Annual General Meeting and shall be subject to deduction of income tax at source.

TRANSFER TO RESERVES:

The company has not transferred any amount to General Reserve and Rs. 691.32 is retained in the profit and loss account.

DEPOSITS:

The Company has not accepted any deposits from the general public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance

sheet. Further that the Company has not accepted any deposits in contravention of the provisions of the Chapter-V of the Companies Act, 2013 and rules made there under.

CHANGE IN SHARE CAPITAL:

During the year, there is no any change in the equity share capital of the Company.

DISCLOSURE REGARDING ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS:

The company has not issued any equity shares with differential voting rights during the Financial year and it is therefore not required to make disclosures specified in Rule 4 (4) of Companies (Share Capital and Debenture) Rules, 2014.

DISCLOSURE REGARDING ISSUE OF SWEAT EQUITY SHARES:

The company has not issued any Sweat Equity Shares during the financial year and it is therefore not required to make disclosures specified in Rule 8 (13) of Companies (Share Capital and Debenture) Rules, 2014.

DISCLOSURE REGARDING ISSUE OF EMPLOYEE STOCK OPTION:

The company has not issued any shares under Employee Stock Option Scheme during the financial year and it is therefore not required to make disclosures specified in Rule 12 (9) of Companies (Share Capital and Debenture) Rules, 2014.

EXTRACT OF ANNUAL RETURN:

Pursuant to the provisions of Section 134(3)(a) and Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company for Financial Year 2022-203 is uploaded on website of the Company and can be accessed at www.prolifeindustries.in.

NO. OF BOARD MEETINGS:

During the financial year 2022-23, four board meetings of the Board of Directors of the company were held on 27.05.2022, 01.09.2022, 12.11.2022 and 04.03.2023. The intervening gap between the meetings was within the period prescribed under the companies Act,2013.

AUDIT COMMITTEE:

During the year under review, the Board of Directors of the company reconstituted the Audit Committee due to cessation of Mr. Arun Sehgal, Independent Director and Member of Audit Committee.

As per the Provisions of the Section 177 of the Companies Act, 2013 and rules made thereunder, the Revised Constitution of the Audit Committee of the Board of Directors are as follows:

Sr. No	Board of Director	Designation	Nature of Directorship
1	Mr. Dharmendra Pushkarna	Chairperson	Non-Executive and Independent director
2	Mr. Keshavkumar Singh	Member	Non-Executive and Independent director
3	Mrs. Anureet Kaur Jolly	Member	Non-Executive and Non Independent director

During the year under review, five meetings of Audit Committee were held on 27.05.2022, 01.09.2022, 12.11.2022, 12.11.2022 and 04.03.2023.

NOMINATION AND REMUNERATION COMMITTEE:

During the year under review, the Board of Directors of the company reconstituted the Nomination and Remuneration Committee due to cessation of Mr. Arun Sehgal, Independent Director and Member of Nomination and Remuneration Committee.

As per the Provisions of the Section 177 of the Companies Act, 2013 and rules made thereunder, the Revised Constitution of the Nomination and Remuneration Committee of the Board of Directors are as follows:

Sr. No	Board of Director	Designation	Nature of Directorship
1	Mr. Dharmendra Pushkarna	Chairperson	Non-Executive and Independent director
2	Mrs. Anureet Kaur Jolly	Member	Non-Executive and Non Independent director
3	Mr. Keshavkumar Singh	Member	Non-Executive and Independent director

During the year under review, four meetings of Nomination and Remuneration Committee were held on 27.05.2022, 01.09.2022, 12.11.2022 and 04.03.2023.

STAKEHOLDER RELATIONSHIP COMMITTEE:

During the year under review, the Board of Directors of the company reconstituted the Stakeholder Relationship Committee due to cessation of Mr. Arun Sehgal, Independent Director and Member of Stakeholder Relationship Committee.

As per the Provisions of the Section 177 of the Companies Act, 2013 and rules made thereunder, the Revised Constitution of the Stakeholder Relationship Committee of the Board of Directors are as follows:

Sr. No	Board of Director	Designation	Nature of Directorship
1	Mrs. Anureet Kaur Jolly	Chairperson	Non-Executive and Non Independent director
2	Mr. Dharmendra Pushkarna	Member	Non-Executive and Independent director
3	Mr. Keshavkumar Singh	Member	Non-Executive and Independent director

During the year under review, four meetings of Stakeholder Relationship Committee were held on 27.05.2022, 01.09.2022, 12.11.2022 and 04.03.2023.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

As per the Provisions of the Section 135 of the Companies Act, 2013, the Constitution of the CSR Committee of the Board of Directors are as follows:

Sr. No	Board of Director	Designation	Nature of Directorship
1	Mr. Karan Manindersingh Jolly	Chairperson	Managing Director
2	Mr. Siddharth Raghuvanshi	Member	Director
3	Mr. Keshavkumar Singh	Member	Non-Executive and Independent director

CORPORATE SOCIAL RESPONSIBILITY:

The Provision of the Section 135 of the Companies Act, 2013 are applicable to the Company during the year under review. As per the provisions of the said section, the company has constituted the CSR Committee of the Board of Directors of the Company and the Company has a Policy on Corporate Social Responsibility which is available on the website of the Company. The brief outline of the Corporate Social Responsibility Policy of the Company, activities and other details as required

is set out in Annexure I of this Report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules 2014.

DISCLOSURE REGARDING MAINTENANCE OF COST RECORDS:

Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time is not applicable to your company. Hence, your Company is not required to maintain cost records.

PARTICULARS OF LOAN, GUARANTEE AND INVESTMENT:

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All Related Party Transactions that were entered during the year under review were on an arm's length basis and in the ordinary course of business and are in compliance with the applicable provisions of the Act and the Listing Regulations. In terms of Section 188 of the Act and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date are given in Annexure II in Form AOC-2 and the same forms part of this report.

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

The Particulars regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo, pursuant to Section 134 of the Companies act 2013 read with the Companies (Account) Rules, 2014 are given in Annexure III

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

No Significant and material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report like settlement of tax liabilities, operation of patent rights, depression in market value of investments, institution of cases by or against the company, sale or purchase of capital assets or destruction of any assets etc.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

During the year under review, the Company doesn't have any Subsidiaries, Joint Ventures and Associate Company and none of the companies has become or ceased to be Company's subsidiaries, joint ventures or associate companies.

REPORT ON THE PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

During the year under review, the Company doesn't have any Subsidiaries, Joint Ventures and Associate Company, therefore Report on the performance and financial position of each of the subsidiaries, associates and joint venture companies is not required to be given.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Mr. Arun Siriram Sehgal [DIN: 00491163], the Independent Director of the Company ceased to be an Independent director with effect from 25/09/2022 due to completion of his tenure.

DECLARATION BY INDEPENDENT DIRECTOR:

The Company has received necessary declaration from each independent director under section 149(7) of the Companies Act, 2013 that he meets the criteria of independence laid down in section 149(6) of the Companies Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT:

In accordance with the provisions of Section 134 (3) (c) read with section 134 (5) of the Companies Act, 2013, the Board of Directors states:

- 1) That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 2) That the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period.
- 3) That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- 4) That the Directors have prepared the annual accounts on a going concern basis.
- 5) They have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively.
- 6) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

PARTICULARS OF EMPLOYEES:

During the year under review, the Company had no employee drawing remuneration exceeding the prescribed limits under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

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

The Company has not received any significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in Future.

INTERNAL FINANCIAL CONTROL SYSTEM:

Your Company has in place adequate internal control systems commensurate with the size of its operations. Internal control systems designed to ensure sound management of your company's operation, safekeeping of its assets, optimal utilization of resources, reliability of its financial information and compliance. Systems and procedures are periodically reviewed by the management.

RISK MANAGEMENT POLICY:

Your company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. There is no risk which in the opinion of the board may threaten the existence of the company. The company has taken sufficient insurance coverage to safeguard its assets including Inventories, Buildings and Machineries etc.

VIGIL MECHANISM:

The Company has established a vigil mechanism policy and oversees through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns.

The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co employees and the Company.

BOARD EVALUATION:

The board of directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 (“SEBI Listing Regulations”). The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc. The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role. In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the Independent director being evaluated.

CORPORATE GOVERNANCE:

Pursuant to Regulation 15(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, provisions of Corporate Governance are not applicable to the company as it is listed to SME Platform of NSE (NSE Emerge). Hence, Corporate Governance is not required to be prepared by the Company.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment all employees (permanent, contractual, temporary, trainees) are covered under this policy. The summary of sexual harassment complaints received and disposed off during the financial year 2022-23 is as under:

Number of Complaints Received: NIL

Number of Complaints Disposed off : NIL.

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

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

SECRETARIAL AUDIT REPORT:

In terms of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company has appointed Mr. Punit Santoshkumar Lath, Practicing Company Secretary, Ahmedabad (CP No. 11139) as Secretarial Auditor of the Company for the F.Y. 2022-23. Hence, The Company has obtained Secretarial audit report from Punit Santoshkumar Lath, Practicing Company Secretary, Ahmedabad (CP No. 11139)

which is enclosed as Annexure IV to this report. The report is self-explanatory and do not call for any further comments.

INTERNAL AUDITORS:

In accordance with the provisions of Section 138 of the Act and rules made thereunder, the Board of Directors of the Company has appointed M/s. D.C. Choksi & Co., Chartered Accountants, as an Internal Auditor to conduct the Internal Audit of the Company Your Company has appointed M/s D.C. Choksi & Co., as its Internal Auditor for the F.Y. 2022-23. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

STATUTORY AUDITORS:

The Statutory Auditors, M/s. Bihari Shah & Co., Chartered Accountants (Firm Registration Number 119020W), were appointed as Statutory Auditors of the Company at the 24th Annual General Meeting of the Company from the conclusion of 24th Annual General Meeting held on 29th September, 2018 till the conclusion of Annual General Meeting to be held in the calendar year 2023 for auditing the accounts of the company for the financial year 2018-19 to 2022-23. Accordingly, M/s. Bihari Shah & Co., Chartered Accountants (Firm Registration Number 119020W) will complete their present term on conclusion of this AGM in terms of the said approval and as per Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company at its meeting held on 17th August, 2023 on the basis of the recommendations of the Audit Committee, recommended for the approval of the Members, the re-appointment of M/s. Bihari Shah & Co., Chartered Accountants (Firm Registration Number 119020W) as the Statutory Auditors of the Company, for a second term of 5 (five) consecutive financial years from the conclusion of this AGM till the conclusion of the 34th AGM to be held in the year 2028 on remuneration, terms and conditions as may approved by the Board. The proposal for re-appointment of Messrs. Bihari Shah & Co., Chartered Accountants, as Statutory Auditor of the Company is listed as an item in the Notice convening the forthcoming Annual General Meeting of the Company, for necessary approval of the shareholders.

Accordingly, the relevant note of Statutory Auditor's Appointment has been given in the Notes of the Notice of the Annual General Meeting.

The comments in the Auditors report with notes on accounts are self-explanatory and therefore do not call for any further explanation.

Auditors Report to the shareholders for the financial year ended 31st March, 2023, does not contain any qualification

SECRETARIAL STANDARDS:

Your Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively

ACKNOWLEDGEMENT:

Your Directors take this opportunity to thank all the stakeholders, Investors, Clients, Banks, Government, Regulatory Authorities and Stock Exchange for their continued support and to place on record the appreciation of the valuable contribution and dedication shown by the employees of the Company, RTA, Auditors and Practicing Company Secretary which have contributed to the successful management of the Company's affairs.

Place: Ankleshwar

Dated: 17.08.2023

By order of the Board of Directors

(Karan M Jolly)

Chairman & Managing Director

DIN: 06587791

REGISTERED OFFICE

213, G.I.D.C.,

PANOLI, ANKLESHWAR- 394116

CIN: L24231GJ1994PLC022613

Email Id: cs@prolifeindustries.in

ANNEXURE: I

Annual report on CSR Activities for the financial year ended on 31st March, 2023

1. Brief outline on CSR Policy of the Company.

To Contribute/Sponsor any scheme or project in general good of Society. The Company's CSR policy is committed towards CSR activities as envisaged in Schedule VII of the Companies Act, 2013. The Details of CSR policy of the Company and CSR projects are available on the website of the Company.

1. The Composition of CSR Committee:

Sr. No	Board of Director	Designation	Nature of Directorship	No. of Meetings held	No. of Meeting Attended
1	Mr.Karan Manindersingh Jolly	Chairperson	Managing Director	2	2
2	Mr.Siddharth Raghuvanshi	Member	Director	2	2
3	Mr. Keshavkumar Singh	Member	Non-Executive and Independent director	2	2

2. The web-link where composition of CSR Committee, CSR Policy and CSR Project approved by the board are disclosed on the website of the Company: www.prolifeindustries.in
3. Provide the details of Impact assessment of CSR Projects carried out in pursuance of sub- rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2021, if applicable: Not Applicable
4. Details of the amount available for set off in pursuance of sub rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount require for set off for the financial year, if any: Not Applicable

Sl. No.	Financial Year	Amount available for set-off from preceding financial years	Amount required to be setoff for the financial year, if any
Not Applicable			

5. Average Net profit of the Company as per section 135(5):
The average net profit of the Company for the last three financial years is Rs. 634.86 Lacs.
6. (a) Two percent of average net profit of the company as per section 135(5)
The prescribed CSR expenditure @2% of the average net profits for the last three financial years is Rs.12,69,716.10/-
(b) Surplus arising out of the CSR Project or Programs or Activities of the previous financial years: Nil
(c) Amount required to be set off for the financial year, if any: Nil
(d) Total CSR obligation for the financial year: Rs.12,69,716.10/-
7. (a) CSR amount spent or unspent for the financial year:

Total Amount spent for the financial Year (In Rs.)	Amount Unspent	
	Total Amount transferred to Unspent CSR Account as per section 135(6)	Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)

	Amount	Date of Transfer	Name of Fund	Amount	Date of Transfer
12,70,000.00/-	N.A	N.A	N.A	N.A	N.A

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

1	2	3	4	5		6	7	8	9	10	11	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No)	Location of the project.		P r o j e c t d u r a t i o n	Amount allocated for the project	Amount spent in the current financial Year	Amount transferred to Unspent CSR Account for the project as per Section 135(6)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Reg. No.
NIL												

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

Sr. No.	Name of Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount allocated for the project	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Reg. No.
1	Health Awareness	promoting health care including preventive health care	Yes	Gujarat	Bharuch	820000	No	Prolife Foundation	CSR00026470
2	Education	promoting education, including special education and employment enhancing vocational skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;	Yes	Gujarat	Bharuch	450000	No	Prolife Foundation	CSR00026470

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- (d) Amount spent in Administrative Overheads: Nil
(e) Amount spent on Impact Assessment, if applicable: N.A
(f) Total amount spent for the Financial Year (8b+8c+8d+8e): Rs.12,70,000/-
(g) Excess amount for set off, if any: N.A.

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	Rs.12,69,716.10/-
(ii)	Total amount spent for the Financial Year	Rs.12,70,000.00/-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	NIL
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL

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

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

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

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

9. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: N.A
10. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): N.A

For and on behalf of Board of Directors

Karan M. Jolly
DIN: 06587791
Chairman of CSR Committee

Siddharth Raghuvanshi
DIN: 08751718
Member of CSR Committee

ANNEXURE – II

FORM NO. AOC -2

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

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

1. **Details of contracts or arrangements or transactions not at Arm's length basis:** Prolife Industries Limited has not entered into any contract/arrangement/transaction with its related parties which are not in ordinary course of business or at arm's length during FY 2022-23.
 - i. Name(s) of the related party and nature of relationship: Not Applicable
 - ii. Nature of contracts/arrangements/transactions: Not Applicable
 - iii. Duration of the contracts / arrangements/transactions: Not Applicable
 - iv. Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable
 - v. Justification for entering into such contracts or arrangements or transactions: Not Applicable
 - vi. Date(s) of approval by the Board: Not Applicable
 - vii. Amount paid as advances, if any: Not Applicable
 - viii. Date on which the special resolution was passed in general meeting as required under first proviso to section 188: Not Applicable

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

Name (s) of the related party	Nature of contracts/arrangements/transaction	Duration of the contracts/arrangements/transaction	Salient terms of the contracts or arrangements or transaction including the value, if any (Amt. in INR Lakh)	Date(s) of approval by Board	Amount paid as advances, if any
Prolife Bio-Chemical Industries Private Limited	Sale of goods	12 months	1088.11	May 27, 2022	
	Raw Material Purchased	12 months	49.31	May 27, 2022	
Goldstar Chemicals Private Limited	Sale of Goods	12 months	716.70	May 27, 2022	
	Raw Material Purchased	12 months	300.96	May 27, 2022	
J.S Chemical	Sales of Goods	12 months	119.89	May 27, 2022	
	Raw Material Purchased	12 months	497.89	May 27, 2022	
Shraddha Finechem Private Limited	Sale of Goods	12 months	26.78	May 27, 2022	
Shree Ram Chemicals	Raw Material Purchased	12 months	692.81	May 27, 2022	
Yushika Exports	Sale of Goods	12 months	117.00	May 27, 2022	
Prolife Speciality Chemicals Limited	Sale of Goods	12 months	295.66	May 27, 2022	
	Raw Material Purchased	12 months	1158.26		
Shree Avani Pharma	Raw Material Purchased	12 months	19.58	May 27, 2022	

By order of the Board of Directors

**Place: Ankleshwar
Dated: 17.08.2023**

**(Karan M Jolly)
Chairman & Managing Director
DIN: 06587791**

ANNEXURE: III

TO THE DIRECTORS' REPORT FOR THE YEAR 2022-23

Information on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014.

(a) CONSERVATION OF ENERGY

(i)	the steps taken or impact on conservation of energy	-
(ii)	the steps taken by the company for utilizing alternate sources of energy	-
(iii)	the capital investment on energy conservation equipment's	-

(b) TECHNOLOGY ABSORPTION

(i)	the efforts made towards technology absorption	-
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	-
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	-
	(a) the details of technology imported	-
	(b) the year of import;	-
	(c) whether the technology been fully absorbed	-
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	-
(iv)	the expenditure incurred on Research and Development	-

(c) FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year, the total foreign exchange used and the total foreign exchange earned are as under

Total Foreign Exchange earned in actual	Rs. 32,74,08,816.00/-
Total Imported Goods	Nil

Place: Ankleshwar
Dated: 17.08.2023

By order of the Board of Directors

(Karan M Jolly)
Chairman & Managing Director
DIN: 06587791

ANNEXURE – IV

FORM NO. MR-3

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2023
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of
The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,
The Members
Prolife Industries Limited
(CIN: L24231GJ1994PLC022613)
213, G.I.D.C. Panoli,
Ankleshwar – 394 116

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and adherence to good corporate practices by **Prolife Industries Limited** (herein after called “**the Company**”) for the year ended 31st March, 2023.

Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company, to the extent the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to me and the presentations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023, generally 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:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023 according to the provisions of:
 - (i) The Companies Act, 2013 (the Act) and the Rules made there under;
 - (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made there under;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings – There was no Foreign Direct Investment, and External Commercial Borrowings by the Company during the year under review and hence the provisions in respect of the said matters are not applicable to the Company;
 - (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) 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 Requirements) Regulations, 2018 and amendments from time to time - (Not applicable, as the Company has not issued any shares during the year under review);
 - (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations; - (Not applicable, as the Company has not issued any shares/ options to directors/ employees under the said guidelines / regulations during the year under review);
 - (e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;- (Not applicable, as the Company has not issued any debt securities which were listed during the year under review);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client – (Not applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the year under review);
 - (g) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations; – (Not applicable as the Company has not delisted / propose to delist its equity shares from any Stock Exchange during the year under review); and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – (Not applicable as the Company has not bought back or propose to buy-back any of its securities during the year under review).
- (vi) As per the explanations and clarifications given to me and the representation made by the Management, during the period under review, there are no specific laws applicable to Company.

I further report that for the Compliances of applicable financial laws, like direct and indirect tax laws by the Company, we have relied on the Audit report of the company since the same have been subject to review by statutory financial auditor and other designated professionals.

2. I have also examined compliance with the applicable clauses of the following:
- (i) Secretarial Standards with respect to Meetings of Board of Directors and Committees (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

- (ii) The Listing Agreement entered into by the Company with NSE Limited, and SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 (effective 01st December, 2015).
3. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above to the extent applicable.
4. I further report that:
 - (i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and a Woman Director. No 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.
 - (ii) Adequate notice is given to all 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 seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
 - (iii) All the decisions of the Board and Committees thereof were carried through unanimously/requisite majority. Dissenting members' views were not required to be captured and recorded as part of the minutes, as there was no such instance.
5. I further report that there are adequate systems and processes in the Company with the size and operation of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines, standards etc.
6. I further report that during the audit period, the Company has no specific events/actions, having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

Punit Santosh Kumar Lath
Practicing Company Secretary
ACS No. 26238, COP No. 11139
Date: 05/08/2023
Place: Ahmedabad

Peer Review Certificate No.: 809/2020
UDIN: A026238E000746331
ICSI Unique Code: I2012GJ946500

Please note that the Secretarial Audit Report is to be read with our letter of even date attached as Annexure to the report and letter also forms the integral part of report.

ANNEXURE to the Secretarial Audit Report

To,
The Members,
Prolife Industries Limited
(CIN: L24231GJ1994PLC022613)
213, G.I.D.C., Panoli, Ankleshwar-394116

Dear Sir,

My Secretarial Audit Report of even date for the Financial Year ended on 31st March, 2023 is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have conducted the Audit as per the applicable Auditing Standards issued by the Institute of Company Secretaries of India (ICSI).
4. I have relied on the representations made by the Company and its officers for systems and mechanisms formed by the Company for compliances under other laws and regulations applicable to the Company and verification of documents and records procedures on test check basis.
5. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management.
7. 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 affairs of the company.
8. I have not verified the correctness and appropriateness of the financial records and Books of Accounts of the Company.

Punit Santosh Kumar Lath
Practicing Company Secretary
ACS No. 26238, COP No. 11139
Date: 05/08/2023
Place: Ahmedabad

ICSI Unique Code: I2012GJ946500
Peer Review Certificate No.: 809/2020
UDIN: A026238E000746331

ANNEXURE – V

Information pursuant Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (a) The ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year 2022-23 and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year 2022-23:

Name of Director and KMP	Designation	Ratio of remuneration to median remuneration of Employees 2022-23	% increase in remuneration in the financial year
Mr. Karan M. Jolly	Managing Director	13.74:1	Nil
Mr. Siddharth Raghuvanshi	Executive Director	8.24:1	Nil
Mr. Veljibhai K Patel	Executive Director	5.74:1	12.92%
Mrs. Anureetkaur Jolly	Non-Executive Director	NA	Nil
Mr. Dharmendra Pushkarna	Independent Director	NA	NA
Mr. Kesahavkumar Singh	Independent Director	NA	NA
Mr. Sarathi Sheth	Company Secretary	4.12:1	Nil
Mr. Sahil Patel	Chief Financial Officer	5.49:1	15.38%

- (ii) The percentage of increase/(decrease) in the median remuneration of employees in the financial year: (1.62%)
- (iii) The number of permanent employees on the rolls of the Company: 62 Employees as on March 31, 2023.
- (iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Average percentage increase in the salaries of employees other than managerial personnel in the financial year was 17.87% whereas percentage increase in managerial remuneration was 1.80%.
- (v) Affirmation that the remuneration is as per the Remuneration policy of the Company:

The Company affirms that the remuneration is as per the Remuneration Policy of the Company.

Place: Ankleshwar
Dated: 17.08.2023

By order of the Board of Directors

(Karan M Jolly)
Chairman & Managing Director
DIN: 06587791

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

BUSINESS OVERVIEW:

Our Company was incorporated as Mamta Dyes and Intermediaries Private Limited under the provision of the Companies Act, 1956 vide certificate of incorporation dated July 27, 1994 issued by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Consequent upon the conversion of our Company to public limited company, the name of our Company was changed to Mamta Dyes and Intermediaries Limited and fresh certificate of incorporation dated February 20, 1997 was issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Subsequently, the name of our Company was changed to RRJ-Dyes and Intermediates Limited vide fresh certificate of incorporation dated February 20, 1997 was issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Later on, the name of the company was changed to Prolife Industries Limited and fresh certificate of Incorporation dated March 7, 2013 pursuant to change of name was issued by Registrar of Companies, Gujarat, Dadra and Nagar Haveli.

Our company is engaged in the business of manufacturing special and exclusive range of intermediates for dyes, pigments, pharmaceuticals, agrochemicals and others. The company originally founded in the year 1994 in the name of Mamta Dyes & Intermediates Private Ltd and has been in this Industry from the very inception. Company has established even its own Research & Development Department within few years of incorporation of the company. It has already succeeded in developing very high-quality Specialty Chemicals as result of thorough knowledge and R & D efforts of the Chairman and Managing Director of the company who has sound knowledge as well as vast experience of two decades in the chemical industry. The company has established its presence in domestic as well export market and are regularly catering to the needs of their customers in many countries including U.S.A, Spain, Switzerland, Germany, France, Taiwan, Japan, Germany, Brazil etc.

REVIEW OF BUSINESS:

During the year under review, the profit after tax for the year ended 31st March, 2023 is Rs. 691.32 Lakhs against Rs. 430.19 Lakhs in the previous year.

Particulars	Financial Year 2022-23 (Amount in Rs. Lakhs)	Financial Year 2021-22 (Amount in Rs Lakhs.)
Revenue from Operations	7831.35	7320.34
Profit Before Tax	923.40	597.17
Profit After Tax	691.32	430.19

FUTURE PROJECTIONS:

The Company has formulated the sound business plan for the long-term growth to enhance its presence in the domestic as well as global market. As per the said growth plan, the Company has already started to manufacture some new products and also increased its manufacturing and production base by adding additional manufacturing capacities. The Company has already started the additional building, plant and machinery and other allied facilities for the enhancement of the

production facilities. The Company has started to manufacture some more products. This will add value to the stakeholders of the company in the longer period.

KEY FACTORS AFFECTING THE RESULTS OF OPERATION:

The Company's future results of operations could be affected potentially by the following factors:

- Political Stability of the Country.
- World Economy.
- Government policies for the capital markets.
- Investment Flow in the country from the other countries.
- Government policy for textile sector.
- Competition from existing players:
- Company's ability to successfully implement our growth strategy
- The loss of shutdown of operations of our Company at any time due to strike or labour unrest or any other reasons,
- Loss due to delay in execution of projects in time

OUR COMPETITIVE STRENGTH:

i. Experienced management team and motivated employee

We have a highly experienced and qualified management team. Our Management is backed by motivated staff that is instrumental in our business growth.

ii. Well-equipped Research and Development facility

We have well equipped research and Development facility to improve quality of the products and to produce high performance chemicals. Company has in house sound R&D Department backed by technical expertise of our management, which helps the company to enhance our product range.

iii. Established vast Domestic as well as Export market

The company is catering the customers both in domestic market as well as overseas market. The company is catering the needs of customers with its high quality customized products as per the specific requirements of buyers located in U.S.A, Spain, U.K., Switzerland, Germany, Italy, Hong Kong, Japan, Brazil etc. The company is selling its product to internationally renowned companies.

iv. Continuous Innovation of Products and diverse products

The management is of the opinion that in order to be successful and competitive in the market, the company needs to be innovative. We offer special and exclusive range of intermediates for dyes, pigments, pharmaceuticals agrochemicals and others. Such diverse product mix helps us to cater the diverse customer segments and to various sectors of Industry. The product mix helps us to sustain the growth level. Over the years we have developed various products which is used by Pharmaceutical Industry, Chemical industry, Packaging / FMCG Industry, agro-chemical industry.

v. Modern Infrastructure and Integrated Facilities

The unit is located in Panoli Industrial Estate, Tal. Ankleshwar, Dist Bharuch. The Industrial estate is developed by GIDC and enjoys good infrastructure like electricity, water, roads, labour, raw

material suppliers and market for finished products which has a vital demand in the market & with this scenario we are concentrating on expanding the production capacity and new product range.

OUR BUSINESS STRATEGY:

i. Enhanced product range through emphasis on R&D

We intend to strengthen our Research and Development department to enhance the product range and improve the quality of the products and achieve the cost reduction by utilizing the improved method of production. In keeping with this philosophy, we will focus on increasing our customer base of our products, give them a platform of choice to transact and support them with quality research as well as on capturing the significant growth opportunities across the spectrum.

ii. Broad basing our Overseas reach

The company is engaged in manufacture and development of various kinds of Dyes & Intermediates. The main end product of the company is Naphthalene based Dyes & Intermediates which are being sold to well-known multinational trading houses in various countries like U.S.A, Spain, Switzerland, Germany, France, Taiwan, Japan, Germany, Brazil, Pakistan etc. The company is manufacturing one exclusive product namely Violet Acid which is in demand all over the world. The Company is planning to expand their business area which turns into higher demand and sales of products manufactured by the company in various countries of the world.

iii. Maintain and expand long-term relationships with clients

Our Company believes that business is a by-product of relationship. The business model is based on client relationships that are established over period of time rather than a project-based execution approach. Our Company believes that a long-term client relationship with large clients fetches better dividends. Long-term relations are built on trust and continuous maintaining of the requirements of the customers. It forms basis of further expansion for our Company, as we are able to monitor a potential product/ market closely.

iv. Optimal Utilization of Resources

Our Company constantly endeavors to improve our production process, skill up-gradation of workers, modernization of machineries to optimize the utilization of resources. We regularly analyze our existing material procurement policy and manufacturing process to identify the areas of bottlenecks and correct the same. This helps us in improving efficiency and putting resources to optimal use.

RISK AND RISK MITIGATION:

i. Financial Risks

The Company's policy is to actively manage its foreign exchange risk within the framework of Forex policy. An interest rate fluctuation, the Company has adopted a prudent and conservative risk mitigation strategy to minimize interest costs.

ii. Price Risks

Adverse Fluctuations in the price and availability of raw material could increase input costs which may affect the operation of the company and thereby affect the profitability of the Company. The Company proactively manages these risks through forward booking, inventory management and proactive vendor development practices. The Company's reputation for quality, product differentiation and service, coupled with existence of powerful brand image with robust marketing network mitigates the impact of price risk.

iii. Regulatory Risks

The Company is exposed to risks attached to various statutes and regulations. The Company is mitigating these risks through regular review of legal compliances carried out through internal as well as external compliance audits.

INTERNAL FINANCIAL CONTROL SYSTEM:

The Company has in place adequate internal control systems commensurate with the size of its operations. Internal control systems are designed to ensure sound management of your company's operation, safekeeping of its assets, optimal utilization of resources, reliability of its financial information and compliance. It clearly defines roles and responsibilities have been institutionalized. Systems and procedures are periodically reviewed to keep pace with the growing size and complexity of your Company's operations

HUMAN RESOURCE:

The Company firmly believes that Human resource is an asset to any industry, sourcing and managing. The Company believes that employees are the key to the success of our business. The Company focuses on hiring and retaining employees and workers who have prior experience in the chemical Industry. The Management views this process as a necessary tool to maximize the performance of our employees. The Company has not experienced any strikes, work stoppages; labour disputes or actions by or with our employees, and The Company have cordial relationship with our employees.

CAUTIONARY STATEMENT:

Statements in this management discussion and analysis describing the company's objectives, projections, estimates and expectations may be 'forward looking statements' based on the plan and assumptions of the management. Actual results might differ substantially or materially from those expressed or implied. The Company assumes no responsibility to publicly amend, modify or revise any such statements on the basis of subsequent development, information or event.

By order of the Board of Directors

Place: Ankleshwar

Dated: 17.08.2023

(Karan M Jolly)
Chairman & Managing Director
DIN: 06587791

REGISTERED OFFICE

213, G.I.D.C.,
PANOLI, ANKLESHWAR- 394116
CIN: L24231GJ1994PLC022613
Email Id: cs@prolifeindustries.in

Independent Auditors' Report

To the Members of Prolife Industries Limited,

Report on the Financial Statements

Opinion

We have audited the accompanying financial statements of **Prolife Industries Limited (CIN : L24231GJ1994PLC022613)** , which comprise the Balance Sheet as at March 31, 2023 the Statement of Profit and Loss for the year ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2023;
- (b) In case of the Statement of Profit and Loss, the profit of the Company for the year end on that date, and
- (c) In case of the Statement of Cash Flow, of the Company for the year end on that date

Basis of Opinion

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit matters :-

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

Information other than the financial statements and auditors' report thereon

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

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

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

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

Management's Responsibility for the Financial Statements

The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The board of directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one

resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A** statement on the matters Specified in paragraphs 3 and 4 of the Order.
2.
 - A. As required by section 143(3) of the Act, we further report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014
 - e) On the basis of written representations received from the directors as on March 31, 2023, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the Internal Financial Controls over financial reporting of the company and the operating effectiveness of such controls, refers to our separate report in Annexure – B.
- B. In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
- a) The Company has disclosed the impact of pending litigations as at 31 March, 2023 on its financial position in its financial statements – Refer Note 3.26 of Notes to Accounts.
 - b) The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - c) There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the company during the year ended on 31st March, 2023.
 - d)
 - i. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- ii. The management has represented, that, to the best of it’s knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall,:
- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- iii. Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
- iv. The dividend declared or paid during the year by the Company is in compliance with Section 123 of the Act.
- C. In our opinion and according to the information and explanations given to us, the remuneration paid by the company is in accordance with the provisions of section 197 of the Act. The remuneration paid any director is not in excess of the Limit laid down under section 197 of the Act.

**For BIHARI SHAH & CO.
Chartered Accountants
FRN NO. 119020W**

**PLACE: AHMEDABAD
DATE: 30.05.2023**

**(BIHARI B. SHAH)
PARTNER
M. No. 007058
UDIN: 23007058BGWVCY7101**

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(The Annexure referred to in Paragraph 1 under "Report on Other Legal and Regulatory Requirements" section of our report on even date)

1.
 - a)
 - ❖ The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
 - ❖ The Company has maintained proper records showing full particulars Intangible assets.
 - b) The Company has a regular programme for physical verification in a phased periodic manner, which, in our opinion, is reasonable having regards to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
 - c) According to the information and explanations given to us and the records examined by us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date except stated below. In respect of immovable properties of land and buildings that have been taken on lease and disclosed as fixed asset in the financial statements, the lease agreements are in the name of the Company, where the Company is the lessee in the agreement.

Further, we report the following: -

Office at Thailand is in the name of Director of the Company, Mr. Karan Manindersingh Jolly.

- d) According to information and explanation provided to us the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
 - e) According to information and explanation provided to us, there is no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
2.
 - a) As explained to us the company is dealing into company is engaged in the business of manufacturing special and exclusive range of intermediates for dyes, pigments,

pharmaceuticals, agrochemicals and others; We have relied upon inventories records as provided by the management before us for the purpose of verification as on 31st March, 2023.

- b) During the year the company has not been sanctioned any working capital limits, in aggregate, from banks on the basis of security of current assets.

3. The Company has granted unsecured loans to other parties, during the year, in respect of which

- a) The company has provided loans to parties other than subsidiaries, joint ventures and associates. The balance outstanding as at balance sheet date is Rs. 93.48 lakhs.

(Amount in Lakhs)

Particulars	As at March 31, 2023	% of total loans
Loans given to companies other than Subsidiary, Joint Venture and associates.	Rs. 79.84	85.41%
Loan Given to Employees	Rs. 13.64	14.59%

- b) In our opinion, the investments made and terms and conditions of grant of loans given during the year by the company are not prima facie prejudicial to the interest of the company.
- c) In respect of loans granted by the company to parties, the schedule of repayment of principal and payment of interest has not been stipulated in the agreement. Hence, we are unable to make a specific comment on the regularity of repayment of principal and payment of interest in respect of such loans.
- d) In respect of loans granted by the company, there is no amount which is overdue at that balance sheet date.
- e) There are no loans or advances which has fallen due during the year which either has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.

4. According to the information and explanation given to us, during the year the Company has not given loans covered by provisions of section 185 of the Act. The Company has complied with the provisions of sub section (1) of section 186 of the Act as applicable to it.

According to information and explanation provided to us, the Company has not accepted any deposits from the public and hence the directives issued by f) The company has not granted loans which are repayable on demand other than to promoters, related parties as

defined in clause (76) of section 2 of the companies Act, 2013. The company has not provided any guarantee or security to companies or any other parties.

5. the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
6. We are informed that the Central Government has not prescribed the maintenance of cost records under section 148 (1) of the Companies Act, 2013 in respect of the activities carried on by the Company.
7. According to the information and explanations given to us, in respect of statutory dues:
 - a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - b) According to the information and explanations given to us, there were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.
 - c) Details of dues of Income Tax, Sales Tax, Service Tax, Excise Duty and Value Added Tax which have not been deposited as at March 31, 2023 on account of dispute are given below:

Nature of the statute	Nature of dues	Forum where Dispute is pending	Period to which the amount relates	Amount (In Lakhs)	Amount paid under protest (In Lakhs)
The Income Tax Act, 1961	Income Tax	Hon. Gujarat High Court (Special Writ Petition)	A.Y. 2013-14	453.31	
The Income Tax Act, 1961	Income Tax	Hon. Gujarat High Court (Special Writ Petition)	A.Y. 2014-15	334.62	
The Income Tax Act, 1961	Income Tax	Commissioner of Income Tax	A.Y. 2016-17	80.87	-
AA, DGFT	Export Obligation	Jt. Director General of Foreign Trade	A.Y. 2001-02	3.16	-

Value Added Tax	VAT	Commissioner of sales Tax	F.Y. 2014-15	13.44	-
Value Added Tax	VAT	Commissioner of sales Tax	F.Y. 2014-15	21.06	-
Value Added Tax	VAT	Commissioner of sales Tax	F.Y. 2015-16	7.18	-

8. According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not surrendered or disclosed any transactions, previously unrecorded income in the books of account, in the tax assessments under Income-tax act,1961 as income during the year.
- 9.
- a) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of any dues to its financial institutes, bankers and government. The Company did not have any outstanding debentures during the year.
 - b) According to the information and explanations given to us and on the basis of, our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
 - c) According to the information and explanations given to us by the management, the Company has not obtained any term loans. Accordingly, clause 3(ix)(c) of the Order is not applicable.
 - d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds have been raised on short-term basis by the Company. Accordingly, clause 3(ix)(d) of the Order is not applicable.
 - e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.
 - f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.

10.

- (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

11.

- (a) According to the information and explanations given to us, no material fraud by the company or on the company by its officer or employees has been noticed or reported during the course of our audit. During the course of our examination of the books and records of the company, carried in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the Company noticed or reported during the course of our audit nor have we been informed of any such instance by the Management.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.

12. The Company is not a Nidhi Company and hence reporting under paragraph 3(xii) of the Order is not applicable to the Company

13. According to the information and explanation provided to us and based on our examination of records of the company, transactions with the related parties are in compliance with the Section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Ind AS financial statements as required by the applicable accounting standards and Companies Act, 2013.

14.

- a) In our opinion the company has an adequate internal audit system commensurate with the size and nature of its business.
- b) We have considered the internal audit reports for the year under audit, issued to the company during the year and till date, in determining the nature, timing and extent of our audit procedures.

15. According to the information and explanation provided to us and based on our examination of records of the company, the company has not entered into non cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the order is not applicable.
- 16.
- a) According to the information and explanation provided to us, company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.
 - b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
 - c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
 - d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
17. The company has not incurred cash losses in the financial year and has not incurred cash losses in the immediately preceding financial year.
18. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
19. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

20. As the section 135 of the companies Act, 2013 does not apply to company and hence the clause 3(xx) of the Order is not applicable

**For BIHARI SHAH & CO.
Chartered Accountants
FRN NO. 119020W**

**PLACE: AHMEDABAD
DATE: 30/05/2023**

**(BIHARI B. SHAH)
PARTNER
M. No. 007058
UDIN: 23007058BGWVCY7101**

PROLIFE INDUSTRIES LIMITED

CIN NO: L24231GJ1994PLC022613

Prolife
Industries
Limited**Balance Sheet As At March 31, 2023**

Rs. In Lakhs

Particulars	Note No.	As At March 31,	
		2023	2022
EQUITY AND LIABILITIES			
Shareholders' Funds			
(a) Share Capital	3.1	409.41	409.41
(b) Reserves and Surplus	3.2	2,826.74	2,147.71
		3,236.15	2,557.11
Non-Current Liabilities			
(a) Long-Term Borrowings	3.3	413.12	492.63
(b) Deferred Tax Liabilities (Net)		-	-
(c) Other Long Term Liabilities	3.4	27.00	27.00
(d) Long Term Provisions	3.5	18.71	27.35
		458.83	546.98
Current Liabilities			
(a) Short-Term Borrowings	3.6	(221.05)	(21.51)
(b) Trade Payables	3.7		
Micro, Small and Medium Enterprise		270.95	922.37
Others		110.64	1,307.08
(c) Other Current Liabilities	3.8	22.80	15.83
(d) Short Term Provision	3.9	237.39	214.47
		420.73	2,438.23
Total		4,115.71	5,542.33
ASSETS			
Non-Current Assets			
(a) Fixed Assets			
Tangible Assets	3.10	878.83	890.94
Intangible Assets			
Capital Work-in-Progress		-	-
Intangible Assets Under Development			
(b) Non-Current Investments	3.11	377.94	373.90
(c) Deffered Tax Asset		7.56	4.79
(d) Long-Term Loans and Advances	3.12	1,051.77	1,305.73
(e) Other Non-Current Assets			
		2,316.11	2,575.35
Current Assets			
(a) Current Investment		-	-
(b) Inventories	3.13	579.41	1,141.85
(c) Trade receivables	3.14	1,060.54	1,676.51
(d) Cash and Cash Equivalents	3.15	145.77	137.44
(e) Short Term Loans and Advance	3.16	-	0.11
(f) Other Current Assets	3.17	13.89	11.07
		1,799.60	2,966.97
Total		4,115.71	5,542.33

Corporate Information	1
Significant Accounting Policies	2
Notes On Financial Statements	3

As per our report of even date

For and on behalf of the Board

For Bihari Shah and Co.
Chartered Accountants
FRN: 119020W

Karan Jolly
Managing Director
DIN:06587791

Anureet Kaur Jolly
Director
DIN:02730332

Bihari B. Shah
Partner
M. No. 007058
UDIN. 23007058BGWVCY7101
Place : Ahmedabad
Date : 30-05-2023

Sarathi Sheth
Company Secretary
M. No: A42075
Place : Ankleshwar
Date : 30-05-2023

Sahil Patel
CFO

PROLIFE INDUSTRIES LIMITED

CIN NO: L24231GJ1994PLC022613



Statement Of Profit & Loss For The Year Ended 31st March, 2023

Rs. In Lakhs

Particulars	Note No.	Year Ended March 31,	
		2023	2022
Income :			
Revenue from Operations	3.18	7,831.35	7,320.34
Other Income	3.19	218.43	162.62
		8,049.78	7,482.95
Expenditure :			
Cost of Materials Consumed	3.20	5,100.39	5,587.28
Change in Inventories	3.21	264.35	(158.75)
Employee Benefit Expenses	3.22	418.78	372.55
Finance Costs	3.23	42.33	45.89
Depreciation & Amortisation	3.10	125.22	115.71
Other Expenses	3.24	1,175.31	923.10
		7,126.38	6,885.78
Profit before Exceptional and Extraordinary Items and Tax		923.40	597.17
Exceptional Items		-	-
Profit before Extraordinary Items and Tax		923.40	597.17
Extraordinary Items		-	-
Profit Before Tax		923.40	597.17
Tax Expenses			
Current Tax		(234.86)	(169.83)
Deferred Tax		2.77	2.85
Profit after tax for the year		691.32	430.19
Earnings per Equity Share			
-Basic		16.89	10.51
-Diluted		16.89	10.51

Corporate Information 1
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As per our report of even date

For and on behalf of the Board

For Bihari Shah and Co.
Chartered Accountants
FRN: 119020W

Karan Jolly
Managing Director
DIN:06587791

Anureet Kaur Jolly
Director
DIN:02730332

Bihari B. Shah
Partner
M. No. 007058
UDIN. 23007058BGWVCY7101
Place : Ahmedabad
Date : 30-05-2023

Sarathi Sheth
Company Secretary
M. No: A42075
Place : Ankleshwar
Date : 30-05-2023

Sahil Patel
CFO

PROLIFE INDUSTRIES LIMITED

CIN NO: L24231GJ1994PLC022613



Cash Flow Statement For The Year Ended March 31, 2023

Rs. In Lakhs

Sr.No	PARTICULARS	Year Ended March 31,	
		2023	2022
1	<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
	Net Profit (Loss) As per Profit & Loss Account	691.32	430.19
a	Tax and Extra-Ordinary Item		-
	Income Tax	234.86	169.83
	Deffered Tax	(2.77)	(2.85)
	Net Profit (Loss) before tax	923.40	597.17
b	Adjustments:-		-
	Interest and finance cost	42.33	45.89
	Depreciation	125.22	115.71
	Interest Income	(8.69)	(4.01)
	Incometax Provision	-	-
	Dividend income	(0.00)	-
	Operating profit(loss) before working capital changes	1,082.26	754.76
c	Adjustments:-		
	Decrease/(Increase) in Trade Receivables	615.97	(96.88)
	(Decrease)/Increase in Trade Payables	(1,847.85)	347.41
	(Decrease)/Increase in Short term Borrowings	(199.54)	(118.00)
	(Decrease)/Increase in Other Current liabilities	6.97	(9.43)
	(Decrease)/Increase in Short term Provision	22.92	(3.09)
	Decrease/(Increase) in Inventories	562.44	(349.53)
	Decrease/(Increase) in Other Current Asset	(2.82)	17.43
	Net Cash Flow before tax and extra ordinary item	240.35	542.67
	Direct Taxes Paid	(234.86)	(169.83)
	Less: Extraordinary Items	-	-
	Net Cash Flow from Operating Activities	5.49	372.84
2	<u>CASH FLOW FROM INVESTING ACTIVITIES:</u>		
a	Acquisition of Fixed Assets	(113.12)	(324.65)
b	Sale of Fixed Assets	-	-
c	Dividend received	0.00	-
d	Interest Income	8.69	4.01
e	Decrease/(Increase) in Non Current Investment	(4.04)	0.00
f	Decrease/(Increase) in Long term loan and advances	253.96	15.62
g	Decrease/(Increase) in Other Non Current Asset	-	-
h	Decrease/(Increase) in Short term loans and advances	0.11	(0.11)
i	Decrease/(Increase) in Other Non Current Asset	-	-
j	Decrease/(Increase) in Current Investments	-	-
	Net Cash Flow from Investing Activities	145.59	(305.13)
3	<u>CASH FLOW FROM FINANCING ACTIVITIES:</u>		
a	Changes in Long Term Borrowings	(79.51)	39.58
b	Dividend and Dividend Distribution Tax paid	(12.28)	(12.28)
c	Interest and finance cost	(42.33)	(45.89)
d	Changes in Other Long Term Liabilities	(8.64)	4.90
	Net Cash Flow from Financing Activities	(142.75)	(13.69)
	Net Increase in Cash and Equivalent.	8.33	54.02
	Cash And Cash Equivalents as at the Beginning of the year	137.44	83.42
	Cash And Cash Equivalents as at the closing of the year	145.77	137.44

As per our report of even date

For Bihari Shah and Co.
Chartered Accountants
FRN:119020W

Bihari B Shah
Partner
M. No. 007058
UDIN. 23007058BGWVCY7101
Place : Ahmedabad
Date : 30-05-2023

For and on behalf of the Board

Karan Jolly
Managing Director
DIN:06587791

Anureet Kaur Jolly
Director
DIN:02730332

Sarathi Sheth
Company Secretary
M. No: A42075

Sahil Patel
CFO

Ankleshwar
Date : 30-05-2023

Note No-3.1.1 Share Capital

Particulars	As at March 31,2023		As at March 31,2022	
	Number	Rs. In Lakhs	Number	Rs. In Lakhs
Equity Share Capital of ` 10/- each				
Authorized Share Capital	45,00,000	450.00	45,00,000	450.00
Issued Share Capital	40,94,080	409.41	40,94,080	409.41
Subscribed and Fully Paid Up	40,94,080	409.41	40,94,080	409.41
		409.41		4,09,40,800.00

Note No-3.1.2 Reconciliation of Share Capital

Particulars	As at March 31,2023		As at March 31,2022	
	Number	Rs. In Lakhs	Number	Rs. In Lakhs
Equity Shares (Face Value ` 10.00)				
Shares outstanding at the beginning of the year	40,94,080	409.41	40,94,080.00	409.41
Shares Issued during the year				
Shares bought back during the year				
Shares outstanding at the end of the year	40,94,080	409.41	40,94,080.00	409.41

Terms / rights attached to equity shares

1. The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian rupees. The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing annual general meeting.

2. The company is neither a subsidiary nor a holding company of any other body corporate. Disclosures as regards the Shareholdings in or by such body-corporate, accordingly, are not applicable on the company.

3. In the Event of Liquidation of the company, the share holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by shareholders.

4. The company did not have outstanding calls unpaid by directors and officers of the company (Previous year NIL) and also did not have any amount of forfeited shares (Previous Year NIL).

Note No 3.1.3 Shareholders holding more than 5% of Share And Promoters

Particulars	As at March 31,2023		As at March 31,2022	
	Number	% of Holding	Number	% of Holding
Maninder Singh Jolly	10,82,200	26.43 %	10,82,200	26.43 %
Anureet Kaur Jolly	10,10,000	24.67 %	10,10,000	24.67 %
Karan M Jolly	4,01,000	9.79 %	4,01,000	9.79 %
Harpreet S Jolly	2,88,880	7.06 %	2,88,880	7.06 %
NIRMAL SINGH MAUNDER	1,90,000	4.64 %	1,90,000	4.64 %
PROLIFE BIOCHEMICAL INDUSTRIES	47,000	1.15 %	47,000	1.15 %

* The process of share transfer of M S Jolly is under process and at under doceumentation.

Note No- 3.2 - Reserves and Surplus

Particulars	As at March 31,2023		As at March 31,2022	
Reserves				
Securities Premium	310.80		310.80	
	-		-	
Surplus				
Opening Balance	1,836.91		1,418.99	
(+) Net profit/(Net loss) for the Current Year	691.32		430.19	
(-) Dividend paid	12.28		12.28	
Closing balance		2,826.74		2,147.71
Total		2,826.74		2,147.71

* The Board has Proposed Dividend of Rs. 0.30 per equity share of F.V Rs.10 each for Financial Year 2022-23.

Note No -3.3 Long Term Borrowings **Rs. In Lakhs**

Particulars	As at March 31,2023	As at March 31,2022
Unsecured Loans:		
From Body Corporate*	393.84	473.36
From Related Party	19.28	19.28
Total	413.12	492.63

Note No-3.4 Other Long Term Liabilities **Rs. In Lakhs**

Particulars	As at March 31,2023	As at March 31,2022
Others*	27.00	27.00
Total	27.00	27.00

* The amount of Other Long Term Liability represent advance received from Shweta Co-Operative Housing Society Limited towards "Agreement for Sale" of GIDC Plot No.H31 and H36 situated at GIDC Panoli

Note No-3.5 Long Term Provision **Rs. In Lakhs**

Particulars	As at March 31,2023	As at March 31,2022
Provision for Employee Benefits:		
Gratuity (Refer Note No.3.29)	18.71	27.35
Total	18.71	27.35

Note No-3.6 Short Term Borrowings **Rs. In Lakhs**

Particulars	As at March 31,2023	As at March 31,2022
Secured		
Loans Repayable on Demand FROM BANKS		
ICICI BANK OD #	(220.15)	-
The J & K Bank (Bank CC)	(0.90)	(21.51)
Total	(221.05)	(21.51)

1 The ICICI Bank (Bank CC) is also secured by way of Equitable mortgage of factory land and building situated at Plot No. 213, GIDC Panoli, Ankleshwar, Gujarat.

2 The ICICI (Bank CC) is also secured by way of Equitable mortgage of land along with allied construction situated at Plot No. 214, GIDC Panoli, Ankleshwar, Gujarat.

3 The ICICI (Bank CC) is also secured by way of Personal Guarantee of Mr. Karan Jolly (Managing Director) and Mrs. Anureetkaur Jolly (Director).

Note No-3.7 Trade Payables **Rs. In Lakhs**

Particulars	As at March 31,2023	As at March 31,2022
MSME Creditors		
Amount of further remaining due and payable in succeeding year		
For Goods	155.19	842.62
For Expenses	115.76	79.75
	270.95	922.37
Other Trade Payables		
For Goods	74.54	1,232.43
For Expenses	36.10	74.65
	110.64	1,307.08
Total	381.59	2,229.45

Note No-3.8 Other Current Liabilities**Rs. In Lakhs**

Particulars	As at March 31,2023	As at March 31,2022
Statutory Dues		
Professional Tax Payable	0.12	0.10
Tax Deducted at Source Payable	16.93	15.61
TCS Payable	-	-
Unpaid Dividend	3.10	0.10
GST	2.35	-
Kamlesh Paruha	-	0.02
Prolife Speciality Chemicals LTD	0.30	-
Total	22.80	15.83

Note No-3.9 Short Term Provision**Rs. In Lakhs**

Particulars	As at March 31,2023	As at March 31,2022
Provision for Employee Benefits		
Director Salary payable	-	40.67
Provident Fund payable	0.93	0.79
Others		
GST	-	-
Internal Audit Fees Payable	0.30	0.15
Provision for Expenses	-	-
Provision For Income Tax	234.86	171.60
Audit Fee Provision	1.30	1.25
Total	237.39	214.47

Note No-3.11 Non-Current Investments**Rs. In Lakhs**

Particulars	As at March 31,2023	As at March 31,2022
Investments in Property		
G.I.D.C. Plot*	25.11	25.11
Investment in Joint Venture**	136.60	136.60
Office at Thailand***	68.57	68.57
Dahej Plot	21.81	21.81
Ayaz Ice & Cold Storage****	4.95	0.91
Investments in Equity Instruments		
(a) In Equity Instruments (quoted) (fully paid up)		
- 2000 Equity Shares of Rs. 10 each purchased at a price of Rs. 57 each of Reliable Data Service Ltd (Market Value of Reliable Data Service Ltd is Rs. 52,000)	1.14	1.14
- 102500 Equity Shares of Rs.10 each purchased at a price of Rs. 116.93 each (appx.) of Umiya Tubes Ltd. (Market Value as on 31.03.22 of Umiya Tubes Ltd is Rs. 9,21,475)	119.75	119.75
Total	377.94	373.90

*The Company has entered into "Agreement for Sale" With Shweta Co-Op Housing Society Limited for sale of GIDC Plot no. H31 and H36 for Rs. 27,00,000.00

**This amount represents 12.99% share in the JSK Motel Management Inc. Percentage of Share is based on actual amount remitted by the company less amount repatriated in FY 2016-17.

*** Office at Thailand is recognised as non-monetary investment and thus it is valued at Historic Cost and no Foreign Exchange Gain / Loss is booked. The office was purchased to expand business operations and till date it has not been put to use, hence classified as Investment in Property. It is in the name of one of the Director Mr. Karan Jolly.

Note No: 3.10 Fixed Assets

Rs. In Lakhs

Particulars	GROSS BLOCK				DEPRECIATION / AMORTIZATION			NET BLOCK	
	As at April 1,2022	Addition during the year	Ded/Adj during the year	As at March 31,2023	Upto March 31, 2022	For the year	Upto March 31, 2023	As at March 31,2023	As at March 31,2022
TANGIBLE ASSETS									
BUILDINGS	487.72	63.67		551.39	162.31	34.36	196.66	354.72	325.41
PLANT AND MACHINERY	826.16	40.98		867.13	363.47	67.13	430.60	436.53	462.69
FURNITURE AND FITTINGS	23.96	0.39		24.35	17.49	1.71	19.20	5.15	6.48
MOTOR VEHICLES	45.92	-		45.92	25.03	6.39	31.42	14.50	20.89
OFFICE EQUIPMENT	7.27	6.46		13.74	4.68	2.39	7.07	6.67	2.60
COMPUTERS AND DATA PROCESSING UNITS	10.42	1.62		12.04	7.08	2.48	9.56	2.48	3.34
LABORATORY EQUIPMENT	7.93	-		7.93	5.35	0.99	6.34	1.59	2.58
ELECTRICAL INSTALLATIONS AND EQUIPMENT	76.60	-		76.60	38.77	9.76	48.52	28.07	37.83
HYDRAULIC WORKS, PIPELINES AND SLUICES	0.85	-		0.85	0.77	0.01	0.79	0.06	0.08
LAND*	29.05	-		29.05	-	-	-	29.05	29.05
Total	1,515.88	113.12	-	1,629.00	624.94	125.22	750.16	878.83	890.94
Previous Year Total	1,191.22	324.65	-	1,515.88	509.23	115.71	624.94	890.94	681.99

* Land is Non-Depreciable Assets, hence no depreciation has been provided on it.

Note No-3.12 Long term Loans and Advances**Rs. In Lakhs**

Particulars	As at March 31,2023	As at March 31,2022
<u>Security Deposites</u>		
Unsecured, considered good		
Ankleshwar Telephone Deposit	0.09	0.09
DGVCL Deposit	14.40	18.96
G.I.D.C. Power Deposit	0.10	0.10
Gujarat Gas Co. Ltd. Deposit	25.89	20.39
Hexone Office Deposit	0.40	0.40
G.I.D.C. Panoli Water Deposit	0.39	0.39
MGO Caution Deposit	1.44	0.35
<u>Balances With Government Authorities</u>		
Unsecured, considered good		
Excise and Custom	-	-
Duty Drawback Receivable	12.62	18.08
Input GST Receivable	423.57	844.55
SGST Receivable	135.10	-
Income Tax Refund Receivable	12.99	12.99
Advance Tax P.Y. 2021-22	-	210.00
TCS Receivable	0.01	1.65
TDS Receivable	11.42	2.69
MEIS Receivable	-	42.31
VAT Paid 2013-14	13.44	13.44
VAT Paid 2014-15	21.07	21.07
VAT Paid 2016-17	7.19	7.19
IT Refund 2017-18	1.16	1.16
INCOME TAX REFUND FY 2021-22	59.66	-
INCOME TAX REFUND FY 2020-21	14.80	14.80
Interest receivable from others	0.87	-
Rodtep Receivable 2022-23	11.69	-
ADVANCE TAX F.Y. 2022-23	190.00	-
<u>Loans and Advances to Employees</u>	13.64	12.36
<u>Other Loans and Advances</u>	79.84	62.79
Total	1,051.77	1,305.73

Note No-3.13 Inventories**Rs. In Lakhs**

Particulars	As at March 31,2023	As at March 31,2022
Finished Goods	279.02	543.37
Packing Material	0.90	-
AS Such Goods	50.98	-
Raw Material	248.50	598.48
Total	579.41	1,141.85

Note No-3.14 Trade Receivables**Rs. In Lakhs**

Particulars	As at March 31,2023	As at March 31,2022
Outstanding for More than 6 months		
Unsecured considered good	1.71	11.35
Outstanding for Less Than 6 months		
Unsecured considered good	1,058.83	1,665.16
Total	1,060.54	1,676.51

*Debtors are subject to confirmation.

Note No-3.15 Cash and Cash Equivalents**Rs. In Lakhs**

Particulars	As at March 31,2023	As at March 31,2022
Balances with banks in Current Account		
Axis Bank	0.10	0.10
Dollar Account	-	-
ICICI Bank	3.00	-
S.B.I. (Airport)	2.20	2.20
S.B.I. (J.N.P.T.)	0.97	0.97
Cash on hand		
Cash on hand	2.94	2.55
FDR for Bank Guarantees*		
BG (Gujarat Gas)	-	1.67
BG GPCB	1.15	0.78
Bank Deposit with more than 12 months maturity		
FDR with Banks	135.41	129.16
Total	145.77	137.44

* Fixed Deposit of Rs. 14,76,564.90 (Previous Year Rs.14,76,564.90) is held by bank as security against guarantee issued to Gujarat Gas Limited and Gujarat Pollution Control Board.

Note No -3.16 Short Term Loans and Advances**Rs. In Lakhs**

Particulars	As at March 31,2023	As at March 31,2022
Unsecured considered good		
TCS Receivable	-	0.11
Total	-	0.11

Note No -3.17 Other Current Assets**Rs. In Lakhs**

Particulars	As at March 31,2023	As at March 31,2022
Unsecured, considered good		
Accrued F.D Interest	2.53	10.24
Advances to Creditors		
Gope Construction	10.00	-
BEIL INFRASTRUCTUR LTD	-	-
AAHAN COMPUTERS	0.23	-
PANOLI ENVIRO TECHNOLOGY LTD	1.13	-
JS chemicals	-	-
Amit Patel	-	-
	-	0.83
Total	13.89	11.07

Note No :-3.18 Revenue from Operations**Rs. In Lakhs**

Particulars	As at March 31,2023	As at March 31,2022
<u>Sale Of Products</u>		
Export	3,274.09	3,489.45
G S Sales	2,913.70	3,114.04
O G S Sales	1,278.10	716.85
Export at Concession Rate	-	-
<u>Sale Of Services</u>		
Job Work Charges	365.46	-
Total	7,831.35	7,320.34

* Exports Incentives includes amount received / receivable towards duty drawback.

Note No :-3.19 Other Income**Rs. In Lakhs**

Particulars	As at March 31,2023	As at March 31,2022
<u>Interest on:</u>		
Fixed Deposit and PCL A/c	5.81	4.01
FD Interest	0.59	-
Interest on Income Tax Refund	2.29	-
	-	-
<u>Other Non-operating Income</u>		
Duty Drawback	41.24	45.37
Exchange Gain & Loss	132.90	70.96
Kasar Vatav	-	0.50
Income Tax Refund	14.36	-
MEIS	-	36.05
Dividend	0.00	-
Gratuity received	8.24	-
RODTEP	11.69	-
Written OFF	1.30	0.54
MGO Refund	(0.00)	5.19
Total	218.43	162.62

Note No :-3.20 Cost of Materials Consumed**Rs. In Lakhs**

Particulars	As at March 31,2023	As at March 31,2022
Opening Balance Of Raw material	598.48	407.70
Purchase Of Raw material	4,802.30	5,778.06
Less: Closing Balance Of Raw material	(300.39)	(598.48)
Total	5,100.39	5,587.28

Note No :-3.21 Change In Inventories**Rs. In Lakhs**

Particulars	As at March 31,2023	As at March 31,2022
<u>Finished Goods</u>		
Opening Balance	543.37	384.62
Less: Closing Balance	(279.02)	(543.37)
Total	264.35	(158.75)

Note No :-3.22 Employee Benefit Expenses**Rs. In Lakhs**

Particulars	As at March 31,2023	As at March 31,2022
<u>Salary and Wages</u>		
Bonus	14.91	12.33
Director Salary	60.53	45.00
Labour Charges	136.94	123.34
Salary Wages	75.94	74.40
Over Time	21.70	15.91
	-	-
<u>Contribution to Provident Fund and Other Funds</u>		
Provident Fund	10.57	9.06
Gratuity Expense*	-	5.70
	-	-
<u>Staff Welfare Expenses</u>		
Food Allowance	2.18	2.30
Medical Allowance	5.87	5.28
Staff Welfare Expenses	15.48	12.95
Tea & Refreshment Expenses	7.28	6.45
PM Insurance Policy	-	-
Production Incentive	0.57	0.62
Reimbursement of Expense	0.41	1.37
House Rent Allowance	34.32	28.94
City Compensatory Allowance	3.71	4.70
Conveyance Allowance	14.51	12.37
Washing Allowance	0.76	0.89
Special Allowance	12.93	10.49
Arrears Of Salary	0.18	0.46
Total	418.78	372.55

* Gratuity Expense is recorded as per Actuarial Report.

Note No :-3.23 Finance Costs**Rs. In Lakhs**

Particulars	As at March 31,2023	As at March 31,2022
<u>Interest Expenses</u>		
Bank Interest	1.73	2.50
Interest on Unsecured Loans	40.60	43.40
	-	-
<u>Other Borrowing Cost</u>		
Letter of Credit Charges	-	-
Other Interest	0.00	-
Total	42.33	45.89

Note No :-3.24 Other Expenses**Rs. In Lakhs**

Particulars	As at March 31,2023	As at March 31,2022
<u>Payment To Auditors</u>		
Statutory Audit Fees	1.30	1.25
	-	-
<u>Power & Fuel</u>		
Gas & Fuel Expenses	270.25	202.10
Petrol/vehicle Expenses	9.37	11.23
Power Expenses	104.50	80.43
	-	-
<u>Repairs to Plant & Machineries & building</u>		
Repair and Mat.(Plant & Machinery)	23.10	97.85
Repair and Mat.(Buildings)	109.86	77.05
	-	-
<u>Insurance</u>		
Insurance Expenses	10.40	8.02
ECGC Premium	-	-
	-	-
<u>Rates and taxes</u>		
GIDC Notified Tax	-	1.86
Value Added Tax	16.30	11.89
	-	-
<u>Miscellaneous Expenses</u>		
Batch Processing Expenses	74.44	52.84
Business promotion exp	1.02	-
Commission Expenses	42.13	0.00
CSR expenses	12.70	10.60
Export Freight & Handling Expenses	88.85	41.22
Freight Expenses	1.76	100.15
GST expenses	-	3.60
Interest and Penalty on Statutory Dues	0.36	1.76
Import Freight & Handling Expenses	-	7.72
Laboratory Expenses	4.57	4.36
Legal & Professional Fees	14.96	9.47
Loading Unloading Expenses	6.03	3.64
Other Expenses	125.74	44.60
Transportation Expenses	25.13	10.13
Travelling & Conveyance	10.11	6.22
Water & Drainage	222.41	135.09
Written OFF	-	-
Total	1,175.31	923.10

Note 1. Corporate Information: -

The Company was incorporated at Ankleshwar as “Mamta Dyes and Intermediates Private Limited” on July 27, 1994 with the registrar of companies at Gujarat, Dadra & Nagar Haveli. The company was converted in to Public Limited Company vide a fresh certificate of incorporation on February 20, 1997. The name of the company was changed from Mamta Dyes and Intermediates Limited to “R.R.J. Dyes and Intermediates Limited” vide fresh certificate of Incorporation dated February 20, 1997. Further the name of the company was changed to “Prolife Industries Limited” vide fresh Certificate of Incorporation dated March 7, 2013. The Company got listed in year 2016-17 on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the NSE EMERGE platform).

Our company is engaged in the business of manufacturing special and exclusive range of intermediates for dyes, pigments, agrochemicals and others. The company originally founded in the year 1994 in the name of Mamta Dyes & Intermediates Private Ltd has been in this Industry from the very inception. Company has established its own research & Development department within few years of incorporation of the company. It has already succeeded in developing very high-quality Specialty Chemicals as result of thorough knowledge and R & D efforts of the Managing Director of the company who have vast knowledge as well as years of experience in the chemical industry. The company has established vast domestic as well export market and are regularly catering to the needs of their customers in various parts of world including U.S.A., Spain, France, Taiwan, Japan etc.

Note 2. Significant Accounting Policies: -

1. Basis of accounting and preparation of financial statement: -

The financial statements of the company have been prepared in accordance with the Generally Accepted Accounting Principles in India ("Indian GAAP"), the Accounting Standards ("AS") as specified under section 133 of The Companies Act, 2013, read with applicable rules of Companies (Accounts) Rules 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act"). The financial statements are prepared on the basis of going concern under the historical cost convention using the accrual method of accounting.

2. Use of Estimates: -

The preparation of financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and disclosures of contingent liabilities. Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Actual results could differ from the estimates.

3. Valuation of Inventories: -

As per (AS) 2, The inventories are physically verified at regular intervals by the management. Raw materials and packing materials are valued at the lower of cost and net realizable value.

Finished goods, Stock-in-Trade and Work-in-Progress are valued at lower of cost and net realizable value. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads net of recoverable taxes incurred in bringing them to their respective present location and condition.

Consumable stores and spares are valued at the lower of cost and net realizable value, as estimated by the management. Obsolete, defective, unserviceable and slow/non-moving stocks are duly provided for.

4. Impairment of Assets: -

Pursuant to "AS-28 Impairment of Assets" issued by the Central Government under the Companies (Accounting Standard) Rules 2006 for determining Impairment in the carrying amount of fixed assets, the management has concluded that since recoverable amount of fixed assets is not less than its carrying amount, therefore no provision is required for impairment in respect of fixed Assets owned by the Company.

5. Research and Development: -

Research Costs are charged as an expense in the year in which they are incurred and are reflected under the appropriate heads of account. Development expenditure is carried

forward when its future recoverability can reasonably be regarded as assured and is amortized over the period of expected future benefit.

6. Prior Period Adjustments / Exceptional Items: -

All identifiable items of Income and Expenditure pertaining to prior period are accounted as "Prior Period Items". "Exceptional items" are accounted depending on the nature of transaction.

7. Event Occurring After Balance Sheet Date: -

As per AS 4 Events occurring after the balance sheet date are those significant events, both favorable and unfavorable, that occur between the balance sheet date and the date on which the financial statements are approved by the Board of Directors in the case of a company, and, by the corresponding approving authority in the case of any other entity.

These events can broadly be classified in two ways:

- a) Those which provide further evidence of conditions that existed at the balance sheet date; and
- b) Those which are indicative of conditions that arose subsequent to the balance sheet date.

Adjustments to assets and liabilities are required for events occurring after the balance sheet date that provide additional information materially affecting the determination of the amounts relating to conditions existing at the balance sheet date.

8. Investments: -

Recognition and Measurement

Long-term investments, are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.

On disposal of investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

Presentation and disclosures

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long term investments.

9. Property, Plant and Equipment & Capital Work-In-Progress: -

Property, Plant and Equipment represents a significant proportion of the asset base of the company. The change in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and the residual value of the company's assets are determined by the

management at the time the asset is acquired and reviewed periodically, including at each financial year end.

Property, Plant and Machinery are stated at cost less depreciation / amortisation and impairment losses, if any. The cost of Fixed Assets comprises its purchase price net of any taxes, duties, freight and other incidental expenses related to acquisition, improvements and installation of the assets.

Borrowing costs that are directly attributable to the acquisition / construction of the qualifying asset are capitalised as part of the cost of such asset, up to the date of acquisition / completion of construction.

Projects under which Property, Plant and Machinery are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

Gains or Losses arising from derecognition of Property, Plant and Machinery are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Intangible Assets acquired separately are measured on initial recognition at cost. Following initial recognition, Intangible Assets are carried at cost less accumulated amortization and accumulated impairment, if any. Gains or losses arising from derecognition of an Intangible Asset are measured as the difference between the net disposal proceeds and the carrying amount of the Asset and are recognized in the statement of profit and loss when the asset is derecognized.

Deprecation on Property, Plant and Machinery is provided on “Written down Value Method” over the useful lives of the assets estimated by the Management. The Management estimates are based on the useful life provided in the Schedule II to Companies Act 2013, however for certain assets the Management Estimates differs from the useful life mentioned in Schedule II. The Useful Life of Various assets are mentioned in the below mentioned Chart.

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

Sr. No	Major Head	Assets Included	Useful Life
1.	Buildings	Road, Factory Building, Office	30 Years
2.	Plant & Machinery	All Plant and Machinery and Diesel Generator Set	20 Years
3.	Furniture and Fittings	All Furniture and Fixtures	10 Years
4.	Motor Vehicle	Four Wheel Vehicles	8 Years
5.	Motor Vehicle	Two Wheel Vehicles	4 Years

6.	Office Equipment	Weighing Machine, Refrigerator, EPBX, Mobile Telephone,	5 Years
7.	Computer and Data Processing Units	Computers	3 Years
8.	Laboratory Equipment	Laboratory Equipment	10 Years
9.	Electrical Installations and Equipment	Electrical Installation	10 Years
10.	Hydraulic Works, Pipelines and Sluices	Gas Pipelines	15 Years

10. Revenue Recognition: -

Revenue has been considered as per AS 9- Revenue Recognition issued by Institute of Chartered Accountants of India. Income from sale of goods is recognised upon transfer of significant risks and rewards of ownership of the goods to the customer which generally coincides with dispatch of goods to customer. Sales are recorded net of- Sales Tax / VAT, returns, rebates, discounts, Goods and Services Tax (GST) and Excise Duties.

Interest income is recognised on accrual basis. Other operational revenue represents income earned from the activities incidental to the business and is recognised when the right to receive the income is established as per the terms of the contract.

Revenue is recognised when consideration receivable for the sale of goods, the rendering of services or from the use by others of enterprise resources is reasonably determinable. When such consideration is not determinable within reasonable limits, the recognition of revenue is postponed.

When recognition of revenue is postponed due to the effect of uncertainties, it is considered as revenue of the period in which it is properly recognised.

11. Employee Benefits: -

- **Short Term Employee Benefits:**

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, performance incentives, etc., are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the employee renders the related service.

- **Post-Employment Benefits:**

a) **Defined Contribution Plans**

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund and Pension Scheme. The Company's contribution is recognised as an expense in the Profit and Loss Statement during the period in which the employee renders the related service.

b) Defined Benefit Plans

For defined benefit plans in the form of Gratuity Fund, the cost of providing benefits is determined using the Projected Unit Credit (PUC) method, with actuarial valuations being carried out at each Balance Sheet date. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur.

Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested.

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

12. Foreign Currency Transactions: -

On initial recognition, all foreign currency transactions are converted and recorded at exchange rates prevailing on the date of the transaction.

As at the reporting date, foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the Balance Sheet date and the exchange gains or losses are recognized in the Statement of Profit and Loss.

Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

Any income or expense on account of exchange difference between the date of transaction and on settlement Date or on translation is recognized in the profit and loss account as income or expense except in cases where they relate to the acquisition of fixed assets in which case they are adjusted to the carrying cost of such assets.

13. Borrowing Costs: -

Borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of cost of such asset till such time the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

14. Leases: -

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

15. Earnings Per Share (EPS): -

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive

potential equity shares. Detailed working for the same is mentioned in **Note No. 3.27** in Notes to financial statement

16. Taxes on Income: -

Tax expense comprises both current and deferred taxes. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Minimum Alternate Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

17. Provisions and Contingent Liability: -

A Provision is recognized, if as a result of past event the company has a present obligation that is reasonably estimable and it is probable that an outflow of economic benefits will be required to settle the Obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare

cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

18. Cash and Cash Equivalents (for the purpose of Cash Flow Statement): -

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand, fixed deposits with banks, which are short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

19. Cash Flow Statement: -

Cash flows are reported using the indirect method, whereby profit / loss before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated based on available information.

3.26 Contingent Liabilities not provided for: -

Particulars	(Rs. In Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Disputed Income Tax Liability	787.93	84.73
Disputed Custom Duty Liability	3.16	3.16
Claims against the Company not acknowledged as debts (Laboure matters involving issues like termination of employment) *	-	-
Disputed VAT Liability	41.69	41.69
Total	832.79	129.58

In respect of above matters, future cash flows in respect of contingent liabilities are determinable only on receipts of judgments pending at various forums/authorities.

* It is in respect of the amount payable to one of its employees for employment termination. The liability has been calculated up to the Date of Order of Laboure Court. The Company has filed appeal against the issued orders.

3.27 Earnings Per Share (EPS)

The Calculation of Weighted Average Number of Equity Shares as per (AS) 20 is described below:

Particulars	Current Year			Previous Year		
	No. Of Shares	No. Of Days outstanding	Weighted average number of Shares	No. Of Shares	No. Of Days outstanding	Weighted average number of Shares
Number of shares outstanding at the Beginning of the year	4,094,080	365	4,094,080	4,094,080	365	4,094,080
Shares issued during the year	-	-	-	-	-	-
By way of issue of Bonus Issue				-	-	-
Other than bonus issue	-	-	-	-	-	-
Total Shares outstanding at the end of the year	4,094,080	-	4,094,080	4,094,080	-	4,094,080

The following reflects the profit and share data used in the Basic and Diluted EPS computation:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Net Profit as per Profit and Loss	691.32 Lakhs	430.19 Lakhs
Weighted Average Number of Equity Shares	40,94,080	40,94,080
Nominal Value per Share	10	10
Basic and Diluted Earnings Per Share	16.89	10.51

3.28 Segment Reporting: -

Information about Primary (Business) Segment:

The Company operates in single business segment of “Dyes Intermediates”. Hence, there is only one reportable business segment as envisaged in Accounting Standard (AS) 17 “Segment Reporting”.

Information about Secondary (Geographical) Segment:

The Company derives revenue from both domestic and overseas markets, which are considered as different geographical segments. Segment-wise revenues are as under:

(Rs. In Lakhs)

	2022-23			2021-22		
	Domestic	Overseas	Total	Domestic	Overseas	Total
Revenue	4557.26	3274.09	7831.35	3,830.89	3,489.45	7,320.34
Segment Assets	511.42	367.42	878.83	466.25	424.69	890.94
Cost of Fixed asset Acquisition	113.12	-	113.12	324.65	-	324.65

3.29 Retirement Benefits: -

Disclosure Requirement as per AS-15 (Revised 2005) "Employee Benefits" notified under section 133 of the Companies Act, 2013

a) Defined Contribution Plan (Provident Fund) included in Employee Benefit Expenses during Current Year is Rs.

b) Defined Benefit Plan: -

Prolife Industries Limited has defined benefit gratuity plan.

(Rs. In Lakhs)

Change in Present Value of Benefit Obligations	
Present Value of Benefit Obligation on 1-4-2022	27.35
Current Service Cost	3.80
Interest Cost	2.02
Benefit Paid	-0.39
Actuarial Losses /(gains)	-14.06
Present Value of Benefit Obligation on 31-03-2023	18.71

Details of experience adjustment on plan assets and Liabilities	
Experience adjustment on plan assets	-
Experience adjustment on plan liabilities	-

Bifurcation of Present Value of Benefit Obligation	
Current - Amount due within one year	5.78
Non-Current - Amount due after one year	12.93
Total	18.71

Change in Fair Value of Plant Assets	
Fair Value of Plan Assets on 1-4-2022	0.00
Expected Return on Plan Assets	0.00
Company Contributions	0.00
Benefits paid	0.00
Actuarial losses (gains)	0.00
Fair Value of Plan Assets on 31-3-2023	0.00
Expected Company Contributions in the next year	0.00

Asset Category of Plan Assets	
Government of India Securities	0.00

High quality corporate bonds	0.00
Equity shares of listed companies	0.00
Property	0.00
Funds managed by Insurance Company	0.00
Cash / Bank Balance	0.00

Amount recognized in Balance Sheet and Statement of Profit and Loss	
Present Value of Benefit Obligation on 31-3-2023	18.71
Fair Value of Plan Assets on 31-3-2023	0.00
Net Liability / (Asset) recognised in Balance Sheet	18.71

Current Service Cost	3.80
Interest Cost	2.02
Expected Return on Plan Assets	0
Net actuarial losses (gains) recognized in the year	-14.06
Expenses recognized in Statement of Profit and Loss	5.82

3.30 Duty Drawback:

Duty Drawback and MEIS claim which are received and receivable for F.Y. 2022-23 are recorded.

3.31 Prior Period Expenses:

All identifiable items of Income and Expenditure pertaining to prior period are accounted as "Prior Period Items".

3.32 Realizations:

In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets, loans and advances will, in the ordinary course of business, not be less than the amounts at which they are stated in the Balance sheet.

3.33 Micro Small and Medium Enterprise (MSME) Creditors:

The Micro Small and Medium Enterprise registered under The Micro small and Medium Enterprise Development Act 2006 have been taken based on the list of MSME creditors provided by the management. However, as the Company has not received any claims in Respect of such interest and as such, no provision has been made in the books of accounts.

3.34 Related Party Disclosures: -

Related party transactions are reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the below mentioned table: -

(Rs. In Lakhs)

Nature of Transaction	Relationship	Period	
		2022-23	2021-22
1. Mr. Karan Jolly	Director		
Remuneration (Gross Paid)		30.00	30.00
2. Mr. Siddharth Raghuvanshi	Director		
Remuneration (Gross Paid)		18.00	15.00
3. Mr. Veljibhai Kanjibhai Patel	Director		
Remuneration (Gross Paid)		12.54	11.11
4. Prolife Bio- Chemical Industries Private Limited	Common Directorship		
Sales of Goods		1088.11	1196.95
Raw Material Purchased		49.31	133.98
Reimbursement of Expenses		25.31	67.36
5. Goldstar Chemicals Private Limited	Common Directorship		
Sales of Goods / Services		716.70	1,377.15
Raw Material Purchased		300.96	774.47
6. J.S Chemical	Partnership Firm of Director		
Sales of Goods		119.89	317.94
Raw Material Purchased		497.89	756.40
Reimbursement of Expenses		4.78	-
7. Prolife Specialty Chemicals Limited (Formerly known as Nem Organics Limited)	Common Directorship		
Sales of Goods		295.66	2.96
Raw Material Purchased		1158.26	-

8. Shraddha Fine Chem Private Limited	Common Directorship		
Raw Material Purchased		-	8.14
Sales of Goods		26.78	61.27
Reimbursement of Expenses		12.75	28.58
9. Shree Ram Chemicals	Common Directorship		
Raw Material Purchased		692.81	1662.51
10. Prolife Communication Private Limited	Common Directorship		
Reimbursement of Expenses		-	0.01
11. Yushika Exports	Common Directorship		
Sale of Goods		117.00	63.96
12. Shree Avani Pharma	Partnership Firm of Director		
Raw Material Purchased		19.58	-
13. Mr. Sarathi Sheth	CS	9.00	4.29
14. Darshna Maniyar	CS	-	2.84
15. Sahil B Patel	CFO	12.00	11.20

Key Managerial Personnel (KMP): -

Mr. Karan Jolly	Managing Director
Mr. Sarathi Sheth	Company Secretary
Mr. Veljibhai Kanjibhai Patel	Director
Mr. Sahil Patel	Chief Financial Officer

Relative of Key Managerial Personnel

Mrs. Anureet Kaur Jolly	Mother of Managing Director
-------------------------	-----------------------------

Enterprise over which Key Managerial Personnel and their relatives have Significant Influence

J.S. Chemicals
 Prolife Bio-Chemical Industries Private Limited
 Prolife Communication Private Limited
 Prolife Entertainment and Production Private Limited
 Prolife Hair and Health Care Private Limited
 Prolife Multi Specialty Hospitals Private limited
 Prolife Speciality Limited (Formerly known as Nem Organics Limited)
 Shraddha Fine Chem Private Limited
 Shree Avani Pharma
 Shree Ram Chemicals
 Solvochem Industries
 Solvochem Intermediates Private limited
 Yushika Cosmetics LLP
 Yushika Exports

3.35 Unhedged Foreign Currency Exposure

The company does not use any derivative instruments to hedge its risk associated with foreign currency fluctuations. The details in respect of exposure to foreign currency fluctuation are as follows: -

(Rs. In Lakhs)

Particulars	Currency	Year Ended 31st March 2023	Year Ended 31st March 2022
Receivable	US \$	8.53	15.06
Payable	US \$	-	-
EEFC	US \$	-	-

3.36 CIF Value of Imports

(Rs. In Lakhs)

Particulars	Year Ended 31st March 2023	Year Ended 31st March 2022
Raw Material	-	122.40
Stores, Spares and Packing Materials	-	-
Capital Goods	-	-
Total		122.40

3.37 Expenditure in Foreign Currency

(Rs. In Lakhs)

Particulars	Year Ended 31st March 2023	Year Ended 31st March 2022
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Legal and Professional	-	-
Total	-	-

3.38 Earnings in Foreign Exchange

(Rs. In Lakhs)

Particulars	Year Ended 31st March 2023	Year Ended 31st March 2022
CIF Value of Exports	2127.33	1894.82
FOB Value of Exports	2120.07	1889.36

3.39 Management Remuneration

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rs. In Lakhs)

Sr. No.	Particulars of Remuneration	MD/WTD/ Manager	Director	Total
		MD		
1	Gross Salary	30.00	30.54	60.54
	a) Salary as per Provisions contained in section 17(1) of the Income Tax Act, 1961.			
	b) Value of perquisites u/s 17 (2) of Income Tax Act,1961			
	c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			
2	Stock option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
5	Any other Benefits	-	-	-
	Total	30.00	30.54	60.54

B. Remuneration to key managerial personnel other than MD/ Manager/ WTD:
(Rs. In Lakhs)

Sr. No.	Particulars of Remuneration	Name of Managerial Person other than MD/WTD/Manager		Total Amount
		CFO	CS	
1	Gross Salary	12.00	9.00	21.00
	a) Salary as per Provisions contained in section 17(1) of the Income Tax Act, 1961.	0	0	0
	b) Value of perquisites u/s 17 (2) of Income Tax Act,1961	0	0	0
	c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0
2	Stock option	0	0	-
3	Sweat Equity	0	0	-
4	Commission	0	0	-
5	Any other Benefits	0	0	-
	Total	12.00	9.00	21.00

Additional Regulatory Information: -

3.40 Ratio Analysis :-

Ratio	Numerator	Denominator	Current year	Previous year
Current ratio (in times)	Total current assets	Total current liabilities	4.28	1.22
Debt-Equity ratio (in times)	Debt consists of borrowings and lease liabilities.	Total equity	1.01	1.20
Return on equity ratio (in %)	Profit for the year less Preference dividend (if any)	Average total equity	21.36%	16.82%
Inventory turnover ratio	Total Turnover	Average Inventories	9.10	15.78

Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	5.72	4.50
Trade payables turnover ratio (in times)	Cost of equipment and software licenses + Other expenses	Average trade payables	6.00	3.56
Net capital turnover ratio (in times)	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	5.68	13.84
Net profit ratio (in %)	Profit for the year	Revenue from operations	8.83%	5.88%
Return on capital employed (in %)	Profit before tax and finance costs	Capital employed = Net worth + Lease liabilities + Deferred tax liabilities	84.05%	47.69%
Return on investment (in %)	Income generated from invested funds	Average invested funds in treasury investments	84.05%	47.69%

3.41 Struck off Companies

There are transactions during the year with struck off companies and outstanding as at 31-03-2023

Name OF Struck Company	Nature of Transactions	Balance Outstanding	Relationship with the Struck off company
ANR FINANCE LTD	Unsecured Loan	27.34 Lakhs	Other
Jay shree procon PVT LTD	Unsecured Loan	1 lakh	Other

3.42 Dividends

Dividend is proposed of Rs. 0.30 per equity share of FV Rs. 10 each for financial year 2022-2023 in board meeting and the final dividend is paid of Rs. 0.30 per equity share of financial year 2022-2023 in the current year.

3.43 General Notes: -

Previous Year's figures have been regrouped / reclassified wherever necessary to correspond with current year's classification / disclosure.

Balances shown under Long-term Borrowings, Long Term Provisions, Short Term Provisions, Trade Payables, Other Current Liabilities, Long Term Loans and Advances, Inventories, Trade Receivables, Short Term Loans and Advances and Other Current Assets, etc. are subject to confirmation / reconciliation, if any. The management does not expect any material difference affecting the current year's financial statements.

**For Bihari Shah and Co.
Chartered Accountants
F.R.N.119020W**

For and on Behalf of Board

**Bihari B. Shah
Partner
M.No.007058**

**Karan Jolly
Managing Director
DIN: 06587791**

**Anureet Kaur Jolly
Director
DIN: 02730332**

**Date: May 30, 2023
Place: Ahmedabad**

**Sarathi Sheth
Company Secretary
M. No: A42075
Date: May 30, 2023
Place: Ankleshwar**

**Sahil Patel
CFO**

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

I/We hereby record my/our presence at the 29th Annual General Meeting of the Company held at 6,8,10,12 Hexzone Arcade, Nr. Jayaben Modi Hospital, Valia Road, G.I.D.C., Ankleshwar 393002, Gujarat India on Wednesday, 20th September, 2023, at 9:00 A.M.

Folio No. / Client ID/DPID No.

.....

Full Name of the Shareholder:

.....

Signature:

Full Name of Proxy.....

Signature:
(To be filled in if the Proxy attends instead of the Member)

29th Annual General Meeting – 20th September, 2023**Form No. MGT-11
PROXY FORM**

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

Name of the Member(s):

Registered Address:

Email:

Folio No./Client ID:

DP ID:

I/We, being the Member(s) of..... Shares of the Prolife Industries Limited, hereby
appoint

Name:

Address:

Email.....

Signature:

or failing him / her

Name:

Address:

Email:

Signature:

or failing him / her

Name:

Address:

Email:

Signature:

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 29th Annual General Meeting of the company, to be held on Wednesday, 20th September, 2023

at 9:00 A.M. at 6,8,10,12 Hexzone Arcade, Nr. Jayaben Modi Hospital, Valia Road, G.I.D.C., Ankleshwar 393002, Gujarat, India and at any adjournment thereof:

Sr. No.	Resolutions	Optional*	
		For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon (Ordinary resolution).		
2.	To declare final dividend on Equity shares for the year 2022-23 (Ordinary resolution)		
3.	To appoint Mrs. Anureet Kaur Jolly [DIN: 02730332], who retires by rotation and being eligible offers himself for reappointment. (Ordinary resolution).		
4.	To Appoint M/s. Bihari Shah & Co., Chartered Accountants (Firm Reg. No. 119020W) as the Statutory Auditor of the company for a period of 5 years from conclusion of this AGM to the conclusion of 34 th AGM (Ordinary resolution).		
5.	To approve remuneration Payable to Mr. Veljibhai K Patel (DIN: 08697081), Professional Executive Director		
6	To Approve Related Party Transactions with Prolife Bio-chemical Industries Pvt. Ltd. (Ordinary resolution)		
7	To Approve Related Party Transactions with Goldstar Chemicals Pvt. Ltd. (Ordinary resolution)		
8	To Approve Related Party Transactions with Prolife Speciality Chemicals Ltd. (Ordinary resolution)		
9	To Approve Related Party Transactions with J.S Chemicals (Ordinary resolution)		
10	To Approve Related Party Transactions with Shree Ram Chemicals Ltd. (Ordinary resolution)		

Signed thisDay of 2023

.....
Signature of the Member
Holder (s)

.....
Signature of the proxy

Affix Rs. 1/ Revenue Stamp

Signature of the shareholder
Across Revenue Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. *This is only optional Please put an 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
5. In the case of joint holders, the signatures of any one holder will be sufficient, but names of all the joint holders should be stated.



PROLIFE

PROLIFE INDUSTRIES LIMITED

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